

INTEGRATED PROTEINS LIMITED

CIN: L18400GJPLC1992018426

Regd. Office: 5th Floor, City Point, Opp. Town Hall, Jamnagar - 361008;

Website: www.integratedproteins.com; email id: ijl.complianceofficer@gmail.com



Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”) (Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below))

**To,
The Shareholders
Integrated Proteins Limited**

NOTICE is hereby given to the shareholders of **Integrated Proteins Limited** (the “Company”) pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the “Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary and/or special resolution for matter as considered in the Resolution appended below through postal ballot (“Postal Ballot”) by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e- voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with “Cameo Corporate Services Limited” the Company’s Registrar and Share Transfer Agent and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e- voting system only.

The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent on or before **Thursday, 29th June 2023** by means of remote e-voting facility provided by the Company.

- 1. To appoint Shri Chintan A. Shah (DIN: 00228733) as the Director and as the Managing Director of the Company for a period of 5 years.**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution:**

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“RESOLVED THAT Shri Chintan A. Shah (DIN:00228733), was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from April 01, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with of the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (hereinafter referred to as the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the “Listing Regulations”), and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors and by the Board of Directors of the Company in terms of its resolution dated 31st March, 2023, consent of the members be and is hereby accorded for the appointment of Shri Chintan A. Shah (DIN: 00228733) as the Managing Director of the Company, for a period of 5 years commencing from, 1st April, 2023 to 1st April, 2028(both days inclusive) on the terms and conditions as set out in the explanatory statement annexed with this notice AND THAT he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

2. To approve Change in Designation of Shri Arvind K. Shah (DIN: 00094647) from Managing Director to Non - Executive Director:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the Articles of Association of the Company, and applicable provisions of the Companies Act, 2013 and the rules framed thereunder, and by the Board of Directors of the Company in terms of its resolution dated 31st March, 2023, consent of the members be and is hereby accorded for the change in designation of Mr. Arvind K. Shah (DIN: 00094647) from Managing Director in the promoter category to Non-Executive Director in the promoter category w.e.f 1st April 2023 and the appointment shall continue to be liable to retirement by rotation.”

“RESOLVED FURTHER THAT, consequently, he will be ceased to be the Key Managerial Personnel as per the provisions of Companies Act, 2013 and as per Regulation 30(2) of SEBI(LODR) Regulation, 2015 for purpose of determining the materiality of an event or information.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

By order of the Board of Directors of
Integrated Proteins Limited

CS Devanshi V. Shah
Company Secretary
M. No. A50711

Place : Jamnagar
Date : 29th May, 2023

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts of the aforesaid item is annexed hereto as Annexure I and which forms part of this Postal Ballot Notice.
2. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company’s website (www.integratedproteins.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
3. The Company has appointed CS Ankita Shah, (M.No 43289, COP 16359) Practicing Company Secretary, Vast and Co. Company Secretraies, LLP, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny on or before Saturday 1st July, 2023. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and shall also be available on the Company’s website (www.integratedproteins.com) as also displayed at the Registered Office of the Company. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. **Thursday, 29th June, 2023**, in terms of SS-2.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Jamnagar (in vernacular language, i.e. Gujarati).

CUT-OFF DATE

5. **The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 26th May, 2023 (hereinafter referred to as the “Cut-off Date”)**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

DISPATCH OF POSTAL BALLOT NOTICE

6. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date, **Friday, 26th May, 2023** and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Cameo Corporate Services Limited.
7. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility only and hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.
8. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company’s website (www.integratedproteins.com) and BSE Limited (www.bseindia.com).
9. Shareholders who have still not registered their email IDs are requested to do so at the earliest as under:
 - Shareholders holding shares in electronic mode can get their email ID registered by contacting their

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respective Depository Participant where they maintain their demat accounts.

- Shareholders holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with Cameo Corporate Services Limited. Requests can be sent by email to (cameo@cameoindia.com)
- Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Cameo Corporate Services Limited to enable servicing of notice, annual reports, other documents in electronic form.
- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website (www.integratedproteins.com) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

REMOTE E-VOTING:

1. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). NSDL, will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.
2. **The remote e-voting period commences on Wednesday, 31st May, 2023 (9.00 a.m. IST) up to Thursday, 29th June, 2023 (5.00 p.m. IST).** During this period, the shareholders of the Company holding shares, either in physical form or in demat form, as on the **Cut-off Date, i.e. Friday, 26th May, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
3. **The shareholders are requested to cast their vote on fully paid-up shares (EVEN 7216), as the case may be. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date, i.e. Friday, 26th May, 2023.**
4. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@nsdl.com. In case they are already registered with NSDL for remote e-voting, they can use their existing User ID and password for e-voting.
5. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.
6. 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 to access e-Voting facility.



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

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members is as under:

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 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.	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> • 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.

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.

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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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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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.co.in. 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 and 022 - 2499 7000 or send a request to (Mr. Ketan Kumar Patel) at evoting@nsdl.co.in

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 jpl.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 (jpl.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

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Regd. Office: 5th Floor, City Point, Opp. Town Hall, Jamnagar - 361008;Website: www.integratedproteins.com; email id: ipl.complianceofficer@gmail.com**Annexure I to the Postal Ballot Notice****EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013]

Agenda Item No.1: To appoint Shri Chintan A. Shah (DIN: 00228733) as the Director and as the Managing Director of the Company for a period of 5 years.

Shri Chintan A. Shah was appointed as an Additional Director and as the Managing Director of the Company for a term of five years w.e.f 1st April, 2023. In terms of Section 161, 196, 197, 203 and other sections, if any, and Schedule V of the Act and Rules made thereunder, Shri Chintan A. Shah is eligible for appointment as the Director and the Managing Director subject however to approval of the shareholders by way of an ordinary resolution.

Considering the skills, expertise and competencies possessed by Shri Chintan A. Shah, it is felt that the Company would be benefitted by his rich experience and expertise if he is appointed as the Managing Director. Accordingly, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company vide its resolution passed on 31st March 2023 have recommended appointment of Shri Chintan A. Shah as the Director and as the Managing Director of the Company to hold office for a term of five years from 1st April 2023 till 1st April 2028 as MD.

In the opinion of the Board, Shri Chintan A. Shah fulfils the conditions specified in the Act and the Listing Regulations for appointment of and as the managing director of the Company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act.

The details of Shri Chintan A. Shah as required to be given in terms of Regulation 36 of the Listing Regulations are as under:

Shri Chintan A. Shah, a Graduate in Commerce, is a seasoned leader with nearly 20 years of experience. He advises various industrial groups and families and serves as director on boards unlisted companies and LLP's. Shri Chintan A. Shah has experience in wide range of areas business leadership and consulting experience.

The details of Shri Chintan A. Shah are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Shri Chintan A. Shah
2.	Age	44 years
3.	Qualification	Graduate in Commerce
4.	Experience	More than 20 years' experience in business leadership and consulting.
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid. The Board reserves the right to change the condition in future and the remuneration, if paid, will be within the limits specified in the Act.
6.	Date of first appointment to the Board	1 st April, 2023
7.	Shareholding in the Company, including shareholding as a beneficial owner	8,200 Shares
8.	Relationship with other Directors / KMPs	Son of Shri Arvind K. Shah, who is serving as the Non-Executive Director.
9.	Directorships, Memberships / Chairmanship of Committees	

INTEGRATED PROTEINS LIMITED

CIN: L18400GJPLC1992018426

Regd. Office: 5th Floor, City Point, Opp. Town Hall, Jamnagar - 361008;Website: www.integratedproteins.com; email id: ijl.complianceofficer@gmail.com

	Name of companies in which holding a position as a Director (Unlisted) (other than Integrated Proteins Limited)	Name of committees in which member / chairman
	1) Dhichada Cargo Weighers and Petroleums Private Limited	NA
	2) Anart Foods Private Limited	NA
	3) Bedi Shipping Limited	
	4) Shantilal Multiport Infrastructure Private Limited	NA
	5) Valram Construction Private Limited	NA
	6) Ashapura Arcadia Logistic Private Limited	NA
	7) Cas Ventures Private Limited	NA
	8) Silverleaf Constructions LLP	NA
10.	Listed entities from which the appointee has resigned in past three years	None

In compliance with the provisions of Section 196, 197 read with Schedule V of the Act, the appointment of Shri Chintan A. Shah as the Managing Director is now being placed before the shareholders for their approval. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Shri Chintan A. Shah for appointment as the Director.

Pursuant to the relevant provisions of Companies Act, 2013 and Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the Board of Directors recommend passing of the Ordinary Resolution for appointment of Shri Chintan A. Shah as the Director and as the Managing Director of the Company for a term of five years. **Considering above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.1 of the accompanying Notice.**

Except for Shri Chintan A. Shah, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.2: To approve Change in Designation of Shri Arvind K. Shah (DIN: 00094647) from Managing Director to Non- Executive Director:

Shri Arvind K. Shah was re- appointed as the Managing Director of the Company by the members at the 29th Annual General Meeting of the Company held on 15th September 2022 for the second term of 5 years commencing from 17th July 2022 to 16th July 2027 by way of special resolution.

Shri Arvind K. Shah conveyed his intention to step down as the Managing Director effective from 1st April 2023, due to his pre-occupancy and prior commitments. However, he consented to continue as the 'Non-Executive Director' of the Company. Accordingly, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company vide its resolution passed on 31st March 2023 appreciated the services of Shri Arvind K. Shah as the Managing Director of the company and approved his change in designation from Managing Director to Non-Executive Director w.e.f. 1st April 2023 and the thus, after the change his appointment will be liable to retire by rotation. Due to his expertise in business and experience of more than two decades in this field the board strongly recommends his appointment as the Non -Executive Director.

The details of Shri Arvind K. Shah is as follows:

S. N.	Particulars	Details of Director
1.	Name of Director	Shri Arvind K. Shah
2.	Age	76 years
3.	Qualification	Graduate in Commerce

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4.	Experience	More than 3 decades of experience in the shipping and dehydration business
5.	Details of remuneration to be paid, if any	Sitting Fees, if any.
6.	Date of first appointment to the Board	14 th October, 1992
7.	Shareholding in the Company, including shareholding as a beneficial owner	6,31,930 Shares
8.	Relationship with other Directors / KMPs	Father of Shri Chintan A. Shah, who is serving as the Managing Director of the Company.
9.	Directorships, Memberships / Chairmanship of Committees	
	Name of companies in which holding a position as a Director (Unlisted) (other than Integrated Proteins Limited)	Name of committees in which member / chairman
	1) Dhichada Cargo Weighers and Petroleums Private Limited	NA
	2) Anart Foods Private Limited	NA
	3) Bedi Shipping Limited	
	4) Shantilal Multiport Infrastructure Private Limited	NA
	5) Valram Construction Private Limited	NA
	6) Ashapura Arcadia Logistic Private Limited	NA
	7) Bedi Cargo Weighers Private Limited	NA
	8) Arvind And Company Shipping Agencies Pvt Ltd	NA
10.	Listed entities from which the appointee has resigned in past three years	None

Pursuant to the relevant provisions of Companies Act, 2013 and Regulation 17(1A) of SEBI(LODR) Regulations, 2015, the Board of Directors recommend passing of the Special Resolution for appointment of Shri Arvind K Shah as the Non- Executive Director. **Considering above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.2 of the accompanying Notice as the director getting appointed has attained the age of 75 years.**

Except for Shri Arvind K. Shah, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

By order of the Board of Directors of
Integrated Proteins Limited

CS Devanshi V. Shah
Company Secretary
M. No. A50711

Place : Jamnagar
Date : 29th May, 2023

Regd. Office: Integrated Proteins Limited – 5th Floor, City Point, Opp, Town Hall, Jamnagar - 361008