



# INTEGRATED PROTEINS LIMITED

City Point, 5<sup>th</sup> Floor, Opp. Town Hall, Jamnagar – 361 001, Gujarat, India

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CIN: L15400GJ1992PLC018426

**Ref: IPL/BSE/Intimation**

**Date: 29<sup>th</sup> November, 2024**

To,  
**Department of Corporate Service**  
BSE Limited  
PhirozJeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Intimation of Postal Ballot Process initiated by the Company for obtaining approval of the shareholders for the resolutions mentioned herewith**

**Scrip Code - 519606**

**Respected Sir / Madam,**

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 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022 and 11/2022 dated 28<sup>th</sup> 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.

Sr No	Description	Type of Resolution
1	Increase in Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores) to Rs. 25,00,00,000/- (Rupees Twenty-five Crores) by creation of additional Rs. 21,00,00,000 (Rupees Twenty-one Crores) Equity Shares having face value of Rs 10/- (Rupee Ten each) and consequent amendment to clause V of the Memorandum of Association of the Company	Special
2	Issuance of Convertible Equity Warrants on a preferential basis (“Preferential Issue”) to the non-promoter investors for cash consideration..	Special
3	Amendment in Object Clause of the Memorandum of Association of the Company.	Special
4	Shifting of Registered Office of the Company from One City to	Special

	another City, within Same State:	
5	Regularization of appointment of Additional Director of Mr. Priyansh Parekh (DIN: 10780868) as an Independent Director of the Company	Special
6	Regularization of appointment of Additional Director of Ms. Jyoti Kataria (DIN: 08817525) as an Independent Director of the Company	Special
7	Regularization of Appointment of Additional Executive Director, Mr. Karanj Doshi (DIN : 10848249) by appointing him as Executive Director of the Company	Special
8	Appointment of Mr. Karanj Doshi (DIN: 10848249) as a Managing Director of the Company	Special

In compliance with the requirements of the Act read with the MCA Circulars, the Company has, on 29th November, 2024, completed the dispatch of the Postal Ballot Notice through electronic mode to those shareholders whose email address is registered with Cameo Corporate Services Limited / Depository Participant(s) and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope 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 voting system only. A copy of the Postal Ballot Notice along with Explanatory Statement and remote e-voting instructions is enclosed herewith.

**The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 29<sup>th</sup> November, 2024 (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 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.

**The remote e-voting period commences on Saturday, 30<sup>th</sup> November, 2024 (9.00 a.m. IST) and closes on Monday, 30<sup>th</sup> December, 2024 (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, 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. The assent or dissent received from shareholders after **Monday, 30<sup>th</sup> December, 2024 (5.00 p.m. IST)** would be strictly treated as if a reply has not been received.

Accordingly, the shareholders are requested to cast their vote for **EVEN – 132301**. 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.

This is for your information as also for the information of your members and the public at large.

Thanking you,

**FOR, INTEGRATED PROTEINS LIMITED**

**CS Devanshi V. Shah(A50711)  
Company Secretary and Compliance Officer**

**POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given to the members of **INTEGRATED PROTEINS LIMITED** (the “Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot (“the Postal Ballot”) by way of remote e-voting (“e-voting”) process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

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 and the MCA Circulars, 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 postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Cameo Corporate Services Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Saturday, November 30, 2024 at 09.00 A.M. (IST)** and end on **Monday, December 30, 2024 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Monday, December 30, 2024 at 05.00 P.M. (IST). E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days or three (3) days, whichever is earlier from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The results of the Postal Ballot will be intimated to the BSE Limited, where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company ([www.integratedproteins.com](http://www.integratedproteins.com)) as well as on NSDL’s website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be displayed on the notice board of the Company at its Registered Office. In

accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Monday, December 30, 2024, in terms of SS-2.

## RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

### **SPECIAL BUSINESSES:**

**1. Increase in Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores) to Rs. 25,00,00,000/- (Rupees Twenty-five Crores) by creation of additional Rs. 21,00,00,000 (Rupees Twenty-one Crores) Equity Shares having face value of Rs 10/- (Rupee Ten each) and consequent amendment to clause V of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of from Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs.25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 21,00,00,000 (Rupees Twenty-One Crores) divided into 2,10,00,000 (Two Crores Ten Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each."

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupee One Only) each."

**"RESOLVED FURTHER THAT** any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts."

**2. Issuance of Convertible Equity Warrants on a preferential basis ("Preferential Issue") to the non-promoter investors for cash consideration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited ("BSE"), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 2,00,00,000 (Two Crores) Convertible Equity Warrants (hereinafter referred to as "Warrants") on preferential basis ("Preferential Offer") to the non-promoter entity as mentioned below ("Warrant Holder"/" Proposed Allottee") for cash consideration at a price of Rs. 11.25/-, as arrived in accordance with the regulation 165 of ICDR Regulations (including the

warrant subscription price and the warrant exercise price) aggregating upto Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lakh Only), on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
1	Chetna Mithani	ACXPM5977H	Milan, Block No 38 LIC Soc., Tagor Marg, Rajkot-360001, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
2	Vedankit Traders Private Limited	AAJCA2168F	31/1, Chhatawallah Gulee 2 <sup>nd</sup> Floor, Room No.-203, Kolkata, West Bengal, India, 700012	Non-Promoter, Body corporate	10,00,000	1,12,50,000
3	Hiya Chotalia	DGBPC4990K	Shiv Hari Kalawad Road 2 Kirti Nagar Society, Rajkot-360005, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
4	Prakash Desai	AMQPD3761M	30, Purshottamnagar, Opp. Umiyamata Mandir, Bopal, Ahmedabad-380058, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
5	Vikas Gupta	APAPG6251Q	1 4830 Durgapuri Chowk, Balbir Nagar, Extension Gali No 13, North East Delhi, 110032	Non-Promoter, Individual	2,50,000	28,12,500
6	Nishant Dublsh	AURPD9522F	Flat No. B-404, Platinum Heights, Ramprastha Green, Sec-9, Vaishali, I.E. Sahibabad, Ghaziabad-201010, Uttar Pradesh	Non-Promoter, Individual	2,50,000	28,12,500
7	Gemzar Enterprises Pvt Ltd	AATCS6591E	2 <sup>nd</sup> Floor, Plot - 599, Kapadia Chambers Jagannath Shankarsheth Marg, Chira Bazar, Kalbadevl, Mumbai City, Mumbai, Maharashtra, India, 400002	Non-Promoter, Body corporate	10,00,000	1,12,50,000
8	Dalmia Industrial Development Limited	AAACD9405B	2a, Ganesh Chandra Avenue 9th Floor, Room No: 8e, Kolkata, West Bengal, INDIA, 700013	Non-Promoter, Body corporate	10,00,000	1,12,50,000
9	Karanj Doshi	ARQPD0730M	302, Shanti Appartment, Patel Colony, 3/8 Behind	Non-Promoter, Individual	2,50,000	28,12,500

## Postal Ballot Notice

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
			Raj Mahel Appartment, Dangarvada, Jamnagar- 361008, Gujarat			
10	Shashank Doshi	AEPFD1089R	Navkar 7/1,Patel Colony, Jamnagar Patel Colony, Jamnagar, 361008, Gujarat, India	Non-Promoter, Individual	11,00,000	1,23,75,000
11	Hetal Doshi	AGTPD9011D	Navkar 7/1,Patel Colony, Jamnagar Patel Colony, Jamnagar, 361008, Gujarat, India	Non-Promoter, Individual	11,00,000	1,23,75,000
12	Tej Doshi	CDGPT5617P	Prathamesh Residency, 1103-C Wing, 11 <sup>th</sup> Floor, Nr. Bhavnas College, Bhavans College, Andheri (West), Mumbai-400058	Non-Promoter, Individual	11,00,000	1,23,75,000
13	Kavya Doshi	JQAPD3619H	Prathamesh Residency, 1103-C Wing, 11 <sup>th</sup> Floor, Nr. Bhavnas College, Bhavans College, Andheri (West), Mumbai-400058	Non-Promoter, Individual	11,00,000	1,23,75,000
14	Hinaben Dhruve	AJIPD3158R	Block No. 404, Abhinav Appartment, Gaushala Chowk, Panchvati, Dangarvada, Jamnagar-361008, Gujarat.	Non-Promoter, Individual	2,50,000	28,12,500
15	Vatsal Pandya	HNVP8817F	Nilkanth Appartment, Flat No. 301, Limda Line Sheri No. 1, Jamnagar-361001, Gujarat.	Non-Promoter, Individual	2,50,000	28,12,500
16	Varsha Rajni Mungra	BIEPM3279A	201, Suramya Appartment, Nr. Lake View Hotel, Piplod, Surat-395007, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
17	Leenaguri Divyang Vadi	ALQPV1579C	Block No. M1/2193, Nr. Janta Fatak, Ranjit Nagar, Digvijay Plot, Jamnagar-361005, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
18	Divyang Vadi	AEIPV6145B	402, Sarvottam Appartment, Opp. S.B. Sharma School,	Non-Promoter, Individual	10,00,000	1,12,50,000



Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
			Nr. Mehul Nagar, Telephone Exchange, Jamnagar-361006, Gujarat,			
19	Rajni Mungra	AKLPM8233C	201, Suramya Appartment, Nr. Lake View Hotel, Piplod, Surat-395007, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
20	Ashish Shah	ASLPS7124E	Summair Club Road, Oswal Colony, Jamnagar-361005, Gujarat	Non-Promoter, Individual	10,00,000	1,12,50,000
21	Wealthmine Networks Private Limited	AAFCS2006J	215 B Manek Centre, P N Marg, Jamnagar-361001, Gujarat	Non-Promoter, Body corporate	11,40,000	1,28,25,000
22	Sappers Infra Realtors Private Limited	AAECB5811F	34, Lal Bahadur Sarani, Mahendra Banerjee Road, Kolkata, Kolkata, West Bengal, India, 700060	Non-Promoter, Body corporate	11,10,000	1,24,87,500
23	Morning Vinimay Private Limited	AAECM2977R	135, Princep Street, Princep Street, Kolkata, Kolkata, West Bengal, India, 700072	Non-Promoter, Body corporate	11,00,000	1,23,75,000
	<b>Total Allotment</b>				<b>2,00,00,000</b>	<b>22,50,00,000</b>

\*Refer point 6 of the Explanatory Statement under Item No. 2 for the basis on which price has been arrived.

\*\* Twenty Five percent of the total consideration amount shall be paid by the allottee on or before the allotment of equity warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.

“**RESOLVED FURTHER THAT** in terms of regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is Friday, November 29, 2024 (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on Saturday November 30, 2024 which is weekend therefore preceding day i.e. Friday, November 29, 2024 is considered as relevant date.)”

“**RESOLVED FURTHER THAT** the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the ICDR) Regulations. The equity shares of the company have not been frequently traded as on the relevant date; therefore, the price of the equity share of the Company as per regulation 165 of ICDR Regulations has been determined by taking into account the Valuation Report dated November 27, 2024 issued by Mr. Abhinav Rajvanshi, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11765). (Please refer to paragraph 6 of item no. 2 of explanatory for the details of the valuation report obtained in relation to determine the price of equity shares of the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company’s website i.e. [www.integratedproteins.com](http://www.integratedproteins.com)).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank pari-passu in all respects including dividend with the existing fully paid-up equity shares of the company.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

- a) The tenure of the warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment.
- b) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder at any time before the expiry of Eighteen months from the date of allotment of the Warrants.
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder.
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange i.e. BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holder, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottee inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder.”

**“RESOLVED FURTHER THAT** the Board or company secretary of the company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including



without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to stock exchange i.e. BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company 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.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committee”), any director(s) and / or Company Secretary and / or any person associated with the Company.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

### 3. Amendment in Object Clause of the Memorandum of Association of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 4 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to necessary approval of the concerned Registrar of Companies, Ministry of Corporate Affairs and from any other competent Authorities, consent of the shareholders by way of Special Resolution be and is hereby accorded to alter clause 3A of the Memorandum of Association of Company, now clause 3 (A) of the Memorandum of Association of Company will be as follows:

1. To promote, establish, run or otherwise carry on the business of developing, reproducing, marketing, consulting, exporting, importing, buying, selling, distributing, processing, Information technology, servicing or dealing in providing software solutions in the field of Geomatics including Core Application Development for Geographical Information System (GIS), Image Processing (IP), Global Positioning System (GPS), Remote Sensing (RS), Ground Penetrating Radar (GPR) and Photogrammetry (PG) and advance module Network Analysis, 3-D Modeling, Neural Network, Terrain Analysis. Customization of GIS/IP/GPS/RS/GPR/PG Applications for Natural Resources Management, Resource Exploration and Extraction, Disaster Management, Urban Planning & Economic Development, Environment, Agriculture & Forestry, Land Usage, Real Estate, Registry and Tax Assessment, Infrastructure, Banking & Insurance, Telecommunication, Ground and Marine Transportation, Defense & Security, Census and Elections, Healthcare, Emergency Response, Electric and Gas Utilities, Education. To provide GIS/IP/GPS/RS Services for Map Conversion, Survey and Mapping, Drainage, Hydro-morphology, Desertification, Snow and Glacial Topography, Natural Resource Census, Advanced Digital Image Processing and Analysis, GPS Survey and mapping, Vehicle Tracking, Web GIS, Satellite Data Procurement, Satellite Data Processing, Data Preprocessing, Visual Image Interpretation, Digital Terrain Model Generation, Geomatics Educational activities, and to bring out newspapers, periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins, souvenirs, markets and other report books, booklets and other literary works and undertaking in respect of above object in any languages either at regular intervals or otherwise and whether for sale or free distribution.
2. To carry on in India or elsewhere in the world, either alone or jointly with one or more person, government, local or other bodies, foreign collaborator, the business to construct, build, later, take on lease purchase or acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, project, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent broker supervisor, administrator, contractor, sub- contractor, turnkey contractor and manager of all types of constructions and development of all work in all

its branches such as roads, ways, culverts, dams, bridges, canals, walls, railway, tramways, water tanks, reservoirs, warehouses, factories, buildings, structures, drainage and sewage works, water distribution on filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, schools, clubs, theatres, gardens, place of amusements, libraries, reading rooms, pavilions, vehicle stands, dairy farms, garages, rock drilling, aqueducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashala(s), residential and commercial premises, multi stories colonies, shop, complex, housing project, and other works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sort of lands and building and to carry on all or any to the foregoing activities for materials, goods, plants and machineries, equipment, accessories, parts, tools, fittings, articles, materials.

3. To promote, establish, run or otherwise carry on the business of developing, reproducing, prospecting, marketing, exporting, importing, buying, selling, distributing, displaying, processing, servicing or dealing in graphic designs and printing of all kinds and forms including symbols, logos, seals, flags, sing systems, books, calendars, packaging, screens and print designs, offset designs, industrial designs colour proofing, photo typesetting, text composing, colour scanning, laboratory testing required for preprinting operations, commercial arts, art distribution, craft printing, laser printing, offset printing, gravure printing, tin printing, photographic pointing, binding, cutting, punching, laminating, box packaging, cartons packaging, corrugated packaging, engraving, flexography, plate making, block making, printing of packaging materials of all types including boxes of industrial purposes, containers box consumer goods, boilers, cover papers, fancy wrapping papers, waxed wrappers, gummed sheets and tapes, sophisticated bags, envelopes and consumer packages, cartons, containers, confectionery boxes, picnic packets, dust covers and jackets, packages wool, confetti and any other kinds of packaging aids and materials in the packaging containers, cartoons, envelops from any form of paper, paper boards, cloth PVC plastic, nylon, cello phone, poly boards, the business of to carry on packaging all branches and all types of stationery and to trade or deal in and to print and otherwise bring out any kind of newspapers periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins souvenirs, markets and other report books, booklets and other literary works and undertaking in any otherwise and whether for sale or free distributions.
4. To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional/non-conventional energy sources on a commercial basis and to construct, lay down, establish, operate, and maintain power/energy generating stations including buildings, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commixing, operating, running, leasing or transferring to third person/s, power plants and plants based on conventional or non conventional energy sources, including hydro, Thermal solar, Nuclear, Bio- mass, natural gas, wind energy, Diesel, or Fuel or any other method/technology which has been in existence or which is developed over the time, for captive consumption as well as for accumulations solar energy plants, wind energy plants, mechanical, electrical, Hydel, civil engineering works and similar projects and carrying on business as manufacturer, producers, processors, makers, sellers, retailers, wholesalers, suppliers, indenters, pacers, movers, preservers, stockists, agents, sub-agents, merchants distributors, consignors, jobbers, brokers, concessionaries, or otherwise deal in all apparatus and things required for or capable of being used in connection with the generation, distribution supply, accumulation and employment of electric and to light cities, towns, streets, docks, market theaters, buildings and places, with public and private, suppliers and dealers in electrical and other application.
5. To carry on business as manufacturers, producers, processors, makers, converters refiners, importers, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires, or otherwise deal in all kind of drugs, chemicals, pharmaceutical, medical and chemical preparations, articles and compounds thereof, dyes, cosmetics, toiletries, contraceptives, synthetic and manmade materials and fabrics of whatever nature, surgical, scientific, chemical, photographic and other apparatus.
6. To carry on in India or elsewhere the business to act as consultant, advisor, representative, signatories, liasioner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator in all its branches such as finance, legal, commercial, corporate management, business management, taxation, investment, portfolio management, loan syndication, underwriting, secretarial services, financial management and on other similar subjects and to make evaluations, feasibility studies, techno economic feasibility studies, project reports, forecasts, surveys and rehabilitation packages and for the purpose to run establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipment and to supply turnkey projects in all industries such as mines or mineral, saline or chemical substances, Kieselguhr, french chalk, china clay, bentonite and other clays, calcuite and such other filler materials,

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earths or other ingredients including coal, lights, rock phosphate, brimstone, brine, bauxite, rare earths, utilities, commercial and welfare fields.

7. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.
8. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliances.
9. To carry out the business of Producing, prospecting, exploration, excavation, mining, quarrying, processing, crushing, washing, marketing, buying, selling, import, export, reselling, distribution or otherwise dealing in coal, coal based products, marble, granites, manganese, limestone, dolomite, stones, metal, refractory and other mineral based products and also to carry on the business of mining developer & operator for exploration & development of mines, mining and marketing of coal, coal products & other types of minerals.
10. To carry out business of manufacturing, trading, import, export, installation, and operation of Solar systems for energy generation including Solar Photovoltaic, Solar Thermal, Solar Chimney and any other Solar based devices used in households, industry and commercial establishments.
11. To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business.
12. To carry on the business of manufacturing, assembling, installing, repairing, covering, buying, selling, exchanging, altering, importing, exporting, hiring, letting on hire, disturbing or dealing in all types of power plants, sinter plants, coke oven plants, wet and dry cooling systems, monitoring equipment, steam trap and strainers, heat exchangers and other tools, implements, appliances, bolts, nuts, hooks and engineering goods, ferrous and non-ferrous metals and metal products, foundry and factory supplies, mill supplies, industrial articles of all kinds and description for all types of cooling systems applications and industrial vehicles of all kinds and all components parts, accessories, equipment and apparatus for use in connection therewith.
13. To act as engineering, technical, financial and management consultants and to advise and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing trend processing industries, plants of all other kinds, factories and industries of all kinds and supply to an to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm trust, association society, organization whatsoever and generally to act as service organization or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms, trusts, association or organizations, whatsoever and to undertake the supervision of any business or organization and to undertake turnkey projects and to invest in or acquire interest in companies carrying on above business.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly. “

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms.”

#### **4. Shifting of Registered Office of the Company from One City to another City, within Same State:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from City Point, Opp. Town Hall, Jamnagar-361008, Gujarat, India to Block-D, 5<sup>th</sup> Floor, 502, Titanium Business Park, Nr. Makarba Railway Crossing, B/h Divya Bhaskar Press, Ahmedabad-380007, Gujarat, India.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be required in order to the effective execution of the said resolution including but not limited to file necessary e-forms under his digital signature with Registrar of Companies or such other Regulatory Authorities.”

#### **5. Regularization of appointment of Additional Director of Mr. Priyansh Parekh (DIN: 10780868) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV to Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI(Listing Obligation and Disclosure Requirments) Regulation, 2015, Mr. Priyansh Parekh(DIN: 10780868) who was appointed as Additional Director on 16th November, 2024 in terms of Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this General Meeting, and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment ,be and is hereby regularised and appointed as an Non-Executive Independent Director of the Company for a period of five years for maximum period upto 16th November, 2029 ” ”

**“RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **6. Regularization of appointment of Additional Director of Ms. Jyoti Kataria (DIN: 08817525) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV to Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI(Listing Obligation and Disclosure Requirments) Regulation, 2015, Ms. Jyoti Kataria (DIN : 08817525) who was appointed as Additional Director on 16th November, 2024 in terms of Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this General Meeting, and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment ,be and is hereby regularised and appointed as an Non-Executive Independent Director of the Company for a period of five years for maximum period upto and ending on 16th November, 2029 ”

**“RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

## 7. Regularization of Appointment of Additional Executive Director, Mr. Karanj Doshi (DIN : 10848249) by appointing him as Executive Director of the Company

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on January 19, 2024 and in accordance with the provision of Section 152 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Mr. Karanj Doshi (DIN : 10848249) (who has not attained the age of 76 years), who was appointed as an Additional Executive Director of the Company w.e.f. 16th November, 2024 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, subject to the approval of the members and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive Director of the Company, whose office is liable to retire by rotation, at a Remuneration mutually decided by Board of Directors including perquisites/ Benefits (hereinafter referred to as remuneration") on the terms and conditions which are set out in Explanatory Statement annexed to the this notice with liberty to the Board of Directors (hereinafter referred to as the Board" which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration.”

**“RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

## 8. Appointment of Mr. Karanj Doshi (DIN: 10848249) as a Managing Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Mr. Karanj Doshi (DIN: 10848249) be and is hereby appointed as Managing Director and designated as an Executive Director of the Company with effect from 16<sup>th</sup> November, 2024, for a period of five (5) years, with remuneration & upon the terms and conditions as detailed herein below:

- 1) The appointment shall be for a period of 5 (Five) years with effect from 16th November, 2024
- 2) The Company shall reimburse to the Executive Director, such expenses as he may incur on behalf of the company.
- 3) The Executive Director shall be liable to retire by rotation.
- 4) The Executive Director shall be entitled to receive remuneration of ₹ 8,000/- per month thereof from the date of his appointment.”

**“RESOLVED FURTHER THAT** the Managing Director shall be responsible for the overall supervision of the company’s operations, day-to-day administration, appointment and termination of employees, operating of the company’s bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.”

**“RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the company be and is hereby authorized to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”



Date: 27/11/2024

Place: Jamnagar

**Registered Office:**

5 floor, City point, Opp Town Hall, Jamnagar ,  
Gujarat, 361001

CIN: L15400GJ1992PLC018426

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

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

By the order of the Board  
**For Integrated Proteins Limited**  
Sd/-

**CS Devanshi V. Shah**  
**Company Secretary**  
**Membership No.: A50711**

**NOTES:**

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
- In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, November 29, 2024. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
- Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
- The e-voting period shall commence on Saturday, November 30, 2024 from 9.00 a.m. (IST) and shall end on Monday, December 30, 2024 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, November 29, 2024.
- Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- The Board of Directors of the Company (“the Board”), has appointed **Mrs. Rupal Patel, Practicing Company Secretary (COP.: 3803)** as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website [www.integratedproteins.com](http://www.integratedproteins.com), on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com), and communicated to the stock exchange i.e. BSE Limited and RTA.
- The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Monday, December 30, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [ipl.complianceofficer@gail.com](mailto:ipl.complianceofficer@gail.com) in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- Members may send an email request to [jaydeep@cameoindia.com](mailto:jaydeep@cameoindia.com) along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once



again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to [jaydeep@cameoindia.com](mailto:jaydeep@cameoindia.com) or contact RTA at - 0265 - 3025993 / 2341105.

14. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [jaydeep@cameoindia.com](mailto:jaydeep@cameoindia.com) Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Cameo Corporate Services Limited either by email to <a href="mailto:jaydeep@cameoindia.com">jaydeep@cameoindia.com</a> or by post to 202, Pawan Flats, 7, Anand Nagar Society, Productivity Road, Alkapuri, Vadodara, Gujarat, 390007.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR - 13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at <a href="http://www.integratedproteins.com">www.integratedproteins.com</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. [www.integratedproteins.com](http://www.integratedproteins.com) and can also be accessed from the website of the BSE at [www.bseindia.com](http://www.bseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Cameo Corporate Services Limited at [jaydeep@cameoindia.com](mailto:jaydeep@cameoindia.com).
17. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

### **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 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>      <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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</li> </ol>

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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	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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

**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 [roopalcs2001p@gmail.com](mailto:roopalcs2001p@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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 [ipl@complainceofficer@gmail.com](mailto:ipl@complainceofficer@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@complainceofficer@gmail.com](mailto:ipl@complainceofficer@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](mailto: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.

**Date: 27/11/2024**

**Place: Jamnagar**

**Registered Office:**

5 floor, City point, Opp Town Hall, Jamnagar ,  
Gujarat, 361001

**CIN:** L15400GJ1992PLC018426

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

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

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By the order of the Board  
**For Integrated Proteins Limited**

Sd/-

**Devanshi Shah**

Company Secretary  
Membership No. A50711

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**EXPLANATORY STATEMENT**

*(Statement pursuant to Section 102 of the Companies Act, 2013)*

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated October 05, 2024 and shall be taken as forming part of the Notice.

**ITEM NO. 1**

Presently, the Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to increase in capital of the company through preferential issue as mentioned in the resolution no. 1 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each by addition of Rs. 21,00,00,000 (Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crores Ten Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

**ITEM NO. 2**

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore, in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 2 is recommended for the approval of shareholders as Special Resolutions.

The Company is eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants including equity shares to be allotted upon exercise of right attached to the Warrants.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following disclosures are required to be made in the explanatory statement to the notice.

**1) Objects of the Preferential Issue:**

The Company proposes to raise an amount aggregating up to Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lakh Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for capital expenditure, acquisition in the same line of business, repayment of borrowings of the Company, expansion plans including investments in subsidiaries,

working capital requirement, exploring new initiatives, meeting future funding requirements, general corporate purposes and such other purpose as the Board may decide.

### **Schedule of Implementation and Deployment of Funds**

The issue proceeds of amount equivalent to 25% of the Warrants received by the company at the time of subscription within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the stock exchange i.e. BSE Limited, whichever is later. The balance 75% shall be received the company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds.

#### **2) Maximum number of specified securities to be issued:**

Upto 2,00,00,000 (Two Crore), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company presently have face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs. 11.25/- (Rupees Eleven point Twenty-Five Only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lakh Only). ("Total Issue Size"), out of which 25% (Twenty-Five Percent) of the Warrant Issue Price shall be paid by the Warrant Holder to the Company before the allotment of Warrants ("Warrants Subscription Price") and 75% (Seventy-Five Percent) of the Warrant Issue Price ("Warrant Exercise Price") shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

#### **3) Size of the preferential issue and the amount which the Company intends to raise by way of such securities:**

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 165 read with Regulation 161 of Chapter V of the ICDR Regulations is Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lakh Only). In view of the above, the Board of directors has approved the same price for issuance of 2,00,00,000 warrants aggregating to Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lakh Only) ("Issue Size").

#### **4) Date of Board Resolution:**

Date of passing of Board resolution for approving preferential issue: Wednesday, November 27, 2024

#### **5) Relevant Date:**

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is Friday, November 29, 2024 (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on Saturday November 30, 2024 which is weekend therefore preceding day i.e. Friday, November 29, 2024 is considered as relevant date.) being the working day preceding the date that is 30 (thirty) days prior to the date of the Annual General Meeting.

#### **6) Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any) along with report of the Independent registered valuer:**

The equity shares of the company are listed on BSE Limited and have not been frequently traded on the stock exchange as per sub regulation (5) of regulation 164 of ICDR Regulations as on the relevant date, therefore, the price of equity shares of the company is determined as per valuation report dated November 27, 2024 issued by Mr. Abhinav Rajvanshi, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11765) for issuance of Warrants through preferential issue for cash consideration arrived at Rs. 11.25/- (Rupees Eleven point Twenty-Five Only), per warrant in pursuance to regulation 165 of ICDR Regulations ("Valuation Report").

The Board of Directors of the company has accepted the price as arrived in accordance with the valuation report as mentioned above.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company's website i.e. [www.integratedproteins.com](http://www.integratedproteins.com)

It is to be noted that the Articles of Association of the Company does not provide any condition for the valuation of equity shares of the company.

There is no change in control consequent to the present preferential issue to the proposed allottee.

**7) Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue:**

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

**8) Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:**

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre-Preferential Allotment		Number of Warrants proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	Chetna Mithani	ACXPM5977H	Milan, Block No 38 LIC Soc., Tagor Marg, Rajkot-360001, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
2	Vedankit Traders Private Limited	AAJCA2168F	31/1, Chhatawallah Gulee 2 <sup>nd</sup> Floor, Room No.-203, Kolkata, West Bengal, India, 700012	Non-Promoter, Body corporate	0	0	10,00,000	10,00,000	4.31
3	Hiya Chotalia	DGBPC4990K	Shiv Hari Kalawad Road 2 Kirti Nagar Society, Rajkot-360005, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
4	Prakash Desai	AMQPD3761M	30, Purshottamnagar, Opp. Umiyamata Mandir, Bopal, Ahmedabad-380058, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
5	Vikas Gupta	APAPG6251Q	1 4830 Durgapuri Chowk, Balbir Nagar, Extension Gali No 13, North East Delhi, 110032	Non-Promoter, Individual	0	0	2,50,000	2,50,000	1.08
6	Nishant Dublsh	AURPD9522F	Flat No. B-404, Platinum Heights, Ramprastha Green, Sec-9, Vaishali, I.E. Sahibabad, Ghaziabad-201010, Uttar Pradesh	Non-Promoter, Individual	0	0	2,50,000	2,50,000	1.08

Postal Ballot Notice

7	Gemzar Enterprises Pvt Ltd	AATCS6591E	2 <sup>nd</sup> Floor, Plot - 599, Kapadia Chambers Jagannath Shankarsheth Marg, Chira Bazar, Kalbadevi, Mumbai City, Mumbai, Maharashtra, India, 400002	Non-Promoter, Body corporate	0	0	10,00,000	10,00,000	4.31
8	Dalmia Industrial Development Limited	AAACD9405B	2a, Ganesh Chandra Avenue 9th Floor, Room No: 8e, Kolkata, West Bengal, INDIA, 700013	Non-Promoter, Body corporate	0	0	10,00,000	10,00,000	4.31
9	Karanj Doshi	ARQPD0730M	302, Shanti Appartment, Patel Colony, 3/8 Behind Raj Mahel Appartment, Dangarvada, Jamnagar- 361008, Gujarat	Non-Promoter, Individual	0	0	2,50,000	2,50,000	1.08
10	Shashank Doshi	AEFPD1089R	Navkar 7/1, Patel Colony, Jamnagar Patel Colony, Jamnagar, 361008, Gujarat, India	Non-Promoter, Individual	0	0	11,00,000	11,00,000	4.74
11	Hetal Doshi	AGTPD9011D	Navkar 7/1, Patel Colony, Jamnagar Patel Colony, Jamnagar, 361008, Gujarat, India	Non-Promoter, Individual	0	0	11,00,000	11,00,000	4.74
12	Tej Doshi	CDGPT5617P	Prathamesh Residency, 1103-C Wing, 11 <sup>th</sup> Floor, Nr. Bhavnas College, Bhavans College, Andheri (West), Mumbai-400058	Non-Promoter, Individual	0	0	11,00,000	11,00,000	4.74
13	Kavya Doshi	JQAPD3619H	Prathamesh Residency, 1103-C Wing, 11 <sup>th</sup> Floor, Nr. Bhavnas College, Bhavans College, Andheri (West), Mumbai-400058	Non-Promoter, Individual	0	0	11,00,000	11,00,000	4.74
14	Hinaben Dhruve	AJIPD3158R	Block No. 404, Abhinav Appartment, Gaushala Chowk, Panchvati, Dangarvada, Jamnagar-361008, Gujarat.	Non-Promoter, Individual	0	0	2,50,000	2,50,000	1.08
15	Vastal Pandya	HNVPD8817F	Nilkanth Appartment, Flat No. 301, Limda Line Sheri No. 1,	Non-Promoter, Individual	0	0	2,50,000	2,50,000	1.08

			Jamnagar-361001, Gujarat.						
16	Varsha Rajni Mungra	BIEPM3279A	201, Suramya Appartment, Nr. Lake View Hotel, Piplod, Surat-395007, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
17	Leenaguri Divyang Vadi	ALQPV1579C	Block No. M1/2193, Nr. Janta Fatak, Ranjit Nagar, Digvijay Plot, Jamnagar-361005, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
18	Divyang Vadi	AEIPV6145B	402, Sarvottam Appartment, Opp. S.B. Sharma School, Nr. Mehul Nagar, Telephone Exchange, Jamnagar-361006, Gujarat,	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
19	Rajni Mungra	AKLPM8233C	201, Suramya Appartment, Nr. Lake View Hotel, Piplod, Surat-395007, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
20	Ashish Shah	ASLPS7124E	Summair Club Road, Oswal Colony, Jamnagar-361005, Gujarat	Non-Promoter, Individual	0	0	10,00,000	10,00,000	4.31
21	Wealthmine Networks Private Limited	AAFCS2006J	215 B Manek Centre, P N Marg, Jamnagar-361001, Gujarat	Non-Promoter, Body corporate	0	0	11,40,000	11,40,000	4.91
22	Sappers Infra Realtors Private Limited	AAECB5811F	34, Lal Bahadur Sarani, Mahendra Banerjee Road, Kolkata, Kolkata, West Bengal, India, 700060	Non-Promoter, Body corporate	0	0	11,10,000	11,10,000	4.78
23	Morning Vinimay Private Limited	AAECM2977R	135, Princep Street, Princep Street, Kolkata, Kolkata, West Bengal, India, 700072	Non-Promoter, Body corporate	0	0	11,00,000	11,00,000	4.74

*The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern.

**9) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

None of the proposed allottees are existing shareholder of the company and pursuant to this allotment the proposed allottees shall be covered under the head of public category under shareholding pattern of the Company.

**10) Shareholding Pattern of the Company before and after the issue:**

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian	--	--	--	--
a.	Individuals/Hindu undivided Family	14,83,050	46.29	14,83,050	6.39
	Sub-Total (A)(1)	14,83,050	46.29	14,83,050	6.39
2	Foreign Promoters			--	--
	Sub-Total (A)(2)			--	--
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	14,83,050	46.29	14,83,050	6.39
B	Non-Promoters Holding-				
1.	Institutions (Domestic)	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
2.	Institutions (Foreign)	--	--	--	--
	Sub-Total (B)(2)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
	Sub-Total (B)(3)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	28,200	0.88	28,200	0.12
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,77,082	30.50	9,77,082	4.21
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2,34,016	7.50	1,38,84,016	59.84
e.	Non-Resident Indians (NRIs)	4,40,200	13.74	4,40,200	1.90
f.	Bodies Corporate	19,600	0.61	63,69,600	27.45
g.	Any Other	21,452	0.67	21,452	0.09
	(i) Hindu Undivided Families	-	-	--	--
	(ii) Trusts	-	-	--	--
	Sub-Total (B)(4)	17,20,550	53.71	2,17,20,550	93.61
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	17,20,550	53.71	2,17,20,550	93.61
	<b>Total (A+B)</b>	32,03,600	100.00	2,32,03,600	100.00

\*The post issue paid up capital is arrived after considering the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.

**11) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable, since the present issue of equity shares is for cash consideration.



**12) Proposed time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities (including but not limited to the in-principle approval of the stock exchange i.e. BSE Limited for the issuance of the warrants to the Proposed Allottee on a preferential basis subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**13) The change in control or allotment of more than more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:**

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment.

In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, allotment to the all proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

Hence, the company has obtained valuation report from the Independent Registered Valuer, Mr. Abhinav Rajvanshi, a Registered Valuer (Reg. No. IBBI/RV/06/2019/11765) in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. [www.integratedproteins.com](http://www.integratedproteins.com)

**14) Lock-in Period:**

The proposed allotment of warrants shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval.
- in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.
- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

**15) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year.

**16) Listing:**

The Company will make an application to BSE Limited ("Stock Exchange") at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**17) Principle terms of assets charged as securities: Not Applicable****18) Name and address of valuer who performed valuation:**

The Valuation was performed by independent valuer, Mr. Abhinav Rajvanshi, a Registered Valuer (Reg. No. IBBI/RV/06/2019/11765) having office at office H-15 Chitranjan Marg, C-Scheme, Jaipur 302001.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. [www.integratedproteins.com](http://www.integratedproteins.com).

**19) Practicing Company Secretary Certificate:**

The Certificate dated November 29, 2024 issued by Mrs. Rupal Patel, Practicing Company Secretary having office at 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar, Ahmedabad-380015, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Annual General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link [www.integratedproteins.com](http://www.integratedproteins.com).

**20) Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:**

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Ownership	Pre-Issue status of the allottees	Post-Issue status of the allottees	Change in control, if any
1	Vedankit Traders Private Limited	Rahul Poddar (AEVPP6719E)	-	Non-Promoter, Body corporate	N.A.
2	Gemzar Enterprises Pvt Ltd	Suresh Kumar Mahato (ATZPM5063D)	-	Non-Promoter, Body corporate	N.A.
3	Dalmia Industrial Development Limited	Raj Mohta (AZXPM4978M)	-	Non-Promoter, Body corporate	N.A.
4	Wealthmine Networks Private Limited	Hetal Doshi (AGTPD9011D)	-	Non-Promoter, Body corporate	N.A.
5	Sappers Infra Realtors Private Limited	SK Ramijul Ali (DFTPA5179D)	-	Non-Promoter, Body corporate	N.A.
6	Morning Vinimay Private Limited	Sandeep Pandey (BCLPP0832M)	-	Non-Promoter, Body corporate	N.A.

*\*No any individual ultimate significant beneficial owner.*

**21) Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

**22) SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

**23) Terms of issue and conversion of convertible warrants to be issued to the proposed allottees:**

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18

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(Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted.

- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the right attached to Warrants. The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).
- c) In the event that, warrant holder does not exercise the right attached to Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholders of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

**24) Other disclosures/Undertaking:**

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- e) Neither the Company nor any of its directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- g) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations. Since the Companies equity shares are listed on recognized Stock Exchange (BSE) for a period of more

90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

- h) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- j) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall make adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the last date of voting i.e. December 30, 2024.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Special Resolutions**.

### **ITEM NO. 3**

In order to expand the Company's scope of operations and to avail the opportunity present in market, the Company is planning to change the current business to Software, Information Technology, coal and other minerals, solar and EPC Contracting and to set up and operate a pan India Entity.

This will enable Company to expand the scope from its business and set, manage and operate new platforms.

To commence the proposed new business activities, the Object Clause [Clause 3 (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to diversify its scope of operations by inserting 13 new objects instead of current objects as stated in special resolution set out at Item No. 3.

The above amendment would be subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and thereby board recommends Special Resolution set out as Item No. 3 for seeking Member's approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing **Special Resolutions**.

**ITEM NO. 4**

Presently, the Company's Registered Office is located at City Point, Opp. Town Hall, Jamnagar-361008, Gujarat, India. The Board of Directors of your Company at their meeting held on November 27, 2024 has decided to shift the Registered Office of the Company from the 'City Point, Opp. Town Hall, Jamnagar-361008, Gujarat, India' to 'Block-D, 5<sup>th</sup> Floor, 502, Titanium Business Park, Nr. Makarba Railway Crossing, B/h Divya Bhaskar Press, Ahmedabad-380007, Gujarat, India' to carry on the business of the Company more economically and efficiently and with better operational convenience and to take benefit of networking and urban development of Ahmedabad city.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, but as per the Companies (Amendment) Act, 2017, any item of business required to be transacted at a general meeting by a Company which is required to provide the facility to members to vote by electronic means. As the Company has more than 1,000 shareholders in the Company, the Company is providing facility to the members to vote electronically.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing **Special Resolutions**.

**ITEM NO. 5****Regularization of Mr. Priyansh Parekh(DIN: 10780868) as an Independent Director**

Mr. Priyansh Parekh(DIN: 10780868) was appointed as an Additional Independent Director with effect from 16th November, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Mr. Priyansh Parekh(DIN: 10780868) is desirable as Independent Director of the Company and would be beneficial to the Company and hence it recommends the said resolution No. 3 for approval by the members of the Company.

Brief profile of Mr. Priyansh Parekh(DIN: 10780868) is given below for reference of the member:

**Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:**

<b>Name of the Director</b>	Mr. Priyansh Parekh
<b>DIN</b>	10780868
<b>Date of Birth (Age in years)</b>	07/04/2001
<b>Date of first appointment</b>	16th November, 2024
<b>Experience/ Expertise in Specific Functional Areas</b>	Functional and Strategic Expertise
<b>Qualification(s)</b>	MBA
<b>Directorship in other companies including listed companies *</b>	NA

Listed entities from which the person has resigned in the past three years	NA
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	NA
Shareholding in the listed entity, including shareholders as a beneficial owner	NA
No. of Board Meetings Held/ Attended	1
Details of Remuneration sought to be paid	NA
Last Remuneration drawn (per annum)	NA
Disclosure of relationships between directors inter-se	NA
Terms and conditions of reappointment and Remuneration	he is eligible for appointment, on the Board of the Company, who shall hold office for a term of five years, and not be liable to retire by rotation.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing **Special Resolutions**.

#### ITEM NO. 6

#### **Regularization of Ms. Jyoti Kataria (DIN: 08817525) as an Independent Director**

Ms. Jyoti Kataria (DIN: 08817525) was appointed as an Additional Independent Director with effect from 16th November, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Ms. Jyoti Kataria (DIN: 08817525) is desirable as Independent Director of the Company and would be beneficial to the Company and hence it recommends the said resolution No. 3 for approval by the members of the Company.

Brief profile of Mr. Ms. Jyoti Kataria (DIN: 08817525)) is given below for reference of the member:

**Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:**

Name of the Director	Ms. Jyoti Kataria
DIN	08817525
Date of Birth (Age in years)	02/10/1968
Date of first appointment	16th November, 2024
Experience/ Expertise in Specific Functional Areas	Financial Expertise
Qualification(s)	Chartered Accountant
Directorship in other companies including listed companies *	1. Angel Fibers Limited



Listed entities from which the person has resigned in the past three years	NA
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	NA
Shareholding in the listed entity, including shareholders as a beneficial owner	NA
No. of Board Meetings Held/ Attended	1
Details of Remuneration sought to be paid	NA
Last Remuneration drawn (per annum)	NA
Disclosure of relationships between directors inter-se	NA
Terms and conditions of reappointment and Remuneration	She is eligible for appointment, on the Board of the Company, who shall hold office for a term of five years, and not be liable to retire by rotation.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the matter and the resolution set out under Item No. 6 for the approval of the Members by way of passing **Special Resolutions**.

#### **ITEM NO. 7 & 8**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company was appointed Mr. Karanj Doshi (DIN: 10848249) as an Additional Executive Director with effect from 16th November, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association

Mr. Karanj Doshi (DIN: 10848249) has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

#### **The terms and conditions are set out herein below:**

##### **Tenure:**

The appointment shall be for a period of 5 (Five) years with effect from 16th November, 2024

##### **Remuneration:**

Mr. Karanj Doshi is hereby re-appointed as Managing Director and designated as an Executive Director of the Company, for a period of five (5) years, with remuneration of ₹ 8,000/- per month.

##### **Duties and Responsibilities:**

The Managing Director shall be responsible for the overall supervision of the company's operations, day-to-day administration, appointment and termination of employees, operating of the company's bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company's activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.

**Other terms and conditions as detailed herein below:**

- 1) The appointment shall be for a period of 5 (Five) years with effect from 16th November, 2024
- 2) The Company shall reimburse to the Executive Director, such expenses as he may incur on behalf of the company.
- 3) The Executive Director shall be liable to retire by rotation.
- 4) The Executive Director shall be entitled to receive remuneration of ₹ 8,000/- per month thereof from the date of his appointment.”

**Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Karanj Doshi (DIN: 10848249) including his profile are mentioned below:**

<b>Name of the Director</b>	Mr. Karanj Doshi
<b>DIN</b>	10848249
<b>Date of Birth (Age in years)</b>	05/03/1990
<b>Date of first appointment</b>	16th November, 2024
<b>Experience/ Expertise in Specific Functional Areas</b>	Financial Expertise and deep knowledge in accounting
<b>Qualification(s)</b>	Chartered Accountant
<b>Directorship in other companies including listed companies *</b>	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	NA
<b>Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)</b>	NA
<b>Shareholding in the listed entity, including shareholders as a beneficial owner</b>	NA
<b>No. of Board Meetings Held/ Attended</b>	1
<b>Details of Remuneration sought to be paid</b>	₹ 8,000/- per month
<b>Last Remuneration drawn (per annum)</b>	NA
<b>Disclosure of relationships between directors inter-se</b>	NA
<b>Terms and conditions of reappointment and Remuneration</b>	Mr. Karanj Doshi shall be appointed as Managing Director of the Company and liable to retire by rotation

Save and except Mr. Mr. Karanj Doshi (DIN: 10848249) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No.7 and 8 of the Notice

All the documents referred to in the said Special Resolution are open for inspection at the Company's Registered Office on all working days, except Saturdays & Sundays, between 10.00 A.M. to 1.00 P.M. till the last date of voting and will also be available for inspection at the Meeting.

The Board recommends the matter and the resolution set out under Item no. 7 and 8 for the approval of the Members by way of passing **Special Resolutions**.

**Date: 27/11/2024**

**Place: Jamnagar**

**Registered Office:**

5 floor, City point, Opp Town Hall, Jamnagar ,  
Gujarat, 361001

**CIN:** L15400GJ1992PLC018426

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

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

By the order of the Board  
**For Integrated Proteins Limited**

Sd/-

**CS Devanshi V.s Shah**

Company Secretary

Membership No. A50711