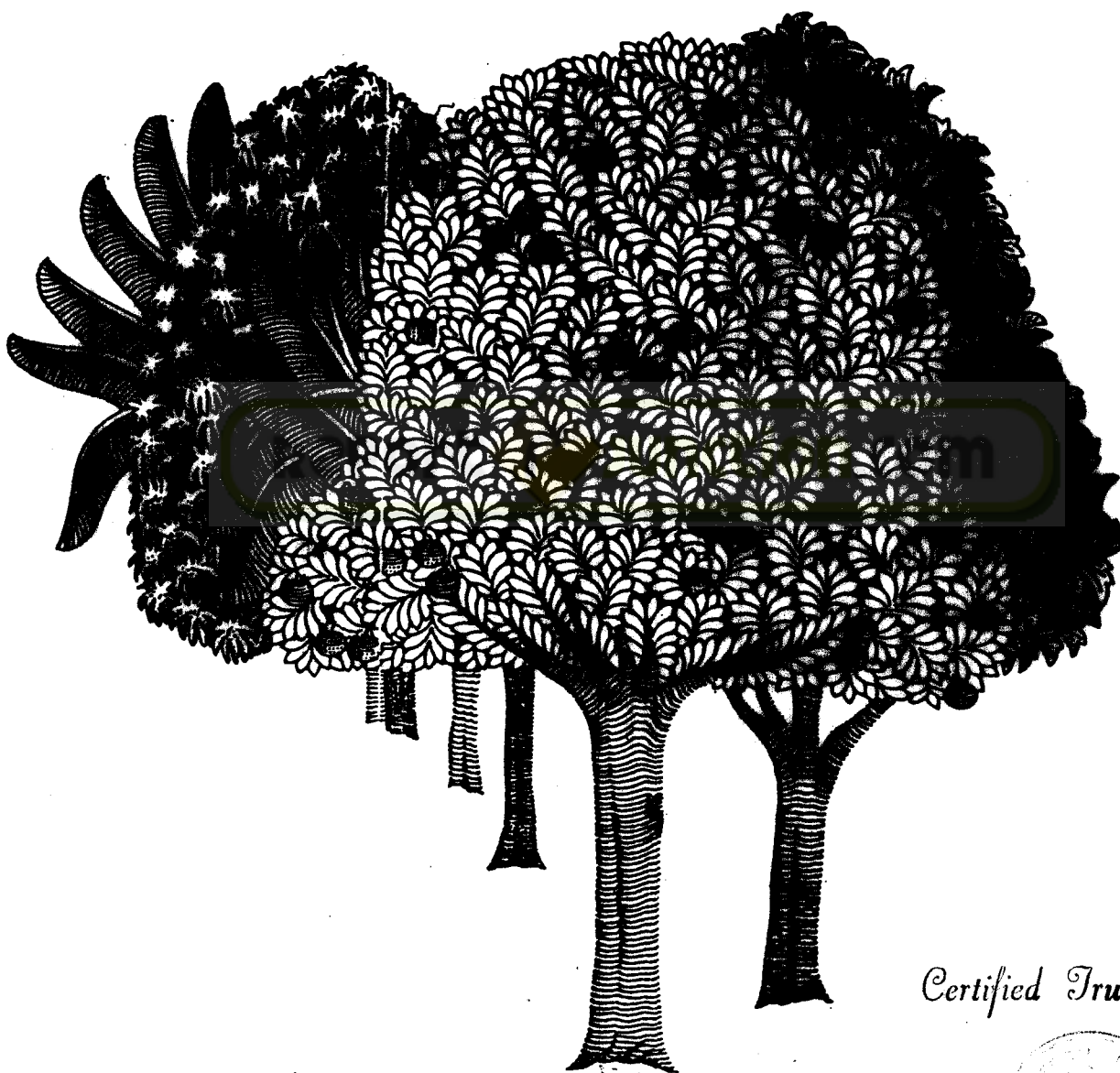


INDO BIOTECH FOODS LIMITED



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FOURTEENTH ANNUAL REPORT 2004-2005

INDO BIOTECH FOODS LIMITED**FOURTEENTH ANNUAL REPORT 2004-2005****Board of Directors**

Shri. Dilip S. Dahanukar – Chairman
 Shri Ramesh P. Save
 Shri A.K. Rajani

Registered Office:

311, Merchant Chambers
 Hill Road,
 Bandra (W)
 Mumbai – 400 050.

Auditors

Batliboi & Purohit
 Chartered Accountants
 National Insurance Building,
 204, D.N. Road, Fort, Mumbai – 400 001.

Bankers

1. Allahabad Bank
2. State Bank of India

Legal Advisors

Dhruve Liladhar & Co.
 Solicitors and Advocates,
 31- A/B, Ismail Building,
 381, D.N. Road, Fort, Mumbai – 400 001.

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FOURTEENTH ANNUAL REPORT 2004-2005

NOTICE

NOTICE is hereby given that the FOURTEENTH ANNUAL GENERAL MEETING of the members of INDO BIOTECH FOODS LTD. will be held at Sunville Deluxe Pavilion, 9, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Friday, 20th January 2006 at 12.00 P.M. to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Annual Accounts as on and for the year ended 30th September 2005 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Dilip S Dahanukar who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint the Auditors to hold office from the conclusion of this meeting until the next Annual General Meeting and fix their remuneration.

By order of the Board
For Indo Biotech Foods Ltd.

Dilip S. Dahanukar
Chairman

Registered Office:
311, Merchant Chambers,
Hill Road, Bandra (West),
Mumbai - 400 050.

Place: Mumbai
Date: 5/12/2005

Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and such proxy need not be a member of the Company. The proxy form must be deposited with the Registered office of the Company not later than 48 hours before the time of the meeting.
- 2) The Register of the Members and Share Transfer Books of the Company will remain closed from 11.01.2006 to 20.01.2006 (both days inclusive)
- 3) The Shareholders are requested to bring the Annual Report along with them, as extra copy will not be supplied at the Meeting as per usual practice.

INDO BIOTECH FOODS LIMITED**DIRECTORS' REPORT**

TO,
THE SHAREHOLDERS

Your Directors hereby present the **Fourteenth Annual Report** on the business of the Company, together with the Audited Statement of Accounts for the Financial year ended on **30th September, 2005**.

1. FINANCIAL HIGHLIGHTS:

	2004-2005 CURRENT YEAR (1/10/2004 TO 30/9/2005) Rupees	2003-2004 PREVIOUS YEAR (1/10/2003 TO 30/9/2004) Rupees
NET SALES	5,000	26,100
OTHER INCOME	-----	10,874
GROSS PROFIT/(LOSS) BEFORE DEPRECIATION	(426,515)	(496,357)
DEPRECIATION	49,919	60,951
PROVISION FOR TAXATION	-----	-----
NET PROFIT/(LOSS) AFTER TAX	(476,434)	(557,308)

2. CURRENT YEARS' & FUTURE REVIEW

The Company's operations were at a low level. The Company is in the process of making of revival /diversification plan.

3. REFERENCE TO BIFR AS SICK UNIT

The accumulated losses of the Company have exceeded its net worth. In view of this the Company has filed the reference with BIFR as per Section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985. The relevant proceeding is in progress.

4. DIVIDEND :

No Dividend is recommend for the year 2004-2005 by the Board of the Directors.

5. ENVIRONMENT :

The Company is environment friendly as the Company's Products are organic and free from Toxic- residues and based on Natural substances and no pollution is caused to the environment.

Production Center : There is no Pollution from the Factories of the Company and the environment is kept clean.

Farm Sources : Since the company is encouraging pesticide-free farming, it is helping in keeping the environment clean on the farms.

6. DIRECTORS :

Shri Dilip S Dahanukar is retiring by rotation and offers himself for re-appointment.

FOURTEENTH ANNUAL REPORT 2004-2005**7. DIRECTORS' RESPONSIBILITY STATEMENT:**

Statement under sub-section (2AA) of section 217 of the Companies Act, 1956:

In the preparation of the Annual Accounts:

- i) The applicable accounting standards have been followed and wherever required, proper explanations relating to the material departures have been given.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the Company at the end of the financial year and of the profit or loss of the Company for the period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The accounts have been prepared on a going concern basis.

8. PUBLIC DEPOSITS:

The Company does not have nor it has invited any Public Deposits.

9. STAFF AND LABOUR:

There are no employees of the Company drawing Rs. 25000/ or more per month at any time during the year.

10. AUDITORS:

The Auditors are to be appointed from the date of this Annual General Meeting till the conclusion of the next Annual General Meeting and their Remuneration is to be fixed. The retiring Auditors M/S BATLIBOI & PUROHIT, CHARTERED ACCOUNTANTS, Mumbai are eligible for re-appointment.

11. CONSERVATION OF ENERGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The energy consumed in the production process is Negligible and does not offer scope for any significant conservation of energy.

TOTAL FOREIGN EXCHANGE EARNED AND USED :		Rs.
Foreign Exchange Earned	:	NIL
Foreign Exchange Used	:	NIL

12. RESEARCH AND DEVELOPMENT:

No research has been conducted this year.

13. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments during the year.

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai
Date: 5/12/2005

DILIP S. DAHANUKAR
(Chairman)

INDO BIOTECH FOODS LIMITED**CORPORATE GOVERNANCE REPORT**

The Board of Directors supports the broad principles of Corporate Governance and lays strong emphasis on transparency accountability and integrity. The report on Corporate Governance is as follows:-

Name of Directors	Executive/ Non-Executive/ Independent	No of other Directorships In Public Ltd Companies	No of other Board Committees of Which member / Chairman
Dilip S. Dahanukar	Non-Executive	2	Nil
Ramesh P. Save	Non-Executive	-	Nil
A. K. Rajani	Independent	1	Nil

Board Meeting:-

The Company places before the Board all the relevant and necessary information at their meetings such as quarterly finance results, share transfer, demat compliance, shareholders grievance committee, any legal proceedings by or against the Company and such other information.

During the period from 01/10/2004 to 30/09/2005 Four Board Meetings were held on 18/10/2004, 27/01/2005, 25/04/2005, and 26/07/2005. The attendance of directors at these Board meetings and the previous Annual General Meetings was as follows: -

Name of Directors	No of Board meetings attended During the period from 01/10/2004 to 30/09/2005	Whether present at the Previous AGM
Dilip S Dahanukar	4	Yes
Ramesh P Save	4	Yes
Ashok K Rajani	1	Yes

Audit Committee: -

The Audit Committee was formed on 8/10/2000.

The Terms of reference of audit committee is to look after close monitoring of the Companies operations. The committee consists of following Directors: -

Dilip S. Dahanukar	Chairman
Ramesh P. Save	Director
Ashok K. Rajani	Director

Meetings and the attendance during the year: -

Four meetings of Audit Committee were held.

Name of Members		Audit Committee Meetings	
		Held	Attended
Dilip S Dahanukar	Chairman	4	4
Ramesh P Save	Director	4	4
Ashok K Rajani	Director	4	1

FOURTEENTH ANNUAL REPORT 2004-2005**Shareholder's Committee: -**

1. Pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange, the Company is required to have an Investors' Grievance Committee. Hence the Share transfer committee of the Company has been acting as Investors' Grievance Committee.
2. **The Shareholders' Committee shall have the following role, functions and powers: -**
To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share certificates, deletion of names, splitting and consolidation of shares etc.
3. **The committee consists of the following Directors:**
 1. Dilip S Dahanukar Chairman
 2. Ramesh P Save Director
 3. Ashok K Rajani Director
4. **Name and designation of the Compliance Officer: -**
Hemant Vichare Asst. secretary

Information on General Body Meetings: -

The last three Annual General Meetings were held as under: -

Date	Time	Venue
16/04/2002	11.00a.m.	Sun Ville Deluxe Pavilion, 9, Dr. A. B. Road, Worli, Mumbai -18
09/12/2002	10.30a.m.	As Above
04/10/2004	11.00a.m.	As Above

General Shareholder information:**I Annual General Meeting: -**

Date: 20.01.2006

Time: 12.00p.m.

Venue: Sun Ville Deluxe Pavilion, 9,
Dr. A. B. Road, Worli, Mumbai -18

II Financial Calendar: -

Financial year of the Company is for a period of 12 months commencing from 1st October to 30th September.

III Book Closures: -

11th January 2006 to 20th January 2006, both days inclusive.

For INDO BIOTECH FOODS LTD.

Director

Dated : 5/12/2005