

INTEGRATED PROTEINS LIMITED

**13th Annual Report
2005 - 2006**

INTEGRATED PROTEINS LIMITED

BOARD OF DIRECTORS

Arvind K. Shah, Chairman & Managing Director

● Vinod P. Mehta ● Chandrasinh Udeshi ● Piyush C. Vora ● Rajesh H. Dhruva

AUDITORS

M/s. B. H. Vyas & Co.

Chartered Accountants

Center Point, Indira Gandhi Marg,

Jamnagar - 361 008.

BANKERS

● Corporation Bank

● ICICI Bank Ltd. (Formally Bank of Madura)

REGISTERED OFFICE

CITY POINT,

Opp. Town Hall, Jamnagar - 361 001.

Gujarat - India.

FACTORY

Survey No. 3,

Village : Dhichada, Dist. Jamnagar,

Gujarat - India.

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THIRTEENTH ANNUAL GENERAL MEETING

Date : 29th September, 2006

Time : 10:00 a.m.

Place : Registered Office of the Company,
City Point, Opp. Town Hall,
Jamnagar - 361 001.

INTEGRATED PROTEINS LIMITED

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of the Company will be held on Friday, 29th Day of September, 2006 at 10:00 a.m. at the Registered Office of the Company situated at City Point, Opp. Town Hall, Jamnagar, to transact the following business :

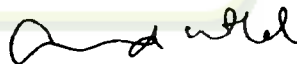
Ordinary Business :

1. To receive, consider and adopt Audited Balance Sheet as on 31st March 2006 and Profit & Loss Account for the year ended on that day along with the Director's and Auditors Report thereon.
2. To reappoint, the retiring auditors M/s. B. H. Vyas & Co., Chartered Accounts, as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
3. To appoint Director in place of Shri Rajeshbhai H. Dhruva, who is liable to retire by rotation and being eligible offers him for reappointment.

Date : 29/06/2006

Place : Jamnagar

By order of the Board of Directors
For, **INTEGRATED PROTEINS LIMITED,**



(ARVIND K. SHAH)

Chairman & Managing Director

NOTES :-

1. All the members entitled to attend and vote at meeting are entitled to appoint a proxy to attend and vote at the meeting on his / her behalf and the proxy need not be a member of the Company, the proxy to be valid must reach at the registered office at least 48 hours before the meeting.
2. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before the Commencement of the meeting.
3. The share transfer books will remain closed from 15th September 2006 to 28th September 2006 (Both days inclusive)
4. Members are requested to address all their correspondence at the registered office of the Company.

INTEGRATED PROTEINS LIMITED

Details of Director seeking reappointment at the annual general meeting

Director's Name	Shri Rajeshbhai H. Dhruv
Date of Birth	20 th October, 1955
Date of Appointment as Director in Company	29 th April, 1993
Qualification	Chartered Accountant
Experience in specific functional area	Being professionally qualified in the field of accounts and finance, he has developed expertise financial & strategic management
Directorship held in other public limited Indian Companies (excluding Directorship in Intergrated Proteins Limited)	Atul Auto Limited
• embership / Chairmanship of Committees public limited Indian Companies (excluding • embership / Chairmanship of Committees in Integrated Proteins Limited)	Atul Auto Limited

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REPORT OF THE BOARD OF DIRECTORS

To,
The Members of the Company,

Your Directors have pleasure in presenting their Thirteenth Annual Report together with audited accounts of the Company for the year ended on 31st March, 2006.

FINANCIAL RESULTS :

PARTICULARS	2005-06 (Amount in Rs.)	2004-05 (Amount in Rs.)
Total Income	14,65,774.50	13,46,359.00
Total Expenditure excluding depreciation, interest & taxation	6,78,671.35	9,61,103.71
Profit (loss) before depreciation, interest & taxation	7,87,103.15	3,85,255.29
Depreciation	13,88,843.00	13,87,373.00
Interest	NIL	NIL
Taxation	NIL	NIL
Net Profit (Loss)	(6,01,739.85)	(10,02,117.71)
Balance brought forward from previous year	(1,34,87,362.20)	(1,24,85,244.49)
Balance carried forward to Balance sheet	(1,40,89,102.05)	(1,34,87,362.20)

DIVIDEND :

With a view of loss during the year under consideration, your Directors regret for their inability to recommend any dividend for the year.

REVIEW OF PERFORMANCE AND BUSINESS PROSPECTS :

As you all are aware that the Company is not making any activities since the last few years. Total income has been generated out of rental income and interest income only. During the year under review, the Company has earned total income of Rs. 14,65,774.50 and the Company has incurred net loss of Rs. 6,01,739.85 in the year 2005-2006.

LISTING FEES :

Members are aware that the shares of the Company are listed on the The Stock Exchange, Mumbai and the Saurashtra & Kutch Stock Exchange Ltd., Rajkot. The Company has paid listing fees at all Stock Exchanges within prescribed time. Further, the Ahmedabad Stock Exchange has approved application of Company for delisting of securities from the exchange vide letter No. ASEL / 2006 / 1028 dtd. 20/03/2006 and shares of your Company has been stand delisted from the Ahmedabad Stock Exchange w.e.f. 31st March, 2006.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :

As the Company is not carrying out any operations since last few years, the particulars relating to conservation of energy as prescribed under Section 217(1)(e) are not required to be disclosed. The Company has neither incurred any expenditure nor generated income in foreign currency during the year under review. The Company has not acquire any technology during the year.

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EMPLOYEES DETAILS :

No person was employed in a Company at a remuneration of not less than Rs. 24.00 lacs per annum or Rs. 2.00 lacs per month. Hence the disclosure under section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975, is not required to be made.

DIRECTORS :

Shri Rajeshbhai H. Dhruv, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.

AUDITORS :

M/s. B. H. Vyas & Co., Chartered Accountants, retiring Auditors of the Company, being eligible for reappointment, offers themselves for reappointment. Members are requested to reappoint them as auditors of the Company to hold office from the conclusion of ensuing General Meeting until the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration.

DIRECTOR'S RESPONSIBILITY STATEMENT :

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956, your Directors state :

- (a) that in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE :

Your Company has always making efforts at its best to adhere to with provisions of Corporate Governance as stipulated by the SEBI in its full spirit. A detailed report on Corporate Governance is attached to this Report. Further a Certificate obtained from M/s. B. H. Vyas & Co., Chartered Accountants & the statutory Auditors of the Company, is annexed to this Report about the compliance of Corporate Governance.


ACKNOWLEDGEMENT :

We acknowledge with thanks the contribution made by the employees and bankers in the functioning of the Company during the period under consideration and hope to have it continuously in future too.

Date : 29/06/2006

Place : Jamangar

By order of the Board of Directors
For, **INTEGRATED PROTEINS LIMITED,**



(ARVIND K. SHAH)
Chairman & Managing Director

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ANNEXURE 'B' TO THE DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC SCENARIO :

The Indian economy is on a high growth path marked by broad-based and sustainable growth. The Index of industrial Production (IIP) recorded an annual average growth rate of 8.0% in fiscal 2006 following the growth of 8.3% in fiscal 2005. The momentum of growth in the Service Sector (including construction) continued with a 10.3% growth in fiscal 2006. The manufacturing sector grew by 9.0% in fiscal 2006 following a 9.1% growth in a previous year. The electricity sector grew by 5.2% in fiscal 2006, maintaining the same growth rate as the previous year. The Indian export stood at US\$ 100.6 billion during the fiscal 2006, a growth of 24.7% over the previous year.

SEGMENTS :

The Company does not have multiple segments and hence, no comments required under the heading.

PERFORMANCE :

Since, the Company has not carried any significant commercial activities for the last few years. Total income has been generated out of rental and Interest income only. During the year under review, the Company has earned total income of Rs. 14,65,774.50 and the Company has incurred net loss of Rs. 6,01,739.85 in the year 2005-2006. The net loss decreased as compared to the previous year mainly due to increase in total income.

INTERNAL AUDIT SYSTEM :

Your Company has implemented adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorised use or dispositions and all transactions are authorised, recorded and reported correctly. The Company has also implemented system to adhere the compliance with provisions all laws including the Companies Act, 1956, Listing Agreement, directors issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aimed at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring. A qualified and independent Audit Committee of the Board of Directors also reviews the internal control system and its impacts on improvement of overall performance of the Company.

OUTLOOK FOR 2006 - 2007 :

As you are aware that the Company has ceased the operating activities and the financial results of the Company indicates the loss made by the Company. However your directors assure that they will make all the efforts to minimize the losses.

CAUTIONARY STATMENTS :

Members are aware that the Company has ceased its operations. Hence, significant increase in the total income of the Company may not be possible. All statements made in Management and Discussion Analysis have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could be different from what the Management envisages in terms of performance and outlook. Market data, industry information etc. contained in this Report have been based on information gathered from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured.

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ANNEXURE 'C' TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE

Your directors present the Company's Report on Corporate Governance.

1. COMPANY'S PHILOSOPHY :

Your Company has always tried to achieve optimum level of Corporate Governance.

As per the objectives of Corporate Governance, the matters relating to Board of Directors and its composition, Board Procedures, Audit Committee, Management Remuneration Committee and other information that are required to be placed before the Board are included in the annual report for the shareholders.

2. BOARD OF DIRECTORS :

Constitution of the Board :

The present strength of the Board of Directors is five, comprising of One Executive Director namely Shri Arvind K. Shah, Chairman and Managing Director and four non executive Directors, Shri Rajesh H. Dhruv, Shri Piyush Vora, Shri Vinod P. Mehta and Shri Chandrasinh Udeshi having expertise in various field. Out of these, two Directors, Shri Rajesh Dhruv and Shri Vinod P. Mehta are professionally qualified as Chartered Accountants.

Meetings :

The meeting of the Board of Directors are held at periodical intervals. Board Meetings are held at least Four times during the year coinciding with presentation of each quarterly result.

All the Directors, except Shri Chandrasinh Udeshi, attended the last Annual General Meeting held on 30th September, 2005.

Details of other Directorship :

Name of Director	Designation	Number of Shares held in Company	Directorship in all Public Limited Companies#	Membership in Committee in all Public Limited Companies#	Chairmanship of Committee in all Public Limited Companies#
Shri Arvind K. Shah	Chairman & Managing Director	629930	02	Nil	Nil
Shri Piyush Vora	Director	10010	02	01	Nil
Shri Vinod P. Mehta	Director	519220	01	02	02
Shri Rajesh Dhruv	Director	Nil	02	02	01
Shri Chandrasinh Udeshi	Director	Nil	01	Nil	Nil

* excludes Directorship in Indian Private Limited Companies, but includes directorship or membership / Chairmanship of Integrated Proteins Ltd., or Committee formed by its Board.

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Information placed before the Board of Directors :

Among others, this includes;

- a) Review of annual operating plans of the business, capital budgets and updates,
- b) Quarterly (including periodic) results of the Company,
- c) Minutes of meeting of audit committee,
- d) Materially important show cause, demand prosecution and penalty notices,
- e) Fatal or serious accidents or dangerous occurrences,
- f) Any issue that involves public or product liability claims of an important nature.
- g) Significant development in the human resources and industrial relations fronts,
- h) Sale of material nature, of investment assets, which is not in the normal course of business,
- i) Status of compliance with all regulatory, statutory and material contractual requirements.

The Board of Directors are given all information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board meetings or are tabled in the course of the Board Meetings.

3. COMPOSITION OF VARIOUS COMMITTEES :

Audit Committee :

a) Terms of Reference :

The Audit Committee of the Board has been constituted by the Board of Directors as per Listing Agreements. The Audit Committee provides guidance and oversees the operations of the entire audit and accounting policies. The terms of reference of the audit committee are in accordance with the Clause 49(i) of the Listing Agreement entered into with the Stock Exchanges.

b) Composition :

In accordance with the Listing Agreement the Audit Committee of the Company has been chaired by Director-Chartered Accountant and Non-Executive Director Shri Rajesh H. Dhruv. The Audit Committee presently comprises of three Non-Executive Directors, namely Shri Rajesh H. Dhruv, Shri Vinod P. Mehta and Shri Piyush Vora.

c) Meetings of the Committee :

The Committee has met 5 times during the year as against the minimum requirements of 3 meetings, on 24/06/2005, 25/07/2005, 22/08/2006, 22/11/2006, 23/02/2006.

Name of Director	Designation	No. of Committee Meetings attended
Shri Rajesh Dhruv	Chairman	5
Shri Vinod P. Mehta	Member	5
Shri Piyush Vora	Member	5