

INTEGRATED PROTEINS LIMITED

Corporate Identification Number: L15400GJ1992PLC018426

Registered Office: City Point, Opp. - Town Hall,
Jamnagar – 361 008. Gujarat – India.

25TH ANNUAL REPORT 2017-2018

Contact Details

Phone: 0288-2551901, 2551902, 2551903

E-Mail Id: ps@arcadia.co.in/ipl.complianceofficer@gmail.com

Website: www.integratedproteins.com

Corporate Information:

Board of Directors:

⇒ Vinod Prabhulal Mehta	–	Chairperson
⇒ Arvindbhai Kantilal Shah	–	Managing Director
⇒ Piyush Chimanlal Vora	–	Director
⇒ Neepa Praful Kothari	–	Woman Director
⇒ Chandrasinh Chatrabhuj Udeshi	–	Independent Director
*[upto 19/01/2018]		
⇒ Bhalchandra Hiralal Vyas	–	Independent Director
⇒ Vijaykumar Shamjibhai Dattani	–	Independent Director

Audit Committee:

⇒ Bhalchandra Hiralal Vyas	–	Chairman
⇒ Vijaykumar Shamjibhai Dattani	–	Member
⇒ Vinod Prabhulal Mehta	–	Member

Nomination And Remuneration Committee:

⇒ Bhalchandra Hiralal Vyas	–	Chairman
⇒ Vijaykumar Shamjibhai Dattani	–	Member
⇒ Vinod Prabhulal Mehta	–	Member

Shareholders Grievance Committee:

⇒ Bhalchandra Hiralal Vyas	–	Chairman
⇒ Vijaykumar Shamjibhai Dattani	–	Member
⇒ Vinod Prabhulal Mehta	–	Member

Bankers:

- ⇒ Corporation Bank
- ⇒ Axis Bank
- ⇒ The Lakshmi Vilas Bank

Statutory Auditors:

Doshi Maru and Associates.,
Chartered Accountants,
Shop No 217-218-219, Manek Centre,P. N. Marg,Jamnagar – 361 001.

Registrars and Share Transfer Agents:

Cameo Corporate Services Limited
“Subramaniam Building”
1 Club House Road,
Chennai – 600 002.
Phone: 044 – 2846 0390
Email: investor@cameoindia.com

Chief Financial Officer:

Mr. Piyush C. Vora (from 24/08/2018)

Company Secretary and Compliance Officer:

CS Devanshi Vijay Shah (from 14/06/2018)

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TWENTY FIFTH ANNUAL GENERAL MEETING

Date: 27th September, 2018 Thursday

Time: 11:00 a.m.

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

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NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of the Company will be held on **Thursday, 27th September, 2018** at 11:00 a.m. at the Registered Office of the Company situated at **City Point, Opp-Town Hall, Jamnagar – 361 008, Gujarat**, to transact the following business:

❖ **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr Vinod Prabhulal Mehta, Director [DIN: 00094718]**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint, M/s. Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar hereby as statutory auditors of the Company.

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, M/s. Doshi Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar, be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the AGM of the Company to be held in the year 2022 for the financial year 2021-22 and that the Board of Directors be and are hereby authorized to fix such remuneration as agreed upon between the Auditors and the Board of Directors.”

❖ **Special Business:**

4. To pass with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, read with the Master Directions on Foreign Investment dated January 4, 2018 issued by Reserve Bank of India, the Consolidated FDI Policy effective from August 28, 2017, as subsequently amended, and all other

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applicable rules, and regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, the limit of investment by Non Resident Indians (as defined under FEMA) in the Equity Shares of the Company under the Portfolio Investment Scheme under FEMA be and is hereby increase from 10% to 24% of the paid up Equity Share Capital of the Company.”

RESOLVED FURTHER THAT Mr. Arvind K. Shah, Managing Director, Mr. Piyush Vora, Director & CFO of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including intimating the RBI of the increase in investment limit applicable to NRI's and filing of necessary forms with ROC.”

Date : 29/08/2018
Place : Jamnagar

For & on Behalf of the Board Directors
Integrated Proteins Limited

(Arvindbhai K. Shah)
Managing Director
[DIN: 0094647]

(Piyush C. Vora)
Director & CFO
[DIN: 00296074]

Address of Registered Office:

M/s. Integrated Proteins Limited,
CIN: L15400GJ1992PLC018426
City Point, Opp. Town Hall,
Jamnagar – 361 008,
Gujarat - India.

Contact Details:

Phone: 0288-2551901, 2551902, 2551903
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO 3:

The Board has received consent from CA Sarvesh A. Gohil, Partner of Doshi - Maru & Associates, Chartered Accountants [ICAI FRNo. 0112187W], Jamnagar for acting as a Statutory Auditor of the Company.

The board has recommended their appointment as statutory auditor of the company from this annual general meeting till the conclusion of Annual General Meeting to be held in year 2022.

No Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 3.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO 4:

As per the Consolidated Foreign Direct Investment Policy, the permissible limit under portfolio investment schemes through exchanges/any other manner for NRIs is restricted to 10 percent of the paid up capital of the Company and the same can be raised to 24 percent of the total paid up capital of the Company through a resolution by the Board of the Company followed by a special resolution to that effect by the General Meeting.

During the year under review, company forfeited 4, 71, 600 Equity shares which resulted in consequent reduction of share capital by that much number of shares. Due to forfeiture of shares and consequent reduction of share capital, the investment by Non-Resident Indians (NRI) exceeded permissible limit specified by RBI, which is informed by the Apex Bank to the Company through its letter FE.CO. FID/10271/11.01.091/2017-18 dated June 13, 2018.

In this context, the Board of Directors considers it appropriate that necessary approval of the shareholders by way of special resolution be obtained, so that the permissible limit of investment by Non Resident Indians (NRIs)

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be increased from 10 % to maximum of 24% of the paid up equity share capital of the Company or such other limit prescribed by Reserve Bank of India, from time to time.

No Directors or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 4.

The Board recommends this Special Resolution for your approval.

NOTES:

- A. A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- B. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 20, 2018 TO Thursday, September 27, 2018**(both days inclusive) for the purpose of Annual General Meeting.
- C. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company’s Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Ltd.
- D. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depository Participants (s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.

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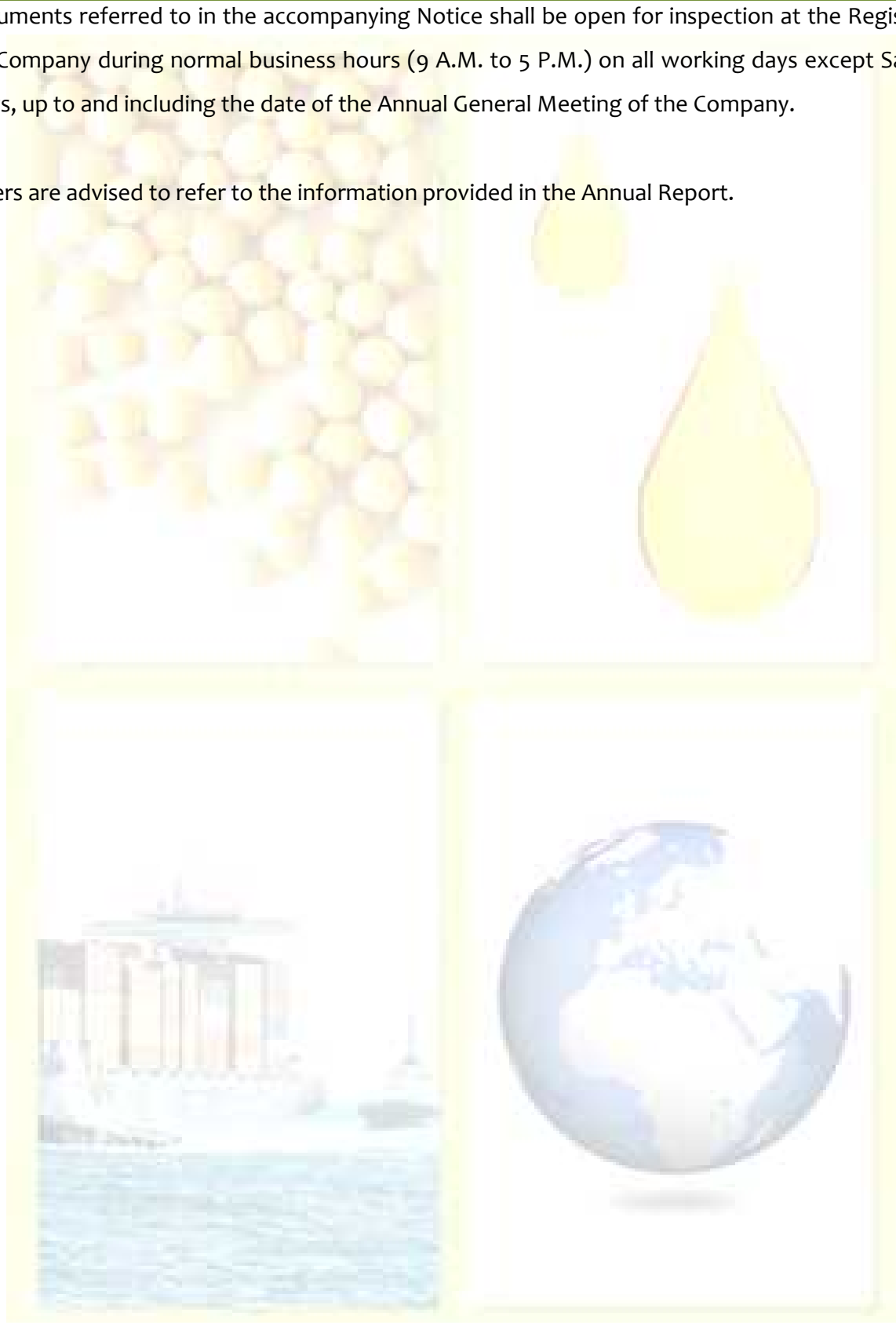
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- E. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website www.integratedproteins.com for their download.
- F. In terms of Section 152 of the 2013 Act, **Mr Vinod Prabhulal Mehta, Director [DIN:00094718]**, retire by rotation at this Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company re-commends his re-appointment.
- G. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL).
- H. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, 21st September, 2018** i.e. cutoff date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday, 24th September, 2018 and will end at 5.00 p.m. on Wednesday, 26th September, 2018. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed CS Vijay Anadkat, Practising Company Secretary to act as the Scrutinizer & scrutinize the entire e-voting process and polling process in Annual General Meeting in a fair and transparent manner. The instructions for e-voting with User Id and Password is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. The instructions for remote e-voting are give hereunder after closure of notes.

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- I. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
- J. Members are advised to refer to the information provided in the Annual Report.



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BRIEF PROFILE OF DIRECTOR SEEKING RE - APPOINTMENT:

1. **Mr Vinod Prabhulal Mehta, Director [DIN:00094718],:**

Director's Name	Mr Vinod Prabhulal Mehta
Age	72 years
Date of Appointment as Director in Company	29/04/1993
Qualification	B.Com. , Chartered Accountant
Experience in specific functional area	Having Financial Expertise
Directorship held in other public limited Indian Companies (excluding Directorship in Integrated Proteins Limited)	Nil
Membership/Chairmanship of Committees public limited Indian Companies (excluding Membership/ Chairmanship of Committees in Integrated Proteins Limited)	Nil

Date : 29/08/2018

Place : Jamnagar

For & on Behalf of the Board of Directors
Integrated Proteins Limited

(Arvindbhai K. Shah)
Managing Director
[DIN: 0094647]

(Piyush C. Vora)
Director & CFO
[DIN: 00296074]