



# ANNUAL REPORT

## 2019-20

**INTEGRATED PROTEINS LIMITED**



Web: [www.integratedproteins.com](http://www.integratedproteins.com)  
Mail : [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com)

CIN: L15400GJ1992PLC018426  
Reg Office: 5<sup>th</sup> Floor, City Point, Off Town Hall,  
Jamnagar, Gujarat – 361005  
Contact: 0288 2551901

<b>CONTENTS</b>	<b>Page No</b>
NOTICE OF ANNUAL GENERAL MEETING	4
ANNEXURE- A TO NOTICE OF AGM	16
ANNEXURE – B TO NOTICE OF AGM	17
REPORT OF BOARD OF DIRECTORS	18
ANNEXURE – A TO DIRECTOR’S REPORT[COMPOSITION OF BOARD OF DIRECTORS]	28
ANNEXURE – B TO DIRECTOR’S REPORT [ ATTENDANCE AT MEETINGS]	30
ANNEXURE – C TO DIRECTOR’S REPORT [ NOMINATION & REMUNERATION POLICY]	32
ANNEXURE – D TO DIRECTOR’S REPORT [MGT-9 EXTRACT OF ANNUAL RETURN]	36
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	49
CERTIFICATE OF NON-APPLICABILITY OF CORPORATE GOVERNANCE REQUIREMENTS	50
COMPLIANCE CERTIFICATE	51
SECRETARIAL AUDIT REPORT	52
ANNEXURE – A TO SECRETARIAL AUDITOR’S REPORT [REPORT OF EVEN DATE TO SHAREHOLDERS]	57
STATUTORY AUDITOR’S REPORT	59
ANNEXURE A– REPORT OF EVEN DATE TO SHAREHOLDERS	66
ANNEXURE B	69
BALANCE SHEET	72
PROFIT & LOSS STATEMENT	74
CASH FLOW STATEMENT	76
NOTES FORMING PART OF FINANCIAL STATEMENTS	78



## **Corporate Information:**

### **Board of Directors:**

---

⇒ Mr Vinod Prabhulal Mehta	–	Chairperson
⇒ Mr Arvindbhai Kantilal Shah	–	Managing Director
⇒ Mr Piyush Chimanlal Vora	–	Director & CFO
⇒ Mrs Neepa Praful Kothari	–	Woman Director
⇒ Mr Bhalchandra Hiralal Vyas	–	Independent Director
⇒ Mr Vijaykumar Shamjibhai Dattani	–	Independent Director

### **Audit Committee:**

---

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

### **Nomination And Remuneration Committee:**

---

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

### **Shareholders Grievance Committee:**

---

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

### **Bankers:**

---

⇒ Corporation Bank , Axis Bank , The Lakshmi Vilas Bank

### **Statutory Auditors:**

---

M/s DGMS and Co - 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](mailto:investor@cameoindia.com)

### **Chief Financial Officer:**

---

Mr. Piyush C. Vora

### **Company Secretary and Compliance Officer:**

---

CS Devanshi Vijay Shah



## NOTICE

**NOTICE** is hereby given that the **27<sup>th</sup> Annual General Meeting** of the Members of the Company will be held on **Monday, 28<sup>th</sup> September, 2020** at 11.00 a.m. through video conferencing, 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, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Vinod P. Mehta Director [DIN:00094718]**, who retires by rotation and, being eligible, offers himself for re-appointment.

### ❖ Special Business:

3. **Re-Appointment of Mr. Bhalchandra H. Vyas (DIN: 01478375) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), **Mr. Bhalchandra H. Vyas (DIN: 01478375)** who was re-appointed as an Independent Director of the Company by the Board of Directors effective 31<sup>st</sup> March ,2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his



candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years with effect from 31<sup>st</sup> March, 2020 to 30<sup>th</sup> March, 2025 and the term shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of **Mr. Bhalchandra H. Vyas (DIN: 01478375)** after he attains the age of 75 years, as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **4. Re-Appointment of Mr. Vijaykumar S. Dattani (DIN: 06913999) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), **Mr. Vijaykumar S. Dattani (DIN: 06913999)** who was re-appointed as an Independent Director of the Company by the Board of Directors effective from 1<sup>st</sup> September, 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his





candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years with effect from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2025 and the term shall not be subject to retirement by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Date: 02/09/2020**

**Place: Jamnagar**

**For and on Behalf of Board of Directors  
Integrated Proteins Limited  
Sd/-**

**Arvind K. Shah**  
**Managing Director**  
**[DIN: 0094647]**

**Piyush C. Vora**  
**Director and CFO**  
**[DIN: 00296074]**

**Address of Registered Office:**

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

**Contact Details:**

Phone: 0288-2551901, 2551902, 2551903

E-Mail Id: [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com)

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



Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27<sup>th</sup> AGM of the Company is being convened and conducted through VC.
2. In terms of Section 152 of the 2013 Act, **Mr. Vinod P. Mehta, Director [DIN:02461588]**, 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.
3. The Company has enabled the Members to participate at the 27<sup>th</sup> AGM through the VC facility provided by NSDL. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. In addition to the above, the proceedings of the 27<sup>th</sup> AGM will be web-casted live for all the shareholders. The shareholders can visit <https://www.evoting.nsdl.com> for voting and login through existing user id and password to watch the live proceedings of the 27<sup>th</sup> AGM of Company on Monday, 28<sup>th</sup> September, 2020 from 11:00 AM onwards.
5. As per the provisions under the MCA Circulars, Members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 27<sup>th</sup> AGM being held through VC.
7. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-



voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

8. The Company has appointed CS Ankita Shah, Practising Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
9. Since the 27<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Corporate Members are required to access the email id [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com) and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Members and Share Transfer books will remain closed from **Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020** (both days inclusive).
13. In line with the MCA Circulars, the notice of the 27<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at [www.integratedproteins.com](http://www.integratedproteins.com) , websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Chennai. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for





the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by updating it with company/STA.

15. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 27<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [ipl.complianceofficer@gmail.com](mailto:ipl.complianceofficer@gmail.com)
16. The details of the Directors seeking appointment/ re-appointment at the 27<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
17. As the 27<sup>th</sup> AGM is being held through VC, the route map and the proxy form is not annexed to this Notice.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

18. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, 21<sup>st</sup> September, 2020**, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
20. The remote e-voting facility commence at 9.00 a.m. on **Thursday, 24<sup>th</sup> September 2020** and will end at 5.00 p.m. on **Sunday, 27<sup>th</sup> September 2020**. In addition to that, the members who have not casted their vote through remote e-voting , can cast their vote



through e-voting available during AGM. Members who have casted their vote by remote e-voting shall not be eligible to cast their vote through e-voting during AGM.

21. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

a) How to Log-in to NSDL e-voting website? Visit the e-voting website of NSDL.

Open web browser by typing the URL: <https://www.evoting.nsdl.com/>

b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.

c) A new screen will open. You will have to enter your User ID, your Password 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.

d) Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

22. Your password details are given below:

