



ANNUAL REPORT

2021-22

INTEGRATED PROTEINS LIMITED



Web: www.integratedproteins.com
Mail : ipl.complianceofficer@gmail.com

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

CONTENTS	Page No
NOTICE OF ANNUAL GENERAL MEETING	4
ANNEXURE- A TO NOTICE OF AGM	16
ANNEXURE – B TO NOTICE OF AGM	16
REPORT OF BOARD OF DIRECTORS	20
ANNEXURE – A TO DIRECTOR’S REPORT[COMPOSITION OF BOARD OF DIRECTORS]	30
ANNEXURE – B TO DIRECTOR’S REPORT [ATTENDANCE AT MEETINGS]	32
ANNEXURE – C TO DIRECTOR’S REPORT [NOMINATION & REMUNERATION POLICY]	34
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	38
CERTIFICATE OF NON-APPLICABILITY OF CORPORATE GOVERNANCE REQUIREMENTS	39
COMPLIANCE CERTIFICATE	40
SECRETARIAL AUDIT REPORT	41
ANNEXURE – A TO SECRETARIAL AUDITOR’S REPORT [REPORT OF EVEN DATE TO SHAREHOLDERS]	44
STATUTORY AUDITOR’S REPORT	45
ANNEXURE A– REPORT OF EVEN DATE TO SHAREHOLDERS	51
ANNEXURE B	57
BALANCE SHEET	60
PROFIT & LOSS STATEMENT	62
CASH FLOW STATEMENT	64
NOTES FORMING PART OF FINANCIAL STATEMENTS	66



Corporate Information:

Board of Directors:

⇒ Mr. Vinod Prabhulal Mehta	–	Chairperson
⇒ Mr. Arvindbhai Kantilal Shah	–	Managing Director
⇒ Mr. Piyush Chimanlal Vora	–	Director & CFO
⇒ Mrs. Neepta 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

Chief Financial Officer:

Mr. Piyush C. Vora

Company Secretary and Compliance Officer:

CS Devanshi Vijay Shah



NOTICE

NOTICE is hereby given that the **29th Annual General Meeting** of the Members of the Company will be held on **Thursday, 15th September, 2022** at IST 04:30 PM through video conferencing, to transact the following business:

❖ **ORDINARY BUSINESS**

Item No. 1 – Adoption of Financial Statement:

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2 - Re-Appointment of Auditor:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and 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 recommendation of the Audit Committee and the Board of Directors, **M/s DGMS and Co., Chartered Accountants, (FRN No. 0112187W)** be and is hereby re-appointed as the Statutory Auditor of the Company to hold office for the period of five years, from the conclusion of Twenty Ninth Annual General Meeting (AGM) till the conclusion of the Thirty Fourth Annual General Meeting of the Company, at such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and Statutory Auditor.”

“RESOLVED FURTHER THAT that the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

Item No. 3 - Re-Appointment of Director, who retires by rotation:

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.

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

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015, **Mr. Vinod P. Mehta, Director (DIN: 00094718)**, who retires by rotation at this



meeting and who has attained the age of 75 years, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

❖ SPECIAL BUSINESS

Item No. 3 - Re-Appointment of Mr. Arvind K. Shah, as the Managing Director 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** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Arvind K. Shah (DIN: 00094647) as the Managing Director of the Company who has attained the age of 75 years, for a period of 5 years commencing from 17th July, 2022 to 16th July, 2027, on the terms and conditions as set out in the explanatory statement annexed with this notice AND THAT he shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

Date: 12/08/2022

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: 0288-2551901/02/03

E-Mail Id: ipl.complianceofficer@gmail.com **Website :** www.integratedproteins.com



NOTES :

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 and 4 of the accompanying Notice are annexed hereto.
2. General instructions for accessing and participating in the 29th Annual General Meeting (AGM) through VC/OAVM Facility and voting through electronic means including remote e-Voting.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. In terms of Section 152 of the 2013 Act, **Mr. Vinod P. Mehta [DIN: 00094718]**, retires by rotation at this Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company re-commends his re-appointment.
5. The Company has appointed CS Ankita Shah, Practicing Company Secretary, Vast and Co. Company Secretaries, LLP to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
6. The Register of Members and Share Transfer books will remain closed from Friday, 9th September, 2022 to Thursday, 15th September, 2022 (both days inclusive). The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 8th September, 2022, may cast their vote electronically.
 - a. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
 - b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 - c. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration



Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

- d. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.integratedproteins.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- g. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 11th September, 2022 at 09:00 A.M. and ends on Wednesday, 14th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 8th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 8th September, 2022.

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 and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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



	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



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 or joining virtual meeting & voting during the meeting.
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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.

