

Eighteenth Annual Report 2007-2008



Integrated Rubian Exports Ltd.

INTEGRATED RUBIAN EXPORTS LTD.
18TH ANNUAL REPORT 2007-2008

Board of Directors:

Mr. T.A. MOHAMMED KUTTY
Managing Director

Mr. C.H.A. RAHEEM, F.C.A.
Director

Mr. K.A. KUNJUMOIDEEN
Director

Mr. T.M. IMTHIAZ
Director

Mr. T.M. AHAMMED RASHEED.
Director

Auditor:

Mr. R.SURESHKUMAR, B.Sc., F.C.A.
Chartered Accountant
Cherthala – 688 524.

Bankers:

INDIAN BANK
Shanmugham Road Branch, Ernakulam

THE FEDERAL BANK LTD.
Banerji Road, Ernakulam.

Registered Office:

RUBIAN COMPLEX,
ARoor – 688 534,
ALLEPPEY, KERALA, INDIA.
Phone : 91 478 2872718
Fax : 91 478 2872306

INTEGRATED RUBIAN EXPORTS LTD

Regd. Office: Rubian Complex, Aroor, Alappuzha. Pin 688 534

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the Company will be held on Tuesday, 30th September, 2008 at the Registered Office of the Company at Rubian Complex, Aroor, Alappuzha – 688 534 at 10.00 A.M. to transact with or without modifications, the following business.

As Ordinary Business

1. To consider and adopt the Audited Accounts for the financial year ended 31.03.2008 together with Directors' Report and Auditors' and annexure thereto.
2. To appoint a Director in the place of Shri. K. A Kunjumoideen who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

As Special Business

1. To pass with or without modification the following resolution as an Ordinary Resolution
 "RESOLVED that consent be and is hereby accorded to the Board of Directors of the Company pursuant to Sec 293 (1)(d) of the Companies Act, 1956, for borrowing from time to time any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any one time Rs.15 crores irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set up part for any specific purpose."
2. To pass with or without modification the following resolution as an Ordinary Resolution
 "RESOLVED that consent be and is hereby accorded to the Board of Directors of the Company pursuant to Sec 293 (1) (a) of the Companies Act, 1956, to sale/lease the land, building, plant and machinery of the Company to facilitate the revival of the operations of the Company."
3. To pass with or without modification the following resolution as an Ordinary Resolution
 "RESOLVED that Mr. T M. Imthiaz, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 26th June, 2008, and whose term expires at the Annual General Meeting of the Company scheduled to be held on 30th September, 2008, and for the appointment of whom the Company has received a notice under section 257 of the Companies Act 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement by rotation."
4. To pass with or without modification the following resolution as an Ordinary Resolution
 "RESOLVED that Mr. T M Ahammed Rasheed, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 26th June, 2008, and whose term expires at the Annual General Meeting of the Company scheduled to be held on 30th September, 2008, and for the appointment of whom the Company has received a notice under section 257 of the Companies Act 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement by rotation."

Place: **Aroor**
 Date : **01.09.2008**

By the Order of the Board

T. A. Mohammed Kutty
Managing Director

Notes:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The duly filled proxy form should, however be deposited at the Registered Office of the Company not later than 48 hours before the commencement of Meeting.
3. All correspondence regarding transfers, change of address etc. may be forwarded to the Registered Address of the Company. The Register of Members and the Transfer Books of the company will be closed from 25.09.2008 to 27.09.2008, both days inclusive.
4. The Explanatory Statement U/S 173(2) of the Companies Act, 1956 is attached herewith.

Explanatory Statement U/S 173(2) of the Companies Act, 1956

1. Directors are trying to revive the Company. It is proposed to raise funds for expansion/ modification, present and future and to meet working capital requirement for the Company. For this purpose, the Board has decided to borrow money not exceeding in aggregate at any one time Rs.15 crores.
None of the directors of the Company are interested or concerned in the proposed Ordinary Resolution except as shareholders of the Company.
The directors of the Company recommended the passing of the proposed Special Resolution by the members of the Company.
2. In order to revive the operations of the Company, the Board of Directors proposes to lease out the land, building, plant and machinery of the Company. This requires members consent pursuant to Sec. 293 (1) (a) of the Companies Act, 1956.
None of the directors of the Company are interested or concerned in the proposed Special Resolution except as shareholders of the Company.
The directors of the Company recommended the passing of the proposed Ordinary Resolution by the members of the Company.
3. Mr. T. M. Imthiaz was appointed as Additional Director of the Company with effect from 26th June, 2008. A notice U/S 257 of the said Act has been received from a member signifying his intention to propose the name of Mr. T. M. Imthiaz for appointment as a Director of the Company. Mr. T. M. Imthiaz has filed with the Company his consent to act as a Director.
Except Mr. T. M. Imthiaz, none of the directors of the Company are interested or concerned in the proposed Ordinary Resolution.
The directors of the Company recommended the passing of the proposed Ordinary Resolution by the members of the Company.
4. Mr. T M Ahammed Rasheed was appointed as Additional Director of the Company with effect from 26th June, 2008. A notice U/S 257 of the said Act has been received from a member signifying his intention to propose the name of Mr. T M Ahammed Rasheed for appointment as a Director of the Company. Mr. T M Ahammed Rasheed has filed with the Company his consent to act as a Director.
Except Mr. T M Ahammed Rasheed, none of the directors of the Company are interested or concerned in the proposed Ordinary Resolution.
The directors of the Company recommended the passing of the proposed Ordinary Resolution by the members of the Company.

Place: Aroor
Date : 01.09.2008

By the Order of the Board

T. A. Mohammed Kutty
Managing Director

INTEGRATED RUBIAN EXPORTS LTD

Regd. Office: Rubian Complex, Aroor, Alappuzha. Pin 688 534]

DIRECTORS' REPORT

Dear Shareholders,

Your Directors submit the 18th Annual Report of your Company together with Audited accounts for the year ended 31st March 2008

FINANCIAL PERFORMANCE

(Rs. in Lacs)

Particulars	Current Year	Previous Year
Loss before interest & Depreciation	2.52	19.96
Interest	0.00	1.38
Depreciation & Amortization	0.00	0.00
Balance	2.52	21.34
Loss Brought Forward	1466.31	1444.97
Loss Transferred to Balance Sheet	1468.83	1466.31

The Board of Directors is continuously trying to revive the operations of the Company. The Company has already given a modified revival proposal dated 06.09.2006 to the BIFR the matter is being further followed up. As per the information provided by the standing committee, the BIFR is yet to fix the date of hearing. Due to non operations of the plant during the year under report, the company has not provided for any depreciation on the assets during the year. The company could not also service the interest arrears due to the financial institutions and Banks.

REFERENCE TO THE BOARD FOR INDUSTRIAL AND FINANCE RE-CONSTRUCTION (BIFR)

In view of the fact that the accumulated losses of the company as at the end of the financial year has exceeded the net worth, the company has become a sick industrial company within the meaning of Clause (o) of Sub-Section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985. An application is filed with the Board for Industrial and Financial Reconstruction (BIFR) vide the Registration No. 166/2003 dated 01.01.2003. The Company has already given a modified revival proposal dated 06.09.2006 to the BIFR the matter is being further followed up.

RESEARCH AND DEVELOPMENT

Your Company continued its efforts in finding ways and means of riviving its operations and for providing quality products with a view to increase the turnover and profitability.

DIVIDEND

In view of the losses your Directors regret their inability to recommend any dividend for the year.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors had 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 affairs of the Company.
3. Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act, and
4. The accounts have been prepared on a going concern basis.

AUDITORS

The Auditor of the Company, R. Sureshkumar, Chartered Accountant, Cherthala, Alappuzha – 688 524 retires at the Annual General Meeting and being eligible offers himself for re-appointment.

FIXED DEPOSIT

The Company has not accepted/renewed any Fixed Deposits from Public for the year ended 31st March, 2008.

BOARD OF DIRECTORS

Shri. K. A. Kinjumoideen retires by rotation and being eligible offer themselves for reappointment.

ADDITIONAL INFORMATION

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 for the year under report is given in the Annexure to this Report.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement with the Stock Exchanges, a detailed report on Corporate Governance is given as Annexure to this Report. Certificate from Statutory Auditor confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed review of operations, performance and future outlook of the Company is given separately under the head Management Discussion and Analysis Report as Annexure hereto

INDUSTRIAL RELATIONS

Industrial Relations during the year under review were not good due to continued unrest on the labour front due to lock out declared by the Company in the previous year.

ACKNOWLEDGEMENT

The Board of Directors places on record their sincere thanks to Indian Bank and Federal Bank Ltd., Ernakulam and the Industrial Finance Corporation of India for their co-operation and valuable support extended during the time of crisis.

Your Directors also express their appreciation for the services rendered by the workers, staff and executives at all levels of the Company.

By the Order of the Board

Place: Aroor

K. A. Kuniemoideen

T. A. Mohammed Kutty

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ANNEXURE 'A' FORMING PART OF DIRECTOR'S REPORT**A. CONSERVATION OF ENERGY**

- a). Energy conservation measures taken : Since the company has not made any operations during the year nothing could done on this front
- b). Additional investments and proposals for reduction of consumption of energy: NIL
- c). Impact of above measures ascertainable: N.A.
- d). Total energy consumption and energy per unit of production as per Form 'A'

B. TECHNOLOGY ABSORPTION-

- e). Efforts made in technology absorption as per Form B

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- f). Activities relating to Exports; initiatives taken to increase exports; development of new exports markets for products and services; and exports plans

		(Rupees in Lacks)	
		2007-08	2006-07
g).	I) Foreign Exchange Earnings – Export Sales (CIF)	Nil	Nil
h).	II) Foreign Exchange outgo (on cash basis)	Nil	Nil

**FORM A
(See Rule 2)****A. Power and Fuel Consumption****1. ELECTRICITY**

a)	Purchased	Current year
	Units	Nil
	Total Amount	Nil
	Rate / Unit	Nil
b)	Own Generation	Nil
	(i) Through Diesel	Nil
	Generator Units	Nil
	Units per Ltr. of diesel oil	Nil
	Cost per units	Nil
	(ii) Through Steam Turbine/ Generator	
	Units	Nil
	Units per Ltr. Of Fuel oil .Gas	Nil
	Cost per unit	Nil

NOTE: Due to Lock out of the factory since 31.12.2003 certain details with regard to the above not available and hence not provided

2.	COAL (Specify quality and where used)	N.A
	Qty. (Tonnes)	
	Total Cost	
	Average Rate	
3.	FURNACE OIL	N.A
	Qty. (K. Liters)	
	Total Cost	
	Average Rate	