NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held on Wednesday, 22nd Day of September, 2010 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:

- To receive, consider and adopt Audited Balance Sheet as on 31st March, 2010 and Profit & Loss Account for the year ended on that day along with the Directors' and Auditors Report thereon.
- To appoint Director in place of Shri Arvind Shah, who is liable to retire by rotation and being eligible, offers him for reappointment.
- To appoint Director in place of Shri Chandrakant Udeshi, who is liable to retire by rotation and being eligible, offers him for reappointment.
- 4. 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.

Date : 28/05/2010 Place : Jamangar By order of the Board of Directors For, INTEGRATED PROTEINS LIMITED,

> (ARVIND K. SHAH) Chairman & Managing Director

NOTES :-

- 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 a poll instead of him self and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Meeting.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 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.
- Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Ltd. for consolidation into a single folio.
- The Register of Members and Transfer Books will be closed from September 10, 2010 to September 21, 2010 (inclusive of both days) for determining the names of Members eligible for dividend on Equity Shares, if approved at the Meeting.

Details of Director seeking reappointment at the Annual General Meeting

Director's Name	ARVIND KANTILAL SHAH
Date of Birth	7 th November, 1946
Date of Appointment as Director in Company	29th August, 1992
Qualification	B.Com.
Experience in specific functional area	Expertise in shipping business, dehydration business.
Directorship held in other public limited Indian Companies (excluding Directorship in Intergrated Proteins Limited)	Bedi Shipping Ltd.
Membership / Chairmanship of Committees public limited Indian Companies (excluding Membership / Chairmanship of Committees in Integrated Proteins Limited)	Nil

Director's Name	CHANDRASINH CHATRABHUJ UDESHI
Date of Birth	27th December, 1930
Date of Appointment as Director in Company	3 rd February, 1994
Qualification	B.Com.
Experience in specific functional area	Industrialist, Expertise in marketing and general administration,
Directorship held in other public limited Indian Companies (excluding Directorship in Intergrated Proteins Limited)	- Metro Exporters Ltd.
Membership / Chairmanship of Committees public limited Indian Companies (excluding Membership / Chairmanship of Committees in Integrated Proteins Limited)	Nil

REPORT OF THE BOARD OF DIRECTORS

To.

The Members of the Company,

Your Directors have pleasure in presenting their Seventeenth Annual Report together with audited accounts of the Company for the year ended on 31st March, 2010.

FINANCIAL RESULTS:

PARTICULARS	2009-10 (Amount in Rs.)	2008-09 (Amount in Rs.)
Total Income	5,10,746.27	6,65,811.00
Total Expenditure excluding depreciation, Interest & taxation	5,25,490.00	5,65,878.60
Profit (loss) before depreciation, interest & taxation	(14,743.73)	99.932.40
Depreciation	13,34,852.00	13,36,706.00
Taxation	NIL	8.00
Net Profit (Loss)	(13,49,595.73)	(12,36,781.60)

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 godown rental income and interest income only. During the year under review, the Company has earned total income of Rs. 5,10,746.27 as compared to Rs. 6,65,811 in previous fiscal 2008-09. The net loss of Company is Rs. 13,49,595.73 during the year under Report as compared to Rs 12,36,781.60 in last fiscal.

LISTING FEES:

Members are aware that the shares of the Company are listed on The Bombay Stock Exchange Ltd, Mumbai, The Company has paid listing fees of Stock Exchange within prescribed time.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARING 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 is making attempts to minimize the consumption of energy at its administrative office. The Company has neither incurred any expenditure nor generated income in foreign currency during the year under review. The Company has not acquired any technology during the year.

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 Arvind Shah, and Shri Chandrakant Udeshi. Director, of the Company are liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers themselves 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.

DIRECTORS' 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;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 made 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.

SECRETARIAL AUDIT:

As directed by the Securities and Exchange Board of India (SEBI), Secretarial Audit has been carried out at the specified periodicity by M/s. MJP Associates, Company Secretaries, Rajkot. The findings of the Secretarial Audit Report were satisfactory.

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 : 28/05/2010 Place : Jamangar

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

> (ARVIND K. SHAH) Chairman & Managing Director

INTEGRATED PROTEINS LIMITED

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

SEGMENTS

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

PERFORMANCE

The Company has earned total income of Rs. 5,10,746.27 as compared to Rs. 6,65,811.00 in previous fiscal 2008-09. The Company is minimizing its expenses to reduce the accumulated losses. The net loss of Company is Rs. 13,49,595.73 during the year under Report as compared to Rs 12,34,927.60 in last fiscal.

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, directions 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 2010-2011

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 STATEMENTS

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.

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 meetings 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.

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	631930	02	Nil	Nil
Shri Piyush Vora	Director	10010	02	01	Nii
Shri Vinod P. Mehta	Director	622300	01	02	01
Shri Rajesh Dhruv	Director	Nit	02	02	01
Shri Chandrasinh Udeshi	Director	Nil	06	NII	Nil

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

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,
- Any issue that involves public or product liability claims of an important nature.
- g) Significant development in the human resources and industrial relations fronts,
- Sale of material nature, of investments assets, which is not in the normal course of business.
- 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 the 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(ii) 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.

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

Shareholder's Grievance Committee :

a) Terms of Reference :

The Committee has been given responsibility to look after complaints, if any, of investors to redress the same expeditiously. The Committee also approves requests for issue of duplicate share certificates, splitting/consolidation of share certificates, transfer and transmission of shares etc.

b) Composition:

The committee comprises of three Non- Executive Directors, namely Shri Rajesh H. Dhurv, Shri Vinod P Mehta, and Shri Piyush Vora. Shri Vinod P. Mehta has acted as the Chairman of the Committee for the whole year.

c) Meetings of Committee :

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

No complaint is pending as on 31st March, 2010 as unresolved or unattended, as the Company has not received any complaint from the Investors.

d) Compliance Officer:

Shri Pravin Sheth, has been functioning as Compliance Officer for the purpose of complying with various provisions of Listing Agreement with Stock Exchanges.

4. SHARE HOLDER'S INFORMATIONS:

General Body Meetings:

The General Body Meetings of the shareholders is held every year. Details of the last three Annual General Meetings are given below :

Financial Year	Date	Time	Venue
2008 - 2009	29th September, 2009	10:00 A.M.	City Point, Opp. Town Hall, Jamnagar.
2007 - 2008	28th September, 2008	10:00 A.M.	City Point, Opp. Town Hall, Jamnagar.
2006 - 2007	28th September, 2007	10:00 A.M.	City Point, Opp, Town Hall, Jamnagar.

Registered Office:

Integrated Proteins Limited, City Point, Opp. Town Hall, Jamnagar.

Annual General Meeting:

The 17th Annual General Meeting (AGM) of the Company will be held on 22-09-2010 at 10:00 A.M. at Registered Office of the Company.

Financial Calendar (Tentative)

1) Annual General Meeting

2) Results for Quarter ending 30th June, 2010

3) Results for Quarter ending 30th September, 2010

4) Results for Quarter ending 31st December, 2010

5) Results for Quarter ending 31st March, 2011

22nd September, 2010

Last week of July, 2010

Last week of October, 2010

Last week of January, 2011

Last week of May, 2011

Dates of book Closure:

The Company's transfer books will be closed from Friday, 10th September, 2010 to Tuesday, 21th September, 2010 (both days inclusive) for purpose of Annual General Meeting.

Stock Exchange Listing:

The Shares of Company are listed on the Stock Exchanges at Mumbai.

Stock Code :

Name of Stock Exchanges	Physical
The Bombay Stock Exchange Ltd.	519606
The Saurashtra Kutch Stock Exchange Ltd.	IPL

Stock Market Data :

As there is no any transaction during the year for the share of the Company, the monthly high and low quotations and volume of shares traded at Mumbai (BSE) are not given.

Registrar and Transfer Agents

Company has appointed Registrar and Transfer Agent, the name and address is as follow; Cameo Corporate Services Limited., 202, Pawan Flats, 7, Anand Nagar Society Productivity Road, Alkapuri, Baroda - 390 007. Phone- 0265 - 2341105/3025993

Share Transfer System

The processing activities with respect to requests received for share transfer are normally completed within 15 working days from the date of request.

Distribution of Shareholding as on 31st March, 2010

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholders
Upto 5000	1106	53.25	431550	11.74
5001-10000	563	27.11	431100	11.73
10001-20000	278	13.38	404900	11.02
20001-30000	43	2.07	110500	3.01
30001-40000	23	1.11	82600	2.25
40001-50000	13	0.63	61400	1.67
50001-100000	22	1.06	169100	4.60
100001 and above	29	1.40	1984050	53.98

Shareholders seeking any information / solution of any problem of query related to shares, share transfer etc. may kindly contact at the Registered Office of the Company.

Address for Correspondence:

The Compliance Officer, Integrated Proteins Limited, 5th Floor, City Point, Opp. Town Hall, Jamnagar - 361 001.

Phone: 0288 - 2551901 / 902 / 903

DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT [Clause 49(I)(d)]

The Company has laid down and adopted "Code of Conduct" for all Board Members and core management team of the Company. The Company believes that such Code of Conduct is necessary for best Corporate Governance practices, and expects that all Board Members and Core management team adhere to this Code of Conduct.

It is hereby affirmed that all the Directors and Senior Management personnel have complied with the Code of Conduct and have given a confirmation in this regard.

Date : 28/05/2010 Place : Jamangar

> (Arvind K. Shah) Chairman & Managing Director

(V. P. Mehta) Director

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AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Integrated Proteins Limited, Jamnagar.

We have examine the compliance of Corporate Governance by Integrated Proteins Limited, for the year ended on 31st March, 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the other conditions of Corporate Governance as stipulated in the abovementioned listing Agreement. As per the records maintained by the Company no investor grievance is pending for a period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of B. H. Vyas & Co., Chartered Accountants

Strties

(B. H. VYAS)

Proprietor

M.No.:

Place: Jamnagar

Date: 28th May, 2010

MANAGING DIRECTOR CERTIFICATION FOR FINANCIAL STATEMENTS (CLAUSE 49V OF LISTING AGREEMENT)

We have reviewed financial statements and cash flow statements for the financial year 2009-2010 ended on 31st March, 2010, and to the best of our knowledge and belief:

- (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (b) These statements together present true and fair vie of the Company's affairs and in compliance with existing accounting standards, applicable laws and regulations;
- (c) No transactions entered into by the Company during the aforesaid year, which are fraudulent, illegal or in violation of the Company's code of conduct.

Further, we accept that it is our responsibility to establish and maintain internal controls. We have evaluated the effectiveness of internal control system of the Company and have disclosed to the auditors and the Audit Committee, wherever applicable:

- (a) deficiencies in the design or operation of internal controls, if any, which came to our notice and steps have been taken/proposed to be taken to rectify these deficiencies
- (b) Significant changes in the internal control during the year
- (c) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements
- (d) Instances of significant fraud of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place : Jamangar Date : 28/05/2010 (ARVIND K. SHAH) Chairman & Managing Director

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TO,
THE MEMBERS OF,
INTEGRATED PROTEINS LIMITED,
SURVEY NUMBER - 03,
VILLAGE - DHICHADA (BEDESHWAR)
DISTRICT - JAMNAGAR.

-: AUDITOR'S REPORT: -

- We have audited the attached BALANCE SHEET of INTEGRATED PROTEINS LIMITED JAMNAGAR as
 at 31ST MARCH 2010 the related PROFIT AND LOSS ACCOUNT and CASH FLOW STATEMENT for the
 year ended on that date of the Company annexed thereto, which we have signed under reference to this
 report. These Financial Statements are the Responsibility of the Company's Management. Our Responsibility is to express an opinion on these financial statements based on our Audit.
- 2. We have conducted our Audit in Accordance With auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together, 'theOrder') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956,of India (the Act), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order...
- 4. Further to our comments in the Annexure referred to above, we report that:
- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (ii) In our opinion proper books of Accounts as required by law have been kept by the company so far as appears from our examination of the books.
- (iii) The BALANCE SHEET, and PROFIT AND LOSS ACCOUNT and CASH FLOW STATEMENT dealt with by this report are in agreement with the books of account.
- (iv) In our opinion, the PROFIT AND LOSS ACCOUNT, and the BALANCE SHEET and CASH FLOW STATE-MENT comply with the accounting standards referred to sub-section (3C) of section 211 of the Companies Act, 1956.
- On the basis of written representations received from the director and taken on record by the Board of Directors, We Report that none of the said directors are disqualified as on 31ST MARCH 2010 from being appointed as Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956.
- 6. In our opinion and to the best of our information and according to the explanations given to us, the said Accounts read with and subject to the notes thereon, give in the prescribed manner the information required by the COMPANIES ACT, 1956 and give a TRUE AND FAIR VIEW in conformity with the accounting principles generally accepted in India.
 - (a) In the case of BALANCE SHEET of the state of Companies affairs as at 31st March, 2010 and
 - (b) In the case of the PROFIT AND LOSS ACCOUNT of the LOSS for the year ending on that date; and
 - (c) In the case of the CASH FLOW STATEMENT, of the cash flows for the year ended on that date.

PLACE: JAMNAGAR

[B. H. VYAS]

Membership No. 13884

PROPRIETOR

B. H. VYAS AND CO.

CHARTERED ACCOUNTANTS

DATE: 28,05.2010

INTEGRATED PROTEINS LIMITED

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ANNEXURE TO THE AUDIT REPORT FOR THE PERIOD ENDED 31.03.2010 CLAUSE NUMBER AND REMARKS:

- (i) (a) The company has maintained proper records showing full Particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) During the year under audit Company has entered in the deal to sale of total plant & machinery of solvent extraction plant with M/S. SAHARA GOLD INDUSTRIES of Nanded for Rs.115.00 lac plus tax. A deposit of Rs.10.00 lac is received. The sale will be completed during F.Y.2010-11.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. As certified by the directors the stock of inventory being useless and the full value of the same may not be realized it it is sold out in the open market.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company has maintained proper records of inventory. As explained to us, there was no material discrepancy noticed on physical verification of inventories as compared to the book records.
- (iii) (a) The company has opening balance of loan taken from <u>SIX parties</u> covered in the register maintained under section 301 of the companies Act, 1956 from the directors and their associates. Maximum amount involved during the year was <u>Rs:</u> 34,09,463.45 and the outstanding at the year end is <u>Rs:34,09,463.45</u>
 - (b) The loans and advances given and taken by the company and the interest paid or received and the terms and conditions on which loans are received / granted are not prima facie prejudicial to the interest of the company.
 - (c) The company is being regular in repaying the principal amounts as stipulated and the parties have repaid the principal amounts as stipulated.
 - (d) There is overdue amount of loans taken from or granted to companies, firms or as certified by the Directors other parties listed in the register maintained under section 301 of the Companies Act, 1956. As explained by the directors that the same is due to certain unsettled issues waiting for certain clarifications.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate Internal control procedures commensurate with the size of the company and the nature of its business. In our opinion and according to the information and explanations given to us, there are adequate internal controls with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct any major weaknesses, If any.

- (v) (a) According to the information and explanations given to us, we are of the opinion that the transaction that needs to be entered in to the register.
 Maintained under section 301 of the companies Act 1956 has been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act 1956 and exceeding the value of rupees five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The company has not accepted deposits from the public, hence the question of reporting the contraventions to the provisions of sections 58A and 58AA of Rules, 1975 with regard to the deposits accepted from the public, doesn't arises.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The company is manufacturing concern. However, as explained that due to non-parity of the product, directors are of the view that conducting own work is not profitable. In this circumstances question of broadly reviewing the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 do not arise and we are of the opinion that Prima facie the prescribed accounts and records have been made and maintained.
- (ix) (a) Where ever applicable the company is regularly depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees, state insurance, income tax, sales tax, wealth tax, value addition tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
 - (b)(i) According to the information and explanations given to us and the records examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dies including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service-Tax, Customs duty, Education-Cess and other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on 30th September, 2009 for the period of more than six months from the date they become payable.
 - [b](ii) According to the records of the company examined by us and information and explanations given to us there is no due for vat, sales tax, wealth tax. service tax custom duty, excise duty, cess which are disputed and not paid except of income tax stated below for which amount are disputed but has been adjusted / paid by the company.

Assessment	Name of the	Nature	Amount [Rs.]	Forum where dispute is
Year	Statute	of dues	District Annual Control Control of	pending
2001-02				1/ 9/5/4
2002-03				
2003-04	Income tax	Regular	No un paid	Commissioner of income
2004-05		demand	amount	tax-appeals, Jamnagar
2007-08				White and the second

- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit of Rs.14743.73.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to a financial institution, bank or debentures and other securities.
- (xii) We are of the opinion that the company has maintained adequate records where the company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (xv) In our opinion, the terms and conditions on which the company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on shortterm basis have been used for long-term investment. And no long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. In this circumstances question of giving our opinion about the prices at which shares have been issued does not arise.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures or has created security in respect of debentures issued.
- (xx) During the year company has not issued any shares to the public through public issue hence question of verification and the end use of money raised by public issues as disclosed in the notes to the financial statements do not arise.
- (xxi) According to the information and explanations given to us, no fraud on or by the company as been notices or reported during the course of our audit.

PLACE: JAMNAGAR

DATE: 28.05.2010

[B. H. VYAS]

Membership No. 13884
PROPRIETOR
B. H. VYAS AND CO.
CHARTERED ACCOUNTANTS

BALANCE SHEET AS AT 31ST MARCH 2010

SR. NO.	PARTICULARS	SCHE- DULES	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)
A	SOURCES OF FUNDS :			
	(a) CAPITAL ACCOUNT	Α	35,151,000.00	35,151,000.00
	(b) RESERVES & SURPLUS	В	0.00	0.00
	(c) SECURED LOANS	C	0.00	0.00
	(d) UNSECURED LOANS	D	3,409,463.45	3,409,463.45
	(e) DEFERRED TAX LIABILITY	E	0.00	0.00
	TOTAL FUNDS EMPLOYED (TOTAL of A)		38,560,463,45	38,560,463.45
В	APPLICATION OF FUNDS:			
B1	FIXED ASSETS	F		
	GROSS BLOCK		31,922,531.59	31,922,531.59
	LESS: DEPRECIATION		14,572,430.00	13,237,578.00
	NET BLOCK		17,350,101.59	18,684,953.59
B2	INVESTMENTS	G	1,603,000.00	103,000.00
B3	CEFERRED TAX ASSET	H	0.00	0.00
B4	CURRENT ASSETS, LOANS & ADVANCES:			
	(a) INVENTORY	1	100,000.00	100,000.00
	(b) SUNDRY DEBTORS	J	218,167.00	212,729.00
	(c) CASH & BANK BALANCES	K	292,060.15	612,054.15
	.(d) LOANS, ADVANCES & DEPOSITS	L	4,568,406.27	4,763,951.00
	SUB TOTAL (a+b+c+d)		5,178,633.42	5,688,734.15
B5	LESS: CURRENT LIABILITIES:			Water Co.
	(a) SUNDRY CREDITORS	M	1,011,000.00	11,000.00
	(b) SUNDRY CREDITORS OTHERS	N	35,905.00	30,041.00
	(c) PRCVISIONS	0	11,515.00	11,515.00
	(d) OTHER LIABILITIES	P	1,655.00	2,876.00
	SUB TOTAL (a+b+c+d)		1,060,075.00	55,432.00
C	NET CURRENT ASSETS (B4 - B5)		4,118,558.42	5,633,302.15
D	TOTAL ASSETS (TOTAL of B)		23,071,660.01	24,421,255.74
E	CAPITAL ACCOUNT	Q	0.00	0.00
F	LOSS/EXPENSES	R	15,488,803.44	14,139,207.71
	TOTAL APPLICATION OF FUNDS (D+E+F)		38,560,463.45	38,560,463.45

In the Opinion of Management Current Assets, Loans and Advances are approximately shown at the Value Realisable in the ordinary course of business. Provision for Depreciation and other all known liabilities is adequate and not in excess of amount considered reasonable and necessary. There are no contingent liabilities other than those stated in the notes forming part of the Accounts. No personal expenses have been charged to revenue. The Company has maintained records for Fixed Assets Deposits and Raw Materials, Finished Products and Stores etc. and verified at frequent intervals.

This is the BALANCE SHEET subject to our separate Report of even date.

For Integrated Proteins Limited

Place: Jamnagar.

CHAIRMAN & M.D. DIRECTOR

V. P. MEHTA Director

U. Clasti.

Mem. No.: 13884

PROPRIETOR B. H. VYAS & Co.

CHARTERED ACCOUNTANTS Date: 28.05.2010

INTEGRATED PROTEINS LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2010

SR. NO.	PARTICULARS	SCHE- DULES	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)
A1	PROFIT/LOSS FROM MANUFACTURING A/c.		0.00	0.00
A2	PROFIT/LOSS FROM TRADING A/c.		0.00	0.00
АЗ	OTHER INCOME	A	510,746.27	665,811.00
	SUB TOTAL OF A (1+2+3)		510,746.27	665,811.00
B4	SALES AND ADMINSTRATIVE EXPENSES	В	120,000.00	120,000.00
B5	OTHER EXPENSES	С	405,490.00	439,164.00
B6	INTEREST	Ď	0.00	6,714.00
	SUB TOTAL OF B (4+5+6)		525,490.00	565,878.60
	PROFIT/LOSS BEFORE DEP & TAX (A-B)		(14,743.73)	99,932,40
C7	DEPRECIATION	E	1,334,852.00	1,334,852.00
	PROFIT/LOSS AFTER DEP. (A-B-C)		(1,349,595.73)	(1,234,919.60)
D8	FAXATION & PROVISION	Ē		8,00
	NET PROFIT/LOSS AFTER TAX (A-B-C-D)		(1,349,595.73)	(1,234,927.66)

The above PROFIT & LOSS ACCOUNT Represents TRUE AND CORRECT position of the PROFIT/LOSS of the Company. Personal Expenses are not charged to this account except separately mentioned

As per our separate Report of even date

For Integrated Proteins Limited

As per our report attached to Balance Sheet

B. H. VYAS Mem. No. :- 13884

PROPRIETOR B. H. VYAS & Co.

CHARTERED ACCOUNTANTS

Date: 28.05.2010

CHAIRMAN & M.D. DIRECTOR

Place: Jamnagar.

V. P. MEHTA Director

M. Clasili.

INTEGRATED PROTEINS LIMITED Annexure to the Balance Sheet as at 31st March 2010

PARTICULARS	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)	
AUTHORISED CAPITAL		SCHEDULE 'O'	
AUTHORISED SHARE CAPITAL		41 to the control of	
40,00,000 (Fourty Lacs) Equity Shares of RS 10.00 (Ten)	NUMBER OF A SECTION ASSESSMENT		
Each. There is no Change since the Last Year	40,000,000.00	40,000,000.00	
TOTAL	40,000,000.00	40,000,000.00	
ISSUED SUBSCRIBED & PAID-UP CAPITAL		SCHEDULE 'A'	
PAID UP SHARE CAPITAL			
36.75,200 (Three Lacs Seventy Five Thousand Two Hundred) Equity Shares of Rs. 10/- (Ten) each issued fully paid against cash. There is no Change since the last year LESS:	36,752,000.00	36,752,000.00	
Calls in arrears by others on (486000 (Four lac eightysix	A STANDARD STAND	5014994 (5504193)	
Thousand Only) Equity Shares.) There is no change since last year	(1,601,000.00)	(1,601,000.00)	
TOTAL	35,151,000.00	35,151,000.00	
UNSECURED LOAN	800 THAT S VIOLENCE OF SEC.	SCHEDULE 'D'	
ARVIND K. SHAH	1,533,713.45	1,533,713.45	
BHARTI N. VYAS	27,000.00	27,000.00	
DAXA P. VYAS	20,250.00	20,250.00	
KAMAL N. VYAS	20,250.00	20,250.00	
KISHORI K. VYAS	20,250.00	20,250.00	
VINOD P. MEHTA	1,788,000.00	1,788,000.00	
[Received from the Directors, shareholders and Proprietory	M M =	(2000) (2000) (2000) (2000)	
Concerns of the respective Directors or Shareholders)			
TOTAL	3,409,463.45	3,409,463.45	
INVESTMENTS	i i	SCHEDULE 'G'	
UNQUOTED INVESTMENTS;			
FIXED DEPOSIT	100,000.00	100,000.00	
NATIONAL SAVINGS CERTIFICATE	3,000.00	3,000.00	
FIXED DEPOSIT ES CORPORATION BANK (NEW)	500,000.00	Orea State	
FIXED DEPOSIT ES CORPORATION BANK (NEW)	500,000.00		
FIXED DEPOSIT ES CORPORATION BANK (NEW)	500,000.00		
(Investments are recorded at cost)			
TOTAL	1,603,000.00	103,000.00	

FIXED ASSTS

SCHEDULE 'F'

SR	DESCRIPTION IT	SCRIPTION DEPN. GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK				
NO	OF ASSETS	RATE %	Opening Balance	Addition	Ded.	TOTAL	Opening Balance	Addition	Ded.	TOTAL	F.Y. 2009-10	F.Y. 2008-09
1	Electric Fittings	7.07	1355275.95	0.00	0.00	1355075.95	989467.50	95804,00	0.00	1085271.00	269804.95	365608.95
2	Factory Building	3.34	618025480	0.00	0.00	6180254.80	2458163.00	205421.00	0.00	2564584.00	3515670.80	3722991.80
3	Free-hold Land	0.00	2624432.00	0.00	0.00	2624432.00	0.00	100	5.00	0.00	2624432.00	2624432.00
4	Furniture & Fixtures	6.33	260110.50	0.00	0 00	260110.50	197278:00	16465 00	0.00	213743.00	46367.00	62832.50
5	Computer & Allied Eqpts.	0.00	95100.00	0.00	0.00	95100.00	95100.00	400	9.00	95100.00	0.00	0.00
6	Plant & Machinery (*)	4.75	2139289334	0.00	0.02	21392893.34	9482905.00	1016162.00	4.00	10499067.00	10893826.34	11909968.34
7	Vehicles	9.50	14665.00	0.00	0.02	14665.00	14665.00	000	0.00	14565,00	0.00	0.00
	TOTAL - Current Year		31922531.59	0.00	0.00	31922531.59	13237578.80	1334852.00	0.00	14572430.00	17350101.59	18684953.59
	TOTAL - Previous Year		31922531.59	0.00	0.00	31922531.59	11900872.60	1336706.00	0.00	13237578.00	18584953.59	20021659.59

(*) plant and machinery has been sold. As per agreement sale will start during next year hence not reduced-refer remarks

Annexure to the Balance Sheet as at 31st March 2010

PARTICULARS	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.
INVENTORY		SCHEDULE 'I'
STORE AND SPARES	100,000.00	100,000.00
(Valued and recorded at cost or net realisable value, whichever is less)	Washington St.	We-303007-180
TOTAL	100,000.00	100,000.00
SUNDRY DEBTORS	Transporter and an arran of	SCHEDULE 'J'
ARCADIA SHIPPING & TRADING COMPANY	119,439.00	114,001.00
HASMUKHKUMAR RAMESHCHANDRA	98,728.00	98,728.00
TOTAL	218,167.00	212,729.00
CASH AND BANK BALANCE		SCHEDULE 'K'
CASH;	(, and the state of
CASH ON HAND	292.00	467.00
BANK:	97797	
BANK OF BARODA - AHEMDABAD (note)	7,581.00	7,581.00
BANK OF MADURAI - AHMEDABAD (note)	56,366.00	56,356.00
CORPORATION BANK - JAMNAGAR	171,482.63	106,615.63
AXIS BANK LTD - 175010200011495	56,338.52	441,024.52
SUB TOTAL	291,768.15	611,587,15
Maximum Balance during the year - Rs:xxxxxxxxx on xx.xx.2009	231,700.13	011.367.113
TOTAL	292,060.15	612,054.15
LOANS, ADVANCES & DEPOSITES		SCHEDULE 'L'
ADVANCES:	2	
DHICHADA GRAMPANCHAYAT	15,343.00	0.00
CORPORATION BANK F.D.R. INTEREST INCOME	12,532.27	0.00
INCOME TAX [F.Y. : 1997 - 1998]	13,040.00	13,040.00
INCOME TAX [F.Y. : 2002 - 2003]	0.00	1,687.00
INCOME TAX [F.Y. : 2003 - 2004]	173,570.00	173,570.00
INCOME TAX [F.Y. : 2004 - 2005]	114,289.00	114,289.00
N.E.P.C. MICON LIMITED [*]	3,000,000.00	3,000.000.00
N. M. BADIANI	0.00	150,000.00
TAX DEDUCECTED AT SOURCE [F. Y. ; 2006 - 2007]	278,200.00	278,200.00
TAX DEDUCECTED AT SOURCE [F. Y. : 2007 - 2008]	0.00	139,254.00
TAX DEDUCECTED AT SOURCE [F. Y. : 2008 - 2009]	119,811.00	119,811.00
TAX DEDUCECTED AT SOURCE [F. Y. : 2009 - 2010]	67,521.00	0.00
SUB TOTAL	3,794,306.27	3,989,851.00
DEPOSITS:		
G.E.B. DEPOSIT - 1	56,250.00	56,250.00
G.M.B. LAND DEPOSIT [*]	121,920.00	121,920.00
GUJARAT ENERGY DEVELOPMENT AGENCY [*]	562,500.00	562,500.00
J.M.C. WATER DEPOSIT	10,000.00	10,000.00
L.P.G. DEPOSIT	6,200.00	79,750,000,000,000,000
PASCHIM GUJARAT VIJ COMPANY LIMITED DEPOSIT		6,200.00
TELEPHONE DEPOSIT	14,230.00 3,000.00	14,203.00
[*] as certified by the directors recovery of these advances are	.0,000,00	
considered doubtful		
SUB TOTAL	774,100.00	774,100.00
TOTAL	4,568,406.27	4,763,951.00

Annexure to the Balance Sheet as at 31st March 2009

PARTICULARS	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)
SUNDRY CREDITORS		SCHEDULE 'M'
J. D. FADADU (Salary Paid)	1,000.00	1,000.00
P. N. SHETH (Salary Paid)	10,000.00	10,000.00
SHARAGOLD INDUSTRIES-ADVANCE AGAINST SALE OF PLANT	1,000,000.00	0.00
(As certified by the Directors there are no Creditors who are		
SSI Units, hence the details of the same are not given)		
TOTAL	1,011,000.00	11,000.00
SUNDRY CREDITORS OTHERS		SCHEDULE 'N'
B, H, VYAS & CO.	5,515.00	0.00
K. B. VYAS & CO.	15,000.00	7,500.00
M.J.P. ASSOCIATES	500.00	12,500.00
SHAREX DYNAMIC (INDIA) PVT. LTD.	14,890.00	10,041.00
TOTAL	35,905.00	30,041.00
PROVISIONS		SCHEDULE 'O'
AUDIT FEES	5,515.00	5,515.00
SECURITY EXPENSE	6,000.00	6,000.00
TOTAL	11,515.00	11,515.00
OTHER LIABILITIES		SCHEDULE 'P'
TAX DEDUCTED AT SOURCE - 194J - PROFESSIONAL	1,655.00	2,876.00
TOTAL	1,655.00	2,876.00
LOSS / EXPENSES		SCHEDULE 'R'
PROFIT & LOSS A/C		Α
OPENING BALANCE	14,139,207.71	12,902,426.11
ADD: NET (PROFIT) / LOSS DURING THE YEAR	1,349,595.73	1,236,781.60
TOTAL	15,488,803.44	14,139,207.71

As per our Remarks on Balance Sheet.	As per our separate Report of even date
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For Integrated Proteins Limited

As per our report attached to Balance Sheet

OST FIRE

CHAIRMAN & M.D. DIRECTOR

Place: Jamnagar.

U.O. Slehli

V. P. MEHTA Director B. H. VYAS Mem. No. :- 13884 PROPRIETOR

B. H. VYAS & Co.

CHARTERED ACCOUNTANTS

Date: 28.05.2010

ANNEXURES TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING ON 31st MARCH, 2010

PARTICULARS	F.Y. 2009-2010 AMOUNT (Rs.)	F.Y. 2008-2009 AMOUNT (Rs.)
OTHER INCOME		SCHEDULE 'A'
KASAR INCOME	3.00	0.00
GODOWN RENT	429,620.00	498,360.00
INTEREST - BANK	39,246.27	0.00
OTHER INCOME	6,418.00	99,725.00
INTEREST ON GEB DEPOSITES	25.013.00	30,373.00
INTEREST ON I. T. REFUND	10,446.00	24,613.00
SALES TAX REFUND	0.00	12,740.00
TOTAL	510,746.27	665,811,00
SALES AND ADMINISTRATIVE EXPENSES		SCHEDULE 'B'
SALARY - OFFICE STAFF	120,000.00	120,000.00
TOTAL	120,000,00	120,000.00
OTHER EXPENSE		SCHEDULE 'C'
ACCOUNTING EXPENSE	12,000.00	12,000.00
AUDIT FEES (F.Y. 2009-2010)	5,515.00	5,515.00
APPEAL FEES EXP.	0.00	1,000.00
BANK COMMISSION CHARGES	660.00	1,984.30
CONSULTANCY CHARGES	17,550.00	23,400.00
ELECTRIC CHARGES	15,229.00	95,464.65
FILING FEES	5.000.00	1,500.00
GEB DEPOSITES W/O	0.00	47,331.68
GODOWN REPAIRING EXP.	0.00	2,500.00
GENERAL EXPENSE	0.00	2,000.00
INSURANCE PREMIUM	24,901.00	53,770.00
KASAR EXP.	0.00	1,936.97
LEGAL FEES	177,778.00	2.809.00
LISTING FEES	0.00	
I.T. APPEAL FEES EXP.	13,500.00	11,084.00
MEMBER, LICENCE AND APPLICATION FEES EXP.	\$476 \$47.07K(197.0)	2973793
OFFICE EXPENSE	11,130.00	0.00
PANCHAYAT TAX EXPENSE	90.00	668.00
POST AND COURIER EXPENSE	0.00	69,262.00
PRINTING AND STATIONERY EXPENSE	1,085.00	992.00
PROFESSIONAL TAX	5,000.00	4000.00
SECURITY EXPENSE	2,000.00	2,010.60
SHARE TRANSFER EXPENSE	72.000.00	72,000.00
TOTAL THANSPER EXPENSE	42,052.00 405,490.00	27,917 00 439,164.60
INTEREST		SCHEDULE 'D'
INTEREST ON T.D.S.	0.00	
INTEREST ON 1.D.S.	E-707	227.00
TOTAL	0.00	5,487.00 6,714.00
DEPRECIATION		SCHEDING 15
DEPRECIATION	1,334,852.00	SCHEDULE 'E'
TOTAL	1,334,852.00	1,334,852.00 1,334,852.00
TAVATION & PROVIDIONS		COUPAIN E
TAXATION & PROVISIONS	1,2010000	SCHEDULE 'F'
F.B.T.	0.00	8.00
TOTAL	0.00	8.00

MANUFACTURING ACCOUNT FOR THE YEAR ENDING ON 31st MARCH 2010

SR. NO.	PARTICULARS	SCHE- DULES	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)
A1	SALES (LESS : GST/CST)	Α	0.00	0.00
A2	OTHER INCOME	В	0.00	0.00
АЗ	INCREASE/DECREASE in		0.00	0.00
	Stock of Finished Products			
	(a) Closing Stock	С	0.00	0.00
	(b) Less : Opening Stock	D	6.00	0.00
	SUB TOTAL OF A (1+2+3)		0.00	0.00
B4	(a) Raw Material consumed	Ε	0.00	0.00
	(b) Stores and spares consumed	F	0.00	0.00
	(c) Salary and wages.	G	0.00	0.00
	(d) Other Expenses	н	0.00	0.00
	SUB TOTAL OF B4 (a+b+c+d)		0.00	0.00
B5	(a) Add:Opening Stock in Process	, j	100,000.00	100,000.00
	SUB TOTAL (B4+a)		100,000.00	100,000.00
	(b) Less:Closing Stock in Process	J	100,000.00	100,000.00
C6	COST OF PRODUCTION (B4+a-b)		0.00	0.00
D7	GROSS PROFIT		0.00	0.00

The above MANUFACTURING & PROCESSING ACCOUNT Represents TRUE AND CORRECT position of the PROFIT of the company. Personal Expenses are not charged to this account except separately mentioned.

As per our separate Report of even date

For Integrated Proteins Limited

CHAIRMAN & M.D. DIRECTOR

Place: Jamnagar.

V.O. LlaGle. V. P. MEHTA

V. P. MEHTA Director Strike

B. H. VYAS Mem. No. :- 13884 PROPRIETOR

B. H. VYAS & Co.

CHARTERED ACCOUNTANTS

Date: 28.05.2010

ANNEXURES TO MANUFACTURING ACCOUNT FOR THE YEAR ENDING ON 31st MARCH 2010

PARTICULARS	F. Y. 2009-10 AMOUNT (Rs.)	F. Y. 2008-09 AMOUNT (Rs.)
CLOSING STOCK STORE AND SPARES	100,000.00	SCHEDULE 'C' 100,000.00
TOTAL	100,000.00	100,000.00
OPENING STOCK STORE AND SPARES	100,000.00	SCHEDULE 'D' 100,000.00
TOTAL	100,000.00	100,000.00

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For Integrated Proteins Limited

CHAIRMAN & M.D. DIRECTOR

Place: Jamnagar.

V. P. MEHTA Director

U. Clasti.

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B. H. VYAS Mem. No. :- 13884 PROPRIETOR

B. H. VYAS & Co. CHARTERED ACCOUNTANTS

Date: 28.05.2010

NOTES ANNEXED TO AND FORMING PART OF TRADING, PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDING 31-03-2010 AND BALANCE SHEET AS AT 31-03-2010

Additional information pursuant to the provision of paragraph 3 and 4 of part II of Schedule VI to the Companies Act, 1956 (As certified by the Directors)

SR. NO.	PARTICULARS	F. Y. 2009-10	F. Y. 2008-09	
(1)	Number of employee in the Company who are in receipt of the Remuneration in the aggregate at the rate of not more than 24,00,000/- per year and or Rs.2,00,000/- per month if Employed for the part of year	NIL		
(2)	Licensed Capacity [As certified by the director]	ALL TYPES OF OIL CAKES: 90,000 M SOYABEEN SEEDS: 60,000 MT REFINERY: 6,000 MT		
(3)	Installed Capacity [As certified by the director]	ALL TYPES OF OIL CAKES: 90,000 M SOYABEEN SEEDS: 60,000 MT REFINERY: 6,000 MT		
(4)	Actual Production	No Production Activities has been carried out during the year. Hence no such details of production		
(5)	Quantitative Details [Similar for both the years]			
1.	Consumption of raw material	N	IL.	
	- Raw oil groundnut S.E.			
2.	Turnover during the year			
	A Finished goods			
	B By - products	NIL		
	C Trading activity			
3.	Stock at the beginning of the year			
===	A Finished goods			
	B By - products	NIL		
	C Trading activity			
4.	Stock at the end of the year			
	A Finished goods	ē.	11	
	B By - products	NIL		
	C Trading activity			
(5a)	Spares consumed [Similar for both the years]	Opening Stock Production Sales Closing Stock	100000 0 0 100000	

NOTES ANNEXED TO AND FORMING PART OF TRADING, PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDING 31-03-2010 AND BALANCE SHEET AS AT 31-03-2010

Additional information pursuant to the provision of paragraph 3 and 4 of part II of Schedule VI to the Companies Act, 1956 (As certified by the Directors)

SR. NO.	PARTICULARS	F. Y. 2009-10	F. Y. 2008-09
(6)	Contingent Liabilities	Lease rental recovery claim by Gujara Martime Board is not provided in the absence of inability to quantify the sa	
(7)	Estimated amount of contracts to be executed on capital account & not provided for	LIMITED amounts t	not provided for from N.E.P.C. MICON o Rupees Eighty ained by the directors to intend to create
(8)	Remuneration Paid to the Directors during the Year (Rs.) with Bonus.	N!L	
(9)	Expenditure in Foreign Exchange (In Rs.)		
SF 84 3	- CIF value of the imports by the company	N	IIL.
	- Dividend remitted in foreign currency	N	IIL
1	- CIF value of the imports by the company	N	IIL
	- Dividend remitted in foreign currency	N	IIL
(10)	Earnings in Foreign Exchange (In Rs.)		
	- Export of goods on F.O.B. basis :	N	IIL
	- Royalty, Know-how, Professional Fees	NIL	
	- Interest & Dividend	NIL	
	- Royalty, Know-how, Professional Fees	N	HL
	- Interest & Dividend	N	II L
(11)	Remuneration for the year : (Rs.)		
	Auditors	-	5,515.00
	Income tax consultant	0.00	0.00

- (13) SIGNIFICANT ACCOUNTING POLICIES:
- (a) BASIS OF ACCOUNTING: The Company adopts accrual basis in the preparation of its accounts following the historical cost convention in accordance with generally accepted accounting principles and in compliance with the accounting standards referred to in Section 211(3C) and other requirements of the Companies Act, 1956 subject to the notes reported herein above and in our report to members. A summary of the important accounting policies which have been applied consistently is set out below:-
- [aa] The only income during the year is rent from house property. The machinery of the company is not leased to any one during the year. During the year under audit Company has entered in the deal to sale of total plant & machinery of solvent extraction plant with M/S. SAHARA GOLD INDUSTRIES of Nanded for Rs.115.00 lac plus tax. A deposit of Rs.10.00 lac is received. The sale will be completed during F.Y. 2010-2011
- (b) INFLATION: Assets and liabilities are recorded at historical cost.
- (c) FIXED ASSETS AND DEPECIATION:

0>>Fixed assets are capitalized at cost inclusive of inward freight, duties, taxes and installation, except in case of revaluation of such assets where it is stated at revalued amount. Interest during construction period on loans to finance fixed assets is capitalized.

0>>The Company is providing Depreciation under the provisions of the Companies Act, 1956, under STRAIGHT LINE METHOD basis.

0>> Company has not leased/used plant and machinery. As certified by the director as per policy of the company Total depreciation Rs.1016162.00 is being claimed on this plant and machinery and charged to profit and loss account.

- (d) DEBTORS: Sundry debtors are stated after making adequate provision for doubtful debts. AS CERTIFIED BY THE DIRECTORS, ADVANCES OF RUPEES THIRTY LACS GIVEN TO THE N.E.P.C. FOR PURCHASE OF WIND MILL AND ADVANCE GIVEN TO GEDA AND ADVANCE GIVEN TO GMB TOWARDS LEASE RENT ARE DOUNTFUL.
- (e) INVENTORIES: The inventory consist of the spare parts etc, rest there is no inventory in the absence on any production. Inventories are decided to value at the lower of cost and estimated Net Realizable value after providing for cost of obsolesces and other anticipated losses wherever considered necessary.
- (f) INVESTMENT: Investments if any are recorded at cost. At the year end company does not have any investments.
- (g) USE OF ESTIMATES: In preparing the Financial Statement in conformity with the accounting principles generally accepted in India. Management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expense during the reported period. Actual result could differ from those estimates. Any revision to such estimate is recognized in the period the same is determined.

- LOANS AND ADVANCES: Loans and advances are stated after making adequate provision for doubtful advances.
- (i) SALES: Due to shortages of important supplies of raw materials and other allied factors, Management has decided to let out the assets of the company since 1999-2000 rather to go for production activities. Due to this the company has let out its building. The company has committed to sale plant and machineries to outsiders to during the year and as confirmed by director the deal will be started during 2010-11.
- (j) RETIREMENT BENEFITS: As certified by the directors at present, company do not have any liability towards gratuity, pensions, leave encashment etc. However the same will be charged to profit & loss Account in the year of actual payments.
- (k) TAXES ON INCOME: Tax expense for the period comprises of current tax, deferred tax and fringe benefit tax. Deferred tax is recognized for all timing differences, subject to consideration of prudence
- (I) LIABILITY: Material known liabilities are provided on the basis of available information and data except specifically mentioned separately.
- (m) DEFERRED TAX LIABILITY: Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is a measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax asset are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which deferred tax asset can be realized. These taxes are re-assessed and recognized every year to the extent that it has become reasonably certain that future taxable income will be available against which deferred tax asset can be realized.

There is time difference between returned income and income as per profit and loss account except permanent difference statutorily decided and other related allowances and exemptions. As explained and certified by the directors looking in to the huge carried forward losses in the income tax as well as company law schedule VI there is no possibilities for adjusting the same in near future. In these circumstances it is not provided in the books of account.

- (n) CONFIRMATION: No confirmation has been obtained from the debtors, creditors, advances and deposits. Accordingly Balance Sheet in these accounts has been considered on the basis of books. The basis of the advances to the concern is treated as certified and confirmed by the directors in this regards.
- (o) PROVISIONS: A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate has been made. Provisions are not discounted to its present value and are determined based on best estimate required. These are reviewed at each balance sheet date and adjusted to reflect the current best estimated.

- (p) Amount unpaid and interest on delayed payments, if any, due at the end of the year to Small Scale / Ancillary Industrial Supplier under the 'INTEREST ON DELAYED PAY-MENTS TO SMALL SCALE AND ANCILLARY INDUSTRIAL UNDERTAKINGS ACT. 1993, is unascertained in the absence of Status of the supplier.
- (q) PAYMENTS TO VENDORS IN S.S.I. SECTORS: These are generally made in accordance with agreed terms. The amount, if any, overdue as on 31st March 2009 has not been ascertained.
- (r) RELATED PARTIES TRANSACTION (ACCOUNTING STANDARD 18):

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	AMOUNT (RS.)
MR. VINOD P. MEHTA	KEY MANAGEMENT PERSONNEL -	LOAN OPENING BALANCE (no movement)	17,88,000
MR. ARVIND K. SHAH	DIRCTOR	LOAN OPENING BALANCE (no movement)	15,33,713
ARCADIA SHIPPING & TRADING COMPANY	PROPRIETERY CONCERN OF THE DIRECTOR	RECEIVED GODOWN RENT	5,43,621.00

- (s) Provision for Auditor's fees is recorded on the basis of last year.
- (t) Previous year's figures are regrouped where ever necessary.

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF INTERATED PROTEINS LIMITED - JAMNAGAR.

[DIRECTOR]

[DIRECTOR]

PLACE: JAMNAGAR DATE: 28.05.2010

U. S. Classic.

AS PER OUR SEPERATE REPORT OF EVEN DATE.

Strifed

[B. H. VYAS]
PROPRIETOR
Membership No. 13884
B. H. VYAS & CO.
CHARTERED ACCOUNTANTS

INCOME TAX FORM NO: 29B [See RULE 40B]

Report under Section 115JB of the Income Tax Act, 1961 For Computing Book Profits of the Company

- I have examined the Accounts and Records of INTEGRATED PROTEIN LIMITED, SUR-VEY NUMBER - 03, VILLAGE - DHICHADA (BEDESWAR), DISTRICT -JAMNAGAR.PAN # AAAC17932G- JAMNAGAR, Engaged in The Business of Manufacturing various deciled cakes and extracting oil, In Order to arrive at the Book Profits during the Year Ended on the 31ST MARCH 2010.
- I certify that the book profit has been computed in accordance with the Provisions of this section. The tax Payable under Section 115JB of the Income Tax Act in Respect of the Assessment Year 2009 - 2010 with surcharge there on are Rs.0.00 (ZERO) which has been determined on the basis of the details in Annexure A to this form.
- In my/our opinion and to the best of my/our knowledge and according to the explanations given to me/us the particulars given in ANNEXURE: - A are true and correct.

Strties

B. H. VYAS Mem. No. :- 13884 PROPRIETOR

B. H. VYAS & Co. CHARTERED ACCOUNTANTS

Place: Jamangar

Date: 28.05.2010

INCOME TAX FORM NO: 29B

ANNEXURE: A

[See Paragraph 02]

Details Relating to the Computation of Book Profits for the Purpose of Section 115JB of the Income Tax Act, 1961

1.	Name of the Assessee	INTEGRATED PROTEINS LIMITED
2.	Particulars of Address	SURVEY NUMBER-03, VILLAGE- DHICHADA (BEDESHWAR) DISTRICT - JAMNAGAR
3.	Permanent Account Number	AAAC17932G
4.	Assessment Year	2010 - 2011
5.	Total Income of the Company under the Income Tax Act	(244758.00)
6.	Income Tax payable on Total Income	NIL
7.	Whether Profit and Loss Account is prepared in Accordance with the Provisions of Parts II and III of Schedule VI to the Companies Act, 1956	YES
8.	Whether the Profit and Loss Account Referred to in Column 7 above has followed the same Accounting Policies and Accounting Standards for preparing the Profit and Loss Account and whether the same method of calculating Depreciation is adopted for preparing the accounts laid before the company at its Annual General Meeting? If not, the extent and nature of Variation be specified.	YES
9.	Net Profit According to Profit and Loss Account Reffered to in (7) above.	(1349595.73)
10.	Amount of Net Profit as shown in Profit and Loss Account as increased by the amount referred to in Clause (a) to (f) of explanation to Sub-section 2 of this section (File Working seperately, wherever required)	NIL
11.	The Amount as referred to in Item 10 as reduced by the amounts referred to in Clause (I) to (VII) of Explanation of Sub-section 2 of this section (File Working Seperately wherever required)	0.00
12.	Book Profit as computed according to explanation given in Sub-section (2)	(1349595.73)
13.	10% of Book Profit as Computed in 12 above	NIL
14.	In case of Income Tax Payable by the Company referred to in 6 above is less than 10% of its Book Profits shown in Column 12 above, then the amount of Tax Payable by the Company would be 10% of Column 12 i.e. as per 13	NIL

AUDITOR'S CERTIFICATE

TO, THE BOARD OF DIRECTORS, INTEGRATED PROTEINS LIMITED

We have examined the below Cash Flow Statement of Integrated Proteins Limited for the year ended 31 st March, 2010. The Statement has been prepared by the company in accordance with the requirement of listing agreement clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of the 28.05.2010 to the members of the Company.

PARTICULARS	F. Y. 2009-2010 AMOUNT (RS.)		F. Y. 2008-2009 AMOUNT (RS.)	
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR				- No 16 W
CASH	467.00		1.971.00	
BANK	611587.15		744209.13	
TOTAL	01100110	612054.15	7-7-1203-10	746180.13
		012004.10		740100.13
CASH FLOW FROM OPERATING ACTIVITIES		(1945.0005.00 ask		West Control of the C
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEM		(1349595.73)	- 1	(1236773.60)
ADD: NON CASH EXPENDITURE:				
DEPRECIATION	1334852.00	65068945000	1,336,706.00	
ROUNDING OFF	0.00	1334852.00	0:00	1336706.00
CASH FLOW FROM OPERATING ACTIVITIES		1333358357		
KASAR / DISCOUNT ALLOWED	0.00		1,926,97	
G.E.B. DEPOSIT W/B	0.00	0.00	47,331.68	49.268.65
	u.uu	0.00	47,001.00	43,200.03
LESS: NON CASH INCOME:			1	41. 1144
KASAR / DISCOUNT RECEIVED	l l	(3.00)		0.00
OPERATING BEFORE WORKING CAPITAL CHANGES	V. 1920 AND ADDRESS OF THE PARTY OF THE PART	(14746.73)	0.0000000000000000000000000000000000000	149201.05
ADD: INVENTORY AT THE BEGINNING OF THE YEAR	100,000.00	7/1 ", 25	100,000.00	
LESS: INVENTORY AT THE END OF THE YEAR	100.000.00	0.00	100,000,00	0.00
ADD: LOANS / ADVANCES AT THE BEGINNING OF THE YEAR	4.763.951.00		5,204,100,00	
LESS: LOANS / ADVANCES AT THE END OF THE YEAR	4,500,835,27		4,693,408.65	510691.35
ADD/LESS; NON CASH ITEMS (FOR OPERATING ACTIVITY)	-3.00	263068.73	49268.63	510691.35
ADD: DEBTORS AT THE BEGINNING OF THE YEAR	212,729.00	200000.75	634.838.65	D100011.00
LESS: DEBTORS AT THE END OF THE YEAR		(5438,00)	212,729.00	422109.65
	218,167.00	[3430.03]		422109.00
ADD: CREDITORS AT THE END OF THE YEAR	1,046,905.00	7803037777	41.041.00	7020039E03
LESS: CREDITORS AT THE BEGINNING OF THE YEAR	41,041.D0	1005864.00	131,632.00	(90591 00)
ADD: PROVISIONS AT THE END OF THE YEAR	11.515.00	1000	11,515.00	
LESS: PROVISIONS AT THE BEGINNING OF THE YEAR	11,515.00	0.00	14,599.00	(3084.00)
ADD: OTHER LIABILITIES AT THE END OF THE YEAR	1,655.00	0.500	2,876,00	
LESS: OTHER LIABILITIES AT THE BEGINNING OF THE YEAR	2,876.00	(1221.00)	55,510.03	(52634.03
CASH GENERATED FROM THE OPERATIONS	950,000	1247527.00	SARS M.	935693.02
LESS: TAXES PAID	1	3.3793.6.5363764		0555255955
TAX DEDUCTED AT SOURCE - 194H - RENT -	67.521.00		119,811.00	
INCOME TAX PAID [Income Tax Last Year + Advance Tax current year]	0.00		0.00	
FRINGE BENEFIT TAX PAID [Current Year + Last year Provision]	0.00	67521.00	8.00	119819.00
NET CASH FROM OPERATING ACTIVITIES (a)	0.00	1180006.00	0.00	815874.02
		11000000.00	1 1	012014/02
CASH FLOW FROM INVESTING ACTIVITIES				
LESS:	0000000000	1940000000000	9/247	7 2/21
PURCHASE OF INVESTMENTS	1500000.00	-1500000.00	0.00	0.00
NET CASH FLOW FROM INVESTING ACTIVITIES (b)		(1500000.00)		0.00
CASH FLOW FROM FINANCING ACTIVITIES		20 100		
LESS:				
REPAYMENT OF LONG TERM BORROWINGS	0.00		950000.00	
NET CASH FLOW FROM FINANCING ACTIVITIES (c)	- 5	0.00		(950000.00)
NET INCREASE / (DECREASE) (a + b + c)		(319.994.00)		(134,125.98)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		(4.4.444.60)		1107 140,00
	000.00		457.00	
CASH	292.00		467.00	
BANK	291768.15	444444	611587.15	*****
TOTAL		292060.15		612054.15

For Integrated Proteins Limited

As per our report attached to Balance Sheet

B.H. VYAS

Mem. No. :- 13884 PROPRIETOR

B. H. VYAS & Co.

CHARTERED ACCOUNTANTS Date: 28.05.2010

CHAIRMAN & M.D. DIRECTOR Place : Jamnagar. V. P. MEHTA Director

U. Slack.

INTEGRATED PROTEINS LIMITED

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STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

[1] REGISTRATION DETAILS			
REGISTRATION NO.:	STATE CODE	BALANCE SHEET DATE :	
1 8 4 2 6	0 4	3 1 0 3 2 0 1 0	
[2] CAPITAL RAISED DURING THE	YEAR		
PUBLIC ISSUE :		RIGHTS ISSUE :	
NIL		N I L	
BONUS ISSUE :		PRIVATE PLACEMENTS:	
N I L		N I L	
[3] POSITION OF MOBILISATION A	ND DEPLOYMENT	OF FUNDS	
AMOUNT IN Rs.	C2/C00447	AMOUNT IN Rs.	
TOTAL LIABILITIES	. 4 5 3	AL ASSETS 8 5 6 0 4 6 3 . 4 5	
SOURCES OF FUNDS PAID-UP CAPITAL	200000000000000000000000000000000000000	APPLICATION OF FUNDS NET FIXED ASSETS	
3 5 1 5 1 0 0 0	. 0 0 1	7 3 5 0 1 0 1 5 9	
RESERVES & SURPLUS	INV	ESTMENTS	
		1 6 0 3 0 0 0 . 0 0	
SECURED LOANS	NET	NET CURRENT ASSETS	
	. 0 0	4 1 1 8 5 5 8 . 4 2	
UNSECURED LOANS	No. of Contract of	C. EXPENDITURES	
3 4 0 9 4 6 3	. 4 5		
DEFERRED TAX LIABILITIES	ACC	CUMULATED LOSSES	
	. 1010 1	5 4 8 8 8 0 3 . 4 4	
[4] PERFORMANCE OF COMPANY			
TURNOVER / RECEIPT 5 1 0 7 4 6 . 2 7		AL EXPENDITURE	
		1 8 6 0 3 4 2 . 0 0	
LOSS / PROFIT	PRO	OFIT AFTER TAX	
1 3 4 9 5 9 5	. 7 3	1 3 4 9 5 9 5 7 3	
EARNING PER SHARE	DIV	IDEND RATE (%)	
	. 0 0	0 . 0 0	

[5]	GENERIC NAMES OF THREE PRINCIP (AS PER MONERARY TERMS)	PAL PRODUCT / SERVICES OF COMPANY						
	SR. 0 1	(ITC CODE) 1 5 0 7 - 9 0						
	PRODUCT DESCRIPTION							
	SOYABEENE	XTRACTEDOIL						
	SR. 0 2	ITEM CODE NO. 1 5 0 8 . 9 0						
	PRODUCT DESCRIPTION							
	GROUNDNUT	EXTRACTED OIL						
	SR. 0 3	ITEM CODE NO.						
	PRODUCT DESCRIPTION							
	RAPESEEDE	XTRACTEDOIL						
	SR. 0 4	ITEM CODE NO. 2 3 0 4 0 0 0 3						
	PRODUCT DESCRIPTION							
	SOYABEEND	E O I L E D C A K E						
	SR. 0 5	ITEM CODE NO. 2 3 0 5 0 0 0 2						
	PRODUCT DESCRIPTION							
	GROUNDNUT	D E O I L E D C A K E						
	SR. 0 6	ITEM CODE NO. 2 3 0 6 4 0 0 2						
	PRODUCT DESCRIPTION							
	RAPESEED D	EOILED CAKE						

FOR AND ON BEHAL	F OF BOARD OF DIRECTORS OF
INTERATED PROTE	INS LIMITED - JAMNAGAR.
	A

1. [DIRECTOR]

U.O. Classic.

PLACE : JAMNAGAR

AS PER OUR SEPERATE REPORT OF EVEN DATE.

of the

[B. H. VYAS]
PROPRIETOR
Membership No. 13884
B. H. VYAS & CO.
CHARTERED ACCOUNTANTS

DATE : 28.05.2010

INTEGRATED PROTEINS LIMITED