

<i>25th</i>
<i>A</i> <i>NNUAL</i>
<i>REPORT</i>
<i>2008-2009</i>



AVIVA INDUSTRIES LIMITED

www.avivaindustries.com



AVIVA INDUSTRIES LIMITED

www.avivaindustries.com

25th ANNUAL GENERAL MEETING

Day

Tuesday

Date

29th Septemebr, 2009

Time

3.30 P.M.

Venue :

336, Sardar Gruh Building ,
198, Lokmanya Tilak Road,
Nr. Crawford Market, Mumbai-400002

25th Annual Report 2008-09

BOARD OF DIRECTORS

JATIN GUPTA	<i>DIRECTOR</i>
PAWAN GUPTA	<i>DIRECTOR</i>
AJAY GUPTA	<i>DIRECTOR</i>
ANILKUMAR SINGHAL	<i>DIRECTOR</i>
SANDEEP GOYAL	<i>DIRECTOR</i>

REGISTERED OFFICE

336, Sardar Gruh Building,
198, Lokmanya Tilak Road,
Nr. Crawford Market, Mumbai-400 002
Ph. No. 022-2200356, Fax: 022-22000357

CORPORATE OFFICE:

C-601, Shiromoni Flats,
Nr. Nehru Nagar, Satellite,
Ahmedabad-380 015

STATUTORY AUDITORS

J.P.Saboo & Co.
3040, Jash Textile & Yarn Market,
Ring Road, Surat- 395 003
Ph. No. 0261-2325005, Fax No.- 0261-2328840

BANKER

State Bank Of India
- Specialized Commercial Branch
Gandhigram, Ahmedabad- 380009

SHARE TRANSFER AGENT

MCS LTD
101, Shatdal Complex,
1st Floor, Opp.Bata Show Room
Asshram Road, Ahmedabad- 380009

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Aviva Industries Limited will be held on Tuesday the 29th day of September, 2009 at 3.30 p.m. at the Registered Office of the Company at 336, Sardar Gruh Building, 198, Lokmanya Tilak Road, Nr. Crawford Market, Mumbai-400002 to transact the following businesses:

ORDINARY BUSINESS :-

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2009, the Profit and Loss Account for the year ended on 31st March, 2009 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ajay Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Anilkumar Singhal, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution with or without modification.
"RESOLVED THAT Pursuant to the provisions of section 224 of the Companies Act, 1956 and any other provisions of Companies Act, 1956 as may be applicable and subject to the provisions of any other laws as may be applicable, M/s J.P. Vaghathhe, Chartered Accountants be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors apart from reimbursing out-of-pocket expenses incurred in the normal course of their duties in place of existing Statutory Auditors M/s J.P. Saboo & Co. Chartered Accountants who have shown unwillingness for reappointment as auditors of the Company."

Regd. Office:
336, Sardar Gruh Building,
198, Lokmanya Tilak Road
Nr. Crawford Market, Mumbai - 400002
Dated : 12.08.2009

By Order of the Board of Directors ,
For Aviva Industries Limited

Director

Notes :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF SELF AND A PROXY NEED NOT BE A MEMBER.**
THE PROXY FORM, DULY STAMPED AND EXECUTED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, ATLEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th September, 2009 to 29th September 2009.
3. Members, desiring any information pertaining to Accounts, are requested to write to the Company 7 days before the date of the meeting, so that the information can be made available at the meeting.
4. Members are requested to bring their copy of the Annual Report at the meeting and produce the Attendance Slip at the Entrance, where the Annual General Meeting will be held.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. As required in terms of paragraph VI(A) of the Clause 49 of the Listing Agreement, the details of the Directors retiring by rotation and eligible for reappointment are furnished below :
 - (a) Shri Ajay Gupta, Director of the Company is a Bachelor of Commerce. He has long and varied experience in the textile industry. He is also member in Audit Committee Share holders Transfer and Grievances Committee and remuneration committee of the Company. He is not holding Directorship in other Companies
Shri Ajay Gupta retires by rotation and being eligible offers himself for re- appointment.
 - (b) Shri Anilkumar Singhal Director of the Company is a Bachelor of Commerce. He has rich experience in the textiles industry. He is also member in Audit Committee and remuneration committee of the Company. He is holding Directorship in the other Companies as following:
 1. Gupta Synthetics Limited
 2. Shubhlaxmi Dyg. & Ptg. Mills Pvt. Ltd.
 3. Comptel Infosys Pvt. Ltd.
 4. Millennium Infosoft Pvt. Ltd.
 5. Sharp Synthetics Pvt. Ltd.
 6. Evergreen Synthetics Pvt. Ltd.
 7. Goldstar Lease and Financing Ltd.Shri Anilkumar Singhal retires by rotation and being eligible offers himself for reappointment.

Regd. Office:
336, Sardar Gruh Building,
198, Lokmanya Tilak Road
Nr. Crawford Market, Mumbai - 400002
Dated : 12.08.2009

By Order of the Board of Directors ,
For Aviva Industries Limited

Director

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure to submit their twenty fifth Annual Report together with Statement of Accounts for the year ended on 31st March, 2009.

1. Financial review:

<u>No.</u>	<u>Particulars</u>	<u>2008-09</u>	<u>[Rs.in lacs]</u> <u>2007-08</u>
01.	Income From Operations	135.25	47.41
02.	Other Income	0.72	2.88
	Profit/(Loss) before Interest , depreciation and Tax	(1.02)	(1.15)
03.	Financial Charges	NIL	NIL
	Depreciation	1.57	NIL
04.	Profit/ (Loss) Before Tax	(2.59)	(1.15)
	Taxation	0.26	0.69
	Fringe Benefit Tax	0.02	0.01
	Income Tax for earlier years	(0.25)	NIL
05.	Profit / (Loss) After Tax	(2.62)	(1.85)
06	Add; Balance of earlier years brought forward	308.28	310.13
07	Balance carried to Balance Sheet	305.66	308.28

2. operations:

The turn over of the Company during the year is Rs. 135.25 Lacs compared to Rs. 47.41 Lacs during previous year.

3. DIVIDEND

Directors expressed their inability to recommend any dividend for the year as there is loss during the year under review.

4. fixed deposit:

Since your company has not invited any fixed deposit from the Public under section 58 A of the Companies Act, 1956 no information is required to be furnished in respect of outstanding deposit.

5. DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated in Section 217(2AA) of Companies Act, 1956, your directors confirm as under:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have 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 at the end of the financial year.
- That the Directors have taken proper and sufficient care of the Maintenance of adequate accounting records In accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;
- That the Directors have prepared the Annual accounts on a going concern basis.

6. DIRECTORS :

Mr. Ajay Gupta & Mr. Anilkumar Shinghal Directors of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

7. PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956

The Company does not have employees drawing salary as specified in section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

The Company is not engaged in manufacturing during the year under review and therefore there are no information relating to conservation of energy, technology absorption. The information relating to Foreign Exchange Earnings and outgo required under section 217 (1) (e) of the Companies Act, 1956 is set out as under

(A) Earning in foreign exchange Rs. NIL

(B) Foreign exchange out go Rs. NIL

8. AUDITORS:

The existing Statutory Auditors M/s J.P. Saboo & Co. Chartered Accountants who have shown unwillingness for reappointment as auditors of the Company. The Board commends the members to appoint M/s J.P. Vaghath, Chartered Accountants as Statutory Auditors of the company for the year 2009-10, in place of J. P. Saboo & Co. Chartered Accountants being retiring auditors, to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The Company has received a letter from M/S. J.P. Vaghath, Chartered Accountants stating that their appointment, if made, will be within the limits laid down under Section 224(1B) of the Companies Act, 1956.

9. CORPORATE GOVERNANCE REPORT :

Your company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities and Exchange Board of India in respect of the Corporate Governance Practices and have implemented all the stipulation prescribed. Report on the Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchange is annexed which forms part of the Annual Report. A Certificate from the Statutory Auditors, confirming compliance of the conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to this report.

10. COMPLIANCE CERTIFICATE :

The Company has availed Secretarial Compliance Certificate for the year under review from the Practicing Company Secretary pursuant to the provisions of section 383 A of the Companies Act, 1956 and a copy of the same is attached with this report.

11. DEPOSITORY SYSTEM :

Your Company has established electronic connectivity with both the Depositories i.e. NSDL & CDSL. The members are requested to avail the facility of dematerialization of the Company's Shares on NSDL & CDSL.

12. Acknowledgement:

Your Directors acknowledge with gratitude the Co-Operation and Assistance received from the Banks, Government, Employees and all those associated with the Company during the year under review.

Regd. Office:
336, Sardar Gruh Building,
198, Lokmanya Tilak Road
Nr. Crawford Market, Mumbai - 400002
Dated : 12.08.2009

By Order of the Board of Directors ,
For Aviva Industries Limited

Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The price of the major raw material for the Company i.e. Cotton Yarn is susceptible to Volatility and forms major portion of the total cost.

Management Perception

The Company is dependent on external suppliers for the cotton yarn requirement which constitutes the largest component of raw material cost. The Company believes that volatility impacts all the manufacturers in the textile industry and any adverse change in the purchase price would lead to a near corresponding adjustment in the selling price as well. However the Company acknowledges that it is exposed to and will have to absorb any fluctuations in the prices of raw materials partially.

Textile business is highly competitive with suppliers competing in global market place. With the opening of international markets after removal of quotas, the Company may have to confront pressures in respect of pricing, product quality etc. from the buyers, which may consequently affect the financial position of the Company.

REPORT ON CORPORATE GOVERNANCE

Brief Statement on Company's philosophy on Corporate Governance

In April 2000 the Securities and Exchange Board of India (SEBI) introduced a comprehensive code on Corporate Governance pursuant to this the Stock Exchange had amended Listing Agreement. Report, in line with the requirement of the Stock Exchange pursuant to Clause 49 of the listing agreement as amended is given below.

The Report on Corporate Governance is divided into nine parts: -

- 1) Board of Directors,
- 2) Remuneration of Directors,
- 3) Committees of the Board - Audit Committee, Remuneration Committee and Share Transfer and Investors' Grievance Committee,
- 4) General Body Meetings,
- 5) Disclosures,
- 6) Code of Conduct,
- 7) Means of Communication, and
- 8) General Shareholder information
- 9) Compliance of non-mandatory requirements

Board of Directors:

Composition and category of Directors as on 31.03.2009

Board of Directors:

The Board of Directors is having an appropriate mix of Executive and non- Executive Independent Directors as on March 31, 2009, the Company's Board of Directors consisting of Five Directors. The Company fulfils the condition of minimum 1/3rd Directors as Independent Directors, as the Chairman of the Company is Non-executive Chairman.

During the Financial year 2008-2009 the Board met for 5 times i.e on 30.4.2008, 31.7.2008, 25.8.2008, 25.10.2008 and 31.1.2009. The maximum gap between two meetings was not more than four months.

The Directors while preparing the Agenda, notes on Agenda, minutes etc. of the meeting(s) and holding and conducting the meetings, is responsible for and is required to ensure adherence to all the applicable provisions of law including the Companies Act, 1956 and the Secretarial Standards recommended by The Institute of Company Secretaries of India, New Delhi.

Sr. No.	Name of Director	Category	Attendance Particulars		Number of other Directorship and Committee Member/Chairmanship in other Companies		
			Board Meetings	AGM held on 27.09.08	Directorship	Committee Membership	Committee Chairmanship
1	Shri Pawan Kumar Gupta	I/NED	5	Y	2	-	-
2	Shri Anilkumar Singhal	I/NED	5	Y	7	3	-
3	Shri Sandeep Goyal	I/NED	5	Y	14	-	-
4	Shri Ajay Gupta	I/NED	5	Y	1	-	-
5	Shri Jatin Gupta	NI/ NED	5	Y	5	-	-

NI – Non Independent, I – Independent NED - Non-Executive Director

None of the Director is a member in more than ten committees and act as a Chairman in more than five Committees across all Companies in which he is a Director.

(a) Distribution of Shareholding
DISTRIBUTION OF SHAREHOLDINGS AS ON 31.03.2009

Share Balance	Holders	% of Total	Total Shares	% of Total
1 500	677	70.89	141808	9.46
501 1000	219	22.93	203213	13.55
1001 2000	28	2.93	43433	2.90
2001 3000	4	0.42	10002	0.67
3001 4000	2	0.21	6420	0.43
4001 5000	1	0.11	4500	0.30
5001 10000	3	0.31	26642	1.78
10001 50000	13	1.36	354782	23.67
50001 100000	5	0.52	366200	24.43
AND ABOVE	3	0.32	342000	22.81
TOTAL	955	100	1499000	100

(b) Shareholding Pattern
SHAREHOLDING PATTERN AS ON 31-03-2009

Category	No. of shares	Percentage of total shares
Promoters Holding		
Indian promoters	562250	37.51
Bodies Corporate	203200	13.55
Non- Promoters Holding		
Institutional		
Financial institutions/Banks	700	0.05
Mutual Funds	Nil	Nil
FIIIs	Nil	Nil
Non-Institutional		
Bodies Corporate	34311	2.29
Individual	698539	46.60
NRI	Nil	Nil
TOTAL	149,9000	100

Audit Committee:

The Audit Committee has been constituted with effect from 29.12.2005 as per the provisions of Section 292A of the Companies Act, 1956 and clause 49 of the Listing Agreement with the Stock Exchange.

The primary objective of the Audit Committee is to review the financial statements of the company, strengthen the internal control system in the company and its various divisions and departments, set up an internal check system in functioning of the executives of the company, to review an annual financial results, financial statements, to discuss with internal auditor about the scope of audit, to look into the company's financial and risk management policies.

Annual Report 2008-09



Audit Committee consists of following Directors, viz. Shri Anilkumar Singhal as Chairman of the Committee, Shri Ajay Gupta and Shri Jatin Gupta as members.

Audit Committee met 5 times i.e. on 30.04.2008, 31.07.2008, 25.08.2008, 25.10.2008 and 31.01.2009 for considering various businesses.

In view of unwillingness of Statutory Auditors M/s J.P. Saboo & Co. Chartered Accountants to be reappointed as Statutory Auditors of Company in an ensuing Annual General Meeting, M/s.J.P. Vaghethe, Chartered Accountants had been proposed as Statutory Auditors of the Company for the financial year 2009-10.

Remuneration Committee:

Remuneration Committee constituted with effect from 29.12.2005 by Board of Directors consists of Shri Anilkumar Singhal as Chairman of the Committee, Shri. Ajay Gupta and Shri Jatin Gupta as its members.

Shareholders Transfer and Grievances Committee:

Share Transfer & Shareholder's/Investors Grievance Committee consisting of Shri. Pawan Gupta as Chairman of the Committee, Ajay Gupta and Shri Jatin Gupta as its members.

The Committee oversees the performance of the Registrar and share transfer Agent of the Company and takes care of Grievances received from the share holders /investors.

Name and designation of Compliance Officer

Shri Jatin Gupta, Director of the Company has been appointed as the Compliance Officer. There is no pending unresolved complaints of Shareholders of the Company. There is no pending Share Transfer.

Means of Communication:

Financial Results are published in Leading Financial News-Paper as well as copies of the same are also being sent to Bombay Stock Exchange Limited where the Shares of the Company are listed for the benefit of the Public at large.

Financial Results are published normally in leading English and in Vernacular daily Newspaper.

Website of the Company is www.avivaindustries.com.

The company supplies copies of the financial results and annual report of the company to various analysts, registered shares brokers, various government departments and agencies, and other investors and all those interested in getting the same as and when requested.

General Meeting

22nd AGM was held on 29th September, 2006 at 2.00 p.m. at Ashoka Hall, Arcedia Building, Nariman Point, Mumbai – 400 002.

23rd AGM was held on 26th September, 2007 at 1.30 P.M. at M.C. Ghia Hall, Second Floor, Govindlal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, Mumbai.

24th AGM was held on 27th September, 2008 at 12.30 p.m. at the Registered Office of the Company at 336, Sardar Gruh Building, 198, Lok Manya Tilak Road, Mumbai – 400 002.

Resolution carried out through Postal Ballot

No postal ballots were used/invited for voting at the above meetings in respect of Special Resolutions passed in the above said meetings.

At the forthcoming AGM, no resolution is proposed to be passed through Postal Ballot.

Disclosures

There has neither been any non-compliance of any legal provision of applicable law, nor any penalties or strictures have been imposed on the Company by any statutory authority on any matter related to the capital market during last three years.

General Shareholder Information:

Annual General Meeting

AGM : Date, time and venue –

Will be held on Tuesday, the 29th September, 2009 at 03.30 P.M. at the Registered Office of the Company at. 336, Sardar Gruh Building, 198, Lok Manya Tilak Road, Mumbai – 400 002.

Financial Calendar Year: April to March 31st every Year

Results for the quarter ending June 30th 2008 : Last fortnight of July, 2008

Results for the quarter ending Sept. 30th 2008 : Last fortnight of October, 2008

Results for the quarter ending December 31st 2008 : Last fortnight of January, 2009

Results for the quarter ending March 31st 2009 : Last fortnight of April, 2009

**Date of Book Closure:**

28th September, 2009 to 29th September, 2009

Listing on Stock Exchange

Equity Shares of the Company are listed at:

The Bombay Stock Exchange Limited

Stock Code

The Stock Code of the Company on The Bombay Exchange Limited (BSE) is 512109.

Market Price: High, Low during each month in last financial year –

Highest & Lowest Share Price of Aviva Industries Limited as quoted on The Stock Exchange, Mumbai (BSE) during the period from April – 2008 to March – 2009

Month & Year	BSE	
	High Price (Rs.)	Low Price (Rs.)
April-2008	18.72	14.50
May – 2008	19.65	14.90
June – 2008	15.95	10.05
July – 2008	15.95	9.66
August-2008	16.40	13.05
September-2008	15.00	10.36
October-2008	11.99	9.85
November-2008	13.16	11.40
December-2008	12.58	9.03
January-2009	9.90	8.60
February-2009	9.88	8.92
March-2009	11.04	7.28

Registrar and Transfer Agent:

MCS Limited

101 Shatdal Complex, 1st Floor Opp. Bata Showroom, Ashram Road, Ahmedabad – 380009.

Dematerialization of Shares:

Company's Script have been allotted ISIN No INE 461H01011 by NSDL and CDSL therefore members can submit the DRF with their DP for dematerialization of shares. However as on date no demat request is pending.

Outstanding GDRs/ ADRs /Warrants or any convertible instruments, conversion date and likely impact on equity

Company has not issued any GDR/ADR/Warrant during the year.

Nomination facility

Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed Form 2B at the Registered Office of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name. In case of any assistance, please contract at the Registered Office or corporate office of the Company

Compliance of non-mandatory requirements

The Company has not adopted the following non-mandatory requirements as per Clause 49 of Listing Agreement regarding Corporate Governance: -

1. Half-yearly declaration of financial performance and summary of significant events in last six months have not been sent to each shareholder of the Company.

2. The Company has not conducted training for the Board members.
3. The Company does not have peer group of Board of Directors to evaluate performance of Non-executive Directors.
4. The Company does not have Whistle Blower policy.

Address for Correspondence

Regd. Office :- 336, Sardar Gruh Building, 198 Lokmanya Tilak Road, Nr. Crawford Market, Mumbai-400002

Corporate office :- C-601, Shiromani Flats, Nr. Nehru Nagar Circle, Opp. Ocean Park, Satellite Road, Ahmedabad - 380015

Investors correspondence/ complaints to be address to:

Mr. Jatin Gupta
Director & Compliance Officer
e-mail: cs@avivaindustries.com

or

MCS Ltd.
The Registrar & Transfer Agents,
101 Shatdal Complex, 1st Floor Opp. Bata Showroom, Ashram Road, Ahmedabad – 380009.

CONFIRMATION ABOUT CODE OF CONDUCT

The Company has complied with the Code of Conduct for Board Members and Senior Management level employees.

Date :12.08.2009

Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Aviva Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by Aviva Industries Ltd. for the year ended on 31st March, 2009 as stipulated in clause 49 of the listing agreement of the said company with the stock exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an express of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement.

We state that no investor's grievances are pending for a period exceeding one month against the company as per the records maintained by shareholders' & Investors' Grievance Committee.

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

For **J. P. SABOO & CO.,**
CHARTERED ACCOUNTANTS

12th August, 2009
SURAT.

(J. P. SABOO)
PARTNER
M. NO. 54037

AUDITOR'S REPORT

To,
The Members of
AVIVA INDUSTRIES LIMITED, MUMBAI

1. We have audited the attached balance sheet of **AVIVA INDUSTRIES LIMITED, MUMBAI** as at 31st March 2009, the profit and loss account and also the (cash flow statement) for the year ended on that date annexed thereto. 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 conducted our audit in accordance with the 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 disclosure in the financial statement. An audit also includes assessing the accounting principal 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 issued by the Central Government of India in term of sub - section (4A) of section 227 of the Companies Act, 1956, 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 purposes of our audit.
 - (ii) In our opinion, proper books of account, as required by law have been kept by the company so far as appears from our examination of those books.
 - (iii) The balance sheet, 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 balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub - section (3C) of section 211 of the Companies Act, 1956.
 - (v) On the basis of written representation received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2008, from being appointed as a director in terms of clause (g) of sub - section (1) of section 274 of the Companies Act, 1956

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J.P.SABOO & Co.

CHARTERED ACCOUNTANTS

3040, Jash Textile & Yarn Market, Ring Road, SURAT-395 002.

Tel. : Off. +91-261 2328839

Fax : Off. + 91 - 261 2328842

Email : jpsabooandco@gmail.com

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- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
- (a) in the case of the balance sheet, of the state of affairs of the company as at 31st March 2009
- (b) in the case of the profit and loss account, of the Loss for the year ended on that date ; and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For **J. P. SABOO & CO.,**
CHARTERED ACCOUNTANTS



(J. P. SABOO)
PARTNER

M. NO. 54037

SURAT. 12TH AUGUST, 2009



Annexure referred to in paragraph 3 of our report of even date.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme 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 to such verification
- (c) Some part of old fixed assets has been disposed off during the period. According to the information and explanations given to us, we are of the opinion that the sale of the said part of fixed assets has not affected the going concern status of the company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- (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 is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material.
- (iii) (a) The company has not granted/taken loans to/from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (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 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 major weaknesses in Internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the Informations and explanations given to us, the transactions made in pursuance of the 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) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (acceptance of Deposits) Rules, 1975.

J.P.SABOO & Co.

CHARTERED ACCOUNTANTS

3040, Jash Textile & Yarn Market, Ring Road, SURAT-395 002.

Tel. : Off. +91-261 2328839

Fax : Off. + 91 - 261 2328842

Email : jpsabooandco@gmail.com

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- (vii) In our opinion, the company has an internal control system commensurate with the size and nature of its business.
- (viii) Since this is being Trading unit, hence sec 209 (1) (d) of the Companies Act, 1956 is not applicable.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, custom duty, cess and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect income tax, wealth tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st March, 2009 for a period of more than six months from the date they became payable, **other than income tax for the immediate previous years.**
(c) According to the information and explanation given to us, there are no dues of sale tax, customs duty, wealth tax, excise duty and cess, which have not been deposited on account of any dispute.
- (x) The company has incurred cash losses during the financial year covered by our audit and immediately preceding financial year and also company has no accumulated losses.
- (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 debenture holders.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of share, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Author's Report) Order, 2003 are not applicable to the company.
- (xiv) The company is not dealing in or trading in shares, securities, debentures and other investments except as an investment. 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 and informed by the management, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.

Contd...3



J.P.SABOO & Co.

CHARTERED ACCOUNTANTS

3040, Jash Textile & Yarn Market, Ring Road, SURAT-395 002.

Tel. : Off. +91-261 2328839

Fax : Off. + 91 - 261 2328842

Email : jpsabooandco@gmail.com

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- (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 short - term basis have been used for long - term investment. 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 any allotment of preferential shares during the financial year.
- (xix) The company has no issued and / or outstanding debentures at the end of the year.
- (xx) The company has not issued and raised money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For J. P. SABOO & CO.,
CHARTERED ACCOUNTANTS

MS Saboo

(J. P. SABOO)
PARTNER

M. NO. 54037

SURAT. 12TH AUGUST, 2009



M/S AVIVA INDUSTRIES LIMITED - MUMBAI
BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	Schedule	As at 31ST MARCH, 2009	As at 31ST MARCH, 2008
		(Rs.)	(Rs.)
I. SOURCES OF FUNDS :			
1. SHARE HOLDER'S FUND			
a) Share Capital	1	14,990,000	14,990,000
b) Reserve & Surplus	2	31,020,184	31,282,403
		46,010,184	46,272,403
2. LOAN FUNDS	3		
a) Secured Loans		32,760	84,978
b) Unsecured Loans		6,800,000	7,500,000
		6,832,760	7,584,978
3. DEFERRED TAX LIABILITY		120,689	145,263
GRAND TOTAL		52,963,633	54,002,644
		=====	=====
II. APPLICATION OF FUNDS :			
1. FIXED ASSETS	4		
(a) Gross Block		1,446,850	6,909,302
(b) less : Depreciation		855,064	697,668
Net Block		591,786	6,211,634
Add: Preoperative Expenses pending for allocation		13,487,394	13,487,394
		14,079,179	19,699,028
2. INVESTMENTS	5	12,376,790	12,376,790
3. CURRENT ASSETS, LOANS & ADVANCES			
a) Inventories	6	-	-
b) Sundry Debtors	7	299,012	13,757,104
c) Cash & Bank Balances	8	585,575	819,326
d) Loans & Advances	9	37,843,457	36,874,902
		38,728,044	51,451,332
a) Current Liabilities	10	11,751,224	29,083,341
b) Provisions	11	469,156	441,165
		12,220,381	29,524,506
NET CURRENT ASSETS		26,507,664	21,926,826
4. MISCELLANEOUS EXPENDITURE		-	-
GRAND TOTAL		52,963,633	54,002,644
		=====	=====

Accounting Policies and Notes on Accounts 17

The Schedules referred to above form an integral part of Balance Sheet

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR - J. P. SABOO & CO.
Chartered Accountants

(J. P. SABOO)
PARTNER
M. NO. 54037
PLACE: SURAT.
DATE: 12th August 2009



(JATIN GUPTA)
DIRECTOR

FOR AND ON BEHALF OF THE BOARD
FOR - M/S AVIVA INDUSTRIES LIMITED
(SANDEEP GOYAL)
DIRECTOR

M/S AVIVA INDUSTRIES LIMITED - MUMBAI
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

PARTICULARS	Schedule	For the year Ended on 31 st March 2009	For the year Ended on 31 st March 2008
I. INCOMES :		(Rs.)	(Rs.)
Turnover	12	13,525,448	4,740,726
Other Incomes	13	71,517	287,734
TOTAL		13,596,965	5,028,460
II. EXPENDITURES :			
Cost of Goods Sold	14	13,183,469	4,474,291
Administrative & Other Expenses	15	514,901	669,538
Selling & Distribution Expenses	16	-	-
Depreciation	4	✓ 157,396	-
TOTAL		13,855,766	5,143,829
Profit (Loss) Before Income Tax		(258,801)	(115,369)
Provision for Taxation (MAT)		25,702	68,660
		(284,504)	(184,029)
Fringe Benefit Tax		2,289	941
Deferred Tax (ASSETS)/LIABILITY		(24,574)	-
Income Tax for Earlier Year		-	-
Profit (Loss) after Income Tax		(262,219)	(184,970)
Balance Brought Forward from Previous Year		30,827,959	31,012,929
Balance Carried to Balance Sheet		30,565,740	30,827,959

Accounting Policies and Notes on Accounts 17

The Schedules referred to above form an integral part of Profit & Loss Account.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR - J. P. SABOO & CO.
Chartered Accountants

(J. P. SABOO)
PARTNER
M. NO. 54037
PLACE: SURAT.
DATE: 12th August 2009



(Signature)
(JATIN GUPTA)
DIRECTOR

FOR AND ON BEHALF OF THE BOARD
FOR - M/S AVIVA INDUSTRIES LIMITED

(Signature)
(SANDEEP GOYAL)
DIRECTOR

M/S AVIVA INDUSTRIES LIMITED - MUMBAI
SCHEDULES FORMING PART OF THE BALANCE SHEET

PARTICULARS	As at 31ST MARCH, 2009	As at 31ST MARCH, 2008
<u>SCHEDULE : 1</u>		
SHARE CAPITAL :		
Authorised Share Capital :		
1,80,00,000 Equity Share of Rs. 10/- each	180,000,000	180,000,000
	180,000,000	180,000,000
Issued,Subscribe & Paid-up Capital :		
14,99,000 Equity Shares of Rs. 10/- each	14,990,000	14,990,000
	14,990,000	14,990,000
<u>SCHEDULE : 2</u>		
RESERVES AND SURPLUS :		
General Reserve	454,444	454,444
Surplus Balance In Profit & Loss Account	30,565,740	30,827,959
TOTAL	31,020,184	31,282,403
<u>SCHEDULE : 3</u>		
SECURED LOANS :		
I C I C I Bank Limited	32,760	84,978
(Secured against hypothecation of Car)		
TOTAL	32,760	84,978
UNSECURED LOANS :		
From Directors	6,800,000	7,500,000
TOTAL	6,800,000	7,500,000
<u>SCHEDULE : 5</u>		
INVESTMENTS : Trade - Quoted : (At Cost)		
738 Equity Shares of GUPTA SYNTHETICS LIMITED of Rs. 10/- each fully paid.	4,586	4,586
2000 Equity Shares of UNIPON INDIA LTD. of Rs. 10/- each fully paid.	40,000	40,000
413110 Equity Shares of NOVA PETRO CHEMI-CALS LTD. Of Rs. 10/- each fully paid.	7,782,204	7,782,204
5000 Equity Shares of SHUKLA DATA TECHNIQUES LTD. Of Rs. 10/- each fully paid.	50,000	50,000
Aggregate amount of quoted investments (Trade)		
TOTAL [A]	7,876,790	7,876,790
INVESTMENTS : UnQuoted : (At Cost)		
45000 6% Redeemable Nonconvertible Noncumulative Preferecne Shares of Rs. 100/- each fully paid up of GUPTA SYNTHETICS LIMITED	4,500,000	4,500,000
TOTAL [B]	4,500,000	4,500,000
TOTAL [A + B]	12,376,790	12,376,790
Market Value Of Quoted Investments	5,376,135	3,345,425
<u>SCHEDULE : 6</u>		
INVENTORIES	-	-
<u>SCHEDULE : 7</u>		
SUNDRY DEBTORS :		
(Unsecured Considered Good)		
Over Six Months	-	8,966,180
Others	299,012	4,790,924
	299,012	13,757,104

Contd...2



SCHEDULE : 4
Fixed Assets

SR. NO.	PARTICULARS	Rate of Dep. In %	Gross Block				Depreciation				Net Block	
			As At 01/04/08	Addition During the year	Deletion During the year	Total 31/03/09	Up to 01/04/08	For the year	Adjustment Change Policy *	Total 31/03/09	As at 31/03/09	As at 31/03/08
1	Land		5,275,109	500,000	5,775,109	-	-	-	-	-	-	5,275,109
2	Factory Building		187,343	-	187,343	-	-	-	-	-	-	187,343
3	Car (Lancer)	9.50%	778,637	-	-	778,637	597,437	73,971	-	671,407	107,230	181,200
4	Car (Alto)	9.50%	298,655	-	-	298,655	28,372	28,372	-	56,744	241,911	270,283
5	Computer	16.21%	327,220	-	-	327,220	69,387	53,042	-	122,429	204,791	257,833
6	Office Equipment	4.75%	42,338	-	-	42,338	2,473	2,011	-	4,484	37,854	39,865
	As on 31/03/09		6,909,302	500,000	5,962,452	1,446,850	697,668	157,396	-	855,064	591,786	6,211,634
	As on 31/03/08		1,342,606	-	-	1,342,606	1,086,426	-	-	1,086,426	256,180	256,181

Contd...3



SCHEDULE : 8**CASH AND BANK BALANCES :**

Cash in Hand (As certified by the Directors)
 Bank Balance with Scheduled Banks
 on current accounts.
 ICICI Bank
 ING Vysya Bank

463,808
 87,268
 24,722
 9,778

617,256
 202,070

TOTAL

585,576

819,326

SCHEDULE : 9**LOANS & ADVANCES :**

Advances (recoverable in cash or in kind
 or for which value to be received)
 Deposit
 Advance for Capital Goods

37,843,457

36,863,902

1,000
 10,000

TOTAL

37,843,457

36,874,902

SCHEDULE : 10**CURRENT LIABILITIES**

Sundry Creditors & others
 T. D. S . Payble
 Bank overdraft on reconciliation

12,473,203

28,969,125

(721,979)

114,216

TOTAL

11,751,224

29,083,341

SCHEDULE : 11**PROVISIONS :**

Provision for Tax 2006/07
 Provision for FBT 2006/07
 Provision for Tax 2007-08
 Provision for FBT 2007-08
 Provision for tax 2008-09
 Provision for fbt 2008-09

341,790
 29,774
 68,663
 938
 25,702
 2289

341,790
 29,774
 68,663
 938
 0
 0

TOTAL

469,156

441,165

SCHEDULE : 12**TURNOVER**

Sales

(Rs.)

(Rs.)

13,525,448

4,740,726

TOTAL

13,525,448

4,740,726

SCHEDULE : 13**OTHER INCOMES :**

Misc. Income

71,517

287,734

71,517

287,734

SCHEDULE : 14**PURCHASES**

13,183,469

4,474,291

Total (a)

13,183,469

4,474,291

RAW MATERIAL CONSUMED

Total (b)

=====

=====

OTHER MANUFACTURING EXPENSES

Total (c)

=====

=====

Total (a+b+c)

13,183,469

4,474,291

Contd...4



SCHEDULE : 15**ADMINISTRATIVE & OTHER EXPENSES :**

✓ Auditor's Remuneration	✓11,030	✓11,236
Bank Commission & Charges	37,496	47,569
Fees, Rates, & Taxes	-	24,935
✓ Insurance Premium	-	✓976
Legal & Professional Fees	33,008	59,501
✓ Salary	✓132,000	✓23,887
Rent	-	128,000
Advertisement Expenses	13,789	10,602
Travelling & Conveyance Expenses	14	1,681
✓ Office Expenses	✓14,425	✓7,294
Postage & Telegram & Telephone Expenses	-	2,939
Printing & Stationery	5,575	2,648
✓ Interest on Car Loan	✓5,112	✓10,692
Loss on Sale of Fixed Assets	262,452	337,578
TOTAL	514,901	669,538

SCHEDULE:16**ACCOUNTING POLICIES & NOTES ON ACCOUNTS****A. SIGNIFICANT ACCOUNTING POLICIES****1. GENERAL**

- i) The Financial Statements have generally been prepared on the historical cost convention.
 ii) Accounting policies not specifically referred to otherwise are in consonance with generally accepted

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below.

3. FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation.

4. DEPRECIATION

a) Depreciation on fixed assets has been provided at the rates and in accordance with the provisions of Schedule XIV of the Companies Act, 1956 on SLM Method on days prorata on basis of date put to use of the assets. However, no depreciation has been charged in the year 2007-08 and profit has been affected to that extend in the books of accounts

5. INVENTORIES

The Inventory has been valued at lower of cost or net realisable price, however there is no closing stock at the

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognised and expenditure is accounted for on their accrual except claims in respect of goods purchased and sold & Insurance, which are accounted for on cash basis.

7. INVESTMENT

Investment are valued at Cost. No provision has been made for depreciation of the market value of the Investment.

B. NOTES ON ACCOUNTS

1. In the opinion of the Board of Directors of the company, the Current Assets, Loans, Advances and Deposits are approximately of the value stated in the Accounts, if realised in the ordinary course of business, unless otherwise stated:

2. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

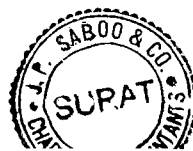
3. Debtors, Loans & Advances & Sundry Creditors are as per books of accounts and subject to confirmation.

4. Following items are included under the head of Auditor's Remuneration:

	31.03.2009	31.03.2008
(A) For Statutory Audit	5,515	5,618
(B) For Tax Audit	5,515	5,618
(C) For Others	-	-
Total	11,030	11,236

5. Additional Information pursuant to para 3 & 4 of the Part II of the Schedule VI of the Companies Act, 1956 :

Contd...5



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I. LICENSED CAPACITY/ INSTALLED CAPACITY:

As the company has not undertaken any manufacturing activity on its own during the year, hence not applicable

II. Quantitative information of the goods produced on job work basis and traded: (as provided and certified by the management)

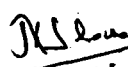
	<u>Unit</u>	<u>31.03.2009</u>		<u>31.03.2008</u>	
<u>FINISHED GOODS (Trading)</u>					
a) Opening Stock		-	-	-	-
b) Purchases		228.99	130.69	103.44	44.74
c) Production		-	-	-	-
d) Sales		228.99	135.25	103.44	47.41
e) Closing Stock		-	-	-	-
f) Gain		-	-	-	-

6. Disclosure of related party Transactions as Required by AS-18.

As per the information provided by the management there has been no transaction with the related parties

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR - J. P. SABOO & CO.
Chartered Accountants


(J. P. SABOO)
PARTNER
M. NO. 54037
PLACE: SURAT.
DATE: 12th August 2009




(JATIN GUPTA)
DIRECTOR

FOR AND ON BEHALF OF THE BOARD
FOR - M/S AVIVA INDUSTRIES LIMITED


(SANDEEP GOYAL)
DIRECTOR

M/S. AVIVA INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2009

PARTICULARS	For the Year ended on 31.03.2009	For the Year ended on 31.03.2008
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extraordinary items	(258,801)	(115,369)
Adjustments for:-		
Depreciation	157,396	-
Foreign Exchange	-	-
Profit on sale of Shares	-	-
(Profit)/Loss on sale Fixed Assets	262,452	337,578
Dividend /Misc Income	(71,517)	(287,734)
	89,530	(65,525)
Adjustment for :-		
Trade and other receivable	12,489,537	(5,329,346)
Inventories	-	-
Trade Payables	(17,332,117)	7,167,166
Cash generated from operations	(4,753,050)	1,772,295
Interest paid/Item related to earlier year	-	-
Direct Taxes paid	-	-
Cash Flow before extraordinary items	(4,753,050)	1,772,295
Extraordinary Items : Preliminary & Capital exp. W/off	-	-
NET CASH FROM OPERATING ACTIVITIES	A (4,753,050)	1,772,295
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of Fixed Assets	(500,000)	(67,313)
Sale of Fixed Assets	5,700,000	750,000
Preoperative Expenses	-	(342,802)
Acquisition of Companies	-	-
Purchases of Investments	-	-
Sale of Investments	-	-
Profit on sale of Investments	-	-
Misc. Income	71,517	287,734
Dividend Received	-	-
NET CASH USED IN INVESTING ACTIVITIES	B 5,271,517	627,619
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Issue of Share Capital	-	-
Proceeds from Long Term Borrowings/ USL	(700,000)	(2,500,000)
Receipt / Repayment of Finance Lease / Liabilities	(52,218)	(87,587)
Dividend Paid	-	-
NET CASH USED IN FINANCING ACTIVITIES	C (752,218)	(2,587,587)
NET INCREASE IN CASH & CASH EQUIVALENTS	D=A+B+C (233,751)	(187,673)
CASH & CASH EQUIVALENTS AS AT 1ST APRIL	E 819,327	1,007,000
CASH & CASH EQUIVALENTS AS AT 31ST MARCH	F = D + E 585,576 =====	819,327 =====


Contd....2



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The above cash flow statement has been completed from and is based on the audited accounts of Aviva Industries Limited for the year ended 31st March, 2008 reported upon by us on 25th August, 2008. According to the informations and explanations given, th

FOR - J. P. SABOO & CO.
Chartered Accountants



(J. P. SABOO)
PARTNER

M. NO. 54037

PLACE : SURAT.

DATE : 12th August 2008.



FOR AND ON BEHALF OF THE BOARD
For AVIVA INDUSTRIES LIMITED


(JATIN GUPTA)
DIRECTOR
(SANDEEP GOYAL)
DIRECTOR

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1 Registration Details

Registration No.: 1 1 - 3 4 1 9 0

State code :

1	1
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Balance sheet Date

3	1	-	0	3	-	0	9
Date			Month			Year	

2 Capital raised during the Year (amount in Rs. Thousands)

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						-	-
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							-	-
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3 Position of Mobilisation and Development of funds (Amount in Thousands) :

	6	5	1	8	4	,	0	1
--	---	---	---	---	---	---	---	---

	6	5	1	8	4	.	0	1
--	---	---	---	---	---	---	---	---

Paid up capital :

	3	1	0	2	0	.	1	8
--	---	---	---	---	---	---	---	---

	1	4	9	9	0	.	0	0
--	---	---	---	---	---	---	---	---

		6	8	0	0	.	0	0
--	--	---	---	---	---	---	---	---

				3	2	.	7	6
--	--	--	--	---	---	---	---	---

Net Fixed Assets :

	1	2	3	7	6	,	7	9
--	---	---	---	---	---	---	---	---

1	4	0	7	9	.	1	7
---	---	---	---	---	---	---	---

	2	6	5	0	7	.	6	6
--	---	---	---	---	---	---	---	---

		-	1	2	0	.	6	8
--	--	---	---	---	---	---	---	---

							-	-
--	--	--	--	--	--	--	---	---

4 Performance of Company (Amount in Rs. Thousand)

	1	3	5	2	5	.	4	8
--	---	---	---	---	---	---	---	---

	1	3	8	5	5	.	7	6
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1. **Front, Left Side View:**

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(Please tick Appropriate box + for Profit, - for Loss)

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**5 Generic Name of Three Principal Products / Services of Company :
(As Per monetary terms)**

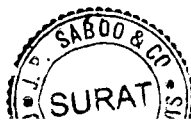
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AVIVA INDUSTRIES LIMITED

Registered Office : 336, Sardar Gruh Building, 198, Lokmanya Tilak Road, 3rd Floor, Mumbai - 400 002.

ATTENDANCE SLIP

25th Annual General Meeting

Tuesday, the 29th Septemebr, 2009 at 3.30 P.M.

Place :

336, Sardar Gruh Building, 198, Lokmanya Tilak Road,
Nr. Crawford Market, Mumbai-400002

Signature of Member/Proxy attending the meeting _____

NOTES :

1. This meeting is only for members. Please, theresfore, do not bring person in the meeting who is not a member.
2. Please bring this attendance slip duly signed and hand it over to the representative of the Company at the entrance of the meeting place.

AVIVA INDUSTRIES LIMITED

Registered Office : 336, Sardar Gruh Building, 198, Lokmanya Tilak Road, 3rd Floor, Mumbai - 400 002.

PROXY FORM

I/ We _____

of _____ in the distric of _____

being a member/s of the above Company hereby appoint _____ of

_____ in the distric of _____

or failing him _____

of _____ in the distric of _____

as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the 25th Annual General Meeting of the Company to be held on Tuesday, the 29th September, 2009 at 3.30 p.m. and at 336, Sardar Gruh Building, 198, Lokmanya Tilak Road, Nr. Crawford Market, Mumbai-400002 any adjournment thereof.

L.F. No. _____

D.P. ID No. _____

Client I.D. No. _____

No. of Shares _____

Signed the _____ day of _____ 2009.

Signature

Affix
Revenue
Stamp

NOTE : The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for the meeting.

BOOK-POST

If undelivered please return to :

AVIVA INDUSTRIES LIMITED

336, Sardar Gruh Building, 3rd Floor,

198, Lokmanya Tilak Road,

MUMBAI - 400 002.