

IVP LIMITED

80th Annual Report 2008-2009

REGISTERED OFFICE

Shashikant N. Redij Marg,
Ghorupdeo, Mumbai - 400 033.

FACTORIES

Shashikant N. Redij Marg,
Ghorupdeo, Mumbai - 400 033.
(Operations discontinued)

Golmuri, P O Golmuri,
Jamshedpur - 831 003.

28-B, Kumbalagudu, 1st Phase,
KIADB Industrial Area,
Bangalore - 560 074.

D-19, MIDC Area,
Tarapur, Thane - 401 506.

DIRECTORS

SHIRAZ A.R. ALLANA

Chairman

M.S.I. LAKDAWALA

*Whole time Director
and Company
Secretary*

S.N. BHATRI

S.B. JIJINA

T.K. GOWRISHANKAR

R.R. KUMAR

BANKERS

Bank of India, Mumbai.

Union Bank of India, Mumbai.

Vijaya Bank, Mumbai.

AUDITORS

B. S. Mehta & Co., Mumbai.

Registrar & Share Transfer Agents

Sharepro Services (India) Pvt Ltd
13AB Samhita Warehousing Complex, 2nd Floor,
Near Sakinaka Telephone Exchange,
Andheri – Kurla Road, Sakinaka,
Andheri (East), Mumbai – 400 072.

2008-2009

The Annual General Meeting will be held at 3.30 p.m. (S.T.) on Thursday, the 30th July, 2009
at M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20,
Kaikhushru Dubash Marg, Mumbai - 400 001.

Members are requested to bring their copies of the Annual Report along with them to the Annual General Meeting
as the practice of distributing copies of the Report at the Meeting has been discontinued.

IVP LIMITED NOTICE

Notice is hereby given that the EIGHTIETH ANNUAL GENERAL MEETING of the Members of IVP Limited will be held at M.C.Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai-400001, on Thursday the 30th July, 2009 at 3.30 p.m. to transact, the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Shiraz A R Allana, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. T. K. Gowrishankar, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration.

By Order of the Board of Directors

Dated : 10th June, 2009
Registered Office :
Shashikant N. Redij Marg,
Ghorupdeo,
Mumbai - 400 033.

SHIRAZ A. R. ALLANA
Chairman

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Transfer Books of the Company will remain closed from **Monday, 20th July, 2009 to Saturday 25th July, 2009.**
4. The Dividend as recommended by the Board, if approved at the meeting will be paid to those members whose names appear on the Company's Register of Members on 25th July, 2009. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose
5. In terms of section 205 A and 205 C of the Companies Act, 1956, any dividend, remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the "**Investor Education and Protection Fund** " (IEPF) set up by the Central Government. Members who have not encashed their dividend warrants for the year 2001-02 or thereafter are requested to claim the same.

Information in respect of such unclaimed dividend when due for transfer to the said fund is given below :-

Dividend Series	Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming unpaid Dividend	Due Date for transfer to IEP fund.
85 th	31.03.2002	12.08.2002	11.08.2009	10.09.2009
86 th	31.03.2003	12.08.2003	11.08.2010	10.09.2010
87 th	31.03.2004	27.07.2004	26.07.2011	25.08.2011
88 th	31.03.2005	29.07.2005	28.07.2012	27.08.2012
89 th	31.03.2006	30.08.2006	29.08.2013	28.09.2013
90 th	31.03.2008	31.07.2008	30.07.2015	29.08.2015

6. Members holding shares in Demat form are requested to bring the details of their Depository Identity (DP ID) numbers and their Client ID numbers for easy identification at the meeting.

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting to you the 80th Annual Report of the Company and the Audited Statement of Accounts for the year ended 31st March, 2009.

	(Rupees in lakhs)	(Rupees in lakhs)
I. FINANCIAL RESULTS :	<u>2008-2009</u>	<u>2007-2008</u>
Sales and other income	6485	5777
Gross Profit before depreciation & exceptional item	250	329
Less : Depreciation	103	129
Profit after depreciation	147	200
Less : Tax Provision (Adjustment)	25	(26)
Profit after depreciation and tax but before exceptional item	122	226
Add exceptional item	-	141
Profit after exceptional item	122	367
Add : Opening balance of Profit and Loss Account	246	-
PROFIT BEFORE APPROPRIATIONS	<u>368</u>	<u>367</u>
APPROPRIATIONS :		
Proposed Dividend	103	103
Corporate Dividend Tax	18	18
Balance in Profit & Loss Account Transferred to Reserve	247	246
	<u>368</u>	<u>367</u>

II. PERFORMANCE FOR THE YEAR :

During the year the Company achieved revenue of Rs. 64.85 Crores, as against Rs 57.77 Crores during the previous year.

The profitability of Company's Foundry Division was affected in the first half of the year due to astronomical increase in the prices of major raw materials, mainly phenol. However, the second half of the year witnessed the opposite trend that brought down sales values and also affected profitability on account of carry over of higher costs production. Despite this the Foundry Chemical Division made profit before tax of Rs. 360 Lakhs.(previous year Rs. 548 Lakhs) The overall profit before tax is Rs. 147 lakhs after adjustments.

During the year, the net profit after taxation is Rs. 122 Lacs, in comparison to Rs. 367 Lacs in the previous year, which included exceptional items of Rs.141 lakhs.

Keeping in mind the overall performance of the Company for the year, the Directors have recommended a tax free dividend at the rate of 10% or Re. 1/- per share for the year.

III. INSURANCE :

All fixed assets of the Company are adequately insured.

IV. FIXED DEPOSITS :

The Company does not have any deposits to which provisions of section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975 apply.

V. CORPORATE GOVERNANCE :

Pursuant to clause 49 of the Listing Agreement with Stock Exchanges a Compliance Report on Corporate Governance is annexed as part of the Annual Report.

The Company is in the process of changing the composition of its Board of Directors and Audit Committee vis-à-vis independent Directors to implement the amendment brought about by SEBI circular dated 23.10.2008. Due to unavoidable circumstances the change could not be implemented before 31.03.2009 as per the requirement of the said circular.

VI. DIRECTORATE :

In accordance with the Articles of Association of the Company, Mr. Shiraz A R Allana and Mr. T.K. Gowrishankar retire by rotation and being eligible offer themselves for re-appointment.

VII. STAFF :

The following members of the staff and workers have retired during the year under review after long and loyal service with the Company.

Sr.No.	Name of Employees	Total Service	Remarks
1	Rampal	31	Retired
2	K. Jagdish	13	Retired

VIII. LABOUR RELATIONS :

Labour Relations continued to be satisfactory during the year.

IX. AUDITORS :

The Auditors, M/s. B.S. Mehta & Co. retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Certificate from Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act, 1956.

As regards the remarks of the Auditors in their Report, the relevant financial notes appearing in Schedule 'J' to the Accounts are self-explanatory

X. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to sub-section (2AA) of section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm to the best of their knowledge that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, and that there are no material departures;
- ii. 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 and of the profit of the Company for that period;

- iii. The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and,
- iv The Directors have prepared the annual accounts on a going concern basis.

XI. COST RECORDS / AUDIT :

In view of discontinuance of manufacturing operations of vanaspati and refined oil, there is no requirement of maintenance of cost records and cost audit applicable to that product category.

XII. STATUTORY INFORMATION :

Information in accordance with sub-section (2A) of Section 217 of the Companies Act, 1956, read with Companies (Particulars of Employees), Rules 1975, and forming part of the Directors' Report is given in Annexure 1 to this Report. The employee listed in Annexure 1 is neither a relative of any Director of the Company nor holds (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

Information setting out the particulars of Energy, Technology Absorption, Foreign Exchange earnings and outgo pursuant to section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars In The Report Of The Board Of Directors) Rules, 1988, is given in the Annexure II forming part of the Report.

XIII. ACKNOWLEDGEMENTS :

Your Directors place on record their appreciation of the continuous support received from Financial Institutions/Banks, Central/State Government Departments. The Directors would also like to record their appreciation for the devotion shown by the employees of the Company at all levels.

Dated : 10th June, 2009
Registered Office :
Shashikant N. Redij Marg,
Ghorupdeo,
Mumbai - 400 033.

By order of the Board of Directors.

SHIRAZ A.R. Allana
Chairman

ANNEXURE - I TO THE DIRECTORS' REPORT
INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES
(PARTICULARS OF EMPLOYEES) RULES 1975 AND FORMING PART OF THE DIRECTORS' REPORT.

Sr. No.	Name	Age (Years)	Designation	Gross Remuneration	Qualification	Experience	Date of Commencement of Employment	Last Employment Held.
1.	Deendayal Vyas	60	President (FCD)	3,708,128	BE Metallurgy	39	16.02.2008	President Gargi-Huttenes Albertus Pvt.Ltd, more than 20 years.

ANNEXURE II TO THE DIRECTORS' REPORT
PARTICULARS PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT

A. CONSERVATION OF ENERGY 2008-2009 2007-2008
PARTICULARS WITH RESPECT TO FOUNDRY CHEMICALS

A. POWER AND FUEL CONSUMPTION :

1. Electricity

(a) Purchased

Unit	KWH	778,506	835,114
Total Amount	Rs.	4,445,531	4,899,318
Rate/Unit	Rs.	5.71	5.87

(b) Own Generation

Unit	KWH	27965	38933
Diesel Cost	Rs.	351,336	423,406
Rate/Unit	Rs.	12.56	10.88

2. Coal (specify quality and where used)

3. Furnace Oil

Quantity	Kg.	666,258	659,409
Total Amount	Rs.	20,856,044	16,718,381
Average Rate / Kg.	Rs.	31.30	25.35

B. CONSUMPTION PER UNIT OF PRODUCTION:

Product – Foundry Chemicals

Electricity	KWH/Tonne	95.13	107.12
Furnace Oil	Kg./Tonne	92.01	106.19
Coal (Specify quality)			
Others (Specify)			

B. TECHNOLOGY ABSORPTION :
RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R & D carried out by the Company.

The Company's R & D function carries out R & D with a focus on improving product quality, import substitution, process modification, waste utilization, fuel consumption and raw material cost optimization etc. Company's fields for R & D work are Phenolic and Alkyd Resins and other Foundry Chemicals.

2. Benefits derived:
Improved quality, cost reduction, better yields, pollution reduction, import substitution and higher sales volumes including exports.
3. Future Plan of Action:
Focus will continue on product and process development in existing lines of activities and in the newly identified products in new Binder System Alkyd and Phenolic Resins. Work will continue in the direction of import substitution and reduced cost of energy, waste utilization, production optimization.
4. Expenditure on R&D :
The total expenditure during the year was Rs. 8.93 lakhs.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION :

1. Development of Polyurethane cold box resin for automotive foundries with low voc and longer bench life product.
2. Development of Alkaline no bake phenolic and gas cured binder with longer bench life.
3. Development of very high strength Shell Resin specifically for water jacket application in Automotive Castings and with better collapsibility for Aluminium Castings.
4. Development of New Aluminate Silicate Coatings for Automotive Castings.
5. Development of different types of Furan Resin for Cast Iron and Steel Foundries with higher productivity and yield and lower cost.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Particulars with regards to foreign exchange earnings and outgo appear in Schedule 'J' item (13 & 14) of the Accounts.

MANAGEMENT DISCUSSION AND ANALYSIS

The gross sales of the Company for the year under review is Rs. 72.50 crores as compared to Rs.65.12crores in the previous year. The Company has made profit after tax of Rs. 1.22 crores as compared to Rs.3.67 crores (includes an exceptional item of income amounting to Rs 1.41 crores.) in the previous year.

The Foundry Chemicals Division is now the main business segment of the Company. Due to concerted management efforts at wider market penetration, cost control and improved realisation, this Division has shown improvement in the turnover and it is expected that in the coming years also, it will continue to show improved turnover and profitability as the industries to which it caters are showing positive growth figures. The management is hopeful that the present situation of industrial recession will be a temporary phase, which is expected to end soon. The turnover of this Division was at Rs 72.50 crores during 2008-2009 as against Rs 63.11crores in the previous year.

However, during the first half of 2008-09, there was steep and unprecedented rise in prices of basic raw materials mainly, phenol that badly affected margins as the effect of cost increase could not be immediately converted into price increases. The second half of the year saw the reverse trend of unprecedented reduction in prices of these raw materials, which towards the end of the year have stabilised somewhat. This has reduced the value of turnover in the second half to Rs. 27.85 crores as against Rs. 44.65 crores in the first half of the year.

The management is constantly taking effective steps at reorganizing and restructuring the business of the Company so as to ensure better overall results. The Company is wholeheartedly concentrating on the Foundry Chemicals business, which management believes, offers an opportunity in terms of higher sales and profitability. However, this business also faces the threat of local and international competition, as well as fluctuations in prices of petroleum based raw materials as already seen in the year under review.

The Company has an internal audit system, which covers all areas of the Company's operations and plays an important role in ensuring a proper internal control system. The management is aware of the importance of internal controls and steps are continuously taken to upgrade their systems.

The Company's exposure to foreign exchange is now limited to the import of certain raw materials and certain capital goods and for which adequate cover is taken to provide against exchange rate fluctuations.

CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as prescribed by SEBI and incorporated in clause 49 of Listing Agreement is set out below :

A. MANDATORY REQUIREMENTS**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

The Company's philosophy on Corporate Governance is aimed at enabling the Company in the efficient conduct of its business in a judicious manner. The Company firmly believes in the values of transparency, professionalism and accountability.

The Company believes that its systems and actions must aim to enhance its corporate performance and maximisation of shareholders value in the long term.

**2. BOARD OF DIRECTORS :
COMPOSITION AND CATEGORY**

The strength of the Board was Six Directors comprising of 1 whole time Director (WTD) and balance Non Executive Directors (NED). The majority of the Directors including the Chairman consist of NED with sufficient number of independent Directors.

This is subject to the comments of the auditors in their report on Corporate Governance and explanation in Directors' Report.

During the year, five Board Meetings were held on :

3rd June, 2008	31st July, 2008	29th October, 2008
29th January, 2009	23rd March, 2009	

The Composition and category of directors and the attendance at the Board Meetings held during the year and the last Annual General Meeting as well as directorship in other Companies, Membership / Chairmanship of the Board Committees are given below :

Sr. No.	Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of Directorship in other Companies(*)	No. of Committees Membership/ Chairmanship
1.	Mr. Shiraz A.R. Allana	Promoter - Non Executive	4	Yes	—	—
2.	Mr. M.S.I. Lakdawala Whole-time Director and Company Secretary	Executive	5	Yes	—	—
3.	Mr. S. N. Bhatri	Independent - Non Executive	5	Yes	7	—
4.	Mr. S.B. Jijina	Independent -Non Executive	5	Yes	—	—
5.	Mr. T.K. Gowrishankar	Independent -Non Executive	5	Yes	7	—
6.	Mr. R.R. Kumar	Independent -Non Executive	5	Yes	7	7 (Chairman of 4)

(*) Excludes Directorship in Private Companies, membership of Managing Committees of various Chambers / bodies and companies under section 25 of the Companies Act, 1956.

COMPANY'S CODE OF CONDUCT

The Company believes that a Code of Conduct is an important management tool in the form of a written document that explains the values and principles that the Company follows in carrying out its business activity that covers the Board of Directors, Senior Management, customers, suppliers, shareholders and the citizens.

Accordingly, the Board has laid down a Code of Conduct for all Board Members and the Senior Management of the Company. The Code of Conduct has been hosted on the Website of the Company (www.ivpindia.com)

Declaration by Whole - time Director :

All Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company during 2008-09.

Place : Mumbai
Date : 10th June, 2009

M.S.I. Lakdawala
Whole-time Director

AGENDA ITEMS FOR BOARD MEETING

The minimum information that is made available to the Board of Directors of the Company includes all the matters listed in Annexure-1 A to Clause 49 on Corporate Governance to the extent they are relevant and applicable to the business of the Company.

SHAREHOLDING OF DIRECTORS AND RELATIVES

NAME OF DIRECTORS	OFFICIAL RELATIONSHIP TO THE COMPANY	No. OF SHARES	RELATIVES HOLDING
MR. SHIRAZ A. R. ALLANA	CHAIRMAN	191834	685582
MR. SAM BURJORJI JIJINA	DIRECTOR	900	--
	Total	192734	685582

3. AUDIT COMMITTEE :

The Audit Committee of the Company met five times during 2008-09 on the following dates: 3rd June, 2008 , 31st July, 2008 , 29th October, 2008, 29th January 2009, 23rd March 2009.

COMPOSITION

The Audit Committee of the Board comprised of three independent non-executive directors and the attendance of the members at the meeting was as follows:

Sr. No.	Name	Status	Category	No. of Meetings attended
1	Mr. S.B. Jijina	Chairman	Independent	5
2	Mr. S. N. Bhatri	Member	Independent	5
3	Mr. T.K. Gowrishankar	Member	Independent	5

This is subject to comments of the auditors in their report on corporate Governance and explanation in Directors' Report. The Statutory Auditors, the President, Vice President Accounts & Taxation were invited to the Audit Committee Meetings. The Whole-time Director and Company Secretary attended the meetings and also acted as Secretary of the Committee.

TERMS OF REFERENCE

The terms of reference specified by the Board to the Committee are as contained under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956 in general and in particular to review the Company's accounting policies, internal control and for the discharge of its

functions to do all acts and exercise all powers as may be deemed necessary by the Committee including the visiting of operations and/or seeking information and explanation from key operating and administrative personnel.

4. REMUNERATION TO DIRECTORS :

The details of the remuneration paid to all the Directors during the year 2008-09 are given below :

Name of Director	Salary and Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)	Notice Period
Mr . Shiraz A. R. Allana	-	-	-	
Mr.M.S.I.Lakdawala (Whole-time Director)	941,225	-	941,225	3 Months
Mr. S.N. Bhatni	-	-	-	
Mr. S. B. Jijina	-	-	-	
Mr.T.K.Gowrishankar	-	-	-	
Mr R.R.Kumar	-	-	-	-

Except for the dividend on ordinary shares, if any, held by the directors, relatives, no other payments have been made or transactions of a pecuniary nature entered into by the Company with the non-executive directors.

REMUNERATION POLICY

Payment of remuneration to Managing and Whole-time Directors is governed by the respective Agreements executed between them and the Company. The Board and the Shareholders approve these Agreements.

In view of the eligible profits of the Company during the year being inadequate none of the Directors are paid any commission .

SHAREHOLDERS :

5. DISCLOSURE REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS.

In accordance with the Articles of Association of the Company, at every Annual General Meeting of the Company one third of the retiring Directors are liable to retire by rotation. Thus Mr. Shiraz A R Allana and Mr. T. K. Gowrishankar retire at the Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

A brief resume of the above directors is as follows:

Mr. Shiraz A R Allana, joined the Board of Directors of the Company on 18th June, 2002. Mr. Shiraz A.R. Allana has pursued Business Management studies at Defiance College, Ohio,USA. He joined the Board of Management of International Foodstuffs Company (IFFCO), United Arab Emirates, in 1980, and presently serves on the Board of several other companies in the IFFCO Group;including Emirates Refining Company Limited, Iffco Egypt S.A.E. and IFFCO (Malaysia) Sdn.Bhd.,all leading companies in their respective regions in the edible oils and fats and oleo chemicals industries.

Mr. T.K. Gowrishankar is a Commerce Graduate from the University of Madras and a Member of the Institute of Chartered Accountants of India. He had worked as a consultant with M/s. A.F. Ferguson & Company, Chartered Accountants, and had served with Sandwick Asia Limited as Management Accountant, Wipro Limited as Corporate Vice President Finance and Emirates Industrial and Trading Company Limited as Executive Director. He is a Director of Allanasons Limited, Alagro Trading Limited,Allana Cold Storage Limited, Alna Trading and Exports Limited, Delmon Foods Limited, Allana Industries Limited,Viandes Allana International Private Limited, Soyaco Investments and

Trading Private Limited, Sirs Investments and Trading Company Private Limited, Kalwa Cold Storage Private Limited, Phoenicia Travel & Transport Private Ltd, Hornbell Chemicals & Plastics Private Limited, Allana Imports & Exports Private Limited and Allana Enterprises Private Limited

6. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Board has constituted a Committee of Directors consisting of three members chaired by a non-executive director. The Committee meets to review the Investors Grievance and Redressal Mechanism and recommend to improve the level of investor services if required.

The composition of Shareholders/ Investors Grievance Committee vis- a-vis meetings attended is as follows:

Sr. No.	Name	Status	Category	No. of Meetings attended
1	Mr. S.N. Bhatri	Chairman	Non Executive	4
2	Mr. T. K. Gowrishankar	Member	Non Executive	4
3	Mr. M.S.I. Lakdawala	Member	Executive	4

Mr. M.S.I.Lakdawala, Whole-time Director & Company Secretary and Compliance Officer of the Company acted as Member Secretary to the Committee. The Committee met 4 times during the year on 18th July, 2008, 13th October 2008, 12th January 2009 and 30th March 2009.

There were no complaints received during the year. Routine correspondence/ enquiries and requests for transfer, transmission and dematerialisation were promptly attended to.

6.1 TRANSFER COMMITTEE

The Board has constituted a Committee of Directors consisting of three members, Chaired by a Non-Executive Director. The Committee meets at frequent intervals, to approve, interalia, transfer/ transmission of shares, issue of duplicate, consolidation/splitting of share certificates. Details of shares transfers/ transmission etc approved by the Committee are placed at the Shareholders/ Investors Grievance Committee and Board Meetings.

The composition of the Committee is as follows:

Sr. No.	Name	Status	Category
1	Mr. S.N. Bhatri	Chairman	Non Executive
2	T. K. Gowrishankar	Member	Non Executive
3	Mr. M.S.I. Lakdawala	Member	Executive

The Committee met 20 times during the year. As on 31-03-2009, there were no equity shares pending for transfer.

7. GENERAL BODY MEETINGS :

The last three Annual General Meetings were held as under :

Financial Year	Date	Time	Venue
2007-2008	31.07.2008	3.30 p.m.	M.C. Ghia Hall, Bhogilal, Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.
2006-2007	31.07.2007	3.30 p.m.	As Above
2005-2006	30.08.2006	3.30 p.m.	As Above

No resolution was required to be passed through Postal Ballot.

8. DISCLOSURES :

- a. **Disclosure on materially significant Related Party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.**

The Company does not have Related Party transactions, except those disclosed which may have potential conflict with the interests of the Company at large.

- b. **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with the requirement of the Regulatory Authorities on capital markets except those disclosed and no penalties/strictures have been imposed against it during the last three years.

9. MEANS OF COMMUNICATION :

- (i) The Quarterly, Half Yearly and Annual results are forthwith communicated to all the Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the results are published in the leading newspapers on the day following the date of the Board Meeting. The results are also published on SEBI EDIFAR website and Company's website ivpindia.com. The intimation about the Board Meeting for approval of the periodical results, Notice of book closure and Notice of General Meetings are also published in two newspapers, one English and one Marathi, circulating in Mumbai.
- (ii) The Management Discussion and Analysis Report forms part of the Annual Report, which is posted to the shareholders of the Company.

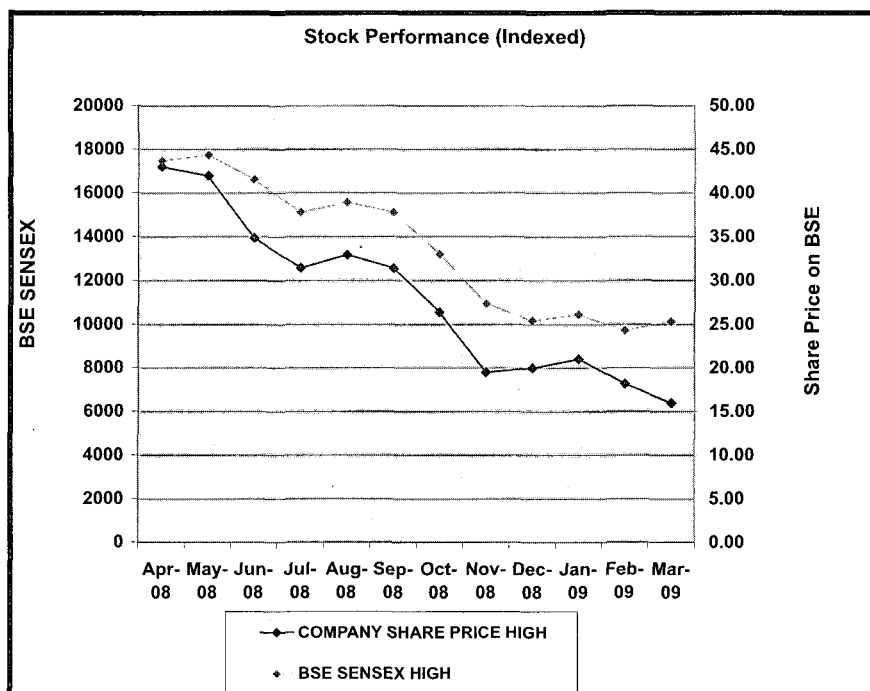
10. GENERAL SHAREHOLDERS INFORMATION :

AGM Date & Time :	30th July, 2009 at 3.30 p.m.
Venue :	M.C. Ghia Hall, Bhogilal, Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.
Financial Calendar	1st April to 31st March.
Date of Book Closure	Monday 20th July to Saturday 25th July, 2009 (Both days inclusive).
Listing on Stock Exchange (s)	The Stock Exchange, Mumbai (BSE). The National Stock Exchange of India Limited (NSE).
Stock Code - Physical	7580
ISIN Number for NSDL & CDSL	INE043C01018

Stock Market Data

The monthly high and low quotations of the Company's shares on BSE and NSE are as follows :

MONTH	THE STOCK EXCHANGE, MUMBAI BSE		NATIONAL STOCK EXCHANGE NSE	
	High	Low	High	Low
April 2008	43.00	29.60	43.80	29.30
May 2008	42.00	33.55	42.50	33.25
June 2008	34.85	27.05	34.35	28.00
July 2008	31.45	24.50	30.80	24.50
August 2008	32.90	28.10	33.00	26.85
September 2008	31.40	24.00	32.00	23.00
October 2008	26.40	13.15	25.00	14.05
November 2008	19.50	13.45	20.85	13.00
December 2008	20.00	14.50	21.90	14.30
January 2009	21.00	14.50	18.90	14.15
February 2009	18.15	14.05	17.85	13.60
March 2009	15.95	12.10	16.25	12.50



Registrar and Transfer Agents

Sharepro Services (India) Pvt Ltd
13AB Samhita Warehousing Complex, 2nd Floor,
Near Sakinaka Telephone Exchange
Andheri-Kurla Road, Sakinaka
Andheri (East), Mumbai 400 072
Phone 022 67720300, 67720312
Fax: 022 28591568 / 28508927.
Email: sharepro@shareproservices.com

Share Transfer System

Share transfer requests received in Physical form and requests for Dematerialization and complete in all respects are generally processed within a period of 15 days

Distribution of Shareholding as on 31st March, 2009

No. of Equity Share held	No. of shareholders	% of Share holder	No. of Shares held	% of share holding
Upto 500	3621	83.356	521491	5.050
501-1000	300	6.906	239395	2.318
1001-2000	215	4.949	324599	3.144
2001- 3000	53	1.220	133128	1.289
3001-4000	25	0.576	88299	0.855
4001-5000	21	0.483	94861	0.919
5001-10000	29	0.668	212800	2.061
10001 and above	80	1.842	8711690	84.364
Total	4344	100.000	10326263	100.000

Shareholding Pattern as on 31st March, 2009.

Category	No. of Shares	% of share holding
Promoters	7693237	74.50
Banks, Financial Insitutions, Insurance companies and Mutual Fund Government Company	303831	2.94
Public	2329195	22.56
Total	10326263	100

Dematerialisation of Share

Till 31st March, 2009, 10077075 (97.59%) Equity shares have been dematerialised

Factories Locations

The Company is having factories at :

Shashikant N. Redij Marg, Ghorupdeo, Mumbai-400 033.(Operations discontinued)

Golmuri, P O Golmuri, Jamshedpur-831 003

28-B, Kumbalagudu, 1st Phase, KIADB Industrial Area, Bangalore – 560 074.

D-19, MIDC Area, Tarapur, Thane-401 506.

Address for Correspondence

Shareholders correspondence should be addressed to:

Sharepro Services (India) Pvt Ltd
13AB Samhita Warehousing Complex, 2nd Floor,
Near Sakinaka Telephone Exchange
Andheri-Kurla Road, Sakinaka
Andheri (East), Mumbai 400 072
Phone 022 67720300, 67720312
Fax: 022 28591568 / 28508927.
Email: sharepro@shareproservices.com

Investors may also write to:

Secretarial Department
IVP Limited
3rd Floor, Sidhwa House, N.A. Sawant Marg Sasoon Dock,
Colaba, Mumbai – 400 005.
Phone : 022 - 22023200 / 22821649
Fax : 022 - 22875703
Email: siddique.lakdawala@ivpindia.com

Transfer of Unclaimed Dividend amount to Investor Education and Protection Fund.

The investors are advised to claim the un-encashed dividends lying in the unpaid dividend accounts of the Company before the due date (as indicated in the Notes to the Notice) for crediting the same by the Company to the Investor Education and Protection Fund.

During the year under review the Company has credited a sum of Rs.30934.00 pertaining to the Financial Year 2000- 2001 to the Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956 and the Investor Education and Protection Fund (Awareness and Protection of Investor)Rules, 2001.

11. RISK MANAGEMENT

The Managements of the Company takes full responsibility for the parameters involving various kinds of risks to the business activity of the Company as also to take steps to provide to the extent and wherever possible, adequate cover by way of available transactions. The scope of the Audit Committee covers the review of the concerned parameters of risks that affects the Company's financial performance. This is part of the Company's Risk Management Policy. The Board of Directors are kept fully apprised of such risk parameters and the steps taken by the Company to provide cover and protection to the extent possible. Some of the major risks parameters are discussed in detail in the Management Discussion and Analysis Report.

12. CEO/CFO CERTIFICATION

We M S I Lakdawala, Whole-time director appointed in terms of the Companies Act, 1956 and S.P. Kothari, Vice President Accounts & Taxation, certify that, in respect of Accounts of the Company for 2008-2009:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief , no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee.
 - i) significant changes in internal control during the year.
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and

- iii) instances of significant fraud of which we have become 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 : Mumbai
Date : 10th June, 2009

M.S.I. LAKDAWALA **S. P. KOTHARI**
Wholetime Director V.P. - Accounts & Taxation

B. NON-MANDATORY REQUIREMENTS

Chairman of the Board

Whether Chairman of the Board is entitled to maintain a Chairman's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

No

Remuneration Committee

Yes

Shareholders Rights

As the Company's quarterly and half yearly results are published in English newspapers having circulation all over India and in a Marathi newspaper widely circulated in Maharashtra, they are not sent to each household of the shareholders of the Company. The audited results are communicated to the shareholders through Annual Report. Company's Quarterly Results and Shareholding Pattern are also available on EDIFAR and company's Website.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
IVP Limited.

We have examined the compliance of conditions of corporate governance by IVP Limited ("the Company"), for the Year ended on March 31, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the relevant Stock Exchanges.

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.

The Company has yet to implement the requirement of Circular no. SEBI/CFD/DIL/CG/2/2008/23/10 dated October 23,2008 issued by Securities and Exchange Board of India amending the provisions of Clause 49(A) of the Listing Agreement regarding the composition of the Board of Directors vis-à-vis the strength of Independent Directors namely, one half of the Board of the Company and also the consequential requirement of change in the composition of the Audit Committee.

Subject to the above, 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 conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders'/ Investors' Grievance Committee.

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 **B. S. MEHTA & CO.**
Chartered Accountants

Divyesh I. Shah
Partner

Membership No. 37326

Place : Mumbai
Date : 10th June, 2009

Year	REVENUE ACCOUNTS						FINANCIAL	
	Gross Revenue	Pay Roll	Depreciation	Development Rebate/ Investment Allowance/ Export Profit/ Capital Reserve	Profit Before Tax	Taxation	Profit After Tax	Gross Dividend
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
1929-30	0.63	0.11	-	-	0.40	-	0.40	-
1934-35	15.46	0.89	0.85	-	0.81	-	0.81	0.55
1939-40	26.55	1.23	0.60	-	2.32	0.71	1.61	1.21
1944-45	113.46	3.10	0.50	-	18.65	14.77	3.88	2.08
1949-50	179.04	4.46	1.50	-	3.14	0.50	2.64	1.82
1954-55	130.37	5.15	0.75	-	2.21	0.20	2.01	1.03
1959-60	293.91	7.58	0.62	0.08	9.09	3.65	5.44	3.60
1960-61	345.32	7.88	0.72	0.08	9.21	4.55	4.66	3.60
1961-62	366.60	8.28	0.71	0.08	12.64	6.80	5.84	3.60
1962-63	393.40	8.26	0.80	0.32	16.86	11.20	5.66	3.63
1963-64	436.82	10.17	1.27	0.46	20.64	14.40	6.24	3.87
1964-65	472.83	11.30	2.18	1.50	29.33	18.00	11.33	4.84
1965-66	602.76	12.77	2.77	0.69	15.87	10.00	5.87	3.87
1966-67	674.78	14.04	2.82	0.60	7.96	4.33	3.63	3.77
1967-68	505.02	14.70	3.06	0.45	13.54	7.40	6.14	4.36
1968-69	586.46	19.27	2.94	0.26	15.88	7.70	8.18	4.65
1969-70	584.46	20.35	3.51	0.81	21.67	11.84	9.83	4.94
1970-71 (15 months)	711.95	27.50	6.89	1.50	11.13	5.30	5.83	4.94
1972	516.34	23.78	5.46	0.57	22.10	12.85	9.25	4.94
1973	624.36	27.41	5.92	0.70	44.85	32.05	12.80	6.91
1974	837.70	36.20	6.91	1.00	27.37	18.18	9.19	6.10
1975	865.00	41.97	6.96	-	37.02	25.50	11.52	8.13
1976	961.95	48.80	16.65	0.30	91.60	63.25	28.35	12.71
1977	1424.42	56.28	10.76	13.00	132.40	62.50	69.90	12.71
1978	1547.07	67.81	22.32	3.50	110.44	66.25	44.19	12.71
1979	1840.12	81.88	16.14	1.75	130.75	83.50	47.25	15.25
1980	2057.36	88.90	18.27	3.00	151.98	94.50	57.48	20.33
1981	2213.32	96.09	19.39	1.25	125.11	68.75	56.36	20.33
1982	2590.56	112.14	20.18	21.00	77.42	21.50	55.92	21.85
1983	2833.71	114.45	35.45	1.32	45.79	20.00	25.79	24.39
1984	3802.10	133.57	51.01	3.00	60.16	15.00	45.16	24.39
1985	4609.55	155.52	43.87	15.75	138.12	20.00	118.12	28.46
1986	5131.28	175.16	39.42	16.00	160.79	35.00	125.79	30.49
1987	4994.38	168.81	62.34	15.00	188.17	37.00	151.17	43.25
1988-89 (15 months)	5765.12	206.90	68.33	40.00	283.77	43.00	240.77	68.84
1989-90	6533.45	221.77	88.07	33.00	258.32	41.00	217.32	68.84
1990-91	8053.65	238.76	107.54	-	323.67	68.00	255.67	68.84
1991-92	9047.78	258.77	127.61	-	468.41	200.00	276.01	103.26
1992-93	8318.95	293.21	133.87	25.00	518.58	225.00	293.58	117.03
1993-94	8432.20	306.76	83.47	-	515.01	169.25	345.76	137.68
1994-95	9649.17	356.70	89.07	-	510.04	210.00	300.04	137.68
1995-96	25566.27	412.66	90.44	-	834.53	368.00	466.53	137.68
1996-97	28852.16	495.38	96.74	-	1211.59	540.00	671.59	165.22
1997-98	29223.73	483.53	106.18	-	1275.07	440.00	835.07	206.53
1998-99	69528.19	553.27	121.73	-	2002.93	720.00	1282.93	258.16
1999-2000	72670.64	555.38	127.19	-	1310.79	505.00	805.79	258.16
2000-2001	27822.63	538.81	155.27	-	340.49	97.00	243.49	154.89
2001-2002	27427.80	528.54	153.82	-	588.28	217.34	370.94	185.87
2002-2003	36364.98	589.13	160.00	-	1071.75	421.74	650.01	227.18
2003-2004	35082.95	580.86	159.16	-	944.39	282.47	661.92	227.18
2004-2005	21569.74	540.88	154.69	-	209.17	47.37	161.80	227.18
2005-2006	13777.08	570.23	154.33	-	(672.51)	(55.61)	(616.90)	103.26
2006-2007	5497.93	427.54	153.85	-	(591.85)	(8.50)	(583.35)	-
2007-2008	5777.26	317.36	128.73	-	341.04	(25.79)	366.83	103.26
2008-2009	6485.48	272.00	102.55	-	147.08	25.59	121.49	103.26

Brackets Indicate Negative Figures

STATISTICS CAPITAL ACCOUNTS						Earnings	Gross Dividend	Net Worth Per Equity Share
Share Capital	Reserves and Surplus	Borrowing	Gross Block	Cumulative Depreciation	Net Block			
Rs.in Lakhs	Rs.In Lakhs	Rs.In Lakhs	Rs.In Lakhs	Rs.In Lakhs	Rs.In Lakhs	%	%	%
9.87	-	-	6.19	-	6.19	-	-	96
11.00	1.78	-	9.08	2.20	6.88	7.4	5.0	103
12.10	1.16	-	11.31	5.30	6.01	13.3	10.00	110
12.10	6.44	-	12.54	8.50	4.04	32.1	17.0	153
18.15	7.46	8.94	22.13	16.50	5.63	14.5	10.0	141
21.17	3.95	-	25.37	20.00	5.37	9.5	5.0	119
21.17	7.77	-	27.91	21.27	6.64	25.7	17.0	137
21.17	8.85	-	28.47	21.90	6.57	22.0	17.0	142
21.17	10.08	-	28.97	22.59	6.38	27.5	17.0	152
24.20	10.08	-	31.87	23.37	8.50	23.3	15.0	142
24.20	12.45	-	32.94	24.63	8.31	25.8	16.0	151
24.20	18.94	-	41.07	26.60	14.47	46.8	20.0	178
29.04	18.09	5.15	44.60	29.38	15.22	20.2	16.0	163
29.04	17.95	10.48	48.93	32.20	16.73	12.5	13.0	162
29.04	19.72	25.08	58.80	35.01	23.79	21.1	15.0	168
29.04	23.26	13.13	62.33	37.95	24.38	28.1	16.0	180
29.04	28.16	35.73	72.52	41.35	31.17	33.8	17.0	197
29.04	29.06	70.74	86.83	48.14	38.69	20.0	17.0	200
29.04	33.41	82.00	91.04	53.08	37.96	31.8	17.0	215
40.66	27.71	92.14	102.62	58.82	43.80	31.6	17.0	168
40.66	30.80	72.96	110.65	65.54	45.11	22.6	15.0	176
40.66	34.19	51.39	115.70	72.41	43.29	28.3	20.0	184
50.82	39.67	125.75	146.12	86.92	59.20	55.8	25.0	178
50.82	96.86	136.41	213.84	75.86	137.98	137.5	25.0	291
50.82	128.32	294.69	278.14	97.76	180.38	87.1	25.0	353
101.64	109.01	302.51	311.82	112.26	199.56	46.5	15.0	207
101.64	146.14	374.61	352.88	130.00	222.88	56.6	20.0	244
101.64	182.16	468.69	433.89	144.87	289.02	55.5	20.0	279
135.52	233.17	544.55	520.87	150.48	370.39	46.1	18.0	272
135.52	234.56	564.22	545.96	182.84	363.12	19.0	18.0	273
135.52	561.54	674.74	873.42	233.40	640.02	33.3	18.0	514
203.28	570.62	1001.16	1031.90	288.61	743.29	58.1	14.0	381
203.28	635.84	1176.84	1103.84	339.16	764.68	61.9	15.0	413
229.47	758.69	1285.99	1266.19	412.99	835.20	66.0	20.0	431
229.47	1356.12	2104.67	2137.30	493.50	1643.80	104.9	30.0	692
458.95	1257.56	2083.91	2342.87	607.68	1735.19	49.30	15.0	374
458.95	1417.81	2178.46	2532.12	741.78	1790.34	55.71	15.0	409
688.42	1334.52	2325.87	2709.73	895.11	1814.62	40.09	15.0	294
688.42	1472.87	2551.36	2664.10	1002.74	1661.36	42.65	17.0	314
688.42	1654.57	2641.02	2766.67	941.64	1825.02	50.22	20.0	340
688.42	1790.72	3383.80	2805.59	1034.96	1770.63	43.58	20.0	360
688.42	2093.02	4075.60	2928.93	1148.45	1780.48	67.77	20.0	404
1032.63	2212.54	2986.59	3148.37	1270.85	1877.52	65.04	16.0	314
1032.63	2794.22	4058.44	3528.65	1395.88	2132.77	80.87	20.00	371
1032.63	3764.58	2740.95	3842.88	1543.72	2299.16	124.23	25.00	465
1032.63	4259.95	3277.45	4256.44	1686.36	2570.08	78.03	25.00	513
1032.63	4315.55	3713.62	4385.27	1775.63	2609.64	23.60	15.00	518
1032.63	4070.19	1337.72	4426.17	1936.11	2490.06	35.90	18.00	494
1032.63	4446.71	1114.50	4494.09	2093.31	2400.78	62.90	22.00	530
1032.63	4899.52	2857.49	4551.76	2256.73	2295.03	64.10	22.00	574
1032.63	4784.50	1764.84	4532.31	2419.72	2112.59	15.70	22.00	563
1032.63	4034.64	741.31	4641.89	2585.89	2056.00	(59.70)	10.00	491
1032.63	3436.55	588.99	4785.86	2747.84	2038.02	(56.50)	-	433
1032.63	3616.32	-	3476.35	1899.53	1576.82	35.50	10.00	450
1032.63	3611.85	-	3387.87	1886.00	1501.87	11.80	10.00	450

Brackets Indicate Negative Figures

**AUDITORS' REPORT
For the year ended March 31, 2009**

To the Members of
IVP LIMITED

1. We have audited the attached Balance Sheet of IVP LIMITED as at March 31, 2009, also the Profit and Loss Account and the Cash Flow Statement of the Company 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 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 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraph 4 and 5 of the said Order.
4. Further to our comments in Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanation which, to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) 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 those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (e) On the basis of the written representations received from the Directors as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) *We are unable to express an opinion on the financial impact, not ascertained by the Company, that may arise on account of impairment of assets related to discontinued operations.[Refer note 5(i) of Schedule 'J'].*
 - (g) In our opinion and to the best of our information and according to the explanations given to us, *subject to note no.4(i) relating to Workers Liability and note no.5(i) relating to Impairment of Assets, of Schedule'J'*, the said accounts, together with notes thereon, 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:
 - i) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - ii) In the case of Profit and Loss Account, of the profit for the year ended on that date; and
 - iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For B. S. MEHTA & CO.
Chartered Accountants

Place : Mumbai
Dated:10th June, 2009

(Divyesh I. Shah)
Partner
Membership No.37326

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE REPORT OF THE AUDITORS TO
THE MEMBERS OF IVP LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2009**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) In our opinion, the company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the company is not affected
- (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 book records were not material.
- (iii) (a) According to the information and explanations given to us, the company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. In view of the foregoing, the question of reporting on clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as the said Order) does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system 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 sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Consequently, reporting on clause 4(v)(b) of the said Order does not arise.
- (vi) The company has not accepted deposits from public and hence provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable
- (vii) In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
- (viii) In view of the discontinuance of manufacturing operations of Vanaspati and refined oil, the question of maintaining such accounts and records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 does not arise
- (ix) (a) According to the records of the company, the company has generally been regular in depositing with the appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, investor education and protection fund, income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it. No undisputed amounts payable in this respect are in arrears, as at 31st March, 2009, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income-tax, wealth-tax, service tax, sales tax, customs duty, excise duty and cess which have not been deposited on account of any dispute, except as stated below:

Sr. no.	Name of Statute (Nature of the dues)	Amount (Rupees)	Period to which the amount relates	Forum where dispute is pending
1.	The Bihar Sales Tax Act, 1944			
	Sales Tax	804,737	F.Y. 2001-02 to F.Y. 2005-06	Joint Commissioner (Appeals)
	Sales Tax	12,668	F.Y. 1992-93	Deputy Commissioner (Appeals)
2.	The Central Sales Tax Act, 1956			
	Sales Tax	91,700	F.Y. 1992-93	Deputy Commissioner (Appeals) Jamshedpur
		550,128	F.Y. 2001-02 to F.Y. 2005-06	Joint Commissioner (Appeals) Jamshedpur
		92,396	F.Y. 1996-97 to F.Y. 1999-00	Assistant Commissioner (Appeals) New Delhi
		2,724,898	F.Y. 2000-01 to F.Y. 2004-05	Deputy Commissioner (Appeals) New Delhi
		77,710	F.Y. 2004-05	Deputy Commissioner (Appeals) Bangalore
		139,125	F.Y. 2005-06	Deputy Commissioner of Commercial Tax, Tamilnadu
	19,346,729 (net of deposits of Rs 1,000,000)	F.Y. 1999-00	Assistant Commissioner (Appeals) Mumbai	
3.	The Delhi Sales Tax Act, 1975			
	Sales Tax	75,097	F.Y. 1996-97 to F.Y. 1999-00	Assistant Commissioner (Appeals)
	Sales Tax	1,857,364	F.Y. 2000-01 to F.Y. 2004-05	Deputy Commissioner (Appeals)
4.	The Karnataka Sales Tax Act, 1957			
	Sales Tax	28,605	F.Y. 1996-97	Karnataka Tribunal
5.	The Tamilnadu General Sales Tax Act, 1959			
	Sales Tax	166,099	F.Y. 2005-06	Deputy Commissioner of Commercial Tax
6.	The West Bengal Sales Tax Act, 1994			
	Sales Tax	123,521	F.Y. 2002-03	Deputy Commissioner
7.	The Bombay Sales Tax Act, 1959			
	Sales Tax (net of deposit Rs. 4,000,000)	87,606,959	F.Y. 1999-00	Assistant Commissioner (Appeals)
8.	The Central Excise Act, 1944			
	Excise Duty (net of deposit Rs. 2,000,000)	5,812,606	F.Y. 2003-04	CESTAT
	Excise Duty (net of deposit of Rs. 288,872)	505,830	F.Y. 1986-90 F.Y. 1996-97 to F.Y. 1998-99	Commissioner (Appeals)
	Excise Duty	38,158	F.Y. 2008-09	Assistant Commissioner
	Service Tax	112,719	F.Y. 2004-05 F.Y. 2005-06	Assistant Commissioner

- (x) The company does not have any accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by our audit and in the financial year immediately preceding such year also.
- (xi) In our opinion and according to the information and explanations given to us, the company has not taken any loans from a financial institutions or banks or debenture holders.
- (xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, 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) (a),(b),(c) and (d) of the said Order are not applicable to the company.
- (xiv) The company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the said Order are not applicable to the company.
- (xv) The company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) The company has not obtained any term loans. Accordingly, the question of reporting on its application does not arise.
- (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 no funds have been raised on short-term or long-term basis and therefore reporting under clause 4(xvii) of the said Order is not required.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the question of reporting on whether the price at which such shares have been issued is prejudicial to the interest of the company does not arise.
- (xix) The company has not issued any debentures. Accordingly, the question of creating a security or charge for debentures does not arise.
- (xx) The company has not raised any money by public issues during the year. Accordingly, the question of disclosure by management of end use of such monies does not arise.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the financial year.

For **B. S. MEHTA & CO.**
Chartered Accountants

DIVYESH I. SHAH
Partner
Membership No. 37326

Mumbai : 10th June, 2009

Balance Sheet as at 31st March, 2009'

	Schedule	2008-2009		2007-2008	
		Rupees	Rupees	Rupees	Rupees
SOURCES OF FUNDS					
SHAREHOLDERS FUNDS					
Share capital	'A'	103,262,630		103,262,630	
Reserves and surplus	'B'	<u>361,185,025</u>		<u>361,632,260</u>	
			464,447,655		464,894,890
LOAN FUNDS					
Secured loans (Refer note 3 of schedule 'J')			-		-
Unsecured loans			-		-
Deferred Tax Liability (net) (Refer note 19 of Schedule 'J')			24,088,744		24,979,833
	TOTAL		<u>488,536,399</u>		<u>489,874,723</u>
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	'C'	338,116,427		346,902,014	
Less: Depreciation		<u>188,600,399</u>		<u>189,953,115</u>	
Net Block					156,948,899
Capital work-in-progress at cost and advances for capital expenditure		<u>670,165</u>		<u>732,690</u>	
			150,186,193		157,681,589
INVESTMENTS	'D'		283,890		283,890
CURRENT ASSETS, LOANS AND ADVANCES					
Inventories	'E'	71,557,508		107,977,716	
Sundry debtors		239,235,064		214,434,553	
Cash and bank balances		61,730,074		29,280,348	
Others current assets		21,004,221		20,470,950	
Loans and advances		<u>12,894,568</u>		<u>25,905,201</u>	
		406,421,435		398,068,768	
Less: CURRENT LIABILITIES AND PROVISIONS	'F'				
Liabilities		53,120,392		51,629,532	
Provisions		<u>15,234,727</u>		<u>14,529,992</u>	
		68,355,119		66,159,524	
			338,066,316		331,909,244
Notes to the Accounts	'J'				
Cash Flow Statement	'K'				
Balance sheet Abstract and General Profile	'L'				
	TOTAL		<u>488,536,399</u>		<u>489,874,723</u>

Schedules referred to above form integral part of the Balance Sheet

Signatures to the Balance Sheet and Schedules 'A'-'F' and 'J'-'L'

As per our report of even date attached
For **B. S. MEHTA & CO.**
Chartered Accountants,

DIVYESH I. SHAH
Partner

Mumbai : 10th June, 2009

SHIRAZ A.R. ALLANA Chairman
S. B. JIJINA
S. N. BHATRI
T. K. GOWRISHANKAR
R. R. KUMAR } Directors

M.S.I. LAKDAWALA Whole time Director and
Company Secretary

Mumbai : 10th June, 2009

Profit & Loss Account for the year ended 31st March, 2009

	Schedule	2008-2009		2007-2008	
		Rupees	Rupees	Rupees	Rupees
INCOME :					
Sales (Gross)		724,963,413		651,225,160	
Less : Excise duty		<u>85,998,131</u>		<u>93,773,446</u>	
Sales (Net)		638,965,282		557,451,714	
Other Income	'G'	<u>9,582,234</u>		<u>20,274,622</u>	
			648,547,516		577,726,336
EXPENDITURE :					
Manufacturing & other expenses	'H'	624,853,830		544,969,834	
Interest (Net)	'I'	<u>(1,269,407)</u>		<u>(87,623)</u>	
			623,584,423		544,882,211
Profit before depreciation			24,963,093		32,844,125
Depreciation		10,770,433		13,989,771	
Less: Transferred from Revaluation Reserve		<u>515,031</u>		<u>1,116,775</u>	
			10,255,402		12,872,996
Profit before taxation and exceptional items			14,707,691		19,971,129
Add : Exceptional items (Refer note 4(iv) of Schedule 'J')			-		14,133,088
Profit after exceptional items before taxation			14,707,691		34,104,217
Profit from continuing operations before taxation			23,990,721		49,273,913
Provision for taxation :					
- Current tax		3,000,000		4,600,000	
- Deferred tax		(891,089)		(7,578,607)	
- Fringe benefit tax		500,000		600,000	
Excess provision for tax in respect of earlier years written back		<u>(50,227)</u>		<u>(200,070)</u>	
			2,558,684		(2,578,677)
Profit after taxation from continuing operations [A]			21,432,037		51,852,590
Less : Loss from discontinued operations (net) [B] (Refer note 4(iii) of Schedule 'J')			(9,283,030)		(15,169,696)
Profit after taxation [A-B]			12,149,007		36,682,894
Add : Opening balance of Profit and Loss Account			24,601,683		-
Profit available for appropriation			36,750,690		36,682,894
Less: Appropriation :					
Proposed dividend		10,326,263		10,326,263	
Corporate dividend tax thereon		<u>1,754,948</u>		<u>1,754,948</u>	
			12,081,211		12,081,211
Balance carried to Balance Sheet			24,669,479		24,601,683
Notes to the Accounts	'J'				
Cash Flow Statement	'K'				
Balance Sheet Abstract and General Profile	'L'				

Schedules referred to above form integral part of the Profit and Loss Account and Balance Sheet

	Rupees	Rupees
Basic / Diluted earnings per equity share	1.18	3.55
Nominal value per equity share	10	10

As per our report of
even date attached
For B. S. MEHTA & CO.
Chartered Accountants,

DIVYESH I. SHAH
Partner

Mumbai : 10th June, 2009

Signatures to the Profit and loss Account and Schedules 'G'-'L'

SHIRAZ A.R. ALLANA	Chairman
S. B. JIJINA	}
S. N. BHATRI	
T. K. GOWRISHANKAR	
R. R. KUMAR	
	Directors

M.S.I. LAKDAWALA Whole time Director
and Company Secretary

Mumbai : 10th June, 2009

Schedule forming part of the Balance Sheet as at 31st March, 2009**SCHEDULE 'A'**

SHARE CAPITAL :	2008-2009	2007-2008
	Rupees	Rupees
Authorised:		
500,000 Preference shares of Rs.10/- each	5,000,000	5,000,000
24,500,000 Equity shares of Rs.10/- each	245,000,000	245,000,000
TOTAL	<u>250,000,000</u>	<u>250,000,000</u>
Issued, subscribed and paid-up:		
10,326,263 Equity shares of Rs. 10/- each fully paid-up	103,262,630	103,262,630
TOTAL	<u>103,262,630</u>	<u>103,262,630</u>
(Of the above, 9,615,538 shares are allotted as fully paid-up by way of bonus shares by capitalisation of general reserve and share premium account)		

SCHEDULE 'B'

RESERVES AND SURPLUS:	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
CAPITAL RESERVE:				
As per last Balance Sheet	2,500,000		2,500,000	
Less : Transferred to General Reserve (Refer note 24 of Schedule 'J')	<u>2,500,000</u>		-	
				2,500,000
REVALUATION RESERVE:				
As per last Balance Sheet	19,584,959		26,209,343	
Less:				
Withdrawal on account of sale of fixed assets of Industrial Ceramics division on slump sale basis		-	5,507,609	
Less:				
Transferred to profit and loss account [Refer second paragraph of note 1 (c) of Schedule 'J']	<u>515,031</u>		<u>1,116,775</u>	
		19,069,928		19,584,959
GENERAL RESERVE:				
As per last Balance Sheet	314,945,618		314,945,618	
Add : Transferred from Capital Reserve (Refer note 24 of Schedule 'J')	<u>2,500,000</u>		-	
		317,445,618		314,945,618
PROFIT AND LOSS ACCOUNT :		24,669,479		24,601,683
TOTAL		<u>361,185,025</u>		<u>361,632,260</u>

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

FIXED ASSETS

SCHEDULE 'C'

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31-03-2008	Additions during the year	Deductions during the year	As at 31-03-2009	As at 31-03-2008	For the year	On deductions during the year	As at 31-03-2009	As at 31-03-2009	As at 31-03-2008
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
Freehold land	11,879,935	1,017,886	-	12,897,821	—	—	—	—	12,897,821	11,879,935
Leasehold land	19,363,838	-	-	19,363,838	1,392,893	206,926	-	1,599,819	17,764,019	17,970,945
Buildings	49,021,077	1,544,461	1,566,055	48,999,483	22,561,934	1,215,136	1,177,395	22,599,675	26,399,808	26,459,143
Plant & Machinery	246,361,174	964,144	9,807,086	237,518,232	151,057,194	8,589,361	9,395,777	150,250,778	87,267,454	95,303,980
Furniture, Fittings & Equipment	17,448,612	868,868	671,597	17,645,883	13,173,560	652,629	440,524	13,385,665	4,260,218	4,275,052
Vehicles	2,827,378	-	1,136,208	1,691,170	1,767,534	106,381	1,109,453	764,462	926,708	1,059,844
TOTAL	346,902,014	4,395,359	13,180,946	338,116,427	189,953,115	10,770,433	12,123,149	188,600,399	149,516,028	
Previous Year Total	461,716,149	15,756,137	130,570,272	346,902,014	274,784,081	13,989,771	98,820,737	189,953,115		156,948,899
Capital work-in-progress at cost and advances for capital expenditure (includes Rs. 191,150; 2007-2008 Rs. 557,046 in respect of capital advances)									670,165	732,690
TOTAL									150,186,193	157,681,589

Note : Buildings include: a) Rs. 100/- representing value of a fully paid-up share in a condominium, and

- b) Cost of 86 shares of Rs. 50/- each and 172 loan stock bonds certificate of Rs. 100/- each held in Surya-Kiron Co-operative Housing Society Limited in respect of a residential flat

The company is in process of registration of Land at Aurangabad.

Schedule forming part of the Balance Sheet as at 31st March, 2009**SCHEDULE 'D'**

INVESTMENTS :	2008-2009	2007-2008
	Rupees	Rupees
OTHER INVESTMENTS [Long-term (at cost)]		
Unquoted: Shares		
2,500 Equity shares of Rs.10/- each fully paid-up in New India Co-operative Bank Limited	25,000	25,000
1,000 Equity Shares of Rs.25/- each fully paid-up in The Shamrao Vithal Co-operative Bank Limited	25,000	25,000
333 Equity Shares of Rs.30/- each fully paid-up in The Bombay Mercantile Co-operative Bank Limited	9,990	9,990
(a) Mutual Funds - (Unquoted)		
2777.600 Units of Rs. 10/- each fully paid-up in Principal Growth Fund	50,000	50,000
(b) Investment properties: (Unquoted)		
Shares and debentures		
140 Equity Shares of Rs. 10/- each fully paid-up in Carmel Properties Pvt. Ltd.	1,400	1,400
1,725 Debentures of Rs. 100/- each fully paid-up in Carmel Properties Pvt. Ltd.	172,500	172,500
	TOTAL	
	283,890	283,890
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	283,890	283,890
	TOTAL	
	283,890	283,890

Schedule forming part of the Balance Sheet as at 31st March, 2009

SCHEDULE 'E'

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
CURRENT ASSETS, LOANS AND ADVANCES :				
(A) CURRENT ASSETS				
INVENTORIES (As certified by management)	1,845,967		1,764,189	
STOCK-IN-TRADE				
Raw materials (including in transit Rs.3,559,406 2007-2008 Rs.8,957,012)	39,420,218		55,477,797	
Packing materials	2,071,381		2,007,573	
Work-in-process	2,981,655		3,024,671	
Finished goods	25,238,287		45,703,486	
		71,557,508		107,977,716
SUNDRY DEBTORS (Unsecured) :				
Debts outstanding for a period exceeding six months:				
Considered good	50,624,855		26,052,159	
Considered doubtful	6,753,539		6,753,539	
Less: Provision for doubtful debts	6,753,539		6,753,539	
Other debts (considered good)	188,610,209		188,382,394	
		239,235,064		214,434,553
CASH AND BANK BALANCES :				
Cash on hand	32,493		86,764	
With scheduled banks in :				
Current accounts (including remittances in transit Rs. 484,258; 2007-2008 Rs. NIL)	55,987,994		25,356,255	
Deposit accounts	2,738,040		2,704,833	
Margin accounts	2,971,547		1,132,496	
		61,730,074		29,280,348
OTHER CURRENT ASSETS :				
Vat Receivable	2,847,700		78,577	
Others	18,156,521		20,392,373	
		21,004,221		20,470,950
		393,526,867		372,163,567
(B) LOANS AND ADVANCES :				
(Unsecured, considered good) :				
Advances recoverable in cash or in kind or for value to be received	6,951,036		10,194,184	
Taxes paid net of provision thereof	-		6,325,098	
Balances with Central Excise	5,943,532		9,385,919	
		12,894,568		25,905,201
TOTAL		406,421,435		398,068,768

CURRENT LIABILITIES AND PROVISIONS:	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
A) CURRENT LIABILITIES :				
Sundry creditors :				
Due to Micro enterprises and Small enterprises (Refer note 17 of schedule 'J')	3,590,866		-	
Due to others	47,699,535		45,477,346	
		51,290,401		45,477,346
Security deposits		92,000		92,000
Advance payments for which goods are still to be supplied		-		687,435
Investor Education and Protection Fund shall be credited by the following amounts :				
Unclaimed dividend (net of tax)#	423,965		397,137	
Unclaimed fixed deposit	-		5,000	
Unclaimed interest on fixed deposit	823		4,187	
		424,788		406,324
VAT Payable		1,313,203		1,599,488
Other Liabilities		-		3,366,939
		53,120,392		51,629,532
B) PROVISIONS :				
Provision for compensated absences (Refer note 23 of schedule 'J')	1,940,685		2,351,230	
Provision for gratuity (Refer note 23 of schedule 'J')	1,037,570		97,551	
Provision for taxation (net)	175,261		-	
Proposed dividend	10,326,263		10,326,263	
Corporate dividend tax thereon	1,754,948		1,754,948	
		15,234,727		14,529,992
TOTAL		68,355,119		66,159,524

There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

**Schedule forming part of the Profit and Loss Account for the year ended
31st March, 2009**

SCHEDULE 'G'

OTHER INCOME:	2008-2009		2007-2008	
		Rupees		Rupees
Dividend from long term investments :		3,750		19,724
Old Credit balances written back		1,816,440		945,726
Profit on sale of fixed assets (net)		2,411,454		10,497,347
Recovery of bad debts		204,148		2,027,598
Rebate on pre-payment of sales tax deferral loan		-		1,386,795
Exchange gain (net)		1,037,493		764,406
Excess provision for leave encashment written back		410,545		-
Miscellaneous		3,698,404		4,633,026
		9,582,234		20,274,622

Schedule forming part of the Profit & Loss Account for the year ended 31st March, 2009**SCHEDULE 'H'**

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
MANUFACTURING & OTHER EXPENSES :				
RAW MATERIALS CONSUMED :				
Opening stock (including in transit)			45,066,475	
Add: Purchases	55,477,797		411,795,657	
	<u>467,187,867</u>		<u>456,862,132</u>	
	522,665,664			
Less: Stock of Industrial Ceramics division transferred on slump sale basis		-	3,081,220	
	<u>522,665,664</u>		<u>453,780,912</u>	
Less : Closing stock (including in transit) (As certified by management)	39,420,218	483,245,446	55,477,797	398,303,115
PACKING MATERIALS CONSUMED		25,761,190		20,572,537
STORES AND SPARE PARTS CONSUMED		2,290,228		4,130,982
PAYMENTS TO AND PROVISION FOR EMPLOYEES :				
Salaries, wages & bonus	27,200,090		31,736,427	
Contribution to provident and other funds	3,198,609		5,612,089	
Workmen and staff welfare expenses	<u>2,637,929</u>		<u>2,934,653</u>	
		33,036,628		40,283,169
DISTRIBUTION EXPENSES :				
Freight	16,357,866		15,089,244	
Export expenses	115,335		-	
Advertisement and sales promotion	<u>1,127,208</u>		<u>1,753,364</u>	
		17,600,409		16,842,608
OTHERS EXPENSES :				
Rent & Service Charges	2,610,989		2,447,979	
Less : Recoveries	<u>39,996</u>		<u>62,820</u>	
	2,570,993		2,385,159	
Power & Fuel :				
Electric energy	5,716,418		7,271,244	
Fuel	<u>17,730,548</u>		<u>19,744,045</u>	
	23,446,966		27,015,289	
Rates & Taxes	1,560,530		1,075,386	
Water Charges	1,156,727		1,461,959	
Excise duty	<u>(4,782,201)</u>		<u>(1,839,590)</u>	
Insurance	<u>1,241,717</u>		<u>1,195,968</u>	
	(823,227)		1,893,723	

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
Repairs and maintenance to :				
Plant and machinery	1,806,563		1,582,276	
Buildings	847,031		366,376	
Others	1,030,535		926,040	
	<u>3,684,129</u>		<u>2,874,962</u>	
MANUFACTURING & OTHER EXPENSES				
Auditor's remuneration (excludes service tax)				
Audit fees	450,000		450,000	
Company law matters	30,000		33,708	
Fees for other services	225,000		394,101	
Reimbursement of out-of-pocket expenses	-		12,688	
	<u>705,000</u>		<u>890,497</u>	
Provision for doubtful debts	-		2,501,470	
Bad debts written off	629,667		2,780,693	
Capital work in progress/ advances written off	-		11,116,343	
Miscellaneous expenses	12,198,186		15,664,178	
		<u>42,411,714</u>		<u>67,122,044</u>
		<u>604,345,615</u>		<u>547,254,455</u>
(INCREASE)/ DECREASE IN WORK-IN-PROGRESS AND FINISHED GOODS:				
Closing Stock :				
Work-in-Process	2,981,655		3,024,671	
Finished goods	25,238,287		45,703,486	
(As certified by management)	<u>28,219,942</u>		<u>48,728,157</u>	
Less : Opening stock				
Work-in-process	3,024,671		5,506,746	
Finished goods	45,703,486		53,307,754	
	<u>48,728,157</u>		<u>58,814,500</u>	
Less : Stock of Industrial Ceramics division transferred on slump sale basis				
Work-in-process	-		1,432,152	
Finished goods	-		10,938,812	
	-		<u>12,370,964</u>	
	<u>48,728,157</u>		<u>46,443,536</u>	
		<u>20,508,215</u>		<u>(2,284,621)</u>
TOTAL		<u><u>624,853,830</u></u>		<u><u>544,969,834</u></u>

SCHEDULE 'I'

		2008-2009	2007-2008
		Rupees	Rupees
INTEREST EXPENSES :			
Others		241,634	1,726,805
	(A)	<u>241,634</u>	<u>1,726,805</u>
Less: Interest income			
Interest on income-tax refund		1,108,373	802,514
Interest from banks / other deposits (Gross)		327,743	934,097
(Tax deducted at source - Rs. 77,325; 2007-2008 Rs. 169,519)			
Interest on staff loan		74,925	77,817
	(B)	<u>1,511,041</u>	<u>1,814,428</u>
TOTAL	(A-B)	<u><u>(1,269,407)</u></u>	<u><u>(87,623)</u></u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2009 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**1. Significant Accounting Policies:****(a) Basis of accounting:**

The financial statements are prepared under the historical cost convention except as stated in b(ii) below.

(b) Fixed Assets:

- (i) All fixed assets, except as stated in (ii) below, are stated at cost of acquisition or construction, including financing cost till such assets are put to use, less accumulated depreciation.
- (ii) Freehold land, factory buildings and plant and machinery at the company's Mumbai factory and the leasehold land, factory building, office buildings and plant and machinery at the company's Tarapur Factory, which were revalued as at 31st December, 1984 and 31st March, 1989 respectively, are stated at their revalued amounts less accumulated depreciation.

(c) Depreciation:

The company provides depreciation on the straight line method (SLM) for all assets at the rates specified in Schedule XIV to the Companies Act, 1956, except as stated below:

- (i) Leasehold land is amortised over the period of lease.
- (ii) Depreciation on buildings acquired upto 31st December, 1986 is provided at the rates followed at the time of acquisition as per circular No. 1/86 dated 21st May, 1986 issued by the Department of Company Affairs.

Depreciation on revalued assets includes an additional charge on account of revaluation. Depreciation on the revalued amount of the assets reduced by the depreciation that would have been charged but for revaluation amounting to Rs. 515,031 (2007-2008 Rs.1,116,775) has been transferred from revaluation reserve to the profit and loss account.

(d) Foreign currency transactions:

- (i) Foreign Currency transactions are accounted at the exchange rate prevailing on the date of transactions.
- (ii) The exchange differences arising on the settlement of transactions are recognized and accounted as income or expenses as and when the payments or receipts are realized.
- (iii) Forward contracts, for buying foreign currency and settlement of foreign currency transactions, are entered into by the company in respect of liabilities arising on import of raw materials

(e) Investments:

Long-term investments are stated at cost. Provision for diminution is made to recognise a decline, other than temporary, in value of long term investments, where applicable. Current investments are stated at lower of cost and fair value.

(f) Revenue recognition :

Sales are accounted on despatch of products to customers.

(g) Purchases :

Purchases are accounted net of cash discounts, wherever applicable.

(h) Inventories – stated at lower of cost and net realisable value wherein cost is determined as under:

- (i) Cost of stores and spare parts are arrived at on the weighted average method.
- (ii) Cost of raw materials, packing materials, including materials in transit, work-in-process and finished goods have been arrived at on the weighted average method of valuation, including manufacturing overheads where applicable.

(i) Employee benefits:

- (a) Short term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

SCHEDULE 'J' (Contd.)**(b) Long term benefits:****(i) Defined Contribution Plan:****Provident and Family Pension Fund**

The eligible employees of the Company are entitled to receive post employment benefits in respect of provident and family pension fund, in which both employee's and the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employee's eligible salary). The contributions are made to IVP Limited - Provident Fund Trust and the Central Provident Fund under the State Pension Scheme. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Company has no further obligations beyond making the contribution. The Company's contributions to Defined Contribution Plan are charged to profit and loss account as incurred.

(ii) Defined Benefit Plan:**1. Gratuity :**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes contribution to IVP Limited Trust Gratuity Fund based on an independent actuarial valuation made at the year-end. Actuarial gains and losses are recognised in the profit and loss account.

2. Compensated absences :

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The liability is recognised based on number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation. Actuarial gains and losses are recognised in the profit and loss account.

(j) Research and development:

Capital expenditure on research and development is stated in the same way as expenditure on fixed assets. Revenue expenditure on research and development is written off in the year in which it is incurred.

(k) Taxation:

a) In accordance with Accounting Standard 22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax for timing differences is accounted for, using the tax rates and laws that have been enacted or substantively enacted on the Balance Sheet date.

b) Deferred Tax Assets arising from timing differences are recognized only on the consideration of prudence.

(l) Impairment of Assets :

If indications suggest that assets of the Company may be impaired, the recoverable amount of assets are determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of assets are reduced to the said recoverable amount.

2. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 634,306 (2007-2008 Rs.Nil).
3. The company has a limit of Rs. 8 crores (2007-2008 Rs. 8 crores) for cash credits and demand loans etc. from banks which are secured by hypothecation of whole of the current assets. The Company has availed such credit facility by way of Secured Loans and the same has been repaid during the year.
4. (i) The Company was granted in July, 2006 permission by the Commissioner of Labour u/s 25(0)(2) of the Industrial Disputes Act 1947 for closure of their Industrial Establishment situated at Reay Road, Mumbai. Against this Order, on reference by the IVP Ltd. Workers Union, the matter was

referred to Industrial Tribunal which by its Order dated 19.07.2007, rejected the permission for closure and ordered that the Company should continue its operations and consider the employees in service and pay them their full wages till the date of their retirement. In the Award, Industrial Tribunal also provided that the amount paid to the workers at the time of the closure may be adjusted against the wages to be paid to the workers in terms of the Award. The Company filed a Writ Petition before the High Court of Bombay against the Award of the Industrial Tribunal. The Hon'ble High Court by its Order dated 28.11.2008 upheld the Award of the Tribunal. Against the Order of the "Single" Judge of the Bombay High Court, the Company has filed an Appeal before the Bench of Bombay High Court which has been admitted and awaiting the final hearing. In view of the pending adjudication of the Appeal and a provision in the Award of the Industrial Tribunal that the closure compensation paid by the Company in 2006 can be adjusted against the continuing liability of the wages, the balance liability, if any on this account is not ascertainable.

- (ii) The amount of revenue and expenditure in respect of ordinary activities attributable to the discontinued operations of Vegetable Oil Segment and Plasticiser Segment are as under :

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
Income :-				
Sales (Gross)		-		897,414
Expenditure :-				
Other expenses (net of income)	3,003,865		22,761,429	
Interest		-	879,452	
Depreciation	6,279,165		6,329,123	
		<u>9,283,030</u>		<u>29,970,004</u>
Loss from discontinued operations (A)		<u>(9,283,030)</u>		<u>(29,072,590)</u>

- (iii) During the previous year, the Industrial Ceramics division located at Aurangabad had been sold on a slump sale basis. The amount of revenue and expenditure in respect of ordinary activities attributable to the discontinued operations of this division is as under:

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
Income :-				
Sales (Gross)		-	19,201,559	
Less : Excise Duty		-	4,941,112	
		-		14,260,447
Other Income		-		3,066,264
		-		17,326,711
Expenditure :-				
Manufacturing and other expenses		-	18,274,359	
Depreciation		-	2,760,345	
		-		21,034,704
Loss from discontinued operations		-		(3,707,993)
Add : Exceptional item (see note (iv) below)		-		17,610,887
Profit from discontinued operations ...(B)		-		13,902,894
Loss from discontinued operations (net)(A+B)		<u>(9,283,030)</u>		<u>(15,169,696)</u>

SCHEDULE 'J' (Contd.)

- (iv) Exceptional items Rs. Nil (2007-2008: Rs. 14,133,088 represents: (a) Rs. 17,610,887 in respect of profit on sale of net assets of Industrial Ceramics division, Aurangabad, on a slump sale basis; and (b) Rs. 3,477,799 paid as retrenchment compensation to workers of Foundry Chemicals factory at Adityapur.)
- (v) Details of assets and liabilities in respect of discontinued operations of Vegetable Oil Segment and Plasticiser segment are as under:

	2008-2009		2007-2008	
	Rupees	Rupees	Rupees	Rupees
Fixed Assets (including capital work in progress and capital advances)		77,109,325		83,958,388
Unsecured Loans		-		-
Current Assets	12,779,796		16,176,639	
Current Liabilities	(677,315)		(1,117,735)	
Net Current Assets		12,102,481		15,058,904
Total Assets		89,211,806		99,017,292

5. (i) No provision for Impairment of assets of the discontinued business of Reay Road unit has been made, as in the opinion of the management, assets of Reay Road unit taken as a whole will realise atleast the value at which they appear in the books of accounts in aggregate.
- (ii) No provision for Impairment of assets of the company other than discontinued operation is required as in the opinion of the management, realisable value of all the assets and the present value of estimated future cash flows expected to arise from the assets taken as a whole will realise atleast the value at which they appear in the books of accounts in aggregate, as required by Accounting Standard 28 on "Impairment of Assets" issued by The Institute of Chartered Accountants of India.
6. Contingent liabilities not provided for in respect of disputed demands :
- | | 2008-2009 | 2007-2008 |
|--|--------------------|-------------|
| | Rupees | Rupees |
| (a) Sales tax | 119,147,736 | 120,388,137 |
| (c) Excise duty / Service tax | 8,758,182 | 10,184,568 |
| (d) Customs duty | 671,670 | 671,670 |
| (e) Mumbai Agricultural Produce Marketing Committee (APMC) | 1,797,879 | 1,797,879 |
| (f) Electricity / Water charges / Property Tax / Pollution Board | 919,378 | 1,172,077 |
| (g) Mumbai Port Trust | 26,384,292 | 15,530,922 |
| (h) Claims against the company not acknowledged as debts | 2,661,000 | 3,411,000 |
7. The company has incurred expenditure of Rs.8.93 lakhs on research and development on improving product quality, import substitution, process modification, fuel consumption, raw material cost optimization, etc. which has been certified by the management.

8. Remuneration to directors:

(excluding provision for gratuity and for leave encashment on retirement not separately available)

	2008-2009	2007-2008
	Rupees	Rupees
(i) Salaries	874,000	2,246,400
(ii) Contribution to provident fund and other funds	67,000	187,200
(iii) Other perquisites	225	240,225
	941,225	2,673,825

9. Capacities, production, stocks and sales of goods produced by the Company :
 (As Certified by management)

Class of goods	Unit	Licensed/ Registered Capacity	Installed Capacity	Production	OPENING STOCK		CLOSING STOCK		SALES	
					Quantity	Value Rupees	Quantity	Value Rupees	Quantity	Value Rupees
Vanaspati	Tonnes	100 per day	30,000	-	-	-	-	-	-	-
	Tonnes	(100 per day)	(30,000)	-	-	-	-	-	-	-
Minor Chemicals	Tonnes	450	450	-	-	-	-	-	-	-
	Tonnes	(450)	(450)	-	(1)	201,942	-	-	-	-
Plasticisers	Tonnes	1,200	1,500	-	-	-	-	-	-	-
	Tonnes	(1,200)	(1,500)	-	(20)	(1,359,243)	-	-	(13)	(897,414)
Foundry Chemicals	Tonnes	25,500	21,900	8,954*	786	45,703,486	479	25,238,287	8,686	724,963,413
	Tonnes	(25,500)	(21,900)	(8,470)*	(718)	(39,280,413)	(786)	(45,703,486)	(7,812)	(631,126,187)
Industrial Ceramics	Tonnes	-	-	-	-	-	-	-	-	-
	Tonnes	(500)	(500)	-	-	(12,466,156)	-	-	-	(19,201,559)
High Alumina Powder	Tonnes	-	-	-	-	-	-	-	-	-
	Tonnes	(500)	(500)	(46)	-	-	-	-	-	-
*Includes following for captive consumption :										
Foundry Chemicals Tonnes 476 (547)										
Figures in brackets indicate corresponding fig for the previous year.					Total	45,703,486	25,238,287	724,963,413		
						(53,307,754)	(45,703,486)	(651,225,160)		

SCHEDULE 'J' (Contd.)

	2008-2009		2007-2008	
	Quantity Tonnes	Value Rupees	Quantity Tonnes	Value Rupees
10. Raw materials consumed*				
Phenol	2,644	196,775,479	2,151	176,928,070
MDI	386	49,892,616	380	48,157,797
Others	-	236,577,351	-	173,217,248
TOTAL		483,245,446		398,303,115
of which :				
	Percentage	Value Rupees	Percentage	Value Rupees
Imported**	24.41	117,947,294	28.68	114,234,783
Indigenous	75.59	365,298,152	71.32	284,068,332
TOTAL	100.00	483,245,446	100.00	398,303,115
11. Stores and spare parts consumed*				
	Percentage	Value Rupees	Percentage	Value Rupees
Imported**	-	-	3.29	135,865
Indigenous	100	2,290,228	96.71	3,995,117
TOTAL	100	2,290,228	100	4,130,982
12. Packing materials consumed*				
	Percentage	Value Rupees	Percentage	Value Rupees
Imported**	-	-	-	-
Indigenous	100.00	25,761,190	100.00	20,572,537
TOTAL	100.00	25,761,190	100.00	20,572,537
* Consumption is arrived at on the basis of opening stock plus purchases less closing stock.				
** Excluding value of imported items locally purchased.				
13. Value of imports calculated on C.I.F. basis (excluding value of imported items locally purchased).			2008-2009 Rupees	2007-2008 Rupees
Raw Materials			91,222,748	81,209,301
14. Expenditure in foreign currency on account of:				
Foreign travel			76,354	33,480
15. Earnings in foreign exchange:				
Export of goods calculated on F.O.B. basis			564,512	535,345

16. The charge to the profit and loss account consequent to the write-down of inventories to its net realisable value is Rs. NIL (2007-2008 Rs. 244,634).
17. Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

Sr. No	Particulars	As at 31st March, 2009 Rupees	As at 31st March, 2008 Rupees
I	Principal amount remaining unpaid and interest due thereon	3,590,866	-
II	Interest paid in term of section 16	-	-
III	Interest due and payable for the period of delay in payment	-	-
IV	Interest accrued and remaining unpaid	-	-
V	Interest due and payable even in succeeding Years.	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

18. Values used in calculating earnings per share :
- | | | As at
31st March, 2009
Rupees | As at
31st March, 2008
Rupees |
|---|-------------------|-------------------------------------|-------------------------------------|
| Numerator : | | | |
| Profit for the year | Basic / Diluted : | 12,149,007 | 36,682,894 |
| Denominator : | | | |
| Number of Equity Shares (No change during the year) | Basic / Diluted : | 10,326,263 | 10,326,263 |

19. Deferred Tax

As required by Accounting standard 22 on "Accounting for Taxes on Income" Deferred taxes have been recognised in respect of the following items.

Items of Timing Difference	Accumulated Deferred Tax Assets/ (Liabilities) As At April 1, 2008	Credit during the Year ended on March 31, 2009	Accumulated Deferred Tax Assets/ (Liabilities) As At March 31, 2009
i. Depreciation, Net interest capitalized and other related items	(26,227,470)	706,395	(25,521,075)
ii. Expenses charged but allowable in the future years on payment or under other provisions of the Income Tax Act	1,247,637	184,694	1,432,331
Net Deferred Tax Assets/(Liabilities)	(24,979,833)	891,089	(24,088,744)
Previous Year	(32,558,440)	7,578,607	(24,979,833)

SCHEDULE 'J' (Contd.)**20. Information on Segment Reporting as per Accounting Standard 17:****Primary Segments - Business Segments**

During the year the Company was engaged in the Business of manufacturing of Foundry Chemicals, which is the only reportable segment as per Accounting Standard 17

	Continuing Operations		Discontinued Operations			Total Amount Rupees
	Foundry Chemicals Rupees	Others Rupees	Vegetable Oil Rupees	Plasticisers Rupees	Ceramics Rupees	
A Segment Revenue	638,965,283 (542,293,853)	- -	- -	- (897,414)	- (14,260,447)	638,965,283 (557,451,714)
B Segment Results	35,981,200 (54,767,240)*	- (-459,223)	-9,283,030 (-27,381,165)	- (-1,691,425)	- (13,902,894)*	26,698,170 (39,138,321)
Less: Unallocated Corporate expenses						16,000,682 (14,564,296)
Less: Interest (net)						-1,269,407 (-967,075)
Unallocable Income						2,740,796 (8,563,117)
Profit before taxation						14,707,691 (34,104,217)
Less : Provision for Taxation						2,608,911 (-2,378,607)
Excess provision for tax in respect of earlier years written back						-50,227 (-200,070)
Profit after taxation						12,149,007 (36,682,894)
C Segment Assets	451,390,130 (433,566,265)	2,951 (94,997)	86,482,757 (96,340,781)	3,406,364 (3,794,246)	- -	541,282,202 (533,796,289)
Unallocated Corporate Assets						15,609,316 (22,159,381)
Total Assets						556,891,518 (555,955,670)
D Segment Liabilities	47,403,276 (44,809,420)	- (51,845)	668,362 (1,045,481)	8,953 (72,254)	- -	48,080,591 (45,979,000)
Unallocated Corporate Liabilities						44,363,272 (45,081,780)
Total Liabilities						92,443,863 (91,060,780)

E	Cost incurred during the period to acquire segment fixed assets	3,972,782 (13,820,845)	- (-)	- (-)	- (-)	- (7,420)
F	Depreciation / Amortisation	3,520,551 (3,297,058)	- (28,045)	5,979,864 (6,029,822)	299,301 (299,301)	- (2,760,345)
G	Non-cash expenses other than depreciation / amortization Provision for doubtful debts	- (-2,707,475)	- (-70,075)	- (4,495,216)	- (848,217)	- (-64,413)

*Includes Exceptional item - See note 4 (iv)

Figures in brackets indicate corresponding figures for the previous year.

21. Related Party Disclosures :

Sr. No.	Names of Related Party	Description of Relationship	Nature of Transaction	Amount of transaction	
				2008-2009 Rupees	2007-2008 Rupees
1)	Mr. M. I. S. Lakdawala	Key Management Personnel	Remuneration	941,225	686,625
2)	Mr. B. Malik (Retired on 31.03.2008)	-	-	-	1,987,200

22. Derivative Instruments :

	2008-2009	2007-2008
(i) The following are the outstanding Forward Exchange Contracts entered into by the company :	\$ 135,401 (Buy)	\$ 44,139 (Buy)
(ii) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :		
(a) Amounts receivable in foreign currency on account of export of goods	Nil	Nil
(b) Amounts payable in foreign currency on account of import of goods	\$ 6,578 Rs. 335,149	\$ 121,400 4,859,078

23. Employee benefits :

Effective April 1, 2007 the Company has adopted revised Accounting Standard 15 'Employee Benefits'. Pursuant to the adoption, no adjustment was required to be made to general reserve as there is no impact of revised AS-15.

(a) Defined Contribution Plan

Contribution to defined contribution plan, recognised in the statement of profit and loss account under Payments to and provision for employees, in Schedule H for the year are as under:

(Amount in Rs)

Employer's contribution to Provident Fund	989,348
Employer's contribution to Family Pension Fund	821,691

SCHEDULE 'J' (Contd.)

(b) Defined Benefit Plan				
Gratuity and long term compensated absences - As per actuarial valuation as on 31 st March, 2009				
	Gratuity (Funded) Rs.	Compensated Absences (Unfunded) Rs.	Gratuity (Funded) Rs.	Compensated Absences (Unfunded) Rs.
	2008-09		2007-08	
I	Reconciliation of opening and closing balances of Defined Benefit obligation			
Opening Present value of Defined Benefit obligation	7,323,027	2,351,230	8,645,706	2,001,266
Interest Cost	632,132	242,173	540,948	143,678
Current Service Cost	566,474	566,474	566,474	223,212
Benefits paid	(905,312)	(137,219)	(5,696,163)	(857,015)
Net Actuarial (Gain)/Loss	814,673	(1,081,973)	3,266,062	840,089
Closing Present Value of Defined Benefit obligation	8,430,994	1,940,685	7,323,027	2,351,230
II	Reconciliation of fair value of plan assets			
Opening Fair value of plan assets	7,225,476	-	7,669,659	
Expected return on plan assets	577,630	-	751,865	
Net Actuarial Gain/(Loss)	48,079	-	(76,614)	
Employer's contribution	447,551	-	4,576,729	
Benefits paid	(905,312)	-	(5,696,163)	
Closing Fair value of plan assets	7,393,424	-	7,225,476	
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows: Funds maintained with IVP Limited Trust Gratuity Fund	100%	N. A.	100%	N. A.
III	Net assets / (liabilities) recognised in the Balance Sheet			
Present Value of defined benefit obligation	(8,430,994)	(1,940,685)	(7,323,027)	(2,351,230)
Fair value of plan assets	7,393,424	-	7,225,476	-
Net asset / (liability) recognised in Balance Sheet	(1,037,570)	(1,940,685)	(97,551)	(2,351,230)
IV	Expenses recognised in the Income Statement			
Current Service Cost	566,474	566,474	566,474	223,212
Interest Cost	632,132	242,173	540,948	143,678
Expected return on plan assets	(577,630)	-	(751,865)	-
Net Actuarial (Gain)/Loss	766,594	(1,081,973)	3,342,676	840,089
Total expenses recognised in the profit and loss account in Schedule 'H' under	1,387,570	(273,326)	3,698,233	1,206,979
	Contribution to provident and other funds	Salaries, wages, bonus	Contribution to provident and other funds	Salaries, wages, bonus

Actual return on plan assets	625,709	N. A.	675,251	N. A.
V Actuarial assumptions				
	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)
Mortality Table	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)
Discount rate (per annum)	7.75%	7.75%	8.50%	8.50%
Expected rate of return on Plan Assets	8.00%	N. A.	8.00%	N. A.
Salary escalation	5.00%	5.00%	5.00%	5.00%

The information in respect of defined benefit obligation for previous three years as required by para 120(n) of AS-15 (revised) are not available and hence not furnished. This disclosure has no bearing on the current years financial numbers.

24. The amount of Rs.25 lakhs shown under the head "Capital Reserve" represents capital subsidy received under Package Scheme of Incentives 1988, in respect of Industrial Ceramic Division set up at Aurangabad, which has been sold in the financial year 2007-08 and as such the amount has been transferred to "General Reserve" during the current financial year

25. Disclosure on leases as per Accounting Standard 19 on "Accounting for Leases":

The Company has entered into agreement in the nature of lease or Leave and License agreement with different lessors / licensors for the purpose of operating its factories and Branch offices. These agreements are generally in the nature of operating lease or leave and license and renewable or cancelable at the option of lessees or lessors. In the view of above there are no disclosures required as per the Accounting Standard 19 issued by the Institute of Chartered Accountants of India.

26. Debtors and Creditors of the company are subject to confirmation and subsequent reconciliation, if any.

27. Figures for the previous year have been recast/ regrouped wherever necessary.

SHIRAZ A.R. ALLANA	}	Chairman
S. B. JIJINA		Directors
S. N. BHATRI		
T. K. GOWRISHANKAR		
R. R. KUMAR		

M.S.I. LAKDAWALA

Mumbai : 10th June, 2009

Whole time Director and Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

SCHEDULE 'K'

	2008-2009	2007-2008
	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit after exceptional item before taxation	14,707,691	34,104,217
Adjustments for :		
Depreciation	10,255,402	12,872,996
Exceptional item	-	(14,133,088)
Interest Income	(1,063,636)	(804,239)
Dividend Income	(3,750)	(19,724)
Interest Charged	241,634	1,726,805
Rebate on prepayment of sales tax deferral loan	-	(1,386,795)
Profit on sale of fixed assets (net)	(2,411,454)	(10,497,347)
Bad debts written off	629,667	2,780,693
Provision for doubtful debts	-	2,501,470
Excess Provision for leave encashment written back	(410,545)	-
Capital work in progress/advances written off	33,832	11,116,343
Old credit balances written back	(1,816,440)	(945,726)
Operating profit before working capital changes	<u>20,162,401</u>	<u>37,315,605</u>
Changes in :		
Trade and other receivables	(19,268,151)	(20,176,509)
Inventories	36,420,208	5,358,008
Trade payables	4,225,491	(6,741,407)
Net cash generated from operations	<u>41,539,949</u>	<u>15,755,697</u>
Direct taxes (includes Fringe Benefit Tax net of refunds)	4,068,902	(2,231,088)
Exceptional item	-	14,133,088
Net cash used in operating activities	(A) <u><u>45,608,851</u></u>	<u><u>27,657,697</u></u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets (after adjusting changes in capital advances and work-in-progress)	(4,216,490)	(10,735,786)
Sale of fixed assets	3,352,907	36,739,272
Interest received	1,725	1,725
Dividend received	3,750	19,724
Sale of investments	-	249,900
Net cash from investing activities	(B) <u><u>(858,108)</u></u>	<u><u>26,274,835</u></u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009 (contd.)

	2008-2009	2007-2008
	Rupees	Rupees
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of borrowings	(5,000)	(37,504,000)
Increase/(Decrease) in cash credits, demand loans and short term loans	-	(18,576,756)
Dividend paid	(10,299,435)	(54,396)
Corporate dividend tax thereon	(1,754,948)	-
Interest paid	(241,634)	(3,162,728)
Net cash used in financing activities (C)	<u>(12,301,017)</u>	<u>(59,297,880)</u>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	32,449,726	(5,365,348)
Cash and cash equivalents as at the commencement of the financial year		
Cash on hand	86,764	149,200
Balances with scheduled banks on current accounts, margin accounts and fixed deposit accounts	<u>29,193,584</u>	<u>34,496,496</u>
	29,280,348	34,645,696
Cash and cash equivalents as at the end of the financial year		
Cash on hand	32,493	86,764
Balances with scheduled banks on current accounts, margin accounts and fixed deposit accounts	<u>61,697,581</u>	<u>29,193,584</u>
	61,730,074	29,280,348
Net increase/(decrease) as disclosed above	<u>32,449,726</u>	<u>(5,365,348)</u>

- Notes :
- 1 Cash flow in respect of ordinary activities attributable to discontinued operation : (see note 4 on Schedule 'J')
Operating activities - Rs.195,265 [Previous Year - Rs. 29,122,780]
Investing activities - Rs.NIL [Previous Year - Rs.22,494,772]
Financing activities - Rs.NIL [Previous Year - Rs.(39,815,375)]
 - 2 Figures in brackets represent outflows/deductions.
 - 3 Previous year's figures have been regrouped where necessary.

As Per our report of even date attached
For **B. S. MEHTA & CO.,**
Chartered Accountants,

DIVYESH I. SHAH
Partner
Mumbai : 10th June, 2009

SHIRAZ A.R. ALLANA Chairman
S. B. JIJINA
S. N. BHATRI
T. K. GOWRISHANKAR } Directors
R. R. KUMAR

M.S.I. LAKDAWALA
Whole time Director and Company Secretary
Mumbai : 10th June, 2009

SCHEDULE 'L'

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.

	0	1	5	0	3
--	---	---	---	---	---

 State Code

1	1
---	---

Balance Sheet Date

3	1
---	---

0	3
---	---

2	0	0	9
---	---	---	---

Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

						N	I	L
--	--	--	--	--	--	---	---	---

 Rights Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Bonus Issue

						N	I	L
--	--	--	--	--	--	---	---	---

 Private Placement

						N	I	L
--	--	--	--	--	--	---	---	---

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

			4	8	8	5	3	6
--	--	--	---	---	---	---	---	---

 Total Assets

			4	8	8	5	3	6
--	--	--	---	---	---	---	---	---

Sources of Funds

Paid-up Capital

			1	0	3	2	6	3
--	--	--	---	---	---	---	---	---

 Reserves & Surplus

			3	6	1	1	8	5
--	--	--	---	---	---	---	---	---

Secured Loans

						N	I	L
--	--	--	--	--	--	---	---	---

 Unsecured Loans

						N	I	L
--	--	--	--	--	--	---	---	---

Deferred Tax Liability (net)

			2	4	0	8	8
--	--	--	---	---	---	---	---

Application of funds

Net Fixed Assets

			1	5	0	1	8	6
--	--	--	---	---	---	---	---	---

 Investments

						2	8	4
--	--	--	--	--	--	---	---	---

Net Current Assets

			3	3	8	0	6	6
--	--	--	---	---	---	---	---	---

 Misc. Expenditure

						N	I	L
--	--	--	--	--	--	---	---	---

Accumulated Losses

						N	I	L
--	--	--	--	--	--	---	---	---

IV. Performance of company (Amount in Rs. Thousands).

Turnover

			6	4	8	5	4	8
--	--	--	---	---	---	---	---	---

 Total Expenditure

			6	3	3	8	4	0
--	--	--	---	---	---	---	---	---

+ - Profit / Loss Before Tax

✓						1	4	7	0	8
---	--	--	--	--	--	---	---	---	---	---

+ - Profit / Loss After Tax

✓						1	2	1	4	9
---	--	--	--	--	--	---	---	---	---	---

+ - Earning per share in Rs.

✓						1	.	1	8
---	--	--	--	--	--	---	---	---	---

Dividend rate %

1	0
---	---

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)

3	9	0	9	4	0	.	0	3
---	---	---	---	---	---	---	---	---

Item Code No. (ITC Code)

P	H	E	N	O	L		F	O	R	M	A	L	D	E	H	Y	D	E
R	E	S	I	N	S													

Item Code No. (ITC Code)

3	9	0	7	5	0	.	0	0
---	---	---	---	---	---	---	---	---

A	L	K	Y	D		R	E	S	I	N								

Item Code No. (ITC Code)

3	9	0	9	4	0	.	0	9
---	---	---	---	---	---	---	---	---

Item Code No. (ITC Code)

R	E	F	R	A	C	T	O	R	Y		R	E	S	I	N			

SHIRAZ A. R. ALLANA Chairman

S. B. JIJINA

S. N. BHATRI

T.K. GOWRISHANKAR

R. R. KUMAR

} Directors

Mumbai : 10th June, 2009

M.S.I. LAKDAWALA
Whole time Director and
company secretary

IVP LIMITED

Registered Office : Shashikant N. Redij Marg, Ghorupdeo, Mumbai - 400 033.

DPID No.		L.F. No.	
Client ID No.		No. of Shares held	

ATTENDANCE SLIP

I/We hereby record my/our presence at the Eightieth Annual General Meeting of the Company held at the M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001 on Thursday 30th July, 2009 at 3.30 p.m.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

Notes :

1. You are requested to sign and hand over this slip at the entrance of the Meeting Venue.
2. This attendance is valid only in case shares are held on date of meeting.

----- TEAR HERE -----

IVP LIMITED

Registered Office : Shashikant N. Redij Marg, Ghorupdeo, Mumbai - 400 033.

DPID NO.		L.F. NO.	
Client ID No.		No. of Shares held	

FORM OF PROXY

I/We _____ of _____
in the district of _____ being a member / members of **IVP LIMITED**
hereby appoint _____ of _____
in the district of _____ or failing him _____
of _____ in the district of _____ as my/our proxy to vote for me/us
on my/our behalf at the Eightieth Annual General Meeting of the Company to be held on 30th July, 2009 and at any adjournment thereof.

Signed this _____ day of _____ 2009.

Please
Affix
30 paisa
Revenue
Stamp

Notes :

1. The Proxy Form signed across revenue stamp should reach the Company's Registered Office atleast 48 hours before the scheduled time of meeting.
2. The Company reserve the right to ask for identification of the Proxy.
3. A Proxy need not be a member.

TEAR HERE