

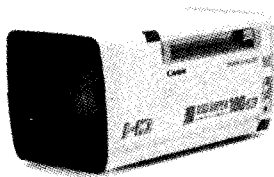
BOSNY[•] DUPLI-COLOR.
Aerosol Spray Paint

BOSNY[•] SUNKE[•]
Allied Products Interior & Exterior Paint

Colour Dreams with...

IND-AGIV)))
Ind-Agiv Commerce Ltd.

IND-AGIV COMMERCE LTD.



Canon Lenses

23rd ANNUAL REPORT
2008 - 2009

23rd Annual Report 2008 - 2009

BOARD OF DIRECTORS : MR. VASHDEV B. RUPANI - CHAIRMAN

MR. ISHWARLAL B. RUPANI

MR. S. C. OBEROI

MR. KISHIN D. MULCHANDANI

MS. SUSHILA B. RUPANI

MR. VIJAY G. DEVNANI

REGISTERED OFFICE : 85, V. N. PURAV MARG,
SION-CHUNABHATTI ROAD,
MUMBAI 400 022.

BANKERS : UNION BANK OF INDIA
ZAVERI BAZAR,
MUMBAI 400 003.

ABN AMRO BANK NV
NARIMAN POINT,
MUMBAI - 400 021.

AUDITORS : M/s. SHAH & BHOSALE
CHARTERED ACCOUNTANTS
MUMBAI.

REGISTRAR & SHARE
TRANSFER AGENTS : M/S. MONDKAR COMPUTERS PVT. LTD.
21, SHAKIL NIWAS, MAHAKALI CAVES ROAD,
NEAR SATYA SAIBABA TEMPLE,
ANDHERI (EAST),
MUMBAI 400 093.
Tel. : 022 - 2825 7641
Fax : 022 - 2820 7207

IND-AGIV COMMERCE LTD.**NOTICE**

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of **IND AGIV COMMERCE LTD.** will be held at the Registered office of the company at 85, V. N. Purav Marg, Sion-Chunabhathi Road, Mumbai 400022 on Friday the 25th September, 2009 at 10.00 a.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 together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. V. B. Rupani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. S. B. Rupani, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors M/s. SHAH & BHOSALE, Chartered Accounts in place of Auditors M/s. RASIKLAL SHAH & ASSOCIATES Chartered Accounts who has resigned during the year and fix their remuneration.

Regd. Office :

85, V. N. Purav Marg,
Sion-Chunabhathi Road,
Mumbai - 400 022.

By Order of the Board

Dated : 14th August, 2009

S. C. Oberoi
(Director)

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
3. MEMBERS ARE REQUESTED TO NOTIFY TO THE COMPANY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS.
4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM FRIDAY THE 18TH SEPTEMBER, 2009 TO FRIDAY THE 25TH SEPTEMBER, 2009 (BOTH DAYS INCLUSIVE)

23rd Annual Report 2008 - 2009**DIRECTORS' REPORT****TO THE MEMBERS**

Ind-Agri Commerce Limited

Your Directors hereby present their Twenty Third Annual Report and Audited Accounts for the year ended 31st March, 2009.

1. FINANCIAL HIGHLIGHTS :

Particulars	2008-09 Rs.	2007-08 Rs.
Sales	22141629	35396841
Other Income	5514834	991554
Total Income	27656463	36388394
Profit Before Taxation	988845	3776961
Less: Provision For Taxation	382968	1496100
Net Profit For The Year	605877	2280861
Balance B/F From Last Year	5287478	3006617
Amount Carried To Balance Sheet	5893355	5287478

2. REVIEW OF OPERATIONS AND FUTURE PLANS:

During the year under review, the company has achieved the turnover of Rs. 2,21,41,629/- as against Rs. 3,53,96,841/- during the previous year. The profit before tax during the year was Rs. 9,88,845/- as against Rs. 37,76,961/- in the previous year. Barring unforeseen circumstances, the management is hopeful of achieving better results during the current year.

3. DIVIDEND :

Your Directors decided not to recommend any dividend in view of conserving the funds for the future business plans of the company.

4. DEPOSITS :

The Company accepted a fixed Deposit during the year. Which is not due for repayment.

5. DIRECTORS :

Mr. V. B. Rupani and Ms. S. B. Rupani retire by rotation and being eligible offer themselves for re-appointment as Directors.

6. DIRECTORS RESPONSIBILITY STATEMENT.

Your Directors state that :

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- while preparing the annual accounts the policies selected are consistent and the judgments and estimates applied are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year and of the financial results of the Company for the year ended on 31st March, 2009.
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and
- the directors have prepared the annual accounts on a going concern basis.

7. LISTING ON STOCK EXCHANGE :

Your Company's Shares are listed in Bombay Stock Exchange and Annual Listing Fee for the year 2009-2010 has been paid.

The ISIN code for company's Equity shares is INE115E01010.

IND-AGIV COMMERCE LTD.**8. PARTICULARS REGARDING****CONSERVATION OF ENERGY ETC :**

- a) Your Company did not carry out any significant activity during the year requiring disclosure of particulars regarding conservation of Energy and Technology absorption.

**b) Foreign Exchange Earning and Outgo :-
Total Foreign Exchange earned and used**

	Current Year	Previous Year
(i) Foreign Exchange earned	38,32,827	43,75,857
(ii) Foreign Exchange outgo (value of imports-goods for resale and other)	28,70,082	71,83,992
(iii) Traveling and Subscription	5,28,467	0

9. PARTICULARS OF EMPLOYEES :

The particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended have not been given as there were no employees in the company drawing remuneration in excess of the limits specified by the section.

10. AUDITORS' REPORT :

As regards the remarks in the Auditors' Report, please refer to the notes on Accounts on Schedule -15 which are self explanatory.

11. AUDITORS OF THE COMPANY,

The Auditors M/s. Rasiklal Shah & Associates. Resigned during the year and do not seek their re-appointment in the forthcoming Annual General Meeting. In place of them M/s. Shah & Bhosale, Chartered Accountant have been appointed as Auditors of the company till forthcoming Annual General Meeting and confirmed their eligibility and willingness to accept the office, if reappointed.

12. COMPLIANCE CERTIFICATE:

A Compliance Certificate from a Secretary in whole-time practice under Section 383A of the Companies Act, 1956 in respect of the Financial Year ended on 31st March, 2009 is attached hereto.

13. ACKNOWLEDGMENT :

The Directors would like to thank the Bankers and all others for their co-operation received during the year.

For and on behalf of the Board

**S. C. Oberoi
Director**

**K. D. Mulchandani
Director**

Registered Office :

85, V. N. Purav Marg,
Sion-Chunabhatti Road,
Mumbai - 400 022.

Date :- 14th August, 2009

23rd Annual Report 2008 - 2009

Compliance Certificate

To,
The Members,
IND-AGIV COMMERCE LTD.
(Co. No 11-39004)
85, V.N. Purav Marg,
Sion-Chunabhati Road,
Mumbai 400 022.

We have examined the registers, records, books and papers of **Ind-Agiv Commerce Ltd.** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies Maharashtra, Mumbai under the Act and the rules made thereunder.
3. The Company being a public limited company, comments that a private limited company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors met five times respectively on 26th April, 2008, 30th July, 2008, 16th August, 2008, 25th October, 2008 and 30th January, 2009 and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any board resolution by circulation.
5. The Company has closed its Register of Members from 20th September, 2008 to 27th September, 2008 (Both days inclusive) and necessary compliance of section 154 of the Act has been made as regards to advertisement in newspapers.
6. The Annual General Meeting for the financial year ended on 31st March, 2008 was held on 27th September, 2008 after giving due notice to the members and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The company has advanced loans as at 31st March, 2009 to a proprietary Concern of a director of the company.
9. The Company has complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
- 13 (i) a) The Company has not made any allotment of securities during the financial year.
b) The Company has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
(ii) The Company has not declared any dividend during the financial year.
(iii) There was no amount lying in the Books of Account in respect of unpaid dividend, application money due for refund, matured deposits; matured debentures and the interest accrued thereon which are due for transfer to the Investor Education and Protection Fund.

IND-AGIV COMMERCE LTD.

- (iv) The Company has complied with the requirements of Section 217 of the Act.
14. During the year there were no Directors appointed by the Board.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. As per the information provided by the officer of the Company, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There were no preference shares or debentures issued during the year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has accepted an unsecured loan falling within the purview of Section 58A of the Companies Act, 1956, without complying with the provisions regarding advertisement/filing of a statement in lieu of advertisement during the financial year.
24. The amount borrowed by the Company from Bank during the financial year ending 31st March, 2009 is within the borrowing limits of the company as per section 293(1)(d) of the Act.
25. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
26. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
29. The Company has not altered its Articles of Association during the financial year.
30. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
31. The Company has not received any money as security from its employees during the financial year.
32. The Company has not constituted Provident Fund for its employees and as such, the provisions of Section 418 of the Act are not applicable to the Company.

For P. S. Ramnath
(Company Secretaries)

Place : Mumbai
Dated : 14th August, 2009.

P. S. Ramnath
Proprietor
C. P. No. 4159