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L I M I T E D

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2003-2004
SEVENTY FIFTH ANNUAL REPORT

IVP LIMITED

75th Annual Report 2003-2004

REGISTERED OFFICE

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

FACTORIES

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

Golmuri, Jamshedpur - 831 003.

37-B, Adityapur Industrial Area,
Jamshedpur - 831 019.

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

A-7/2, MIDC Area, Chikalthana,
Aurangabad - 431 210.

D-19/D-20, MIDC Area,
Tarapur, Thane - 401 506.

DIRECTORS

A.R.J. ALLANA
A.B.K. DUBASH
DR. F.A. MEHTA
T. VIJAYARAGHAVAN
B. MALLIK
S.S. SAYED
S.N. BHATRI
S.B. JIJINA
FAISAL F. ALLANA
SHIRAZ A.R. ALLANA
T. K. GOWRISHANKAR

Chairman

*Managing Director
Secretary Director*

BANKERS

Bank of India, Mumbai.

Union Bank of India, Mumbai.

Bombay Mercantile Co-operative
Bank Limited, Mumbai.

Vijaya Bank, Mumbai.

AUDITORS

A.F. Ferguson & Co., Mumbai.

Registrar & Share Transfer Agents

Sharepro Services

Satam Estate, 3rd Floor, Above Bank of Baroda
Cardinal Gracious Road, Chakala,
Andheri (East), Mumbai - 400 099.

2003-2004

The Annual General Meeting will be held at 3.30 p.m. (S.T.) on Tuesday,
the 27th July, 2004 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**IVP LIMITED
NOTICE**

Notice is hereby given that the **SEVENTY FIFTH 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 - 400 001, on Tuesday, the 27th July, 2004 at 3.30 p.m. to transact, inter alia, the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2004, 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 Dividend.
3. To appoint a Director in place of Mr. A. R. J. Allana ,who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.A.B.K. Dubash, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Shiraz A.R.Allana , who retires by rotation, and being eligible, offers himself for re-appointment.
6. 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.

SPECIAL BUSINESS :

To consider and if thought fit, to pass with or without modification the following resolutions as **ORDINARY RESOLUTIONS**:

7. "RESOLVED THAT Mr. S. S. Sayed, who was re-appointed by the Board of Directors of the Company on 26th March, 2004 and who holds office up to the date of this Meeting, being eligible for appointment and in respect of whom Notice in writing under section 257 of the Companies Act, 1956 has been received by the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation".
8. "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, the appointment of Mr. S. S. Sayed as the Whole time Director of the Company, designated as Secretary Director for a period of two years with effect from 1st April, 2004 at the remuneration and on the terms and conditions as set out in the Agreement entered between the Company and Mr. S. S. Sayed, placed before this meeting, be and the same is hereby approved".

To consider and if thought fit, to pass with or without modification the following resolutions as **SPECIAL RESOLUTIONS**:

9. "RESOLVED THAT, Objects Clause at Sl.No.3 of the Memorandum of Association of the Company be altered by replacing the following clauses in place of present clause (iv-a)
- (iv-a) To carry on the business of and to act as, directly or through third parties or agents, manufacturers, buyers, sellers, dealers, both wholesale and retail, exporter, importer, chemist, druggists in pharmaceutical, medicinal, related chemical / industrial and other preparations, articles and compounds including through herbal and bio-tech processes, drugs, medicines and preparations and other related articles, including artificial limbs, bandages, crutches, chairs, stretcher, ambulances and other related supporting articles, applicable for various physical and mental handicap and ailments and providers of all requisites for hospitals, patients and invalids and also acquire by any possible means and methods any existing businesses, research work, patents, trade name / marks and other business interests operating in all these areas.

- (iv-aa) To carry on business as manufacturers of and dealers in chemicals disinfectants, fertilizers, salts, acids, colours, glues, gums, milk, cream and other food products, paints, pigments, varnishes, compositions, dyes and explosives, manufacturers of and dealers in all kinds of toilet requisites, and perfumes, manufacturers and dealers in all kinds of boxes and cases of card or wood or metal or otherwise, and as printers, colour printers, publishers and stationers and to carry on business of nursing, growing, trading in flowers and other horticultural products, collectors of flowers and perform producing vegetation”.
10. “RESOLVED THAT, pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval is hereby accorded to the Company for commencing and undertaking the business as enumerated in the newly introduced sub-clause (iv-a) of the Objects Clause at Sl.No.3 of Memorandum of Association of the Company”.

By Order of the Board of Directors

Dated, 3rd June, 2004.

Registered Office :

Shashikant N. Redij Marg,

Ghorupdeo,

Mumbai - 400 033.

A.R.J. ALLANA
Chairman



IVP LIMITED**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 the 12th July, 2004 to Saturday the 17th day of July, 2004.
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 17th July, 2004. 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. An explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 setting out the material facts in respect of the special business under item No. 7 to 10 is annexed hereto.
6. 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"** (IEP) set up by the Central Government. Members who have not encashed their dividend warrants for the year 1996-97 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 :-

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming unpaid Dividend	Due Date for transfer to IEP fund.
31.03.1997	19.08.1997	18.08.2004	17.09.2004
31.03.1998	12.08.1998	11.08.2005	10.09.2005
31.03.1999	21.07.1999	20.07.2006	19.08.2006
31.03.2000	31.03.2000	30.03.2007	29.04.2007
31.03.2001	23.08.2001	22.08.2008	21.09.2008
31.03.2002	12.08.2002	11.08.2009	10.09.2009
31.03.2003	12.08.2003	11.08.2010	10.09.2010

7. 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.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item. Nos.7 & 8.

Mr. S. S. Sayed was reappointed as the Whole time Director and Company Secretary of the company by the Board of Directors on 26th March, 2004. According to the provisions of section 260 of the Companies Act, 1956, Mr. Sayed holds office up to the date of this meeting. A notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Mr. Sayed for the office of Director. The required deposit of Rs. 500/- has also been received.

Mr. S. S. Sayed is having varied professional experience of more than 21 years. He is a Law Graduate and is also a member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He joined the Company in 1995 as Company Secretary and through his professional abilities and overall performance was elevated to the post of Secretary Director for a term of 5 years with effect from 1st April, 1997 to 31st March, 2002 and was re-appointed for a further period of 2 years from 1st April, 2002. The Board of Directors of the Company (hereinafter referred to as the "Board") has reappointed Mr. S. S. Sayed as a Whole time Director (Designated as Secretary Director) of the Company for a further period of two years effective from 1st April, 2004, subject to the approval of the members of the company. The Board has no hesitation in commending his reappointment.

The material provisions of the Agreement relating to Mr. S. S. Sayed's appointment referred to in the resolution at item 8 of the Notice are as under:

1. Period of Appointment : 2 years with effect from 1st April, 2004.
2. Mr. S. S. Sayed may be entrusted with substantial powers of management and to Perform such duties as may from time to time be entrusted to him subject to the supervision and control of the Board of Directors.
3. Remuneration

By way of Salary, Commission on profits, performance linked incentives or bonus (hereinafter referred to as "remuneration") a maximum of Rs. 6.00 Lakhs per annum.

In addition to the above remuneration, he shall also be entitled to Perquisites like furnished /non furnished accommodation or House Rent Allowance, gas, electricity, water, medical reimbursement, Leave travel concession for self and family, club fees, medical insurance, personal accident Insurance, company maintained car, telephone and such other perquisites in accordance with the Rules of the Company. The monetary value of such perquisite to be determined in accordance with the Income tax Rules, 1962, or as framed from time to time, such perquisites being restricted to Rs. 3.00 Lakhs per annum.

Company's contribution to Provident Fund and Superannuation Fund, gratuity payment as per Company's rules and encashment of leave at the end of tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

In the event of absence or inadequacy of profits in any financial year, the above remuneration shall be payable to him as minimum remuneration provided the same is within the limits prescribed in Section II, Part II of Schedule XIII of the Companies Act, 1956.

4. The appointment may be terminated by either party giving to the other three months notice.
5. Mr. Sayed not to supplement his earning by way of buying or selling commission or otherwise concerned in any selling agency of the Company without necessary prior approval.

Pursuant to provisions of Section 302 of the Companies Act, 1956, members have already been informed vide circular dated March 26, 2004 of the Board decision, regarding reappointment and remuneration payable to Mr. Sayed.

None of the Directors, except Mr. Sayed, is concerned or interested in the Resolution at item No. 7 and 8.

IVP LIMITED

Item Nos. 9 & 10

The Special Resolutions at the Items 9 & 10 of the Notice require shareholders approval to an amendment to the Object Clause of the Company.

Clause (iv-a) which presently covers pharmaceutical and other businesses is sought to be amended by replacing the clause by two independent clauses renumbered as (iv-a) & (iv-aa) that will separately deal with pharmaceutical business and other businesses, that the Company is entitled to undertake as per Object Clause of the Memorandum.

The separate paragraphs are intended to provide more appropriate drafting of the respective business areas, keeping in view the scope of the pharmaceutical business and its related areas and transactions. The redrafting is proposed so as to remain in preparedness for any possible opportunity for your company to enter into pharmaceutical and its related businesses in the light of the changing industrial, social and economic scenario, to maximize the profits and benefits by putting to optimal use the financial and managerial strengths and the capabilities that your Company possess.

The amendment is in pursuance of the requirement of Sec.13 & 17 of the Companies Act, 1956.

In compliance with the Sec.149(2A) of the Companies Act, 1956, items 9 & 10 of the Notice require shareholders to pass Special Resolutions in relation to pharmaceutical business under the amended Object Clause (iv-a)

The Board of Directors recommends the passing of the Special Resolutions at Items 9 & 10 of the Notice which are intended to meet the objectives as elaborated above.

None of the Directors, is concerned or interested in the Resolution at item No. 9 and 10.

Inspection of Documents

The Agreement mentioned at item 8 will be available for inspection by the members at the Registered office of the Company on all working days, except Saturdays, Sundays, and other public holidays, between 11.00 a. m. and 1.00 p.m. up to the date of the Annual General Meeting.

By Order of the Board of Directors

Dated, 3rd June, 2004.

Registered Office :

Shashikant N. Redij Marg,

Ghorupdeo,

Mumbai - 400 033.

A.R.J. ALLANA
Chairman

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting to you the 75th Annual Report of the Company and the Audited Statement of Accounts for the year ended 31st March, 2004.

	(Rupees in lakhs)	(Rupees in lakhs)
I. FINANCIAL RESULTS :	2003-2004	2002-2003
Gross Sales and other income	36019	36365
Gross Profit before depreciation	1104	1232
Less : Depreciation	160	160
Provisions for tax	282	422
Profit after depreciation and tax	662	650
Add : Opening balance of Profit and Loss Account	929	635
PROFIT AVAILABLE FOR APPROPRIATIONS	1591	1285
APPROPRIATIONS :		
Dividend	227	227
Dividend Tax	29	29
Transfer to General Reserve	100	100
Balance retained in Profit & Loss Account	1235	929
	1591	1285

II. PERFORMANCE FOR THE YEAR :

During the year the Company achieved a turnover of Rs. 360 Crores, which was almost the same as in the Year 2002-2003.

The Net Profit is Rs. 662 lakhs compared to Rs. 650 lakhs in the previous year.

The above results have been achieved by the Company despite pressure on margins in the edible oils division.

III. DIVIDEND :

Your Directors have recommended a tax free dividend of 22% same as in the previous year. The total dividend outgo including tax will be Rs. 2.56 Crores.

IV. INSURANCE :

All fixed assets of the Company are adequately insured.

V. FIXED DEPOSITS :

Amount outstanding under the Fixed Deposit / Loan Scheme as at end of March, 2004 was Rs. 2.06 Lacs representing unclaimed deposits, of these deposits amounting to Rs. 0.88 Lacs have since been renewed / repaid.

IVP LIMITED

VI. CORPORATE GOVERNANCE :

Your Company attaches considerable importance to good Corporate Governance and aspire to build investor confidence, to maximise shareholders long-term value and improved investor's protection. Pursuant to clause 49 of the listing Agreement with Stock Exchanges a compliance report on Corporate Governance has been annexed as part of the Annual Report.

VII. DIRECTORATE :

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

Mr. S.S. Sayed, was re-appointed as a whole Time Director and Company secretary designated as Secretary Director from 1st April, 2004. The Company has received notice under section 257 of the Companies Act, 1956 proposing his appointment as a Director, and not subject to retirement by rotation.

VIII. STAFF :

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

Sr.No.	Name of Employees	Total Service	Remarks
1.	Mr. B. K. Pawar	32 Years	Retired
2.	Mr. S.S. Muzumdar	38 Years	Retired
3.	Mr. C. Thumbhanath	38 Years	Retired
4.	Mr. M. M. Jadhav	40 Years	Retired
5.	Mr. D.G. Shitole	25 Years	Retired
6.	Mr. R.G. Kamble	34 Years	Retired
7.	Mr. S.M. Kutty	38 Years	Retired
8.	Mr. D.G. Patel	37 Years	Retired
9.	Mr. K.S. Rawool	34 Years	Retired
10.	Mr. S.V. Parab	34 Years	Retired
11.	Mr. D.R. Samant	29 Years	Retired
12.	Mr. Vijay Parab	20 Years	Retired
13.	Mr. S.K. Rai	18 Years	Expired

IX. LABOUR RELATIONS :

Labour Relations continued to be satisfactory during the year.

X. AUDITORS :

The Auditors, M/s. A.F. Ferguson & Co., retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

XI. 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 their best knowledge :

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them Consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- iii. The Directors had taken proper and sufficient care 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;
- iv. The Directors had prepared the annual accounts on a going concern Basis.

XII. APPOINTMENT OF COST AUDITORS :

The Company is required to maintain Cost records in respect of Vanaspati manufactured. M/s. N.I. Mehta & Co., Cost Auditors have been appointed for the year ended 31st March, 2005.

XIII. 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 Director's Report is given in Annexure I to this Report. The employee listed in Annexure I is neither a relative of any Director of the Company nor hold (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 (Disclosures of Particulars in the Report of the Board of Directors) Rules 1988, is given in the Annexure II forming part of the Report.

XIV. ACKNOWLEDGEMENTS :

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

Dated, 3rd June, 2004.

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

By order of the Board of Directors.

A.R.J. 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 DIRECTOR'S REPORT

Sr. No.	Name	Age (Years)	Designation	Gross Remuneration (Rs.)	Qualification	Experience (Years)	Date of Commencement of Employment	Last Employment Held
1.	MALLIK B.	54	Managing Director	Rs. 40,92,700/-	B.Tech (Hons.), PGDM (IIMA)	31	01.04.1987	Allana Oil Mills (Chief Executive)