



**93rd Annual Report
2021-22**

Accelerating Sustainable Growth

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COMPANY INFORMATION

Board of Directors Chairman - Non Executive

T. K. Gowrishankar

Key Managerial Personnel Whole Time Director & Chief Executive Officer

Mandar P. Joshi

Whole Time Director & Chief Executive Officer

Mandar P. Joshi

Chief Financial Officer

Rakesh Joshi

Independent Directors

Amin H. Manekia
Mala Tadarwal (From 11.06.2021)
Nina D. Kapadia (Up to 11.06.2021)
Ranjeev Lodha (From 28.07.2021)
Sajid M. Fazalbhoy (Up to 11.11.2021)

Company Secretary

Nisha Kantirao

Non-Executive & Non-Independent Directors

Priya Ranjan (Up to 28.07.2021)
Anwar Chauhan (From 11.11.2021)

Bankers

Union Bank of India
Bank of Baroda (Erstwhile Vijaya Bank)
HDFC Bank Limited
Bank of Bahrain and Kuwait
Kotak Mahindra Bank Limited
Bank of India
Standard Chartered Bank

Registered Office and Corporate Office

Shashikant N. Redij Marg, Ghorupdeo,
Mumbai - 400 033.
CIN: L74999MH1929PLC001503
Website: www.ivpindia.com
Tel.: 022-35075360
Email: ivpsecretarial@ivpindia.com

Auditors

Rajendra & Co., Chartered Accountants

Factories

D-19/20, MIDC Area Tarapur, Dist. Palghar,
Boisar - 401 506.

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

Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083. Phone: 022-49186270.

SOCIAL INITIATIVES

Education:

Your Company believes that Education determines the quality of an individual's life. It improves one's knowledge, skills and develops the personality and attitude. It is the tool that breaks down all barriers. It is part of the foundation of all progress and growth, both as an individual and as a society.

Your Company continued its support towards empowering education in the communities around the Company, by providing basic infrastructure facilities in various schools for creating a better environment for students.

CSR projects for the year 2021-22:

Construction of Library room in Seva Ashram School, Boisar, Palghar:

During the year under review, your Company has contributed towards providing infrastructure development in the School situated near the Factory of the Company.

Your Company has contributed towards construction of Library room in Seva Ashram School, Boisar, Palghar.



Library constructed in Seva Ashram School

Acknowledgement from Seva Ashram School, Boisar, Palghar:

"We are very thankful to IVP Limited for providing Library room. This Library room will be very useful for the students and teachers of the School. We believe that Library is the soul of the School and books are an effective tool for enriching fellow students. Words will fall short to express our gratitude towards the valuable work done by your Company for the needy students of our School. We thank the Company on behalf of the School and the Trust.

We wish your organization a great success for years and years ahead."



Seva Ashram School

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting to you the 93rd Annual Report together with the Audited Financial Statements for the year ended 31st March, 2022.

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	2021-22	2020-21
Revenue from Operations	55,658	28,968
Other Income (Net)	342	244
Total Income	56,000	29,212
Expenses		
Operating expenditure	53,153	28,038
Depreciation and amortization expenses	512	506
Total Expenses	53,665	28,544
Profit before Tax	2,335	668
Tax Expenses		
Current Tax	330	-
Deferred Tax	242	218
Total Tax Expenses	572	218
Profit for the year	1,763	450
Opening balance of Retained Earnings	3,424	2,995
Other Comprehensive Income (Net of Tax)		
Remeasurement loss on defined benefit plans	(109)	(21)
Amount available for appropriation	5,078	3,424
Appropriations		
Dividend on Equity Shares	103	-
Closing balance of retained earnings	4,975	3,424

PERFORMANCE FOR THE YEAR:

The Company achieved revenue from operations of ₹55,658 Lakhs during the current year as against ₹28,968 Lakhs during the previous year. Profit after tax for the current year was ₹1,763 Lakhs as compared to Profit after tax of ₹450 Lakhs in the previous year.

The Company's performance has been discussed in detail in the "Management Discussion and Analysis Report" which forms a part of this report.

DIVIDEND:

The Directors have recommended a Dividend of ₹1.5 per Equity Share of ₹10 each, out of the current year's profit, on 1,03,26,263 Equity Shares of ₹10 each amounting to ₹155 Lakhs. The final dividend on Equity Shares, if approved by the Members, would involve a cash outflow of ₹155 Lakhs.

TRANSFER TO RESERVES:

The Directors have decided to retain the entire amount of ₹4,975 Lakhs in the retained earnings.

CAPITAL EXPENDITURE:

The total Capital Expenditure incurred during the year was ₹325 Lakhs, spent on Factory Buildings, Plant & Machineries and on Information Technology.

STATE OF COMPANY'S AFFAIRS:

During the financial year 2021-22, the Company focused on capacity utilisation and sales growth. Technological improvements have been undertaken at plants to reduce manual efforts and improve safety standards. The Company has also initiated the use of e-procurement tools and further upgraded the existing cloud-based ERP system with a thrust on digitization and IT infrastructure to further enhance the "work from anywhere" capabilities of the support staff. The Company remained focused on its long term vision throughout the year and achieved sales growth and better capacity utilisation. The Company uses operational excellence tools to standardize its processes and activities and ensure efficient systems.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management Discussion and Analysis Report is enclosed as a part of this report.

CORPORATE GOVERNANCE REPORT:

The Company has taken adequate steps to adhere to all the stipulations laid down in the Listing Regulations.

A report on Corporate Governance and Certificate from M/s. Amit Jaste & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulations are included as a part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mrs. Mala Tadarwal (DIN: 06933515) was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors at their Meeting held on 11th June, 2021 based on the recommendation of the Nomination and Remuneration Committee. Subsequently, she was appointed as an Independent Director of the Company for a term of 5 (five) years w.e.f. 11th June, 2021 to 10th June, 2026 at the 92nd Annual General Meeting (AGM) held on 28th July, 2021.

Mr. Ranjeev Lodha (DIN: 07478890) was appointed as an Additional Director (Non-Executive & Independent) of the Company on 28th July, 2021 to hold office upto the date of ensuing AGM. Based on the recommendation of the Nomination and Remuneration Committee, it is proposed to recommend to the Shareholders the appointment of Mr. Ranjeev Lodha as an Independent Director for a term of 5 (five) years w.e.f. 28th July, 2021 to 27th July, 2026 at the ensuing AGM.

Mr. Anwar Chauhan (DIN: 00322114) was appointed as an Additional Director (Non-Executive & Non-Independent) of the Company on 11th November, 2021 to hold office upto the date of ensuing AGM. Based on the recommendation of the Nomination and Remuneration Committee, it is proposed to recommend to the Shareholders the appointment of Mr. Anwar Chauhan as a Director at the ensuing AGM.

Mr. T. K. Gowrishankar (DIN: 00847357) Chairman and Non-Executive, Non-Independent Director, retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking Shareholders' approval for his re-appointment forms part of the Notice.

The term of Mr. Mandar P. Joshi (DIN: 07526430) as Whole Time Director and Chief Executive Officer is up to 31st July, 2022. The Board of Directors on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Mandar P. Joshi as a Whole Time Director and Chief Executive Officer of the Company for a further period of 3 (three) years w.e.f. 1st August, 2022, subject to approval of Shareholders. A resolution seeking Shareholders' approval for his re-appointment forms a part of the Notice.

Additional information, pursuant to Regulations 36(3) of the Listing Regulations, in respect of the Directors seeking appointment/re-appointment in AGM, forms a part of the Notice.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013 ("the Act") and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Ms. Nina D. Kapadia (DIN: 06948701) resigned w.e.f. 11th June, 2021 as an Independent Director and Mr. Priya Ranjan (DIN: 08065588) resigned w.e.f. 28th July, 2021 as Director (Non-Executive & Non-Independent) due to their work related pre-occupations and other personal responsibilities and Mr. Sajid M. Fazalbhoj resigned w.e.f. 11th November, 2021 as an Independent Director due to his other professional commitments. The disclosures for the aforesaid resignations are

available at <http://www.ivpindia.com/announcements.php> The Board places on record its appreciation for the contribution made by them as Directors of the Company.

During the year under review, there were no changes in the Key Managerial Personnel of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2022 are:

Mr. Mandar P. Joshi - Whole Time Director and Chief Executive Officer, Mr. Rakesh Joshi - Chief Financial Officer and Mrs. Nisha Kantirao - Company Secretary.

DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have completed the registration with the Independent Directors Databank.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Act, in relation to the Audited Financial Statements of the Company for the year ended 31st March, 2022, the Board of Directors hereby confirms that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed and there are no material departures;
- b) they 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 31st March, 2022 and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial control procedures commensurate with its size and the nature of business.

The Company has appointed an Internal Auditor who periodically conducts audit of the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for the inefficiency or inadequacy of such controls.

The Audit Committee of the Board of Directors approves the annual internal audit plan and periodically reviews the progress of audits as per approved audit plans.

NUMBER OF MEETINGS OF THE BOARD:

The Board met four times during the Financial Year 2021-22. The details of which are given in the Corporate Governance Report which forms part of this Annual Report.

BOARD EVALUATION:

The Board of Directors have carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and in accordance with the requirements prescribed under the Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, contribution at the meetings, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January, 2017.

In a separate meeting of Independent Directors:

- i) Performance of Non-Independent Directors and the Board as a whole was evaluated;
- ii) Performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Director was evaluated;
- iii) The quality, quantity and timeliness of flow of information between the Company Management and the Board that was necessary for the Board to effectively and reasonably perform their duties was evaluated.

The same was discussed in the Board Meeting held subsequently to the meeting of the Independent Directors. The performance of the Board, its Committees and of individual Directors was also reviewed by the Board. The performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

COMPANY'S POLICY ON NOMINATION, REMUNERATION, BOARD DIVERSITY AND EVALUATION:

In terms of the applicable provisions of the Act, read with the Rules made thereunder and the Listing Regulations, the Company has formulated a Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other Employees, Board Diversity and Evaluation of Directors. The salient features/terms of reference of the aforesaid policy as provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of this report. The Nomination and Remuneration Policy can be accessed on the website of the Company at www.ivpindia.com

AUDIT COMMITTEE:

The details pertaining to the composition of the Audit Committee has been provided in the Corporate Governance Report, which forms part of this report.

AUDITORS:

i) Statutory Auditors:

M/s. Rajendra & Co., Chartered Accountants (Firm Registration No.: 108355W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 92nd AGM of the Company to hold office till 97th AGM to be held in the year 2026.

The report of the Statutory Auditors along with notes to schedules is a part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

ii) Cost Auditors:

M/s. Hemant Shah & Associates, Cost Accountants, were appointed by the Board of Directors as the Cost Auditors for auditing the Cost Accounts of the Company for the year ended 31st March, 2023.

The remuneration as fixed by the Board of Directors is required to be ratified by the Members at the ensuing AGM of the Company.

The Board of Directors recommends the ratification of the Cost Auditor's remuneration at the ensuing AGM.

The Cost Audit Report does not contain any qualification, reservation or adverse remark.

iii) Secretarial Auditors:

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. A. A. Mulla & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as Annexure - A to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in Annexure - B to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Members are requested to take a note that as per provisions of Section 135 of the Act and Rules made thereunder, the Company had no obligation to incur expenditure on CSR activities during the financial year 2021-22. However, in order to continue to promote education by infrastructure development and providing basic amenities in schools identified by the Company, the Company spent ₹9,94,401/- (Rupees Nine Lakhs Ninety-Four Thousand Four Hundred and One Only) for construction of Library room at Seva Ashram School, Boisar during F.Y. 2021-22 which can be set off against the requirements of CSR expenditure up to immediate succeeding three financial years.

The salient features/terms of reference along with details of the composition of the Corporate Social Responsibility Committee, the brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Corporate Governance Report which forms part of this Annual Report.

The content of the CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee is available on the website of the Company at www.ivpindia.com

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2022, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in Annexure - C to this report.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177(9) & (10) of the Act and Regulation 22 of the Listing Regulations, a Vigil Mechanism for Directors and Employees to report genuine concerns/grievances has been established. The Vigil Mechanism and Whistle Blower Policy as approved by the Board of Directors is available on the website of the Company at www.ivpindia.com

RELATED PARTY TRANSACTIONS:

All transactions with related parties entered into during the Financial Year 2021-22 were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the Rules made thereunder. There were no transactions which were material (considering the materiality thresholds prescribed under the Act and Regulation 23 of the Listing Regulations). Accordingly, no disclosure is made in respect of the Related Party Transactions in the prescribed Form AOC-2 in terms of Section 134 of the Act and Rules made thereunder.

There are no materially significant related party transactions that may have potential conflict with interest of the Company at large. There were no transactions of the Company with any person or entity belonging to the Promoter(s)/Promoter(s) Group which individually holds 10% or more shareholding in the Company.

The details of the related party transactions are set out in notes to the Financial Statements.

All transactions with related parties are placed before the Audit Committee for approval. An omnibus approval of the Audit Committee is obtained for the Related Party Transactions which are repetitive in nature. The Audit Committee reviews all transactions entered into pursuant to the omnibus approvals so granted on a quarterly basis. A statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors is available on the website of the Company at www.ivpindia.com

HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company continues to be the Subsidiary Company of Allana Exports Private Limited together with other subsidiary companies. The Company does not have any Subsidiaries, Associates or Joint Venture Companies.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Act and the Rules framed thereunder, the Annual Return for the Financial Year ended 31st March, 2022 is available on the website of the Company at www.ivpindia.com

REMUNERATION OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is given in the Annexure - D to this report.

Details of employees remuneration as required under Section 197 of the Act and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours and shall be made available to any shareholder on their request.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The information on Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act is not applicable as no such Loans, Guarantees have been given or Investments have been made by the Company.

RISK MANAGEMENT:

The Company has Risk Management Policy to mitigate the risks. The Company manages and monitors the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Independent Chartered Accountant appointed by the Company prepares quarterly risk analysis reports which are reviewed and discussed at the Audit Committee.

INSURANCE:

All assets of the Company are adequately insured.

EMPLOYEES' RELATIONS:

Employees relations continued to remain cordial and satisfactory during the financial year. The total number of permanent employees as on 31st March, 2022 was 194.

SEXUAL HARASSMENT AT WORKPLACE:

The Company has formulated a Policy on prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder which is aimed at providing every woman at the workplace a safe, secure and dignified work environment.

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, including constitution of the Sexual Harassment Committee i.e. Internal Complaints Committee.

No. of complaints filed during Financial Year 2021-22	:	NIL
No. of complaints disposed off during Financial Year 2021-22	:	NA
No. of complaints pending as on 31 st March, 2022	:	NA

SECRETARIAL STANDARDS:

The Company has complied with all the applicable provisions of Secretarial Standard - 1 and Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India.