

*38th
Annual Report & Accounts
2011-12*



VIPPY INDUSTRIES LTD.

An ISO 9001:2008 Certified Company

**VIPPY INDUSTRIES LTD.***An ISO 9001:2008 Certified Company**38th Annual Report & Accounts 2011-12***Board of Directors**

: Shri Rahul Mutha (Managing Director)
Shri Praneet Mutha (Executive Director)
Dr. K. Savagaon
Shri Sajeve Deora
Dr. Shailendra Karnawat

Auditors

: M/s. Sodani & Company
Chartered Accountants

Cost Auditors

: M. Goyal & Company

Company Secretary

: Shri Prakash Chakrawarti

Registered Office

: 28 , Industrial Area,
A.B. Road,
Dewas- 455001 (M.P.)
Phone: 07272-258545, 6 Fax: 07272-258552

Works Office

: 28, 29 & 30 Industrial Area,
A.B. Road, Dewas -455001 (M.P.)
Phone: 07272-258545,6 Fax: 07272-258552

Registrar & Share Transfer Agent

: Ankit Consultancy Pvt. Ltd.
60, Electronic Complex,
Pardeshipura, Indore (M.P.)-452010
Ph. 0731-3198601-602 ,2551745-46
Fax.0731- 4065798

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**NOTICE**

Notice is hereby given that the 38th Annual General Meeting of the Company will be held on Saturday, 29th day of September, 2012 at 2.00 p.m. at the Registered Office of the Company situated at 28, Industrial Area, A. B. Road, Dewas-455001 (M. P.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2012 and the Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Praneet Mutha who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. K. Savagoan who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution relating to re- appointment of the Auditors of the Company :

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. Sodani & Co., Chartered Accountants (Firm Registration No. 000880C), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to do Statutory Audit of the Company's accounts including its branch office for the Financial Year 2012-13 on a remuneration as may be fixed by the Board of Directors of the Company and that be paid, in addition, out of pocket and/or travelling expenses as may incur in carrying out their duties as such Auditors.”

SPECIAL BUSINESS

5. To Consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT Dr. Shailendra Karnawat, who was appointed as an Additional Director of the Company by the Board of Directors and who hold office upto the date of this Annual General Meeting of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 and Article 93(a) of the Articles of Association of the Company, and in respect of whom the Company has received notice in writing from a member of the Company, expressing his intention of proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

6. To Consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT the members of the company hereby accorded their approval to the re-appointment of Shri Praneet Mutha as a Whole Time Director designated as Executive Director of the Company for a period of 2 years with effect from 1st, April 2012 on the remuneration and terms and conditions mentioned in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the remuneration as set out in the enclosed explanatory statement be paid as minimum remuneration to Shri Praneet Mutha.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the board may deem fit.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper.

By Order of the Board
For Vippy Industries Ltd.

Dewas
26th May, 2012

Prakash Chakrawarti
Company Secretary

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
2. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
3. An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, relating to special business to be transacted at the meeting is annexed hereto.
4. The register of members and share transfer books will remain closed from Saturday, 22nd September, 2012 to Saturday, 29th September, 2012 (both days inclusive) for the purpose of Annual General Meeting.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting, so that, the answers may be made available at the meeting.
6. Members are requested to notify immediately any change of address to their Depository Participant (DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452010, in respect of their physical share folio, if any.
7. The members, who are still holding the Company's equity shares in physical form and have not converted their shareholding in dematerialized form, are once again requested to convert their equity shares from physical form to dematerialized form.
8. Members/proxies who wish to attend the meeting are requested to bring the enclosed attendance slip duly filled and deliver the same at the entrance of the Meeting Hall.
9. Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
10. Members who are holding Company's share in dematerialised form are requested to bring details of their DP and client ID number for identification.
11. Brief profile of Directors seeking appointment/re-appointment in ensuing Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report.

EXPLANATORY STATEMENT

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

Item No. 5

The Board of Directors of the Company has appointed Dr. Shailendra Karnawat as Additional Director of the Company in their Meetings held on February 07, 2012.

In accordance with section 260 of the Companies Act, 1956 and Article 93(a) of the Articles of the Company, Dr. Shailendra Karnawat would hold office upto the date of this Annual General Meeting.

The Company has received notice in writing from member under section 257 of the Companies Act, 1956 signifying their intention to propose Dr. Shailendra Karnawat as candidature for the office of Director together with requisite deposit as required by law.

Dr. Shailendra Karnawat may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board of Directors recommends the said resolutions for your approval by way of ordinary resolution.

Item No. 6

Shri Praneet Mutha was appointed as the Whole Time Director designated as Executive Director w.e.f. 01.04.2010 for the period of 2 years and the members of the Company at their 36th Annual General Meeting held on 30.09.2010 have accorded their approval. His tenure expired on 31st March, 2012. After considering the present scenario, size and nature of operations of the Company and wide experience and knowledge of Shri Praneet Mutha in the soya extraction industry, the Remuneration Committee approved the terms, conditions including remuneration and recommended to the Board of Directors for the re-appointment of Shri Praneet Mutha as the Whole Time Director designated Executive Director w.e.f. 01st April, 2012 for the further period of 2 years. The Board of Directors at their meeting held on 31.03.2012, subject to approval of Central Government, if required, and the shareholders in ensuing annual general meeting, approved his re-appointment as a Whole Time Director designated as Executive Director w.e.f. 01.04.2012 for the period of 2 years on the following terms and conditions :



- a) Basic Salary: ₹ 2,00,000/- (Rupees Two Lacs) per month in the scale of ₹ 2,00,000/- ₹ 50,000/- ₹ 2,50,000/-.
- b) Expenditure incurred by the Executive Director on Water & Electricity at residence will be provided by the company and shall be valued as per the Income Tax Rules 1962.
- c) Leave Travel Concession: Reimbursement once in a year subject to maximum of one month's Salary.
- d) Medical Allowance: Reimbursement during the year subject to a ceiling of one month's salary.
- e) Contribution to provident fund to the extent not taxable under the Income Tax Act.
- f) Gratuity at the rate of half a month's salary for each completed year of service.
- g) Payment of Club Fees subject to a maximum of two clubs excluding life membership fees.
- h) Free Telephone and mobile facility at residence for official use.
- i) Free use of one car with driver for official use.
- j) Payment of annual premium for personal accident insurance subject to maximum of ₹ 25,000/- per annum.
- k) Payment of annual premium for medical insurance for self & his family subject to maximum of ₹ 1,00,000/- per annum.

Note: Sitting fees will not be paid for attending meetings of the Board of Directors or Committee thereof.

In accordance with section 269 and Schedule XIII of the Companies Act, 1956 and all other applicable provisions, if any, the said appointment is required to be approved by the members of the Company. Re-appointment of Shri Praneet Mutha as Whole Time Director designated as Executive Director is made in compliance of provisions of section 269 read with and Schedule XIII of the Companies Act, 1956 and his remuneration is within limit prescribed in the Schedule XIII of the Companies Act, 1956. Therefore approval of Central Government is not required.

The notice and explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Shri Praneet Mutha, as required under section 302 of the Companies Act, 1956.

Shri Praneet Mutha may be deemed to be concerned or interested in the resolution relating to his respective re-appointment.

The Board of Directors recommends the said resolutions for your approval by way of ordinary resolution.

By Order of the Board
For Vippy Industries Ltd.

Dewas
26th May, 2012

Prakash Chakrawarti
Company Secretary

**DIRECTORS' REPORT**

Dear Members,

The Directors of the Company are pleased to present the 38th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS

The summary of the financial highlights for the financial year ended 31st March, 2012 are given hereunder:

(₹ In Crores)

Particulars	For the year Ended 31 st March, 2012	For the year Ended 31 st March, 2011
Income		
Revenue from Operations	970.34	764.74
Other Income	3.49	2.19
Total Revenue	973.83	766.93
Profit before finance cost, depreciation & amortization & tax	25.08	21.90
Finance Costs	1.39	2.04
Depreciation and amortization expenses	4.03	3.90
Profit before Tax	19.66	15.96
Less: Tax Expenses		
Current Tax	3.99	3.30
Deferred Tax	-	-
Profit/(loss) for the period	15.67	12.66
Earning per equity share		
Basic & Diluted	0.98	0.79

OPERATIONAL REVIEW

During the year under review, your Company achieved a turnover of ₹ 973.83 Crores as against ₹ 766.93 Crores in the previous year, representing an increase of 26.98 %. The Profit before Tax of ₹ 19.66 Crores during the year 2011-12 was higher by 23.18 % as against ₹ 15.96 Crores in the previous year. The Profit after tax of ₹ 15.67 Crores during the year 2011-12 was higher by 23.78 % as against ₹ 12.66 Crores in the previous year.

DIVIDEND

With a view of conserving the resources, your Directors do not recommended any dividend for the year under review.

DIRECTORS

Dr. Shailendra Karanwat has been appointed as the Additional Director on the Board of your Company with effect from February 07, 2012. As per the provisions of section 260 of the Companies Act, 1956 Dr. Shailendra Karanwat will hold office upto the date of the ensuing Annual General Meeting of the Company.

Your Company has received the notice under section 257 of the Companies Act, 1956 together with the requisite deposits from the shareholder, in respect of Dr. Shailendra Karanwat, proposing his appointment as the Director on the Board of the Company.

Shri Praneet Mutha has been re-appointed as a Whole Time Director designated as Executive Director w.e.f. 01.04.2012 for the period of 2 years subject to approval of Central Government, if required, and Shareholders in the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956 and the Article of Association of the Company, Shri Praneet Mutha & Dr. K. Savagaon retires by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for the reappointment at the ensuing Annual General Meeting of the Company.

Brief profile of Directors seeking appointment/re-appointment in ensuing Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report.

**PARTICULARS OF EMPLOYEES**

Since no employee is receiving remuneration in excess of the limit specified under the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975 (as amended), statement of particulars of the employees do not form part of the report.

CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The Statement pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the report of Board of Directors) Rules, 1988 are given in the Annexure –A, forming part of this report.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public pursuant to Section 58A of the Companies Act, 1956 and rules made there under.

INSURANCE

The Company's buildings, plant and machinery, stocks, stores and spares are adequately insured against various risks.

ENVIRONMENT, POLLUTION CONTROL MEASURES & SAFETY

Your Company gives importance to pollution control and environment protection and efforts are made at each stage of manufacture to maximize recovery, conserve water and to minimize effluents and emissions. Your company has complied with various emission standards and other environmental requirements as per pollution control norms, and company provides all types of safety to employees of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Director's affirm that the audited accounts containing the financial statements for the Financial Year 2011-12 are in conformity with the requirements of the Companies Act, 1956. They believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations.

Pursuant to sub section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby confirms that :

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at end of the financial year and of the profit /loss of the Company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of Listing Agreement with Bombay Stock Exchange Ltd., a detailed Report on Corporate Governance is included in the Annual Report. A Practicing Company Secretary's Certificate certifying the Company's compliance with the requirements of Corporate Governance in relation to clause 49 of the Listing Agreement is attached with the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Bombay Exchange Ltd, Mumbai, is presented in a separate section forming part of the Annual Report.

IMPLEMENTATION OF REHABILITATION SCHEME SANCTIONED BY HON'BLE BIFR

As the Members are aware, the Board for Industrial and Financial Reconstruction (BIFR) had, vide its Order dated 04/10/2007, sanctioned a rehabilitation scheme of the Company.

The said Sanctioned Scheme is presently under implementation.



The Company has filed two separate Writ Petitions under Article 226 of the Constitution of India before Hon'ble High Court of M.P in the year 2008 & 2010 respectively viz:

(a) Firstly for issuing direction to Assistant Commissioner of Commercial Tax & others, to comply with the terms of the scheme framed by the Hon'ble BIFR for revival of the company and stay was granted from recovery of the tax by Hon'ble High Court.

(b) Secondly to seek a direction against the State of Madhya Pradesh for complying with the reliefs and concession as contemplated by directions of Hon'ble BIFR contained in the rehabilitation scheme.

Both petitions are pending before Hon'ble High Court.

The Commissioner, Commercial Tax filed appeal before Hon'ble AAIFR against the direction as issued in para 10 of the BIFR order dt. 4.10.2007 regarding relief and concession sought from Govt of Madhya Pradesh/MPSIDC. The Hon'ble AAIFR had vide its order dt. 25.08.2008 dismissed aforesaid appeal.

Against the aforesaid order of Hon'ble AAIFR, writ petition was filed before Hon'ble High Court of M.P by the Commissioner Commercial Tax, but the Hon'ble High Court had reverted back the matter before Hon'ble AAIFR & the matter was heard by Hon'ble AAIFR & passed the order on 30.05.2011 with direction to State Govt. to take an appropriate decision within stipulated time as mentioned in the order & it is pending before State Govt. for their consideration.

AUDITORS

M/s. Sodani & Company, Chartered Accountants (Firm Registration No.000880C), the Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a certificate from the Auditors to the effect that their reappointment, if made would be in accordance with section 224(1B) of the Companies Act, 1956.

COST AUDITORS

In pursuance of section 233 B of the Companies Act, 1956, your Directors have appointed M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No. 00051/07/2008) to conduct audit of cost accounting records of the Company for the year 2012-13 subject to approval of the Central Government.

LISTING OF THE SHARES

The Equity Shares of Company are listed with Bombay Stock Exchange Ltd. There are no arrears on account of payment of listing fees to the said Stock Exchange.

ERP IMPLEMENTATION

ERP is in process of implementation at company's plants.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

We believe that CSR is an integrated approach towards operating in an economically, socially and environmentally in sustainable manner. We believe that the CSR means to actively contribute to the social and economic development of the communities in which we operate & build a better, sustainable way of life for the weaker sections of society. We had taken significant efforts in the area of Corporate Sustainability, encompassing Corporate Governance, Social Responsibility and Environment care. We strive towards using locally available material and resources to generate employment and business opportunity for the local community.

We have involved ourselves in various welfare activities around our manufacturing location. We have focused our attentions on areas like imparting education to underprivileged children and providing employment opportunities to women and physically challenged people.

Our main focus areas in Social Responsibility:

Education:

In the memory of our founder Late Shri Prakash Mutha, we run many inspirable activities for promoting the education, such as giving awards to meritorious students, distributing bicycle, School Dress, School Bags, School Books & education material. During the year 123 students of the surrounding area of the plants got benefited. The entire school fees were paid by the Company for children of people residing in the surrounding area to the plants of the Company who met with sudden natural death. During the year we have provided financial help for higher education to the deserving students. We have adopted five villages through "Friends of Tribals Society" to impart education to boys and girls of Tribal Society. We have also supported through Bhaurao Devras Seva Nyas M.P., Bhopal for imparting education to boys and girls of disadvantaged section & poor section of the society.

**Women Empowerment:**

The Company has provided the employment to the women, and provides the training to develop their skills & quality.

Health and Awareness:

We organized a medical camp to create awareness of health and screening & treatment of the people residing in surrounding area to the plants of the Company. We examined 345 people by taking free blood sample & distributed free medicine among the people who were suffering from health problems and provided financial help where it was necessary. We immunized 345 people against Hepatitis-B.

Environment:

We are committed to creating and maintaining a clean, safe and healthy environment. We are complying all relevant environmental legislation and regulations.

The Company continues to use solar energy for heating water for generation of steam in the boiler and made little contribution to help the nation towards maintaining green & healthy environment.

We are committed to the sustainable use of all resources and minimize waste at source and recycle where possible.

Today, Water is a precious commodity anywhere in the World & the Rain water harvesting continues to be a priority of the Company. Company continues to maintain the "Rain Water Harvesting" since last 17 years at its Factory premises at Dewas, & this effectively recharges rain water in the bore wells and helps maintain ground water levels.

Social:

We have made financial contribution to "Kumar Gandharva Prathishthan" to help cultural activities relating to music & dance festival which is carried out in memory of Padmavibhushan Pandit Kumar Gandharva at Dewas in state of Madhya Pradesh, and also to Indian Red Cross Society & other civil society for the benefit of people of the nation.

We have established water hut in the summer at various places at Dewas City during the year.

COMPANY POLICY FOR PROMOTION OF EMPLOYMENT OF YOUTH COMING FROM THE UNDER-PRIVILEGED/DISADVANTAGED SECTION OF THE SOCIETY

The employment in the company is entirely based on eligibility and merit of the applicant without any discrimination against their gender, religion, caste, colour, ancestry, marital status, nationality and disability. And among equally qualified individuals, preference are given to people from the disadvantaged groups.

The Company makes all efforts for up-skilling and continual training of employees from socially disadvantaged sections of society in order to enhance their capabilities, and competitive skills.

ACKNOWLEDGEMENTS

Your Directors express their sincere appreciation and thanks to the shareholders, customers, soyabean growers / suppliers, banks, regulatory authorities, government authorities, consultants, solicitors and others associated with the Company for their valuable co-operation and assistance. Your Directors wish to place on record their appreciation for the contribution made by the employees at all level.

For and on behalf of the Board of Directors

Dewas
26th May, 2012

Rahul Mutha
Managing Director

Praneet Mutha
Executive Director

**ANNEXURE TO THE DIRECTORS' REPORT****ANNEXURE –A**

Information as per section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2012.

(I) CONSERVATION OF ENERGY**(a) Energy conservation measures taken:**

- I. Installation of Steam Condensate Recovery System with Thermo Compressor in Unit-II
- II. Installation of PRV in Nugget Section.
- III. Installation of PRS in Refinery Section
- IV. Installation of VFD in Unit –I D.T.

(b) Additional investment and proposal for reduction in consumption of energy:

- I. Installation(proposed) of Condensate Recovery System in Unit-III
- II. Replacement (proposed) of CFL lamp 20W to LED Lamp 7 Watt.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on cost of production.

- I. Installation of Steam Condensate Recovery System with Thermo Compressor in Unit-II saved steam 7-8 Tones per day.
- II. Installation of PRV in Nugget Section saved steam 4-4.5 Tones per day
- III. Installation of PRS in Refinery Section saved steam 6-6.5 Tones per day
- IV. Installation of VFD in Unit –I D.T. saved electricity 60-70 unit per day

FORM-A

Particulars with respect to conservation of energy

Particulars	Current Year 2011-12	Previous Year 2010-11
A. Power & Fuel Consumption		
1. Electricity		
a. Purchased		
Units	1,55,35,600	1,45,77,950
Total Amt. (₹) (excluding cess)	8,71,71,248	7,34,61,578
Rate/unit (₹)	5.61	5.04
b. Own Generation		
(i) Through Diesel Generator		
Units	1,18,190	1,14,685
Units / liter of diesel oil (₹)	3.17	3.20
Cost / Unit (₹)	13.88	13.59
(ii) Through Steam Turbine /Generator		
2. Coal		
Quality Consumed (in MT)	30,749	27,016
Total Cost (₹)	15,89,06,707	11,82,93,338
Average Rate (₹ /MT)	5,168	4,379
3. Furnace Oil	-	-
4. Others /internal generation		
B. Consumption per unit of production		
Electricity (Unit/MT)	-	-
	43.99	46.25
Furnace Oil	-	-
Coal (Kg/MT)	86.40	85.05
Others	-	-