

IVP LIMITED

78th Annual Report 2006-2007

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, Kumbalagudu, 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

Chairman
(upto 24.5.2007)

SHIRAZ A.R. ALLANA

Chairman
(from 25.5.2007)

A.B.K. DUBASH

B. MALLIK

Managing Director
Secretary Director

M.S.I. LAKDAWALA

S.N. BHATRI

S.B. JIJINA

T.K. GOWRISHANKAR

R.R. KUMAR

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 (India) Pvt. Ltd.

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

2006-2007

The Annual General Meeting will be held at 3.30 p.m. (S.T.)
on Tuesday, the 31st July, 2007 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 SEVENTY EIGHT 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 31st July, 2007 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 2007, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.N.Bhatri ,who retires by rotation, and being eligible, offers himself for re-appointment.
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 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** :

5. “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 . B. MALLIK as the Managing Director of the Company, for the period of one year from 1st April 2007 to 31st March, 2008 , at the remuneration and on the terms and conditions as set out in the Agreement entered between the Company and Mr. B.MALLIK, placed before this meeting, be and the same is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of his appointment including remuneration in such manner as the Board of directors may deem fit but so as not to exceed the limits as specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto from time to time and the members do hereby approve, such alteration and variation as may be determined by the Board of Directors”.

- 6 “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 . M.S.I.LAKDAWALA as the Whole time Director of the Company, designated as the Secretary Director , for the period of one year from 26th April 2007 to 25th April 2008, at the remuneration and on the terms and conditions as set out in the Agreement entered between the Company and Mr. M.S.I.Lakdawala, placed before this meeting, be and the same is hereby approved.

RESOLVED FURTHER THAT THE Board of Directors be and is hereby authorised to alter and vary the terms and conditions of his appointment including remuneration in such manner as the Board of directors may deem fit but so as not to exceed the limits as specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto from time to time and the members do hereby approve, such alteration and variation as may be determined by the Board of Directors”.

By Order of the Board of Directors

Dated : 25th May, 2007
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, 23rd July, 2007 to Saturday 28th July, 2007.
4. 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 items No 5 & 6 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 " (IEPF) set up by the Central Government. Members who have not encashed their dividend warrants for the year 2000-01 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.
84th	31.03.2001	23.08.2001	22.08.2008	21.09.2008
85th	31.03.2002	12.08.2002	11.08.2009	10.09.2009
86th	31.03.2003	12.08.2003	11.08.2010	10.09.2010
87th	31.03.2004	27.07.2004	26.07.2011	25.08.2011
88th	31.03.2005	29.07.2005	28.07.2012	27.08.2012
89th	31.03.2006	30.08.2006	29.08.2013	28.09.2013

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 No 5 & 6:

The Remuneration Committee at its meeting held on 26th March, 2007 under the authority delegated to it by the Board of Directors of the Company in pursuance of Article 150 of the Memorandum and Articles of Association of the Company made the following appointments :-

1. Mr. B.Mallik as the Managing Director of the Company for a further term of One year from 1st April, 2007 to 31st March, 2008.
2. Mr. M.S.I.Lakdawala as the Whole time Director and Company Secretary for a further term of One year from 26th April, 2007 to 25th April 2008.

Mr. B.Mallik is B.Tech (Hons) from IIT Kharagpur and did his Management from IIM Ahmedabad . He joined Wipro in 1972 as a trainee and held different positions in the Company. He was in charge of trading and marketing of commodities at the time he left the Company in 1977. He joined Allana Group in October 1977 as General Manager and was connected with the imports, exports of vegetable oils, oil seeds and oil cakes. He was promoted as Director within a year of his joining the Group. He was in charge of imports of edible oil when it was placed under the Open General License. He also played crucial role in the acquisition of IVP for Allana group from the House of Tatas in July 1983.

He was designated as President of IVP in 1987 and was promoted as Managing Director in 1988, the position he continues to hold. He has long experience in edible oil trading; both domestic and international, and also is experienced in chemicals and hitech advanced ceramics. He is a Director of Allana Impex Ltd and IVP Felda Palm International Pvt.Ltd.

Mr. M.S.I.Lakdawala is having working experience of more than 30 years. Being a Commerce Graduate he is a member of the Institute of Chartered Accountants of India, Institute of Cost & Works Accountants of India and Institute of Company Secretaries of India. He has worked with ACC, Cadbury's, Nestle, Allansons Ltd. and IVP Limited. Mr Lakdawala is also a member of Bombay Chartered Accountant Society and All India Management Association

Both the appointments are subject to approval of Shareholders pursuant to provisions of section 198, 269, 309 read with Schedule XIII of the Companies Act,1956

An abstract of the terms of appointment together with the memorandum of concern or interest of the Directors therein is set out below:

The material terms and conditions of reappointment of Mr. B. Mallik are as follows:

1. Period of Appointment : 1st April, 2007 to 31st March, 2008.
2. Mr.B.Mallik shall be entrusted with substantial powers of management subject to the supervision and control of the Board of Directors.
3. Salary and Perquisites: Upto Rs 1,50,000 per month Perquisites shall include furnished residential accommodation, company maintained Car, telephone at residence, reimbursement of electricity charges, medical expenses, premium on medical policy, personal accident insurance, leave travel allowance for self and family, club fees and such other benefits as may be agreed between the. Company and Mr.B.Mallik so that cost/value of such perquisites together with the salary shall not exceed the amount of Rs. 1,50,000 per month. The monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962 as framed from time to time
4. In addition Mr B.Mallik shall also be entitled to Company's contribution to Provident Fund as per Company's Rules to the extent it is not taxable under the Income-tax Act,1961 and Gratuity as per Rules applicable to Company's managing staff and leave encashment at the end of the tenure . These benefits shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid
5. Provision for use of Company car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
6. The Board of Directors may, in their discretion, pay to Mr. B.Mallik remuneration within the maximum remuneration hereinbefore stipulated and revise the same from time to time, within however the maximum

limits stipulated hereinabove In the event of absence or inadequacy of net profits in any financial year, the Board may pay such remuneration to Mr. Mallik which is in accordance with provisions of Schedule XIII of the Companies Act, 1956.

7. Mr B.Mallik shall not be paid any sitting fees for meetings of the Board or of any Committee/s thereof.
8. If at any time, Mr B.Mallik ceases to be a Director of the Company, he shall cease to be the Managing Director.
9. Mr. B.Mallik shall not be entitled to supplement his earnings with any buying and selling commission. He shall also not become interested or otherwise concerned, directly or indirectly in any selling agency of the Company without the prior approval of the Central Government.
10. The appointment may be terminated by either party by giving three months notice.

None of the Directors except Mr. B.Mallik is concerned or interested in the appointment. Mr.B.Mallik holds together with his relatives 17724 shares in the equity capital of the Company.

The material terms and conditions of reappointment of Mr M.S.I.Lakdawala are as follows:

1. Period of Appointment : One year from 26th April, 2007 to 25th April 2008.
2. Mr. M.S.I. Lakdawala 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 and perquisites (hereinafter referred to as "remuneration") a maximum of Rs. 8.25 Lakhs per annum.

The Perquisites shall include 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 as may be agreed between the Company and Mr. Lakdawala. The monetary value of such perquisites to be determined in accordance with the Income tax Rules, 1962, as framed from time to time.

Company's contribution to Provident Fund if applicable, Gratuity payment as per Rules applicable to Company's managing staff 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 Mr. Lakdawala as minimum remuneration provided the same is within the limits prescribed in 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 M.S.I. Lakdawala shall not be entitled to supplement his earnings with any buying and selling commission. He shall also not become interested or otherwise concerned, directly or indirectly in any selling agency of the Company without the prior approval of the Central Government.

None of the Directors, except Mr. Lakdawala, is concerned or interested in the appointment. Mr. Lakdawala does not hold any shares in the Company.

Inspection of Documents

The Agreements/Documents mentioned in the Resolutions at items 5 and 6, and other connected records, are available for inspection by the members at the Corporate Office of the Company at Sidhwa House, Sidhwa Estate, N.A. Sawant Marg, Sasoon Dock, Colaba, 400 005 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 : 25th May, 2007.
Registered Office :
Shashikant N. Redij Marg,
Ghorupdeo,
Mumbai - 400 033.

SHIRAZ A.R. ALLANA
Chairman

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting to you the 78th Annual Report of the Company and the Audited Statement of Accounts for the year ended 31st March, 2007.

	(Rupees in lakhs)	(Rupees in lakhs)
I. FINANCIAL RESULTS :	<u>2006-2007</u>	<u>2005-2006</u>
Gross Sales and other income	5498	13777
Gross Profit/(Loss) before depreciation	12	(519)
Less : Depreciation	154	154
Tax adjustments	(9)	(56)
Profit(Loss) after depreciation and tax but before exceptional item	133	(617)
Less : Exceptional item	450	-
Profit (Loss)after exceptional item	(583)	(617)
Add : Opening balance of Profit and Loss Account	382	1117
PROFIT (LOSS) BEFORE APPROPRIATIONS	<u>(201)</u>	<u>(500)</u>
APPROPRIATIONS :		
Proposed Dividend	-	103
Corporate Dividend Tax	-	15
Transfer to General Reserve	-	-
Balance in Profit & Loss Account	(201)	382
	<u>(201)</u>	<u>500</u>

II. PERFORMANCE FOR THE YEAR :

During the year the Company achieved a turnover of Rs. 55 Crores, as against Rs 138 Crores during the year 2005-06. The low turnover was mainly due to closure of Oil /Vanaspati and Plasticizer divisions at Company's Reay Road plant from June, 2006.

There is a Net Loss of Rs. 133 lakhs for the year as compared to a Loss of Rs. 617 lakhs in the previous year. During the year the Company had to incur an amount of Rs 450 lakhs for payment of legal dues to the workers of Reay Road factory that was closed. The total loss for the year including this exceptional item works out to Rs 583 lakhs.

The observations made by the auditors regarding financial impact on account of impairment of assets related to the discontinued operations and recovery of overdue debts of Rs. 3,925,203 (2005-2006 Rs 9,340,257) and an item of work-in-progress of Rs 14,077,977, relating to the discontinued operations, have been clarified by the management at Note 3 and 3(b)(i) and (ii) of Notes to Accounts under Schedule "L".

In view of negative balance in profit and loss account your Directors have not declared any Dividend for the year.

III. 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, 2007 was only Rs. 0.09 Lakhs representing unclaimed deposits.

VI. 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.

VII. COMPANYS' FACTORY AT REAY ROAD

As already reported last year, manufacturing operations for Refined Oil and Vanaspati at Company's Reay Road factory has been discontinued. The Company received Order dated 21st July, 2006 passed by Additional Labour Commissioner, Maharashtra allowing Company's application for closure. Company has already paid legal dues, namely closure compensation and gratuity to the 113 workers affected by the closure. The Provident Fund Trust of the Company has also settled their dues as a consequence of the closure of operations. However, the Workers Union for Reay Road Unit has filed an Appeal against the Order for closure which is pending before the Industrial Tribunal.

VIII. DIRECTORATE :

Mr. A.R.J. Allana, the chairman of the Company, announced his retirement due to health reasons at the meeting of the Board of Directors on May 25, 2007, after having been associated with the Company for nearly 25 years. His vast experience in Global Trading as well as in edible Oils and Vanaspati, enabled the Company to play a leading role in the country's Edible Oil industry, his pragmatic approach helped the Company to successfully negotiate the many critical situations faced by the Industry from time to time. Whilst his guidance has always been of immense benefit to the Company, he has been a source of great strength to his colleagues on the Board with his wise counsel and to the Management with his kind encouragement. The Board and the Management had to accept his retirement with the greatest reluctance and on his assurance that his guidance will continue to be available to them, and have conveyed to Mr. Allana their deep debt of gratitude for his dedicated involvement with the affairs of the Company over the years.

Mr. Shiraz Allana is a businessman having vast experience in Global Trading and Food Processing. His experience will be of immense benefit to the Company and under his Chairmanship, the Company expects to move forward to better result-oriented operations.

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

Mr. B. Mallik, whose tenure as Managing Director of the Company expired on 31st March 2007, is recommended for re-appointment for a further period of one year upto 31st March, 2008.

Mr. M.S.I.Lakdawala whose tenure as Whole time Director designated as Secretary Director , expired on 25th April, 2007, is recommended for reappointment for a further period of one year upto 25th April , 2008

IX. 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. Faruke Ahmed	29	Retired
2	P.Chowdhary	21	Retired
3	S.G.Banerjee	34	Expired
4	G.K.Pillai	28	Retired
5	M.L.Joshi	34	Retired
6	S.B.Ghosh	21	Retired
7	Govind Mahato	21	Expired
8	Hiralal Rajake	31	Retired
9	Ajit Kumar Basak	10	Expired

X. LABOUR RELATIONS :

Labour Relations continued to be satisfactory during the year.

XI. AUDITORS :

The Auditors, M/s. A. F. Ferguson & 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.

XII. 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:

- 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(loss) 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;
- iv. The Directors have prepared the annual accounts on a going concern basis.

XIII. 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 ending 31st March 2007, for the limited operations in respect of Vanaspati and Refined Oil only for the month of April 2006. However, the Company has requested the Ministry of Law, Justice and Company Affairs (Department of Company affairs) Cost Audit Branch, New Delhi to give exemption for Cost Audit for the year 2006-07. Henceforth there will be no cost audit in view of closure of manufacturing operations of Refined Oil and Vanaspati at the Reay Road Plant.

XIV. STATUTORY INFORMATION :

There is no Information in accordance with sub-section (2A) of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as there is no employee drawing salary in excess of the prescribed limit.

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 I forming part of the Report.

XV. 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 : 25th May, 2007
Registered Office :
Shashikant N. Redij Marg,
Ghorupdeo,
Mumbai - 400 033.

By order of the Board of Directors.

SHIRAZ A.R. Allana
Chairman

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	2006-2007	2005-2006
PARTICULARS WITH RESPECT TO VANASPATI		
A. POWER AND FUEL CONSUMPTION :		
1. Electricity		
(a) Purchased		
Unit	KWH	12,660
Total Amount	Rs.	75,960
Rate / Unit	Rs.	6.00
(b) Own Generation	-	-
2. Coal (Specify quality and where used)	-	-
3. Furnace Oil		
Quantity	K. Ltrs.	19.447
Total Amount	Rs.	406,442
Average Rate	Rs.	20,900
4. Others / Internal Generation	-	-
B. CONSUMPTION PER UNIT OF PRODUCTION :		
Product - Vanaspati		
Electricity	KWH/Tonnes	360
Furnace Oil	Ltrs. / Tonnes	193
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. Our fields for R & D work are Phenolic and Alkyd Resins and other Foundry Chemicals, Industrial Ceramics.
2. Benefits derived:
Improved quality , cost reduction, pollution reduction, import substitution and higher sales volumes.
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.
4. Expenditure on R&D :
The total expenditure during the year was Rs. 3.37 lakhs.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION :

- 1 Upgraded Cold Box Resin system for meeting customer needs .
- 2 Developed high strength Phenolic resin for Shell moulding applications
- 3 Developed Alkaline Phenolic Ester Cure Binder, for Steel Castings.
- 4 Successfully developed and launched Zircon based coatings for Steel Foundry applications.
- 5 Successfully launched Barium based inoculants for Automobile casting
- 6 Developed material to substitute Carbon dioxide which will improve the productivity and give quality castings.
- 7 Different varieties of Furan Resin binder system developed to meet the customer requirement.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Particulars with regards to foreign exchange earnings and outgo appear in Schedule 'L' item (12 & 13) of the Accounts.

MANAGEMENT DISCUSSION AND ANALYSIS

The gross revenue of the Company for the year under review is Rs.63 crores as compared to Rs.145crores in the previous year. The Company has incurred loss of Rs.5.83 crores (includes an exceptional item of expenditure amounting to Rs 4.50 crores on account of legal dues paid to the workmen of Reay Road factory), as compared to the loss of Rs.6.17 crores in the last year. The loss is mainly due to trying and difficult conditions, in the Edible Oil / Vanaspati division. The loss of Rs 6.85 crores (Previous year Rs 9.43 crores) in this division has been the sole reason for depressed and unfavourable bottom line.

The Edible Oil / Vanaspati division has always in the past constituted a major contributor to the turnover of the Company. Due to prevailing government policies on import duty, locational disadvantage coupled with high labour and other elements of costs, the manufacture of Refined Oil / Vanaspati was no longer considered as a viable proposition resulting in the ultimate closing down of the Reay Road unit. Consequent to its closure, the Edible Oil unit at Reay Road could process only 465 M.T. of edible oil during the year under review as against 5043 MT during 2005-2006. The Plasticizer division that was a part of the Reay Road unit has also been closed.

Edible Oil unit having been closed, the Foundry Chemical Division is now the most important business segment of the Company. Due to concerted management efforts at wider market penetration , cost control and improved realiasation, this division has shown improvement in the turnover and it is expected that in the coming years this sector would show improved turnover and profitability as the industries to which it caters have shown healthy growth figures. The turnover of this division was at Rs 47 crores during 2006-2007 as against Rs 44 crores in the previous year.

The Ceramic Division achieved a turnover of Rs 3.53 crores as against Rs 3.42 crores in the previous year. However the result of this division continues to be negative with the loss of Rs 63 lakhs during the year as against the loss of Rs 71 lakhs in the previous year.

Looking to the trend , the Management has to seriously rethink about the viability of this division as it is continuing to eat into the profits of the other profitable division.,.

The management is fully aware of the present situation and is taking effective steps and striving to reorganize and restructure the business of the Company, so as to ensure better results.

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

The Company is currently concentrating on the Foundry Chemical division which offers a better opportunity in terms of higher sales and profitability. Oil trading business having become a losing proposition the Company has been compelled to abandon this area of activity.

However, the performance of Foundry Chemicals manufacturing division also faces the threat of local and international competition and fluctuations in prices of Petroleum based raw materials which could affect its performance.

The Company's exposure to Foreign Exchange is now limited to the import of certain raw materials. However, 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 Eleven Directors comprising of 2 whole time Directors (WTD) and 9 Non Executive Directors (NED). The majority of the Directors including the Chairman consist of NED with sufficient number of independent Directors.

During the year, six Board Meetings were held on :

22 nd May, 2006	30 th June, 2006	31 st July, 2006
30 th August, 2006	27 th October, 2006	31 st January 2007

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. A.R.J. Allana Chairman	Promoter - Non Executive	6	Yes	1	—
2.	Mr. A.B.K. Dubash	Independent - Non Executive	4	Yes	1	1
3.	Mr. T. Vijayaraghavan upto 15.06.2006	Independent - Non Executive	0	No	—	—
4.	Mr. B. Mallik Managing Director	Executive	6	Yes	1	—
5.	Mr. M.S.I. Lakdawala	Executive	6	Yes	—	—
6.	Mr. S.N. Bhatni	Independent -Non Executive	6	Yes	6	—
7.	Mr. S.B. Jijina	Independent -Non Executive	6	Yes	—	—
8.	Mr. Faisal F. Allana upto 15.06.2006	Promoter -Non Executive	0	No	—	—
9.	Mr. Shiraz A.R. Allana	Promoter - Non Executive	4	Yes	—	—
10.	Mr. T.K. Gowrishankar	Independent -Non Executive	6	Yes	8	—
11.	Mr. R.R. Kumar	Independent -Non Executive	6	Yes	8	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 Managing Director:

All Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company in the year under Report.

Place : Mumbai
Date : 25th May, 2007

B.Mallik
Managing 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. ABDUL RAZAK J. ALLANA	CHAIRMAN	75082	1159992
MR.ARDESHIR BEHRAM DUBASH	DIRECTOR	450	900
MR.BHISMADEB MALLIK	MANAGING DIRECTOR	17385	339
MR. SHIRAZ ALLANA	DIRECTOR	191834	220000
	Total	284751	1381231

3. AUDIT COMMITTEE :

The Audit Committee of the Company met five times during 2006-07 on the following dates: - 22nd May, 2006, 30th June, 2006, 31st July, 2006, 27th October, 2006, 31st January 2007

COMPOSITION

The Audit Committee of the Board comprises of four 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. A.B.K. Dubash	Member	Independent	3
3	Mr. S. N. Bhatri	Member	Independent	5
4.	Mr. T.K. Gowrishankar	Member	Independent	5

The Statutory Auditors, the Managing Director, Vice President Accounts & Taxation are invitees to the Audit Committee Meetings. The Secretary Director attended the meetings 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 2006-07 are given below :

Name of Director	Salary and Perquisites (Rs.)	Commission (Rs).	Total (Rs.)	Notice Period
Mr. A. R. J. Allana	-	-	-	
Mr. A. B. K. Dubash	-	-	-	
Mr. B. Mallik	19,84,520	-	19,84,520	3 Months
Mr.M.S.I.Lakdawala	6,82,292	-	6,82,292	3 Months
Mr. S.N. Bhatri	-	-	-	
Mr. S. B. Jijina	-	-	-	
Mr . Shiraz A. R. Allana	-	-	-	
Mr.T.K.Gowrishankar	-	-	-	
Mr R.R.Kumar	-	-	-	-

Except for the dividend on ordinary shares, if any, held by the directors, relatives and interest on Fixed Deposits, if any, 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 net loss incurred by the Company during the year, 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. S.N.Bhatri and Mr. Shiraz A.R.Allana retire at the Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

Mr. B.Mallik is being reappointed as the Managing Director of the Company for a further term of one year as described at item 5 of the Notice and in the Explanatory Statement.

Mr. M. S.I.Lakdawala is being reappointed as Secretary Director and Company Secretary for a further term of one year as described at item 6 of the Notice and in the Explanatory Statement

A brief resume of the above directors is as follows:

Mr. S. N. Bhatri, is on the Board of the Company since January 2001. He is a Commerce Graduate from the University of Mumbai and a fellow Member of the Institute of Chartered Accountants of India. He is also a member of Institute of Internal Auditors INC. He has varied experience in the field of Finance, Audit and Management. He had worked as a partner with M/s. N. M. Raiji & Company – Chartered Accountants, had served with Mafatlal Securities Ltd as Executive Director, Rodal Circaprint Electronics Ltd as Managing Director and with J. M. Share & Stock Brokers Ltd as President. He is a director of Allana International Limited, Mercury Paints and Varnishes Limited, Allana Cold Storage Ltd, Frigorifico Allana Ltd, Allana Investments & trading Co. Ltd, Allana Frozen Foods Ltd, Viandes Allana International

Private Limited and Sthanav Holdings Private Limited ,Allana Imports & Exports Pvt Ltd,Kalwa Cold Storage Pvt Ltd, Phoenicia Travel &Transport Pvt Ltd, Hornbell Chemicals & Plastics Pvt Ltd, Saar Investment & Trading Co.Pvt Ltd, Tiffany Processed Foods Pvt Ltd, Zam Zam Fisheries Pvt Ltd, Agricom Investments & Trading Pvt Ltd . He is also a trustee of Mehfil–E–Jeelani Trust & Allana Charitable Trust

Mr. Shiraz A. R. Allana, aged 45 years 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. He is also Director of IVP Felda Palm International Pvt. Ltd .

Mr. B. Mallik is B. Tech (Hons) from IIT Kharagpur and did his Management from IIM, Ahmedabad. He joined Wipro in 1972 as a trainee and held different positions in the Company. He was in charge of trading and marketing of commodities at the time he left the Company in 1977. Joined Allana Group in October, 1977 as General Manager and was connected with the imports, exports of vegetable oils, oil seeds and oil cakes. He was promoted as Director within a year of his joining the Group. He was in charge of imports of edible oil when it was placed under the Open General License. He was involved in establishment of Allana Oil Mills at Kalwa.He was one of the active members for purchasing of IVP from the House of Tatas in July 1983. He was designated as President of IVP in 1987 and was promoted as Managing Director in 1988, the position he continues to hold. He has a long experience in edible oil trading; both; domestic and international and also is experienced in chemicals and hitech advanced ceramics. He is a Director of Allana Impex Ltd and IVP Felda Palm International Pvt Ltd.

Mr. M.S.I.Lakdawala is having working experience of more than 30 years. Being a Commerce Graduate he is a member of the Institute of Chartered Accountants of India, Institute of Cost & Works Accountants of India and Institute of Company Secretaries of India. Mr Lakdawala is also a member of Bombay Chartered Accountant Society and All India Management Association

6. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Board has constituted a Committee of Directors consisting of three members chaired by an independent 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. Bhatni	Chairman	Independent	4
2	Mr. B. Mallik	Member	Executive	4
3	Mr. T. K. Gowrishankar	Member	Independent	4

Mr. M.S.I.Lakdawala, Secretary Director and Compliance Officer of the Company acted as Secretary to the Committee. The Committee met 4 times during the year on 24th April, 2006, 17th July, 2006, 27th October, 2006 and 10th January, 2007.

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 an independent, 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	Independent-Non Executive
2	Mr. B. Mallik	Member	Executive
3	Mr. M.S.I. Lakdawala	Member	Executive

The Committee met 25 times during the year.

As on 31-03-2007, 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
2005-2006	30.08.2006	3.30 p.m.	M.C. Ghia Hall, Bhogilal, Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.
2004-2005	29.07.2005	3.30 p.m.	As Above
2003-2004	27.07.2004	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, 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 and no penalties/strictures have been imposed against it during the last three years.

9. MEANS OF COMMUNICATION :

- (i) The Quarterly and Half Yearly 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. The intimation about the Board Meeting for approval of the periodical results, Notice of book closures 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 :

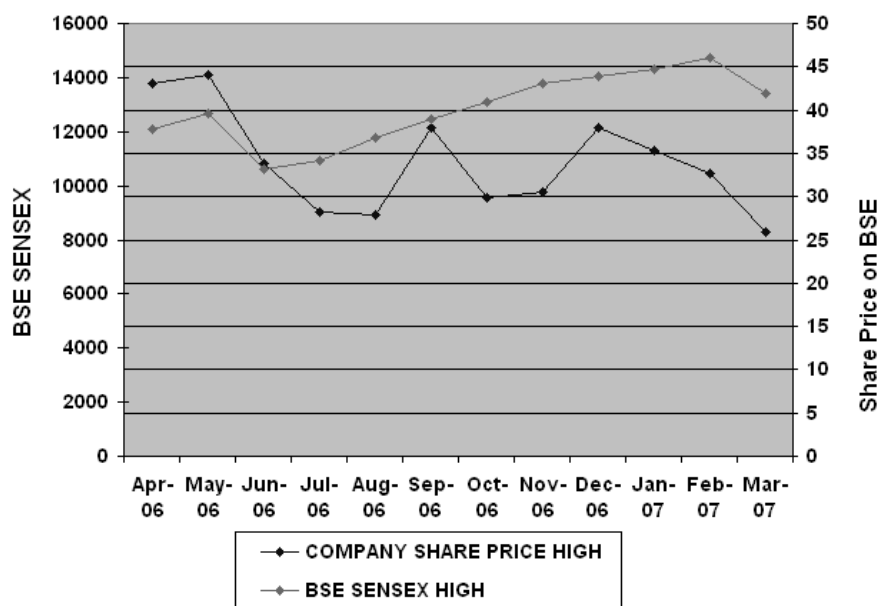
AGM Date & Time :	31st July, 2007 at 3.30 p.m.
Venue :	M.C. Ghia Hall, Bhogilal, Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.
Financial Calendar	1st April to 31st March.
Date of Book Closure	23rd July to 28th July, 2007 (Both days inclusive).
Dividend payment date(s)	Not Applicable
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 2006	43.00	33.45	43.70	34.70
May 2006	44.00	30.50	44.00	31.00
June 2006	33.80	24.70	33.05	24.55
July 2006	28.15	23.25	28.40	21.90
August 2006	27.95	24.50	28.55	24.00
September 2006	37.90	24.85	35.50	24.65
October 2006	29.85	26.50	30.65	25.30
November 2006	30.50	23.85	30.75	21.10
December 2006	37.95	25.10	37.25	23.25
January 2007	35.35	28.30	36.00	27.80
February 2007	32.60	23.70	32.60	23.20
March 2007	25.90	21.55	25.95	21.95

Stock Performance (Indexed)



Registrar and Transfer Agents

Sharepro Services, Satam Estate, 3rd Floor,
Above Bank of Baroda, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai - 400 099.
Tel. : 022-2821 5168, 2820 2108, 2820 2109, 2820 2114
Fax : 022-2837 5646
E-mail : sharepro@vsnl.com

Share Transfer System

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

Distribution of Shareholding as on 31st March, 2006

No. of Equity Share held	No. of shareholders	% of Share holder	No. of Shares held	% of share holding
Upto 500	3555	81.649	550939	5.335
501-1000	325	7.464	259406	2.512
1001-2000	243	5.581	361948	3.505
2001- 3000	66	1.516	162075	1.570
3001-4000	28	0.643	100055	0.969
4001-5000	20	0.459	91510	0.886
5001-10000	39	0.896	277269	2.685
10001 and above	78	1.791	8523061	82.538
Total	4354	100	10326263	100

Shareholding Pattern as on 31st March, 2006.

Category	No. of Shares	% of share holding
Promoters	7693237	74.50
Banks, Financial Insitutions, Insurance companies and Mutual Fund	486717	4.71
Public	2146309	20.79
Total	10326263	100

Dematerialisation of Share

Till 31st March, 2007 - 10054899 (97.37%) Equity Shares
have been Dematerialised.

Plant locations

The Company is having factories at :
Shashikant N. Redij Marg, Ghorupdeo, Mumbai - 400 033.
Golmuri, Jamshedpur - 831 003.
37-B, Adityapur Industrial Area, Jamshedpur - 831 019.
28-B, Kumbalagudu, 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.

Address for correspondence

Shareholders correspondence should be addressed to :
Sharepro Services, Satam Estate, 3rd Floor,
Above Bank of Baroda, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai - 400 099.
Tel. : 022-2821 5168, 2820 2108, 2820 2109, 2820 2114
Fax : 022-2837 5646
E-mail : sharepro@vsnl.com

Investors may also write to :
Secretarial Department
IVP Limited
Sidhwa House, 3rd Floor,
Colaba, Mumbai - 400 005.
Tel. : 022-65777259 Fax : 022-2282 1649
E-mail : 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. 37827.50 pertaining to the Financial Year 1999-2000 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' 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 B.Mallik , Managing 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 2006-2007:

- 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 : 25th May, 2007

B. MALLIK
Managing Director

S. P. KOTHARI
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 Website.

AUDITORS' CERTIFICATE

Auditors certificate to the members of IVP Ltd. on compliance of the conditions of corporate governance for the year ended 31st March 2007, under clause 49 of the listing agreements with relevant stock exchanges.

We have examined the compliance of the conditions of corporate governance by IVP Limited for the year ended March 31, 2007, as stipulated in clause 49 of the listing agreements of the said company with relevant stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in clause 49.

We further state that such compliance is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For A.F. Ferguson & Co.
Chartered Accountants

Place : Mumbai
Date : 25th May, 2007

A.C. Khanna
Partner
Membership No. 17814

REVENUE ACCOUNTS
FINANCIAL

Year	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)	-

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

Brackets Indicate Negative Figures

**AUDITOR'S REPORT TO THE MEMBERS OF IVP LIMITED
ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2007**

1. We have audited the attached balance sheet of IVP Limited as at 31st March, 2007 and also the profit and loss account and the cash flow statement 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. These 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 of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company, so far as appears from our examination of the books.
 - (c) The balance sheet and profit and loss account 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 the 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 written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31st March, 2007 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) *(i) 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 the discontinued operations [See note 3]. (ii) Further in respect of the discontinued operations, no provision has been made with regard to: (a) overdue debts aggregating Rs. 3,925,303 [see note 3(b)(i)]; and (b) an item of capital work-in-progress / advance of Rs. 14,577,977 [see note 3(b)(ii)].*

We further report that without considering the financial impact noted in (i) above the effect of which could not be determined, had the observations made by us in (ii) (a) and (ii) (b) above been considered, Loss after tax would have been Rs. 76,837,967 [as against the reported figure of Rs. 58,334,687]; Reserves and Surplus would have been Rs. 325,151,681 [as against the reported figure of Rs. 343,654,961]; Sundry debtors would have been Rs. 200,739,852 [as against the reported figure of Rs. 204,665,155]; and capital work-in-progress and advances for capital expenditure would have been Rs. 2,291,407 [as against the reported figure of Rs. 16,869,384].
 - (g) in our opinion and to the best of our information and according to the explanations given to us, *subject to the matters referred in paragraph 4 (f) above*, the said accounts 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 the balance sheet, of the state of affairs of the company as at 31st March, 2007;
 - ii. in the case of the profit and loss account, of the loss for the year ended on that date; and
 - iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

For A. F. FERGUSON & CO.
Chartered Accountants

A. C. KHANNA
Partner
Membership No. 17814

Mumbai : 25th May, 2007