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**BOARD OF DIRECTORS**

**Sajjan Jindal**, Chairman

**Pradip Kumar Khaitan**

**C. M. Maniar**

**Sudhir A. Merchant**

**Atul Sud**

**K. K. Kanoria**, Whole-time Director

**Saket Kanoria**, Managing Director

**S. G. Nanavati**, Executive Director & Company Secretary

**AUDITORS**

**Shah Gupta & Co.**

*Chartered Accountants*

**REGISTERED OFFICE**

Shiv Smriti,  
49, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

Tel : +91 22 66606006

Fax : +91 22 24935893

Email : [info@tcpl.in](mailto:info@tcpl.in)

Website : [www.tcpl.in](http://www.tcpl.in)

**SHARE TRANSFER AGENTS**

**Link Intime India Private Limited**

(Formerly Intime Spectrum Registry Ltd.)

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai 400078

Phone : +91 22 25963838

Fax : +91 22 25946969

Email : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

## FINANCIAL DATA / OPERATING PERFORMANCE FOR THE LAST 10 YEARS

(₹ in Lakhs)

Particulars	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12
<b>Capital Employed:</b>									*	*
Net Fixed Assets	3996.68	4116.06	4815.03	6435.49	6956.36	9551.38	9175.88	10570.72	11559.64	14901.56
Net Current Assets	1339.51	1128.66	805.16	878.10	1168.29	2125.61	2945.22	3014.26	2603.11	2988.54
Non Current Assets (other than fixed assests)	—	—	—	—	—	—	—	—	685.98	909.05
<b>Total</b>	<b>5336.19</b>	<b>5244.72</b>	<b>5620.19</b>	<b>7313.59</b>	<b>8124.65</b>	<b>11676.99</b>	<b>12121.10</b>	<b>13584.98</b>	<b>14848.73</b>	<b>18799.15</b>
<b>Financed by:</b>										
Shareholders' Fund	2206.61	2304.76	2510.49	2935.39	3286.83	4666.62	4844.42	5322.79	5979.67	6715.84
Long Term Loans	1769.91	1626.27	1597.96	3228.34	3574.23	5672.81	5468.88	6186.82	4850.11	6954.60
Working Capital Loans	700.15	576.39	728.96	497.04	500.08	697.71	1122.90	1435.20	3077.57	4006.05
Unsecured Loans	—	5.85	3.54	—	170.00	—	9.50	—	—	—
Deferred Tax Liability	659.52	731.45	779.24	652.82	593.51	639.85	675.40	640.17	756.17	927.63
Non Current Liabilities	—	—	—	—	—	—	—	—	185.21	195.03
<b>Total</b>	<b>5336.19</b>	<b>5244.72</b>	<b>5620.19</b>	<b>7313.59</b>	<b>8124.65</b>	<b>11676.98</b>	<b>12121.10</b>	<b>13584.98</b>	<b>14848.73</b>	<b>18799.15</b>
<b>Sales:</b>										
Notional Turnover	7948.00	9458.00	10421.00	11361.00	13984.00	16217.00	19152.00	22304.00	28567.00	33704.00
Turnover	5942.64	7226.35	7769.09	9034.01	11187.39	13092.89	17121.56	19609.78	25102.55	29567.87
Excise	1065.41	1244.61	1237.49	1275.05	1279.16	1427.80	1399.32	997.82	1413.09	1650.66
Net Turnover	4877.23	5981.74	6531.60	7758.96	9908.23	11665.09	15722.24	18611.96	23689.46	27917.21
Of Which:										
Exports	230.13	479.40	1053.79	1789.13	2150.23	2210.06	2088.63	2300.00	3101.00	4864.43
<b>EBIDTA</b>	<b>868.26</b>	<b>928.51</b>	<b>959.27</b>	<b>1157.70</b>	<b>1467.45</b>	<b>1723.16</b>	<b>2380.94</b>	<b>2742.27</b>	<b>3477.19</b>	<b>4486.03</b>
Interest	347.77	305.54	247.82	320.19	423.06	544.27	729.28	662.78	983.75	1196.50
Foreign Exchange Fluctuation	—	—	—	—	—	—	49.63	85.10	62.09	353.46
Cash Profit	520.49	622.97	711.45	837.51	1044.39	1178.89	1602.03	1994.39	2431.35	2936.07
Depreciation	347.00	368.84	394.85	499.41	661.97	816.90	1114.01	1209.10	1462.54	1796.65
Profit before tax	173.49	254.13	316.60	338.10	382.42	361.99	488.04	785.29	968.81	1139.42
<b>Profit after tax</b>	<b>120.59</b>	<b>162.66</b>	<b>231.52</b>	<b>418.11</b>	<b>308.72</b>	<b>292.34</b>	<b>346.80</b>	<b>443.30</b>	<b>628.70</b>	<b>770.50</b>
<b>Dividend amount</b>	<b>56.41</b>	<b>67.69</b>	<b>88.19</b>	<b>93.22</b>	<b>100.38</b>	<b>134.25</b>	<b>134.25</b>	<b>139.93</b>	<b>145.57</b>	<b>202.23</b>
Earning Per Share (Amt. in ₹)	2.41	3.25	4.45	7.80	5.49	4.33	4.49	5.63	7.69	8.93
Dividend Per Share (Amt. in ₹)	1.00	1.20	1.50	1.50	1.50	1.50	1.50	1.50	1.50	2.00

\* Figures of 2011-12 and 2010-11 are as per revised schedule VI of the Companies Act, 1956

## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of TCPL Packaging Limited will be held on 27th July, 2012 at 4.00 p.m at Sunville Deluxe Pavillion, 9, Dr.Annie Besant Road, Worli, Mumbai 400018 to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance sheet as at 31st March, 2012, and the Profit and Loss Account for the year ended 31st March, 2012 and the Reports of the Directors and the Auditors thereon.
2. To declare a Dividend for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr Atul Sud, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Sudhir Merchant, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.

**By Order of the Board**

S.G.Nanavati  
Executive Director &  
Company Secretary

### Registered Office :

Shiv Smriti,  
49, Dr.Annie Besant Road,  
Worli, Mumbai 400018

Dated : 19th May, 2012

### Notes :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.**
2. The Register of Members of the company will remain closed from 17th July, 2012 to 27th July, 2012 (both days inclusive).
3. Transfer of Shares (in physical form) received in order by the Company at the Registered Office or at the office of the Company's Registrar and Transfer Agent, on or before 17th July, 2012 will be passed for payment of dividend, if declared.
4. The dividend that may be declared at this meeting will be payable to those members (or to their mandates) whose names are in the Company's Register of Members on 17th July, 2012, subject to the provisions of Section 206A of the Companies Act, 1956. In respect of shares held in electronic form (dematerialized shares), the dividend will be payable to such beneficial owners as per list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
5. Members are requested to notify immediately any change in their address/mandate/bank details to the Company, quoting their Folio Number.
6. Members are requested to inform the Company or its transfer agents, their email id, for receiving Annual accounts through email. Such request may be sent to Company's dedicated e-mail as under: [shareholder@tcpl.in](mailto:shareholder@tcpl.in).

## INFORMATION REQUIRED TO BE FURNISHED AS PER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Directors who are proposed to be re-appointed are given below :

1. Name : Mr. Atul Sud
- Age : 55 years
- Qualification : M.A. Economics, Diploma in Business Management
- Expertise : Financial Consultant

### Other Directorships:

S.No.	Name of the Companies	Position held
1	Strategic Capital Corporation Private Limited	Managing Director
2	EFG Wealth management (India) Private Limited	Whole Time Director
3	Strategic Portfolio Advisory Company Private Limited	Director
4	Strategic Trustee Company Private Limited	Director
5	Strategic Trading Private Limited	Director
6	Saturn Advisory Services Private Limited	Director
7	Growell Consultants Private Limited	Director
8	Colva Tradeplace Private Limited	Director
9	Bliss Advisory Services Private Limited	Director
10	Strategic India Real Estate Management Co. Private Ltd	Director
11	Avakash Consultants Private Limited	Director
12	Nitco Limited	Director
13	JSW Ispat Steel Limited	Director

2. Name : Mr Sudhir Merchant
- Age : 58 years
- Qualification : B.Com, M.M.S
- Expertise : Industrialist and Chairman of Encore Natural Polymers (P) Ltd

### Other Directorships :

S.No.	Name of the Companies	Position held
1.	Encore Natural Polymers Pvt Ltd	Chairman
2.	ZYG Pharma Pvt Ltd	Chairman
3.	Saidarshan Business Centres Pvt Limited	Chairman
4.	Encore Healthcare Pvt Ltd	Chairman
5.	Encore Business Centre Pvt Ltd	Director
6.	Gum Manufacturers Association of India	Director / Hon. Secretary
7.	Indian Card Clothing Co.Ltd	Director
8.	Rudolf Atul Chemicals Ltd	Director
9.	Piramal Estates Pvt Ltd	Chairman
10.	Shivraj Sugar & Allied Products Pvt Ltd	Director
11.	Begonia Constructions Pvt Ltd	Director
12.	Yuvak Ventures Pvt Ltd	Director

**By Order of the Board**

S.G.Nanavati  
Executive Director &  
Company Secretary

### Registered Office :

Shiv Smriti,  
49, Dr. Annie Besant Road,  
Worli, Mumbai 400018  
Dated : 19th May, 2012

## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in submitting the Twenty Fourth Annual Report together with the audited accounts of the Company for the year ended 31st March, 2012.

### Financial Results

(₹ In lakhs)		
Particulars	Year 2011-12	Year 2010-11
Gross Sales / Income from operations	29567.87	25102.55
EBIDTA	4486.03	3477.19
From which have been deducted :		
Losses on account of Exchange rate differences	353.46	62.09
Interest / Finance charges	1196.50	983.75
Leaving a Cash Profit of	2936.07	2431.35
From which have been deducted :		
Depreciation	1796.65	1462.54
Provision for Tax and Wealth Tax	197.46	224.11
Provision for Deferred Taxation	171.46	116.00
Leaving a balance of	770.50	628.70
To which have been added :		
Balance brought forward from previous year	40.84	57.71
Making a total of	811.34	686.41
Which has been appropriated by the Directors as under :		
General Reserve	400.00	500.00
Proposed Dividend	174.00	125.25
Corporate tax on dividend	28.23	20.32
Balance to be carried forward	209.11	40.84
<b>Total</b>	<b>811.34</b>	<b>686.41</b>

### Dividend :

Your Directors are pleased to recommend increased dividend of ₹2.00 per Equity Share amounting to ₹202.23 lakhs including tax thereon.

## WORKING REVIEW AND PERFORMANCE

### Working Review :

During the year 2011-12, the gross turnover of the Company has increased to ₹295.68 crores as against ₹251.03 crores for the previous year ended 31st March, 2011 representing a growth of 17.79%. Your Company has converted 33194 MT of paperboard as against 30984 MT in the previous year. As usual, your Company continues to do significant share of its business by the conversion route. However, had all the products been sold on sales basis, the turnover would have been ₹337.04 crores as against ₹285.67 crores, representing a growth of 17.98%.

Exports of the Company have witnessed significant increase over the previous year. The Company's exports for the year ended 31st March, 2012 has increased to an all time high of ₹50.62 crores as compared to ₹33.44 crores for the previous year, representing a growth of 51.38 %.

During the year under review, your Company has earned an EBIDTA of ₹44.86 crores as compared to ₹34.77 crores, an increase of 29.02% over the previous year. The EBIDTA margin has also gone up from 14.68% in the previous year to 16.07%. Consequently, profit before tax is ₹11.39 crores as compared to ₹9.69 crores, an increase of 17.54% over the previous year.

The profit before tax has been adversely affected to the tune of ₹353.46 lakhs (previous year ₹62.09 lakhs) on account of losses suffered by the company with respect to foreign exchange transactions. The company continues to borrow on both long term and short term basis in foreign currency and fluctuations in the exchange rates have had a significant bearing on the profitability. Out of the total losses suffered by the Company in the current year, a significant part is on account of exchange fluctuation which is

as result of conversion of Rupee borrowing into foreign exchange borrowing for working capital needs. The balance was on account of exchange differences on import & export transactions. As far as fluctuation on term loans are concerned, the same has always been capitalized as per the relevant accounting standard.

## **Performance:**

### **Silvassa factory**

Your Company is now operating three independent units at Silvassa.

- a) Offset Printing Unit (OPU) which is equipped with three six colour offset presses along with a host of ancillary equipments for finishing and conversion of printed sheets into cartons.
- b) Gravure Printing Unit (GPU) which is equipped with three 10-colour Gravure presses, all with inline die cutting facility. This unit is focused mainly on printing and conversion of cigarette blanks.
- c) Fluted Corrugation Unit (FCU) which is producing E/F/N fluted cartons for a variety of customers in the FMCG and Food industries.

The performance of the factories located at Silvassa for the year ended 31st March, 2012 has been encouraging. The units significantly contribute to the growth in sales as well as growth in conversion of paperboard.

### **Haridwar**

During the year under review, the Company has installed a state-of-art KBA printing machine imported from Germany (which was commissioned towards end of October, 2011) alongwith other ancillary equipments mainly from Bobst Group, Switzerland. As a result of these expansions, the capacity of the plant has significantly increased.

The Company has also set-up a new factory specialising in manufacture of corrugated cartons in the same industrial area. The Company has also imported state-of-art machinery which have been installed at this site and the plant has commenced commercial production in the end of March, 2012.

As a result of these significant expansions at Haridwar in the current year, your Directors are confident of achieving further growth in terms of volume and sales.

### **Future prospects:**

Your Directors are pleased to state that your Company is today, one of India's largest independent manufacturer of folding cartons with a turnover of almost ₹300 crores and board consumption of over 35000 MT per annum.

Your Directors are hopeful that with the continuous growth in the Indian economy which results in even higher growth for consumer products, your Company shall be able to utilise its capacities at a higher level and will be able to maintain the growth which it has achieved in the past.

Your Company has also initiated steps to set-up a corrugating and finishing plant at Goa. In this context, the company has leased the premises and also installed equipments and is awaiting certain Government approvals. Upon receipt of these approvals, it shall commence commercial production. This step, though small, shall strengthen the Company's relationship with its customers in the vicinity as well as create an opportunity for the company to open up new markets for its products.

### **Responsibility Statement:**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed :

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible 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 or loss of the Company for that period.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- d) That they have prepared the annual accounts on a going concern basis.

**Deposits**

Your Company has not accepted any deposits from the general public in terms of Section 58A of the Companies Act, 1956.

**Corporate Social Responsibility**

Your Company, as a part of Corporate Social Responsibility, has adopted an Industrial Training Institute in Dharampur, in the state of Gujarat nearby its factory at Silvassa. It is an industrial partner with the state of Gujarat in connection with up gradation of the institute. The Institute offers vocational training to students of nearby villages in various fields like fitter, mechanic, wire-man, printing and packaging etc. At present the institute has 450 students on its rolls.

**Corporate Governance**

The Company has complied with all the provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement with the Stock Exchange. A report on the compliance of the Corporate Governance and the Auditor's certificate are given as an Annexure to this effect.

In accordance with the revised guidelines under the Companies Act, this year's annual report is submitted herewith in a new format to comply with revised Schedule VI of the Act. The quarterly and annual results are being released also in accordance with the same.

**Directors**

Mr Atul Sud and Mr Sudhir Merchant, Directors of the Company, retire by rotation and have offered themselves for re-appointment.

**Addition to Share capital & Issue of Warrants**

During the year under review, the promoters of the Company have subscribed to 3,50,000 equity shares of ₹10/- each at a premium of ₹34.70 per share aggregating to ₹1.56 crores. The Share premium has been revised from ₹30.00 per Share to ₹34.70 per Share as per the directive given by Mumbai Stock Exchange. As a consequence, the paid-up share capital of the Company has increased from ₹8.35 crores to ₹8.70 crores consisting of 87,00,000 shares with a face value of ₹10/- each. Besides this, the Company has also allotted 550,000 warrants to the promoters at a price of ₹50/- per warrant and accordingly the promoters have brought in 25% of the amount as per SEBI guidelines.

**Personnel**

Your Directors are pleased to state that the relations with the employees / workers at factory and office were cordial throughout the year under review.

There are no employees who were drawing remuneration as per the limits specified under Rule 1A of the Companies (Particulars of Employees), Rules 1975, and hence, particulars as required under the provisions of Section 217 (2AA) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended are not given.

**Conservation of Energy and Technology Absorptions**

The Company has continued to make efforts for conserving and optimizing the use of energy.

**Acknowledgement**

Your Directors wish to record their appreciation to all our Bankers namely Dena Bank, Axis Bank and ICICI Bank for their continued support and timely assistance in providing working capital and long term fund requirements.

**Auditors**

M/s Shah Gupta & Company, Auditors of the Company retire at the Annual General Meeting and are eligible for re-appointment.

**For and On Behalf of the Board of Directors**

Chairman

Place : Mumbai

Date : 19th May, 2012

## REPORT ON CORPORATE GOVERNANCE

### MANDATORY REQUIREMENTS

#### 1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to make an earnest endeavor for increasing the level of transparency, accountability and equity in all its dealings with customers, suppliers, shareholders, lenders and employees. In widest sense we believe that it is our responsibility to adhere and enforce sound principles of Corporate Governance and your Company believes in the same

#### 2. Board of Directors

##### A) Composition

The Board of Directors of the Company are eminent and persons with professional expertise which includes vast knowledge in the fields of finance, taxation, law and management.

The Board of Directors of the Company as on 31st March, 2012 consists of 8 members comprising :

- Three Directors in the whole-time employment of the Company.
- Five Non-Executive Directors out of which four are independent Directors, having experience in fields of business, finance, legal and management.
- The Chairman of the Board is a Non-Executive Director.

##### B) The Composition and Category of the Directors are as under :

As on 31st March, 2012

Name of Director	Category of Director	Directorships held in other Companies •		Committee Memberships held on other Companies**	
		As Director	As Chairman	As Member	As Chairman
Mr. Sajjan Jindal	Non-Executive	3	5	—	—
Mr. Saket Kanoria	Executive	—	—	—	—
Mr. K.K.Kanoria	Executive	—	—	—	—
Mr. Sudhir Merchant	Non-Executive	2	—	—	—
Mr. C.M.Maniar	Non-Executive	14	—	8	1
Mr. Atul Sud	Non-Executive	2	—	—	—
Mr. Pradip Kumar Khaitan	Non-Executive	14	—	7	2
Mr. S.G.Nanavati	Executive	—	—	—	—

• Excludes Directorships held in Private Limited companies, Foreign Companies, Companies U/s 25 of the Companies Act, 1956 and Memberships of Managing Committees of various Chambers / Institutions

\*\* Memberships/Chairmanships of Audit Committee, Shareholders' Grievance Committee and Remuneration Committee have been considered.

##### C) Board Meetings held during the year :

During the Financial period ended 31st March, 2012, six Board Meetings were held on 30.05.2011, 13.06.2011, 27.07.2011, 28.09.2011, 09.11.2011, 30.01.2012.

##### D) Attendance of Directors at Board Meetings and last Annual General Meeting:

Name of Director	Board Meetings Attended	Attendance at last AGM
		30th June, 2011
Mr. Sajjan Jindal	1	No
Mr. Saket Kanoria	6	Yes
Mr. K.K.Kanoria	6	Yes
Mr. Sudhir Merchant	4	Yes
Mr. C.M.Maniar	3	Yes
Mr. Atul Sud	4	No
Mr. Pradip Kumar Khaitan	2	No
Mr.S.G. Nanavati	6	Yes



**E) Particulars of following Directors retiring by rotation and seeking re-appointment have been given in the Notice convening the 24th Annual General Meeting.**

S.No.	Name of Directors	Remarks
1.	Mr. Atul sud	Retires by rotation and seeks for re-appointment.
2.	Mr Sudhir Merchant	Retires by rotation and seeks for re-appointment.

**3. Audit Committee**

**A) Composition**

The Board of Directors of the Company constituted an Audit Committee comprising 3 Independent Non-Executive Directors viz. Mr.C.M.Maniar, Mr. Atul Sud and Mr.Sudhir Merchant. All the members of the Audit Committee are financially literate. Mr. S.G. Nanavati is the Secretary of the Audit Committee.

**B) Terms of Reference**

Broad terms of reference of the Audit Committee are to review with the Management and/or Internal Auditors and/or Statutory Auditors in the following areas :

- Overview of the Company's financial reporting process and financial information disclosures.
- Review with Management, the annual financial statement before submission to the Board.
- Review with Management, External and Internal Audit Reports, the adequacy of internal control systems.
- Recommending the payment and remuneration of external auditors, fixation of Audit Fee and also approval for payment of any other services.
- Discussion with the Internal Auditors for any significant findings and follow up thereon
- Significant adjustments made in the financial statements arising out of Audit findings.

**C) Meetings and Attendance during the year :**

During the financial period ended 31st March, 2012, four meetings were held on 30.05.2011, 27.07.2011, 09.11.2011 and 30.01.2012 and the Attendance were as under :

Sr.No.	Name of Director	Meetings Attended
1	Mr. Sudhir Merchant	4
2	Mr. C.M.Maniar	4
3	Mr. Atul Sud	4

**4. Remuneration Committee :**

**A) Composition**

The Remuneration Committee of the company comprises of three independent Non-Executive Directors viz. Mr. C.M.Maniar, Mr. Atul Sud and Mr. Sudhir Merchant.

**B) Meetings and Attendance during the year**

During the year ended 31st March, 2012 meeting was held on 30th May, 2011.

The Chairman of the Remuneration Committee if be present at the Annual General Meeting of the Members then he shall answer the shareholders' queries, if any.

The remuneration paid to the Directors of the Company during the financial year ended 31st March, 2012 is as under :  
(₹ in lakhs)

Name of the Directors	Sitting Fees	Salary	Perquisites	Bonus/ Ex-Gratia	PF contribution	Commission	Total	Service Contract
Mr.Sajjan Jindal, Chairman	0.10	—	—	—	—	—	0.10	—
Mr.Saket Kanoria, Managing Director	—	36.00	2.49	4.32	4.32	8.55	55.68	Three Years
Mr.K.K.Kanoria, Whole-time Director	—	27.00	5.81	3.24	3.24	8.55	47.84	Three Years
Mr.Sudhir Merchant, Director	0.65	—	—	—	—	—	0.65	—
Mr.C.M.Maniar, Director	0.65	—	—	—	—	—	0.65	—
Mr.Atul Sud, Director	0.65	—	—	—	—	—	0.65	—
Mr.Pradip Kumar Khaitan, Director	0.15	—	—	—	—	—	0.15	—
Mr. S.G. Nanavati Executive Director	—	8.13	13.43	0.90	0.98	—	23.44	Three Years

The appointments of Managing Director, Whole-time Director and Executive Director are governed by the resolution passed by the Board as per the recommendations of Remuneration Committee which covers the terms and conditions of such appointment, subject to final approval by the members. No severance fee is payable.

## 5. Shareholders' / Investors' Grievance Committee

### A) Composition

The Shareholders'/Investors' Grievance Committee comprises of three independent non-Executive Directors viz. Mr.C.M.Maniar, Mr. Atul Sud and Mr.Sudhir Merchant. Mr.C.M.Maniar who is non-executive Director has been appointed as the Chairman of the Committee. The Committee looks into redressal of shareholders / investors' complaints. Mr. S.G. Nanavati, Executive Director & Company Secretary has been designated as the Compliance Officer.

### B) Meetings and Attendance during the year

During the financial period ended 31st March, 2012, four meetings were held on 30.05.2011, 27.07.2011, 09.11.2011, 30.01.2012 and the Attendance were as under :

S.No.	Name of Director	Meetings Attended
1	Mr. C.M.Maniar	4
2	Mr. Sudhir Merchant	4
3	Mr. Atul Sud	4

### C) Status of Transfers

During the year ended 31st March, 2012, 4633 shares in physical form were processed for transfer. There were no pending shares for transfer as on 31.03.2012.

### D) Complaints

During the year ended 31st March, 2012, the Company received 15 complaints from the shareholders which are relating to non-receipt of share certificates/dividend/warrants/annual reports/change of address and non-receipt of duly transferred shares etc. There is one complaint received from SEBI for non-receipt of Dividend, the same was replied and Action Taken report was submitted to SEBI. However, no complaints were received from the Stock Exchanges.

## 6. General Body Meetings

### A) Particulars of last three Annual General Meetings

AGM	Year Ended	Venue	Date	Time
23rd	31st March, 2011	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	30.06.2011	4.30 p.m.
22nd	31st March, 2010	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	21.09.2010	10.30 a.m.
21st	31st March, 2009	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road, Worli, Mumbai 400018	02.07.2009	4.00 p.m.

### B) Particulars of last three Extra-ordinary General Meetings

Purpose	Venue	Date	Time
Issue of Warrants on preferential allotment basis	Shiv Smriti, 49, Dr.Annie Besant Road Worli, Mumbai 400018	06.12.2010	10.30 a.m.
a) Increase in Authorized Share Capital from ₹8.50 crores to ₹10.00 crores	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	30.11.2009	10.30 a.m.
b) Issue of Warrants on preferential allotment basis.	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	24.09.2007	11.30 a.m.
a) Issue of Equity shares on preferential allotment basis	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018		
b) Increase in Authorized Share Capital from ₹7.50 crores to ₹8.50 crores	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018		

## C) Particulars of Special Resolution passed at last three Annual General Meetings

AGM	Date	Matter
23rd	30.06.2011	(i) Allotment of 550000 Warrants to Promoters/Promoter Group and (ii) Conversion of 700000 Warrants and allotment of shares in lieu thereof
22nd	21.09.2010	Increase in remuneration of Managing Director & Whole Time Director.
21st	02.07.2009	Issue of Warrants on Preferential Allotment basis

## D) Voting by Postal Ballot

At the ensuing AGM, no resolution is proposed to be passed through the postal ballot.

## 7. Disclosures

- A) The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company.
- B) During the period ended 31st March, 2012 the Company has transferred ₹204175/- being the amount of unclaimed dividend for the year 2003-2004 to Investors Education and Protection Fund.
- C) While preparation of the financial statements, no accounting treatment, which is different from the prescribed in an Accounting Standard, was followed.
- D) The Company has laid down the procedure to inform the Board Members about the risk assessment and minimization procedures.
- E) During the year ended 31.3.2012, there were no transactions with any of the Non-Executive Directors except for the payment for attending Board Meetings and other Committee Meetings.
- F) There was no material, financial and commercial transaction where the Senior Management of the Company had personal interest that may have potential conflict with the interests of the company at large.

## 8. Means of Communication

The Quarterly, Half Yearly and Yearly Financial Results of the Company are sent to the Stock Exchanges immediately after their approval at the Board Meetings. These Results are published in leading financial/non-financial newspapers on 28.07.2011, 11.11.2011, 01.02.2012, and 22.05.2012. These results are simultaneously posted on the Website of the Company at [www.tcpl.in](http://www.tcpl.in)

## 9. Code of Conduct

The Company has adopted a Code of Conduct for Board Members and Senior Management Executives with effect from 31st December, 2005. The same is applicable to all Directors and Senior Executives of the Company in the grade of Sr.Vice Presidents, General Managers, Functional Heads (Senior Management Executives). The same has been posted on the Website of the Company.

Management Discussions and Analysis is separately given and forms part of the Report.

## 10. General Shareholder information

### A) Annual General Meeting

Date : 27th July, 2012

Time : 4.00 p.m

Venue : Sunville Deluxe Pavillion, 9, Dr.Annie Besant.Road, Worli, Mumbai 400018

### B) Financial Calendar 2012-13

First quarter results : By 14.08.2012

Second quarter results : By 12.11.2012

Third quarter results : By 14.02.2013

Annual results for the year ending on 31st March, 2013 : By 30.05.2013

Annual General Meeting for the year 2012-2013 : By 30.09.2013

### C) Book Closure

From 17/07/2012 to 27/07/2012 (both days inclusive). Dividend, if declared at the AGM, will be paid on or after 1/8/2012.

**D) Listing of Shares & Other Securities**

Company's shares are presently listed at the Stock Exchange, Mumbai and Ahmedabad. The Company has paid the listing fees to these exchanges.

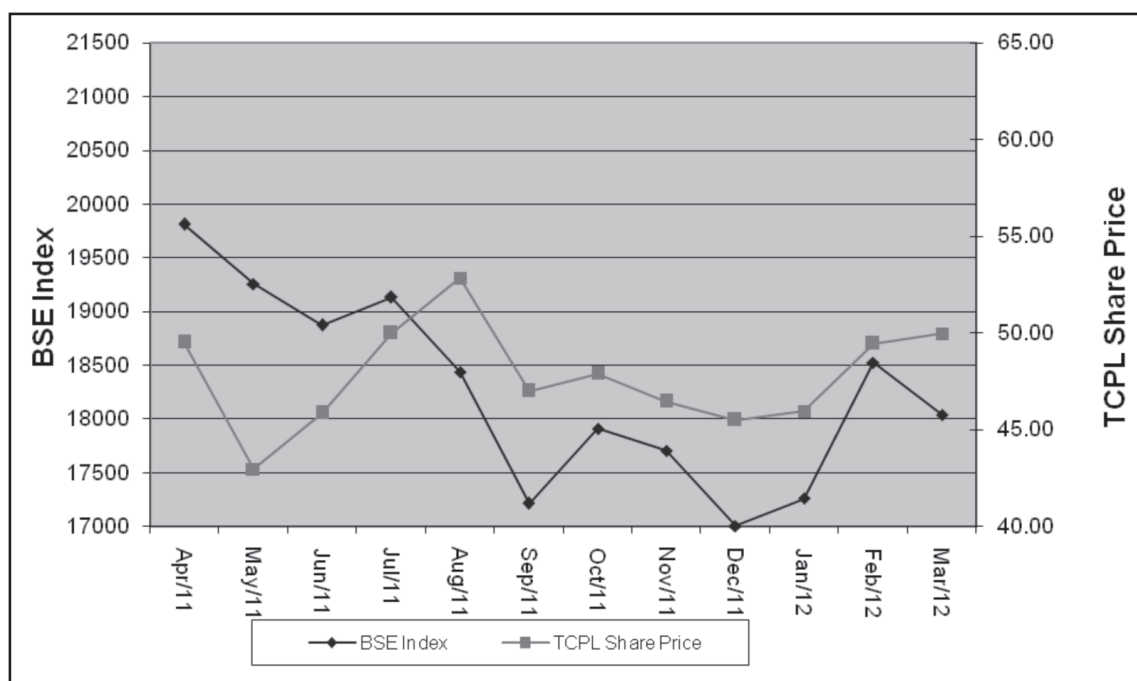
**E) Stock Code :**

- (a) Trading Symbol at Stock Exchange, Mumbai (Physical Segment) - 23301  
 Stock Exchange, Mumbai (Demat Segment) - 523301  
 Stock Exchange, Ahmedabad - 61990
- (b) Demat ISIN number in NSDL & CDSL Equity Shares **INE822C01015**

**F) Market Price Data**

The details of high/low market price of the shares at the Stock Exchange, Mumbai are as under:

Month	Highest			Lowest	
	Year	Rate (₹)	Date	Rate (₹)	Date
April	2011	49.50	25.04.2011	38.00	28.04.2011
May	2011	42.95	31.05.2011	38.00	27.05.2011
June	2011	45.85	08.06.2011	41.05	29.06.2011
July	2011	50.00	28.07.2011	40.95	12.07.2011
August	2011	52.85	02.08.2011	43.75	30.08.2011
September	2011	47.00	02.09.2011	42.70	27.09.2011
October	2011	47.90	18.10.2011	42.00	10.10.2011
November	2011	46.45	01.11.2011	41.20	17.11.2011
December	2011	45.50	05.12.2011	34.45	30.12.2011
January	2012	45.95	09.01.2012	35.55	20.01.2012
February	2012	49.45	17.02.2012	37.90	01.02.2012
March	2012	49.95	02.03.2012	38.65	14.03.2012



### G) Share Transfer Agents

Link Intime India Private Limited  
(Formerly Intime Spectrum Registry Limited)  
C-13, Pannalal Silk Mills Compound,  
L.B.S.Marg, Bhandup (W),  
Mumbai 400078.  
Tel : +91 22- 25963838 Fax : +91 22- 25946969  
Email : mumbai@linkintime.co.in

### H) Share Transfer System

The Company's shares are traded in the stock exchanges compulsorily in demat mode. The transfer of shares in physical mode are processed by the Registrar and Transfer Agents and subject to exercise of option under compulsory transfer-cum-demat procedure, the share certificates are either dematerialized or returned within the time prescribed by authorities. In case of objections, the share certificates along with the transfer deeds are returned within the time prescribed by authorities. In case of objections the share certificates along with the transfer deeds are returned within two weeks. The Company conducts through competent professionals, periodical audit of share transfer system and securities issued.

### I) Distribution of Shareholding

The shareholding distribution of Equity Shares as on 31st March, 2012 :

Shares Holding Range(s)		Holding		Equity Shares Held	
From	To	Number	Percentage	Number	Percentage
Up to	5000	5110	90.19	768318	8.83
5001	10000	261	4.61	204034	2.34
10001	20000	141	2.49	215415	2.48
20001	30000	43	0.76	107324	1.23
30001	40000	13	0.23	46031	0.53
40001	50000	16	0.28	74013	0.85
50001	100000	37	0.65	274691	3.16
100001	& above	45	0.79	7010174	80.58
<b>Total</b>		<b>5666</b>	<b>100.00</b>	<b>8700000</b>	<b>100.00</b>

### J) Shareholding Pattern as on 31st March, 2012

	Equity Shares			
	Folios	Percentage	Number	Percentage
Promoters	15	0.32	4402599	50.62
Non-Resident Individuals	32	0.56	101615	1.17
Bodies Corporate	108	1.90	1957167	22.50
Mutual Funds	3	0.05	3600	0.04
HUF	27	0.48	33661	0.39
Clearing & Market Maker	17	0.30	8858	0.10
Others	5464	96.39	2192500	25.18
<b>Total</b>	<b>5666</b>	<b>100.00</b>	<b>8700000</b>	<b>100.00</b>

### K) Dematerialisation of Shares

**93.76% (81,57,553 shares)** of total equity capital of 8700000 is held in dematerialized form with NSDL & CDSL as on 31.03.2012.

### L) Plant Locations

- Plot No. 3A, 3B, 12, 13D, 17, 18, 21A, 22 & 118 Government Industrial Estate, Masat, Silvassa, Union Territory of Dadra & Nagar Haveli 396230
- Plot No. 1 & 2, Sector 6A and Plot. No. 51 & 52, Sector 02, Integrated Industrial Estate, BHEL, Haridwar 249403.
- Shed No. 1 & 2, Plot No 124 to 127A, Kundaim Industrial Estate, Kundaim, Panda, Goa – 403115.

**M) Investor Correspondence :****TCPL Packaging Ltd.**

Shiv Smriti Chambers  
49, Dr. Annie Besant Road  
Worli, Mumbai 400018

Phone : +91 22- 66606006

Fax : +91 22- 24935893

Email : info@tcpl.in

**Link Intime India Private Limited**

(Formerly Intime Spectrum Registry Ltd.)

C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W), Mumbai 400078

Phone : +91 22- 25963838

Fax : +91 22- 25946969

Email : mumbai@linkintime.co.in

**N) Non-Mandatory Requirements****i. Expenses pertaining to the office of the Chairman of the Board**

The Company is not incurring any expenses for maintaining the Non-Executive Chairman's Office.

**ii. Remuneration Committee**

The Company has a Remuneration Committee in place.

**iii. Audit qualification**

The Company at present does not have any audit qualification pertaining to the financial statement.

**iv. Shareholders' rights**

The Company is not sending half yearly declaration of financial performance including the summary of significant events in the last six months to the shareholders. However, the financial performance of the company is well placed and also displayed on Company's Website. The Company furnishes the quarterly and half yearly results on receipt of requests from the shareholders.

**v. Training of Board Members**

The Company at present does not have any facilities for training of Board Members in the Business Model of the Company as well as the Risk Profile of the business parameters of the Company, their responsibilities as directors, and the best ways to discharge them.

**vi. Mechanism for evaluating non-executive Board Members**

The Company does not have any mechanism for evaluating the performance of Non-Executive Directors by a peer group.

**vii. Whistle Blower Policy**

The Company has an effective Whistle Blower Policy.

**11. CEO/CFO Certification**

The Company is getting certification of the Board from the CEO/CFO in accordance with the provisions of Clause 49 (V) of the Listing Agreement. The aforesaid certificate duly signed by the CEO/CFO in respect of the Financial Year ended 31.3.2012 has been placed at the Meeting of Board of Directors held on 19.05.2012

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## AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
TCPL PACKAGING LIMITED,  
Mumbai

We have examined the compliance of the conditions of Corporate Governance by **TCPL PACKAGING LIMITED** for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the 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 representation made by the Management of company, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For SHAH GUPTA & CO**  
Chartered Accountants  
Firm Registration No.: 109574W

VIPUL K. CHOKSI  
PARTNER  
M.No.37606  
Place : Mumbai  
Date : 19th May, 2012

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overview

During the year 2011-12, The Company's sales have increased from ₹251.03 Crores to ₹295.68 crores showing a growth of 17.80%. The factories at Silvassa and Haridwar have converted 33194 M.T of board as compared to 30984 M.T in the previous year. The Company also had a significant rise in export turnover from ₹33.44 Crores to ₹50.62 crores in the current year. The Company has exported the variety of packing material to its customer base in Bangladesh and UAE.

The Company is continuously increasing its clientele and several large multinational companies operating in India are our customers.

The Company has also installed one KBA machine at its unit at Haridwar for better efficiency and increase the productivity. The Company is utilizing the production capacity at its optimum level at both the units in Silvassa and Haridwar.

During the year the Company has set up a new Plant in Goa for resorting to the needs of customers based in the vicinity. The company has also installed a new Paktek machine and the commercial production has started on small scale basis since April, 2012.

### Industry Structure and Developments

The year 2011-12 continued a witness growth in FMCG industry. Despite economic crisis in the rest of the world, the growth is expected to be continued in the foreseeable future in India.

Therefore, with the change in economic condition, life style of people & launch of organized retail etc., the demand for packaged goods are expected to rise dramatically. India has the potential to grow at 20 – 25% p.a. or even higher for next 25 years without any doubts as against its historical growth of 15 – 18% p.a.

### Financial performance

During the year the performance of the Company has been significantly increased compared to the previous year. While the turnover has increased by 17.80 % the EBITDA has also gone up from ₹44.86 crores as against ₹34.77 crores during the previous year 2010-11. The Cash profit of the Company has also gone up from ₹29.36 crores in the current year as against ₹24.31 crores in the last financial year.

### Dividend Policy

The Company has paying dividend regularly for last several years. As a future policy, the Company shall endeavor to follow a dividend policy of a pay-out ratio of about 20% of the net distributable profit of the Company for any financial year.

### Opportunities

Growth in Indian economy and demand creates a number of opportunities for your Company and catering needs to huge FMCG, food and other industry, which are already developing, in turn, increase the demand for the products of your Company. Due to geographical locations of the plants the Company is ideally suited for catering to both, the export market and the local market which is increasingly concentrated in tax free zones.

### Threats

New projects at Haridwar and Goa and increase in customer demand simultaneously leads to pressure on the profit margins as the Company has to face competition from various manufacturers in the domestic market. The Company, however mitigates this by continuous increase in productivity and introduction of innovative products.

### Risk Management

The Company being a manufacturer of the packaging material required for cigarette and liquor is always exposed to the general risks such as government regulations and policies, statutory compliances, economy related, market related. The Company from time to time identifies the risk and has put in its place appropriate measures for mitigating such risks.

### Internal Control System

The Company has adequate internal control system and a well defined organizational structure and internal rules and regulations for conducting the business transactions. The Management reviews actual performance with reference to budgets periodically. The Company has a qualified Audit Committee, independent Statutory Auditors and also Internal Auditors who submit their reports as per the rules and regulations and the reports are reviewed periodically.

### Industrial Relations

The Industrial relations continue to remain cordial during the year and total 830 employees are on the Company's payroll as on 31st March, 2012.



## AUDITORS' REPORT

To,  
The Members  
TCPL PACKAGING LIMITED,  
Mumbai

1. We have audited the attached Balance Sheet of **TCPL PACKAGING LIMITED**, as at March 31, 2012, and Statement of Profit and Loss 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. Those 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (the 'Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (the 'Act'), 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 it appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash flow statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Act;
  - e. On the basis of the written representations received from Directors as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on March 31, 2012 from being appointed as a director in term of clause (g) of sub-section (1) of Section 274 of the Act;
  - f. In our opinion and to the best of our information and according to the explanations given to us, the accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Act, 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 March 31, 2012;
    - (ii) in the case of the Statement of Profit and Loss of the profit of the Company 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 SHAH GUPTA & CO**  
Chartered Accountants  
Firm Registration No.: 109574W

Vipul K. Choksi  
Partner  
M. No.37606  
Place : Mumbai  
Date : 19th May, 2012

**ANNEXURE TO THE AUDITORS' REPORT****(Referred to in paragraph 3 of our Report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) The fixed assets have been physically verified by the management in the phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The Company has not disposed off any substantial part of the fixed assets during the year and the going concern status of the Company is not affected.
- (ii) (a) The inventories have been physically verified by the management at the regular intervals during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. The discrepancies noticed during the physical verification of inventories as compared to book records were not material and have been dealt with in the books of account.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) are not applicable.
- (b) The Company has taken unsecured loans from a company covered in the register maintained under section 301 of the Act. The maximum amount involved during the year was ₹210.50 lakhs (Previous Year ₹74.75 lakhs) and the year-end balance of loan taken from such parties was ₹200 lakhs (Previous Year ₹ Nil).
- (c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Act are not, prima facie, prejudicial to the interest of the company.
- (d) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. We have not observed any continuing major weakness in such internal controls.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Act and exceeding the value of ₹5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
- (vi) The Company has not accepted any deposits under the provisions of Section 58A and 58 AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1957 framed there under.
- (vii) In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Wealth-Tax, Service Tax, Sales-Tax, Customs Duty, Excise Duty, Cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the following demands as at March 31, 2012 have not been deposited since appeals are pending before the relevant Authorities:

Name of the statute	Nature of the Dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	51.56	F.Y. 1999-00	Customs, Excise and Service Tax Appellate Tribunal
		65.10	F.Y. 2007-08	Tribunal

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedure and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to the banks and financial institution. The Company has not raised funds from issue of debentures.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information explanations given to us, in our opinion, the term loans raised were prima facie used for the purposes for which they were raised.
- (xvii) According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term investment.
- (xviii) The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

**For SHAH GUPTA & CO**

Chartered Accountants

Firm Registration No.: 109574W

Vipul K. Choksi

Partner

M. No.37606

Place : Mumbai

Date : 19th May, 2012

# BALANCE SHEET AS AT 31ST MARCH, 2012

(₹ in lakhs)

	Note	As at 31st March, 2012	As at 31st March, 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	870.00	835.00
Reserves and Surplus	2	5777.09	5040.92
Money received against share warrants	3	68.75	103.75
		<b>6715.84</b>	<b>5979.67</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term borrowings	4	6954.60	4850.11
Deferred Tax Liabilities (Net) {Refer Note 26(B)10(b)}		927.63	756.17
Other Long term liabilities	5	42.44	30.50
Long-term provisions	6	152.58	154.70
		<b>8077.25</b>	<b>5791.48</b>
<b>CURRENT LIABILITIES</b>			
Short-term borrowings	7	4006.05	3077.57
Trade payables	8	2828.05	2147.34
Other current liabilities	9	2593.72	2020.90
Short-term provisions	10	472.36	330.86
		<b>9900.17</b>	<b>7576.67</b>
<b>Total</b>		<b>24693.27</b>	<b>19347.83</b>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
Fixed assets	11		
Tangible assets		14547.73	10888.49
Intangible assets		55.31	62.82
Capital Work in Progress		298.53	608.33
Long-term loans and advances	12	675.18	629.11
Other Non-current Assets	13	233.87	56.87
		<b>15810.62</b>	<b>12245.62</b>
<b>CURRENT ASSETS</b>			
Inventories	14	3649.96	2915.97
Trade receivables	15	4695.28	3727.03
Cash & Cash equivalents	16	56.46	24.84
Short-term loans & advances	17	338.82	313.41
Other current assets	18	142.15	120.96
		<b>8882.66</b>	<b>7102.21</b>
<b>Total</b>		<b>24693.27</b>	<b>19347.83</b>

## Significant Accounting Policies and Notes to Accounts 26

Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date attached

For and on behalf of

**Shah Gupta & Company**

Chartered Accountants

Firm Registration No. 109574W

Vipul K. Choksi, Partner

Membership No.37606

Place : Mumbai

Date : 19th May, 2012

C.M. Maniar, Director

Pradip Kumar Khaitan, Director

S.K. Kanoria, Managing Director

**For and on behalf of Board of Directors**

Atul Sud, Director

Sudhir Merchant, Director

K.K. Kanoria, Whole-time Director

S.G. Nanavati, Executive Director  
& Company Secretary

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	Note	Year Ended 31st March, 2012	(₹ in lakhs) Year Ended 31st March, 2011
<b>INCOME :</b>			
Revenue from Operations	19	28334.65	24020.70
		<b>28334.65</b>	<b>24020.70</b>
<b>EXPENSES</b>			
Cost of Materials consumed	20	16243.16	13793.35
Changes in inventories of finished goods and work-in-progress	21	(294.30)	(126.45)
Employee benefits expense	22	1782.02	1521.28
Finance costs	23	1196.50	983.75
Depreciation and amortization expense	11	1796.65	1462.54
Other expenses	24	6117.75	5355.33
Loss / (Gain) on account of exchange rate differences	25	353.46	62.09
<b>Total Expenses</b>		<b>27195.23</b>	<b>23051.89</b>
<b>Profit before tax</b>		<b>1139.42</b>	<b>968.81</b>
<b>Tax Expense :</b>			
Current Tax		197.46	224.11
Deferred Tax {Refer Note 26 (B)(10)(b)}		171.46	116.00
<b>Profit for the year</b>		<b>770.50</b>	<b>628.70</b>
<b>Earnings per Equity Share of face value of ₹ 10 each : {Refer Note 26 (B)(9)}</b>			
- Basic	₹	8.93	7.69
- Diluted	₹	8.93	7.65

### Significant Accounting Policies and Notes to Accounts 26

Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date attached

For and on behalf of

**Shah Gupta & Company**

Chartered Accountants

Firm Registration No. 109574W

Vipul K. Choksi, Partner

Membership No.37606

Place : Mumbai

Date : 19th May, 2012

C.M. Maniar, Director

Pradip Kumar Khaitan, Director

S.K. Kanoria, Managing Director

**For and on behalf of Board of Directors**

Atul Sud, Director

Sudhir Merchant, Director

K.K. Kanoria, Whole-time Director

S.G. Nanavati, Executive Director  
& Company Secretary

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

### NOTE : 1

#### SHARE CAPITAL

##### AUTHORISED

1,00,00,000 (Previous year 1,00,00,000) Equity Shares of ₹10/- each

##### ISSUED, SUBSCRIBED & FULLY PAID-UP

87,00,000 (Previous year 83,50,000) Equity Shares of ₹10/- each

As at 31st March, 2012	As at 31st March, 2011
1000.00	1000.00
870.00	835.00

#### Reconciliation of Equity shares outstanding at the beginning and at the end of the year

Equity shares outstanding at the beginning of the year

Add : Issued on account of Conversion of Warrants

At the end of the year

No	As at 31st March, 2012 ( ₹ in lakhs )	No	As at 31st March, 2011 ( ₹ in lakhs )
8350000	835.00	8000000	800.00
350000	35.00	350000	35.00
8700000	870.00	8350000	835.00

#### Terms attached to equity share

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

#### Details of shareholders holding more than 5% shares in the company

	No	As at 31st March, 2012 % holding	No	As at 31st March, 2011 % holding
Accuraform Private Ltd.	1004873	11.55	622373	7.45
Powersurfer Interactive (India) Pvt. Ltd.	900000	10.34	900000	10.78
The Indiaman Fund (Mauritius) Ltd.	—	—	750000	8.98
Narmada Fintrade Ltd.	780786	8.97	647816	7.76
AMVD Holding Pvt. Ltd.	510000	5.86	510000	6.11
Sampannta Investment Pvt. Ltd.	455000	5.23	455000	5.45
	3650659	41.96	3885189	46.53

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

### NOTE : 2

#### RESERVES & SURPLUS

##### CAPITAL RESERVE

	As at 31st March, 2012	As at 31st March, 2011
Balance as at the beginning of the year	14.82	14.82
Add: Subsidy received from Central Government {Refer Note 26(B)(5)}	30.00	—
Closing balance as at the end of the year	44.82	14.82

##### SECURITIES PREMIUM RESERVE

Balance as at the beginning of the year	1920.00	1815.00
Add: Received on conversion of warrants	137.90	105.00
Closing balance as at the end of the year	2057.90	1920.00

##### GENERAL RESERVE

Balance as at the beginning of the year	3065.26	2565.26
Add : Transferred during the year from Profit & Loss Account	400.00	500.00
Closing balance as at the end of the year	3465.26	3065.26

##### SURPLUS IN STATEMENT OF PROFIT AND LOSS

Balance as at the beginning of the year	40.84	57.71
Add : Profit for the period	770.50	628.70
Less : Appropriations		
Proposed dividend	174.00	125.25
[Dividend per share ₹ 2.00 (Previous year ₹ 1.50)]		
Tax on proposed dividend	28.23	20.32
Transfer to General Reserve	400.00	500.00
Net surplus in Profit and loss statement	209.11	40.84
<b>Total</b>	<b>5777.09</b>	<b>5040.92</b>

### NOTE : 3

#### MONEY RECEIVED AGAINST SHARE WARRANTS

Holders holding 550000 warrants have a right to convert equivalent warrants into equity shares on or before 27th March, 2013 (Previous Year 900000 warrants)

	68.75	103.75
	68.75	103.75

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

### NOTE : 4

#### LONG TERM BORROWINGS

##### Term loans

##### Secured

##### - From bank

In Rupee currency

In foreign currency

##### - From Others

In Rupee currency

In foreign currency

##### Unsecured

##### - From Others

##### Total

As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2012	As at 31st March, 2011
Non Current		Current	
3693.24	3672.12	1314.21	1492.53
3037.40	797.72	75.00	–
223.96	261.02	218.54	141.67
	19.25	22.30	57.75
6954.60	4750.11	1630.04	1691.94
–	100.00	200.00	–
6954.60	4850.11	1830.04	1691.94

- [1] Indian Rupee Term Loan from banks carries interest in the range of 13.25% to 13.75% p.a. and Foreign Currency Loans from banks carried interest at LIBOR + ranging from 100 to 200 basis points. The loans are repayable in monthly / quarterly instalments. The loans are secured by First pari passu charge on movable and immovable assets of the Company situated at Haridwar & Silvassa both present & future and Second pari passu charge by way of hypothecation of the Company's entire stocks and other movable including book debts, bills, outstanding monies, receivables both present and future.
- [2] Rupee loans from others carry interest in the range of 13.50% to 15% p.a. and are repayable in monthly instalments. The loans are secured by hypothecation of specific machinery / assets for which loans are availed.
- [3] Foreign currency loan from others carries interest @ 2.50% p.a. and are repayable in semi annually. The loans are secured by hypothecation of specific machinery / assets for which loan is availed.
- [4] Unsecured loan taken from a body corporate carrying interest @ 16% p.a. and is repayable in August 2012.
- [5] Maturity profile of secured term loans are set out below :

	Repayable in 2012-13	Repayable in 2013-14	Repayable in 2014-15	After 1-4-2015
From Banks :				
Rupee Term Loan	1268.17	1409.00	786.97	1436.12
Foreign Currency Term Loan	75.00	295.08	1539.68	1202.63
From Other parties :				
Rupee Term Loan	264.58	185.82	81.39	17.91
Foreign Currency Term Loan	22.30	-	-	-



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in lakhs)

### NOTE : 5

#### OTHER LONG TERM LIABILITIES

Security deposits  
Others

**Total**

Non Current As at 31st March, 2012	Non Current As at 31st March, 2011	Current As at 31st March, 2012	Current As at 31st March, 2011
31.44	19.50	8.73	6.89
11.00	11.00	–	–
<b>42.44</b>	<b>30.50</b>	<b>8.73</b>	<b>6.89</b>
<b>152.58</b>	<b>154.70</b>	<b>5.82</b>	<b>27.44</b>
<b>152.58</b>	<b>154.70</b>	<b>5.82</b>	<b>27.44</b>

### NOTE : 6

#### LONG TERM PROVISIONS

Provision for Employee Benefits

**Total**

### NOTE : 7

#### SHORT TERM BORROWINGS

##### Secured

Working Capital loan from Banks  
Acceptances

**Total**

Working Capital Loans and Acceptances are secured by pari passu charge by way of hypothecation of raw materials, semi-finished goods, finished goods, tools & spares, packing material, book debts and assignment of auctionable claims. The loan is repayable on demand and carries interest in the range of 13.00% to 13.50% p.a.

### NOTE : 8

Trade Payable  
Outstanding due to Micro and Small Enterprises  
{Refer Note 26(B)(6)}

**Total**

### NOTE : 9

#### OTHER CURRENT LIABILITIES

Current maturities of long term debt {Refer Note 4}

##### Secured

##### Unsecured

Interest accrued but not due on borrowings

Interest accrued and due on borrowings

Unclaimed Dividends \*

Customer Advances

Security Deposits

Creditors for Capital Expenditure

Other liabilities

**Total**

\* Investor Education and Protection Fund will be credited as and when due

### NOTE : 10

#### SHORT TERM PROVISIONS

Provision for Employee Benefits

Provision for proposed dividend

Provision for Corporate dividend tax

**Total**

As at 31st March, 2012	As at 31st March, 2011
3513.49	1976.59
492.56	1100.98
<b>4006.05</b>	<b>3077.57</b>
2818.75	2143.95
9.30	3.39
<b>2828.05</b>	<b>2147.34</b>
1630.04	1691.94
200.00	0.00
47.16	1.26
4.18	27.83
20.37	19.28
64.08	20.50
8.73	6.89
265.47	12.73
353.68	240.47
<b>2593.72</b>	<b>2020.90</b>
270.13	185.29
174.00	125.25
28.23	20.32
<b>472.36</b>	<b>330.86</b>

**NOTE 11**  
**FIXED ASSETS**

(₹ in lakhs)

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block	
	Balance As at 1st April, 2011	Additions	Deductions	Balance As at 31st March, 2012	Upto 1st April, 2011	For the year	Deductions	Upto 31st March, 2012	Balance As at 31st March, 2012	Balance As at 31st March, 2011
<b>I) Tangibles</b>										
Leasehold Land	276.49	342.77	0.00	<b>619.26</b>	13.92	7.50	0.00	<b>21.42</b>	<b>597.85</b>	262.58
Buildings	2384.62	1077.90	0.00	<b>3462.52</b>	449.10	94.33	0.00	<b>543.43</b>	<b>2919.09</b>	1935.52
Plant & Machinery	16010.06	3827.32	110.49	<b>19726.89</b>	7742.83	1619.09	98.35	<b>9263.57</b>	<b>10463.31</b>	8267.22
Furniture & Fixture	212.77	111.30	0.36	<b>323.71</b>	93.48	18.43	0.19	<b>111.72</b>	<b>211.98</b>	119.29
Office Equipment	53.56	8.41	0.50	<b>61.47</b>	24.34	3.75	0.09	<b>28.00</b>	<b>33.47</b>	29.22
Vehicles	414.58	111.94	50.62	<b>475.90</b>	140.00	35.20	21.33	<b>153.87</b>	<b>322.03</b>	274.58
<b>Total</b>	<b>19352.08</b>	<b>5479.64</b>	<b>161.97</b>	<b>24669.75</b>	<b>8463.67</b>	<b>1778.30</b>	<b>119.96</b>	<b>10122.02</b>	<b>14547.73</b>	<b>10888.49</b>
Previous Year	17431.42	1978.84	58.19	19352.07	7058.35	1448.33	43.10	8463.58	10888.49	21776.89
<b>II) Intangibles</b>										
Software	109.03	11.08	0.00	120.11	46.45	18.35	0.00	64.80	55.31	62.82
<b>Total</b>	<b>109.03</b>	<b>11.08</b>	<b>0.00</b>	<b>120.11</b>	<b>46.45</b>	<b>18.35</b>	<b>0.00</b>	<b>64.80</b>	<b>55.31</b>	<b>62.82</b>
Previous Year	76.48	32.56		109.04	32.00	14.21	0.00	46.21	62.83	62.82
<b>Total</b>	<b>19461.11</b>	<b>5490.72</b>	<b>161.97</b>	<b>24789.86</b>	<b>8510.13</b>	<b>1796.65</b>	<b>119.96</b>	<b>10186.82</b>	<b>14603.04</b>	<b>10951.31</b>
Previous Year	17507.90	2011.40	58.19	19461.11	7090.35	1462.54	43.10	8509.79	10951.31	608.33
<b>Capital Work in Progress</b>										

Borrowing cost adjusted in the carrying cost of fixed assets during the year is ₹37.11 lakhs

(Previous year ₹21.12 lakhs)

Foreign exchange loss (net) capitalised ₹160.26 lakhs (Previous year ₹76.60 lakhs)

Pre-Operative expenses capitalised during the year is ₹44.51 lakhs (Previous year ₹58.54 lakhs)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

As at  
31st March, 2012

As at  
31st March, 2011

### NOTE : 12

#### LONG TERM LOAN AND ADVANCES

(Unsecured, considered good)

Capital Advances	454.42	447.94
Security Deposits	69.46	44.39
Loans and Advances to related party {Refer Note 26(B)(8)}	30.86	37.88
Other Loans and Advances		
Advance Tax and Tax deducted at source (net)	78.69	79.10
Prepaid expenses	28.34	8.12
Others	13.42	11.68
<b>Total</b>	<b>675.18</b>	<b>629.11</b>

### NOTE : 13

#### OTHER NON-CURRENT ASSETS

In Fixed Deposit Account with maturity more than twelve months

<b>Total</b>	<b>233.87</b>	<b>56.87</b>
--------------	---------------	--------------

### NOTE : 14

#### INVENTORIES (valued at lower of cost or net realisable value)

Raw Materials	1915.87	1431.50
Add: Raw Materials in transit	299.34	341.01
	<b>2215.22</b>	<b>1772.51</b>
Work-in-progress	722.51	461.44
Finished goods	211.11	177.87
Stores and spares	490.99	460.18
Add: Stores & Spares in transit	10.13	43.97
	<b>501.12</b>	<b>504.15</b>
<b>Total</b>	<b>3649.96</b>	<b>2915.97</b>

### NOTE : 15

#### TRADE RECEIVABLES

Unsecured, considered good

Outstanding for a period exceeding six months	38.44	46.00
Other debts	4656.84	3,681.03
<b>Total</b>	<b>4695.28</b>	<b>3,727.03</b>

### NOTE : 16

#### CASH AND BANK BALANCES

Cash and cash equivalents

Balances with banks		
In Current Account	1.23	1.78
On Unpaid Dividend account	20.39	19.31
Cash on hand	10.19	3.65
	<b>31.80</b>	<b>24.74</b>
Other bank balances		
In Fixed Deposit Account with maturity more than twelve months	0.15	0.10
Margin money deposit	24.50	0.10
<b>Total</b>	<b>56.46</b>	<b>24.84</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

	As at 31st March, 2012	As at 31st March, 2011
<b>NOTE : 17</b>		
<b>SHORT-TERM LOAN AND ADVANCES</b>		
Unsecured, considered good		
Advances recoverable in cash or in kind for value to be received	1.34	1.65
Advance to suppliers	93.51	77.13
Loans to employees	18.90	12.87
Prepaid expenses	51.89	48.11
Unamortised Expenditure:		
Unamortised premium on Forward Contract	(2.19)	-
Ancillary cost of arranging borrowing	5.43	-
Security deposits	1.25	1.00
Balances with Excise and VAT Authorities	168.70	172.65
<b>Total</b>	<b>338.82</b>	<b>313.41</b>
<b>NOTE : 18</b>		
<b>OTHER CURRENT ASSETS</b>		
Interest Receivable	1.21	1.27
Export Benefit Receivable	140.94	119.69
<b>Total</b>	<b>142.15</b>	<b>120.96</b>

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in lakhs)

## Note 19

### REVENUE FROM OPERATIONS

	Year ended 31st March, 2012	Year ended 31st March, 2011
Sale of products	25175.95	20787.70
Conversion charges	4391.92	4314.85
Less : Excise duty	(1650.66)	(1404.84)
	<b>27917.21</b>	23697.71
<b>Other Operating Revenues</b>		
Scrap Sales (net of Excise duty ₹ 10.48 lakhs, previous year ₹ 8.25 lakhs)	157.94	135.79
Export Benefits	250.17	187.20
Miscellaneous Manufacturing Compensation	9.33	—
<b>Total</b>	<b>28334.65</b>	24020.70

## Note 20

### COST OF MATERIALS CONSUMED

#### Raw material consumed

Opening Stock	1772.53	1427.25
Add : Purchases during the year	16685.85	14138.63
	<b>18458.38</b>	15565.88
Less : Closing Stock	(2215.22)	(1772.53)
	<b>16243.16</b>	13793.35
Imported	863.67	544.06
Indigenous	15379.49	13249.27
	<b>16243.16</b>	13793.33
	<b>100.00%</b>	100.00%
Details of Raw Materials consumed		
Board	11049.28	9304.50
Inks	3417.12	2840.83
Others	1776.76	1647.99
<b>Total</b>	<b>16243.16</b>	13793.33

## Note 21

### CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

#### Decrease/(Increase) in stock

Opening stock - Work In Process	461.45	404.03
Closing stock - Work In Process	722.51	461.45
	<b>(261.06)</b>	(57.42)
Opening stock of finished goods	177.87	108.84
Closing stock of finished goods	211.11	177.87
	<b>(33.24)</b>	(69.03)
<b>Total</b>	<b>(294.30)</b>	(126.45)

## Note 22

### EMPLOYEE BENEFITS EXPENSE

Salaries and wages	1578.23	1357.84
Contribution to provident and other funds	102.86	84.66
Staff welfare expenses	100.93	78.78
<b>Total</b>	<b>1782.02</b>	1521.28

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

( ₹ in lakhs )

	Year ended 31st March, 2012	Year ended 31st March, 2011
<b>Note 23</b>		
<b>FINANCE COSTS</b>		
Interest expense	860.44	652.70
Other borrowing costs	438.57	406.91
Less : Interest earned {Refer Note.26 (A)(K)}	(102.51)	(75.86)
<b>Total</b>	<b>1196.50</b>	<b>983.75</b>
<b>Note 24</b>		
<b>OTHER EXPENSES</b>		
Consumption of stores and spare parts	2633.20	2,367.26
Power and fuel	641.57	510.92
Carriage Inward	770.77	677.54
Glueing & Other labour charges	582.15	522.54
Rent	80.77	63.07
Repairs and Maintenance		
Repairs to Buildings	40.25	54.40
Repairs to machinery	100.33	90.51
Repairs to others	48.25	36.16
Insurance	100.93	81.36
Rates and taxes (excluding taxes on income)	21.42	20.06
Travelling & Conveyance	262.20	268.17
Loss on sale of Fixed Assets	0.95	2.90
Carriage Outward	346.11	210.10
Payment to Auditors		
- Audit fees	5.50	5.00
- Tax Audit fees	1.50	1.10
- Limited Review fees	0.70	0.75
- Certification & other matters	1.14	1.51
- Miscellaneous expenses	480.00	441.98
<b>Total</b>	<b>6117.75</b>	<b>5355.33</b>
<b>Note 25</b>		
<b>Loss / (Gain) on account of exchange rate differences</b>		
Premium on forward exchange contract	4.69	19.90
Loss on forward exchange contract	4.75	49.10
Net gain/loss on foreign currency transactions and translation	344.02	(6.91)
<b>Total</b>	<b>353.46</b>	<b>62.09</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
(₹ in lakhs)		
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before Tax and extraordinary items	1139.42	968.81
Adjustment for :		
Depreciation	1796.65	1462.54
Loss/ (Profit) on sale of Fixed Assests	0.95	2.90
Premium / Loss on Forward Contract	4.69	19.90
Unrealised Forex Fluctuations	212.50	(3.89)
Sundry Balances written off	19.90	20.53
Interest Expenses	1299.01	1059.61
Interest Income	102.51	75.86
	<b>1196.50</b>	<b>983.75</b>
	<b>3231.19</b>	<b>2485.73</b>
Operating profit before Working Capital Changes	<b>4370.61</b>	<b>3454.54</b>
Adjustment for :		
Trade and other receivables	(984.32)	(783.38)
Inventories	(733.99)	(429.97)
Loans & Advances	(97.77)	(31.50)
Provisions & Other liabilities	276.63	70.06
Trade Payable	647.14	559.18
	<b>(892.31)</b>	<b>(615.60)</b>
Cash generated from Operations	<b>3478.30</b>	<b>2838.93</b>
Direct Tax paid (net of refund)	<b>197.10</b>	<b>135.26</b>
<b>Net Cash Flow from Operating Activities (A)</b>	<b>3281.20</b>	<b>2703.67</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of fixed assets and capital advances	(5110.54)	(2871.38)
Sale of fixed assets	41.06	12.20
Investment in bank deposits (having original maturity of more three months)	(177.15)	225.53
Interest Received	102.51	75.86
<b>Net cash Flow from Investing Activities (B)</b>	<b>(5144.12)</b>	<b>(2557.80)</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012 (Contd.)

Particulars	(₹ in lakhs)	
	Year Ended 31st March, 2012	Year Ended 31st March, 2011
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from long term borrowings (net)	2242.59	188.83
Proceeds from issue of capital (including premium)	206.65	140.00
Share Application Money	(68.75)	33.75
Increase in short term borrowings	928.48	693.97
Interest paid	(1299.01)	(1063.83)
Government grant received	30.00	—
Dividends paid	(146.65)	(139.93)
	<b>1893.31</b>	<b>(147.21)</b>
<b>Net cash Flow from Financing Activities (C)</b>	<b>1893.31</b>	<b>(147.21)</b>
Net increase in cash and cash equivalents(A+B+C)	30.39	(1.34)
Cash and Cash equivalents - Opening Balance	5.53	6.87
Cash and Cash equivalents - Closing Balance	35.92	5.53

As per our Report of even date attached  
For and on behalf of

**For and on behalf of Board of Directors**

### Shah Gupta & Company

Chartered Accountants  
Firm Registration No. 109574W

Vipul K. Choksi, Partner  
Membership No.37606

Place : Mumbai  
Date : 19th May, 2012

C.M. Maniar, Director

Pradip Kumar Khaitan, Director

S.K. Kanoria, Managing Director

Atul Sud, Director

Sudhir Merchant, Director

K.K. Kanoria, Whole-time Director

S.G. Nanavati, Executive Director  
& Company Secretary



## **Note - 26**

### **(A) STATEMENT OF ACCOUNTING POLICIES**

#### **a) Basis of Accounting**

The accompanying financial statements have been prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and the provisions of the Companies Act, 1956. The Company follows mercantile system of accounting except for insurance claims which is accounted on cash basis.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

#### **b) Use of estimates**

The preparation of financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

#### **c) Valuation of Inventories**

- Raw materials/Consumable Stores are valued at cost after providing for cost of obsolescence or depletion in value wherever applicable. Cost is determined on FIFO basis.
- Work-in-Progress is valued at lower of cost or net realisable value.
- Finished goods are valued at lower of cost or net realisable value. Value of finished goods includes applicable excise duty.
- The cost for the purpose of Work-in-Progress and finished goods, includes direct costs, overheads and depreciation incurred in bringing the inventory to their present location and condition.

#### **d) Cash Flow Statement**

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company. Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.

#### **e) Fixed Assets**

- All fixed assets are valued at historical cost less accumulated depreciation and impairment losses.
- Fixed Assets are capitalised at cost inclusive of freight, non refundable duties & taxes and all incidental expenses related thereto.
- Expenditure related to and incurred during implementation of the project is included under capital work-in-progress and the same is capitalised under appropriate heads on completion of the project.
- For the purpose of determining of appropriate depreciation rates, plant and machinery falling in the category of continuous process plant has been identified on the basis of technical opinion by the Company.
- In case, the recoverable amount of the Fixed Assets is lower than its carrying amount, a provision is made for the impairment loss.

#### **f) Impairment of Assets**

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, recoverable amount of the assets is estimated. If such recoverable amount of the Assets is less than its carrying amount, carrying amounts is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the assets are reflected at the recoverable amount subject to maximum of the depreciable historical cost

#### **g) Depreciation**

- Depreciation on fixed assets is provided on a straight line method in accordance with provisions of and as per the rates prescribed under Schedule XIV of the Companies Act, 1956.
- The cost of leasehold rights of land is amortized in equal installments over the residual period of the lease.
- Software cost is amortised over the estimated useful life.

#### **h) Revenue Recognition**

Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection. Revenue from sale of goods is recognised on delivery of the products, when all significant contractual obligations have been satisfied, the property in goods is transferred for a price, significant risks and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales are net of sales tax / Value Added Tax. Export benefits are accounted on Mercantile basis.

**i) Foreign Exchange Transactions.**

- Import of raw materials/consumable stores are accounted on the basis of CIF value at the rate of exchange prevailing on the date of transactions.
- Monetary assets and liabilities in foreign currency as on balance sheet date are translated at the rate of exchange prevailing at balance sheet date. All exchange differences, are dealt with in the statement of profit and loss except to the extent that they are regarded as an adjustment to interest costs and capitalized to fixed assets.
- The premium or discount on forward contracts is amortised as expense or income over the life of the contract. Any profit or loss on settlement/cancellation of forward contract is recognized as income or expenses for the year in which they arise.
- The exchange difference relating to Foreign Currency long term monetary items are adjusted to the cost of Fixed Assets.

**j) Government Grants**

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to such grants and the grants will be received.

The Company follows 'Capital Approach' or 'Income Approach' for accounting of such grants depending upon the nature of grant received.

**k) Employee Benefits**

Short-term employee benefits (benefits which are payable within twelve months after the end of the period in which the employees render service) are measured at cost. Long-term employee benefits (benefits which are payable after the end of twelve months from the end of the period in which the employees render service) is measured on a discounted basis by the Projected Unit Credit Method on the basis of annual third party actuarial valuations.

Contributions to Provident Fund, Contribution plan are made in accordance with the statute, and are recognized as an expense when employees have rendered service entitling them to the contributions. Provision for leave encashment is made on the basis of unutilised leaves of the employees as on balance sheet date. The gratuity benefit obligations recognised in the balance sheet represents the present value of the obligations as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. Actuarial gains and losses are recognized in the statement of profit and loss. [Refer Note 26(B)(13)]

**l) Borrowing Costs**

- Borrowing costs directly attributable to the acquisition and construction of qualifying assets are capitalised as a part of the cost of respective asset up to the dates such asset is ready for intended use. Other borrowing costs are charged as an expense in the period in which they are incurred.
- Interest income earned from deposits is reduced from Interest and Finance charges. [Refer Note 23]

**m) Earnings Per Share**

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings per share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares. [Refer Note 26(B)(9)]

**n) Taxes on Income**

- Current Tax is determined as the amount of tax payable in the respect of taxable income for the year in accordance with the Income Tax Act.  
The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability.  
Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences. They are measured using the substantively enacted tax rates and tax regulations as at the balance sheet date.  
Deferred tax assets are recognised and carried forward only to the extent there is reasonable certainty that sufficient taxable income will be available in future, against which the deferred tax assets can be realized; however where there is unabsorbed depreciation and carried forward losses, deferred tax assets is created only if there is virtual certainty of realisation of assets
- Tax credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA of the Income tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time frame and is reviewed at each balance sheet date.

**o) Provisions and Contingent Liabilities**

A provision is recognized when there is a present obligation as a result of past event, based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts.

## (B) NOTES ON ACCOUNTS

### (1) Contingent Liabilities

- a) Counter Guarantees given to the banks in respect of :

The Bonds given to Customs and Excise Authorities - ₹5911.43 lakhs towards export obligation fulfillment of ₹15632.36 lakhs (since fulfilled ₹9287.24 lakhs for licences issued under Export Promotion Capital Goods Scheme (Previous Year ₹3626.64 lakhs) and for other matters ₹788.80 lakhs (Previous Year ₹371.25 lakhs)

- b) Disputed demands of ₹119.41 lakhs in respect of various orders passed by Central Excise / Income Tax authorities (Previous year ₹119.41 lakhs) for which appeals are made.

- (2) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances ) ₹345.17 lakhs (Previous Year ₹ 2808.49 lakhs)

- (3) In the opinion of the Board, Current Assets, Loans and Advances (including Capital Advances) have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.

The accounts of certain Sundry Debtors, Sundry Creditors, Advances and Lenders are subject to confirmation / reconciliation and adjustments, if any, the management does not expect any material difference affecting the current year's financial statements.

- (4) The Central Government vide notification dated 31st March, 2009 has amended Accounting Standard (AS-II) "The Effects, changes in Foreign Exchange Rates" In view of this, Effect on account of exchange differences loss of ₹160.27 lakhs (Previous year ₹ 76.61 lakhs) has been adjusted in the cost of Assets and loss of ₹0.07 lakhs. (Previous Year Nil) has been adjusted under Capital work in progress relating to various outstanding Foreign Currency Loans.

- (5) During the year the Company has received capital grant of ₹30 lakhs for its plant at Haridwar towards fixed capital investment and the same has been credited to Capital Reserve

### (6) Micro, Small and Medium Enterprises :

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 "The Act" are given as follows:

(₹ in lakhs)

Particulars	2012	2011
(a) Principal amount due to suppliers under the Act	9.30	3.39
(b) Interest accrued and due to suppliers under the Act, on the above amount	—	—
(c) Payment made to suppliers (other than interest) beyond the appointed day, during the year.	—	—
(d) Interest paid to suppliers under the Act (other than section 16)	—	—
(e) Interest paid to suppliers under the act, (section 16)	—	—
(f) Interest due and payable to suppliers under the Act, for payments already made	—	—
(g) Interest accrued and remaining unpaid at the end of the year to suppliers under the Act	—	—

**Note :** The information has been given in respect of such vendors to the extent they could be identified as " Micro,Small and Medium Enterprises on the basis of information available with the Company.

- (7) The Company is primarily engaged in the segment of printing & packaging and there are no reportable segments as per Accounting Standard 17.

- (8) List of Related Parties with whom the Company has entered into transactions during the year in ordinary course of business.

#### List of Related Parties :

##### 1) Enterprises in which control / Significant influence exist :

Accura Reprotech Private Limited  
Narmada Fintrade Limited  
Genus Trading & Mercantile Private Limited  
TCPL Helios India Private Limited

##### 2) Key Management Personnel

- (a) Mr. Saket Kanoria, Managing Director  
(b) Mr. K. K. Kanoria, Whole-time Director

	01.04.11 to 31.03.12	(₹ in lakhs) 01.04.10 to 31.03.11
<b>Transactions with related parties</b>		
<b>A) Enterprises in which control / Significant influence exist :</b>		
<b>Accura ReproTech Pvt Ltd</b>		
Advance given	30.86	37.88
Sale of Fixed Asset	—	0.96
Services availed	165.75	183.61
Balance Outstanding	32.04	0.34
<b>Narmada Fintrade Limited</b>		
Interest	—	3.40
Issue of Shares	—	—
Upfront payment for issue of Warrants	43.75	18.75
Loan Repaid	—	221.65
Loan Taken	—	221.65
Balance Outstanding	—	—
<b>TCPL Helios India Pvt Ltd</b>		
Sale of Finished Goods	80.08	1.61
Balance Outstanding	—	1.61
<b>B) Key Management Personnel :</b>	<b>31.03.12</b>	<b>31.03.11</b>
Nature of Transactions	<b>Referred in</b>	<b>Referred in</b>
Expenses :	<b>2(a)&amp;(b) above</b>	<b>2(a)&amp;(b) above</b>
Remuneration	103.25	100.89
Interest paid	—	0.45
Loan Taken	15.85	48.50
Loan Repaid	15.85	48.50
<b>Note : Related party transactions have been identified by the management and relied upon by the auditors.</b>		
<b>(9) Calculation of Basic &amp; Diluted Earnings Per Share :</b>	<b>31.03.12</b>	<b>31.03.11</b>
<b>Basic :</b>		
Numerator : Profit after tax (₹ in lakhs)	770.50	628.70
Denominator : Weighted Average number of equity shares outstanding during the year	8630131	8171550
Earnings per share in rupees - Basic (₹)	8.93	7.69
<b>Diluted :</b>		
Numerator : Profit after tax (₹ in lakhs)	770.50	628.70
Denominator : Weighted Average number of equity shares outstanding during the year	8630131	8220363
Earnings per share in rupees - Diluted (₹)	8.93	7.65
Nominal value of equity share (₹)	10.00	10.00

Note: Under the loan agreements, some of the lenders have at their option, a right to convert certain percentage of outstanding amount into fully paid equity shares, in the event of default by the Company in payment of principal and / or interest. As the Company is not in default of any payment obligations to such lenders as on 31st March, 2012, the same are not considered as potential equity shares for the purpose of calculating diluted earnings per share.

**(10) (a) Current Year Tax Includes**

Current Tax
Less : MAT Credit Entitlement
Less : Excess Provision of Earlier Years Reversed

**Total**

31.03.2012	31.03.2011
227.97	224.11
13.92	—
16.59	—
<b>197.46</b>	<b>224.11</b>

- (b) For the year ended 31st March, 2012, the Company has accounted for Deferred Tax Liability of ₹171.46 lakhs (Previous Year ₹116.00 lakhs).

Net Deferred Tax Liability included in the Balance Sheet comprises of the following :

**Deferred Tax Liability**

1. Depreciation

**Deferred Tax Assets**

1. Expenses covered u/s 43B

**Net Deferred Tax Liability**

31.03.12	31.03.11
1008.51	832.55
80.89	76.38
<b>927.62</b>	<b>756.17</b>

- (11) During the year, the Company has converted 350000 share warrants into equity shares issued on preferential basis @ ₹44.70 per share. The Company has also collected additional sum of ₹4.70 per share in respect of 350000 share warrants converted into shares in the previous year. Details of utilisation of funds received on preferential allotment of equity shares.

	01.04.11 to 31.03.12	01.04.10 to 31.03.11
Issue proceeds / deposit received from warrant holder	172.90	173.75
Less : Utilised :		
For funding capital expenditure at Haridwar / Silvassa and strengthening working capital position	172.90	173.75
Balance	—	—

**(12) Disclosure regarding Derivative Instruments**

- a) The Company has used foreign currency forward contract to hedge its risks associated with foreign currency fluctuations relating to certain firm commitment and highly probable forecast transactions.

Details of outstanding Forward Exchange Contracts entered into by the Company :  
(In lakhs)

As at	Type	Currency equivalent	Amount in Currency	INR equivalent
31.03.12	SELL	US\$	15.00	754.20
	BUY	CHF	2.01	113.28
31.03.11	—	—	—	—

- b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

- i) Amount receivable in foreign currency on account of the following :

	Amount in Foreign Currency in lakhs 31.03.2012	Current Year INR equivalent ₹ in lakhs 31.03.2012	Amount in Foreign Currency in lakhs 31.03.2011	Previous Year INR equivalent ₹ in lakhs 31.03.2011
Debtors	US \$ 2.21	126.08	US \$ 11.21	336.08
	Euro • 0.89	60.80	Euro • 0.56	35.46
	Pound Sterling £ 0.28	22.87	Pound Sterling £ 0.27	193.68

ii) Amount payable in foreign currency on account of the following:

	Amount in Foreign Currency in lakhs 31.03.2012	Current Year INR equivalent ₹ in lakhs 31.03.2012	Amount in Foreign Currency in lakhs 31.03.2011	Previous Year INR equivalent ₹ in lakhs 31.03.2011
Creditors	US \$ 0.76 Euro • 2.44 Pound Sterling £ 0.12 CHF 0.08 JPY ¥ 2.05	38.67 166.54 10.00 4.68 1.28	US \$ 1.62 Euro • 2.11 Pound Sterling £ 0.21 CHF 0.31 JPY ¥ 0.53	72.30 133.69 15.06 15.08 0.81
Loans Payable	US \$ 6.89 Euro • 26.38 CHF 15.63	350.31 1790.31 880.78	US \$ 3.38 Euro • 10.21 CHF 1.58	150.63 647.09 76.97

(13) Employment benefits :

a) **Defined Contribution Plan:**

Company's contribution to Provident Fund ₹102.85 lakhs. (Previous Year 69.13 lakhs)

b) **Defined Benefit Plan:**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service receives gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amount recognised in the balance sheet.

(₹ in lakhs)					
Gratuity Funded					
	31.03.12	31.03.11	31.03.10	31.03.09	31.03.08
<b>i) Liability recognized in the Balance Sheet</b>					
Present value of obligation at beginning of the year	149.05	114.22	93.31	73.18	41.93
Interest cost	12.37	9.14	7.46	5.48	3.35
Current service cost	23.36	20.67	17.64	13.92	13.12
Past Service Cost	23.51	-	-	-	-
Benefits paid	(7.20)	(4.32)	(4.33)	-	(0.61)
Actuarial (gains) / losses on obligation	(0.17)	9.34	0.14	0.72	15.39
Present value of obligation at the end of year	200.92	149.05	114.22	93.31	73.18
Less:					
Fair value of plan assets as at 1st April, 2011	70.89	33.82	15.91	5.93	0.76
Expected return	7.29	4.17	1.95	0.99	0.38
Contributions by employer	37.11	36.89	20.29	8.98	7.20
Benefits paid	(7.20)	(4.32)	(4.33)	-	(0.61)
Actuarial gains / (losses)	0.55	0.33	(0.14)	0.02	0.61
Amount recognized in Balance Sheet	92.28	78.16	80.40	77.39	64.84
<b>ii) Expenses During the year</b>					
Current service cost	23.36	20.67	17.65	13.92	13.12
Interest cost on benefit obligation	12.37	9.14	7.46	5.49	3.35
Past Service Cost	23.51	-	-	-	-
Expected return on plan assets	(7.29)	(4.17)	(1.95)	(1.00)	(0.38)
Net actuarial (gain) / loss recognised in the year	(0.72)	9.01	0.14	0.72	14.78
Total :	51.23	34.65	23.30	19.13	30.87

(₹ in lakhs)

Gratuity Funded (Contd.)

	31.03.12	31.03.11	31.03.10	31.03.09	31.03.08
iii) Actual return on plan assets	7.85	4.50	1.95	1.00	0.99
iv) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows					
Investments with insurer	100%	100%	100%	100%	100%
v) Principal actuarial assumptions					
Discount rate	8.80%	8.30%	7.50%	7.50%	8.00%
Expected rate of return on Plan assets	8.50%	8.50%	9.00%	9.00%	9.00%
Salary Escalation Rate	6.00%	5.00%	5.00%	5.00%	5.00%

Gratuity premium is paid to LIC of India under Gratuity Scheme of LIC

In the absence of detailed information regarding Plan Assets which is funded with Life Insurance Corporation of India, the composition of each major category of plan assets, the percentage or amount for each category to the total fair value plan assets has not been disclosed.

The details of experience adjustments arising on account of plan assets and plan liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are not readily available in the valuation statement from LIC and hence, are not furnished.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the Auditors.

(14) Additional information pursuant to the provisions of paragraphs 4A, 4B, 4C and 4D of part II of Schedule VI to the Companies Act, 1956

(₹ in lakhs)

	31.03.12	31.03.11
a) C.I.F. Value of Imports		
Capital Goods	3097.73	1051.44
Raw Materials	818.72	533.35
Consumables	404.45	395.83
b) Expenditure in Foreign Currency		
Travelling & Others	218.46	170.31
c) Earnings in Foreign Exchange		
	Quantity in Lakhs	Quantity in Lakhs
	Value (₹ in Lakhs)	Value (₹ in Lakhs)
Export of Goods on FOB basis :		
- Sale of Finished goods - Exports	6867.94	4077.20
	4864.43	3101.39

#### (15) Operating Lease

As Lessee :

Lease Rentals charged to revenue for right to use following assets are :

Particulars	31.03.2012 (₹ in Lakhs)	31.03.2011 (₹ in Lakhs)
Office Premises, Warehouse and Godowns etc.	85.42	63.07

The agreements are executed for a period of 11 to 96 months with a renewable clause and also provide for termination by either party giving a prior notice period of 1 to 3 months.

**(16)** The financial statement for the year ended 31st March, 2011 as per then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of revised Schedule VI under the Companies Act, 1956, the financial statements for the year 31st March, 2012 are prepared in compliance with revised Schedule VI. Accordingly, the previous years figures have also been reclassified / regrouped to conform to current year's classification. The adoption of revised Schedule VI for the previous year figures does not impact recognition and measurement principles followed for the preparation of financial statements.

**(17)** Previous year's figures have been re-arranged and regrouped wherever considered necessary.

As per our Report of even date attached  
For and on behalf of

**For and on behalf of Board of Directors**

**Shah Gupta & Company**

Chartered Accountants  
Firm Registration No. 109574W

Vipul K. Choksi, Partner  
Membership No.37606

Place : Mumbai  
Date : 19th May, 2012

C.M. Maniar, Director

Pradip Kumar Khaitan, Director

S.K. Kanoria, Managing Director

Atul Sud, Director

Sudhir Merchant, Director

K.K. Kanoria, Whole-time Director

S.G. Nanavati, Executive Director  
& Company Secretary

**FACTORIES :**

**Located at**

**SILVASSA** : Govt. Industrial Estate, Masat, Silvassa,  
Union Territory of Dadra & Nagar Haveli - 396230

**HARIDWAR** : Integrated Industrial Estate  
BHEL, Haridwar, Uttarakhand - 249403

**GOA** : Kudaim Industrial Estate,  
Kudaim, Ponda, Goa - 403115





Registered Office : Shiv Smriti, 49, Dr. Annie Besant Road, Worli, Mumbai-400018

### PROXY FORM

#### Twenty-Fourth Annual General Meeting – 2012

Reg. Folio No./Client ID No. \_\_\_\_\_

I / We \_\_\_\_\_ of  
\_\_\_\_\_ in the district of \_\_\_\_\_  
\_\_\_\_\_ being a member / members of the above named Company hereby appoint  
\_\_\_\_\_ of  
\_\_\_\_\_ or failing him \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_  
as my / our proxy to vote for me / us on my / our behalf at the TWENTY-FOURTH ANNUAL GENERAL MEETING of  
the Company to be held on 27th July, 2012 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature

Re. 1  
Revenue  
Stamp

NOTES : This form, in order to be effective should be duly stamped, completed and signed and must be deposited  
at the Registered Office of the Company, not less than 48 hours before the meeting.



Registered Office : Shiv Smriti, 49, Dr. Annie Besant Road, Worli, Mumbai-400018

### ATTENDANCE SLIP

#### Twenty-Fourth Annual General Meeting – 2012

Reg. Folio No./Client ID No. \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the TWENTY-FOURTH ANNUAL GENERAL MEETING of the Company at "SUNVILLE  
DELUXE" PAVILLION, 9, Dr. Annie Besant Road, Worli, Mumbai-400018 on 27th July, 2012 at 4:00 P. M.

Member's / Proxy's name in BLOCK letters

Member's / Proxy's Signature

**Note :** Please fill in this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

## **BOOK-POST**

*If undelivered, please return to :*



Shiv Smriti,  
49, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.