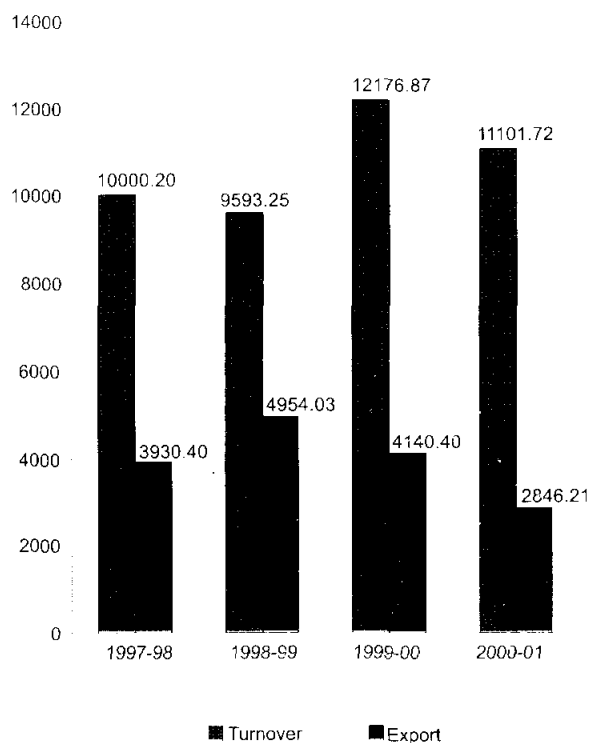


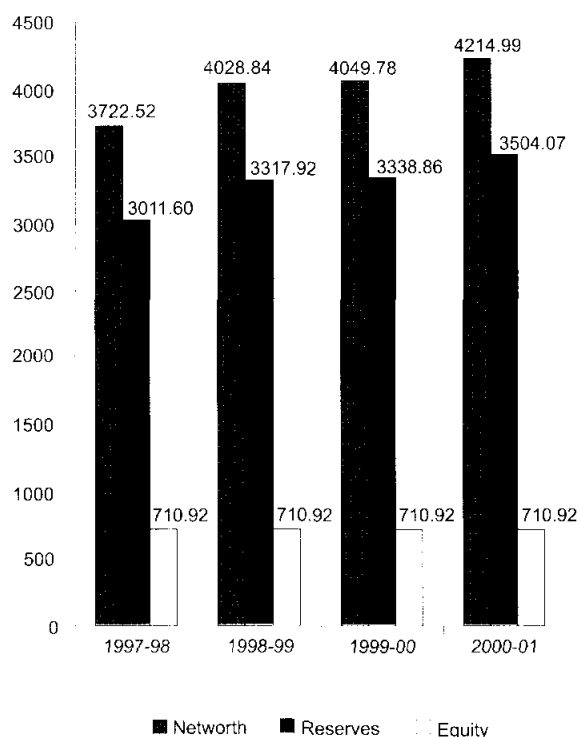
Sales

(Rs. in Lakhs)



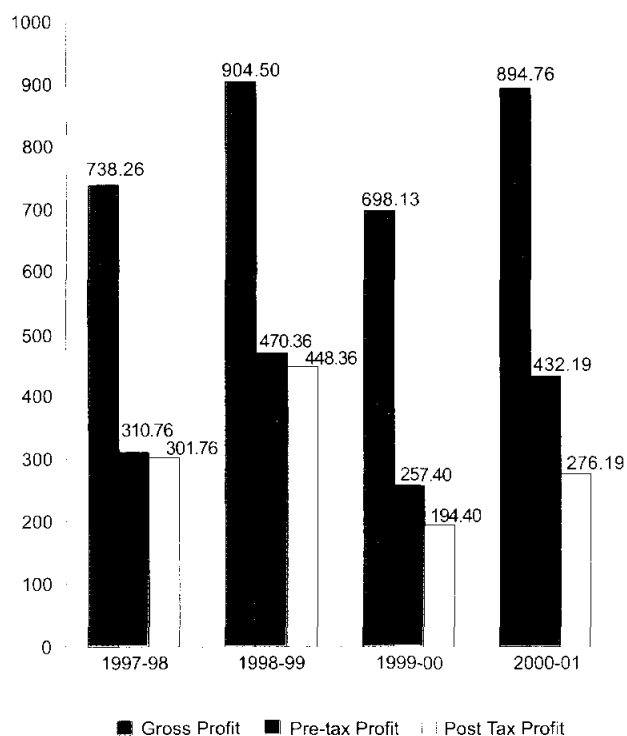
Net Worth

(Rs. in Lakhs)



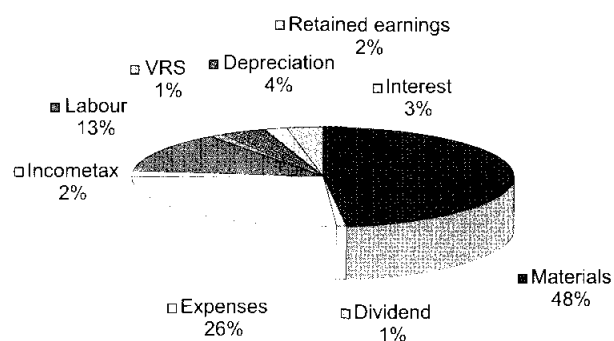
Profitability

(Rs. in Lakhs)



Distribution of Income

Materials	48%
Expenses	26%
Labour	13%
Depreciation	4%
Interest	3%
Retained earnings	2%
Incometax	2%
Dividend	1%
VRS	1%



MANUGRAPH INDUSTRIES LIMITED
(FORMERLY MASCHINENFABRIK POLYGRAPH (INDIA) LIMITED)

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BOARD OF DIRECTORS

Sanat M. Shah	Chairman
Vijaychandra N. Cantol	upto 15.02.2001
Harshad H. Vasa	
Jayant C. Vakil	
Jitendra N. Mehrotra	
Sanjay S. Shah	Vice-Chairman & Managing Director
Pradeep S. Shah	Managing Director
Mohan R. Harshe	Whole-Time Director
Hiten C. Timbadia	with effect from 30.03.2001

COMPANY SECRETARY

Vijay H. Modi

AUDITORS

Messrs. B.F. Pavri & Co.
Chartered Accountants

REGISTERD OFFICE

Manu Mansion,
16, Shahid Bhagatsingh Road,
Fort, Mumbai 400 001.

WORKS

Plot No. D-1, MIDC Shirol Industrial Area,
Poona-Bangalore Road, Shirol, Kolhapur,
Maharashtra.

Warnanagar, Kodoli, Tal. Panhala,
Dist. Kolhapur - 416 113, Maharastra.

Gokul Shitrgaon, Plot No. A/8, MIDC,
Kolhapur, Maharastra.

SOLICITORS & ADVOCATES

Messrs. Tyabji Dayabhai

BANKERS

State Bank of India
State Bank of Bikaner & Jaipur
Canara Bank
Syndicate Bank

29th Annual General Meeting on Monday, 30th July, 2001 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001, at 3.30 P.M.

NOTICE

NOTICE is hereby given that Twenty-ninth Annual General Meeting of Members of Manugraph Industries Limited will be held on Monday the 30.07.2001 at 3.30 p. m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001 to transact the following business :

1. To consider and adopt the Balance Sheet as at 31st March, 2001 and Profit and Loss account for the year ended 31st March, 2001 and reports of the Directors and the Auditors thereon.
2. To declare a Dividend on Equity shares for the year ended 31st March, 2001.
3. To appoint a Director in place of Mr. J. C. Vakil who retires by rotation, but being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. J. N. Mehrotra who retires by rotation, but being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following resolutions:

6. As an Ordinary resolution.

To appoint a director in place of Mr. Hiten C. Timbadia, who was appointed as an additional director of the company under Article 135 and who holds office only upto the date of the ensuing Annual General Meeting and who being eligible offers himself for appointment. The company has received notices in writing from members of their intention to propose his candidature for appointment as Director.

RESOLVED THAT Mr. Hiten C. Timbadia be and is hereby appointed as Director of the Company.

7. As a Special Resolution

RESOLVED THAT in accordance with the provisions contained in the Articles of Association and Sections 77A, 77B and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 ("Buy-back Regulations") (including any statutory modifications) or re-enactment of the Act or Buy-back Regulations for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to purchase its own fully paid equity shares of Rs.10/- each for an amount not exceeding Rs. 5.33 Crores upto a maximum price of Rs. 30/- per share (hereinafter referred to as "Buy-back").

RESOLVED FURTHER THAT the Company may implement the Buy-back in one or more tranche/ tranches, from out of its free reserves and/or the securities premium account and/or the proceeds of an earlier issue of shares other than equity shares made specifically for Buy-back purposes, and that the Buy-back may be made through the (a) methodology of on a proportionate basis through the tender offer (b) from open market through (i) book-building process, (ii) stock exchange (c) from odd-lot shareholders in such manner as may be prescribed under the Act and the Buy-back Regulations, and on such terms and conditions as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any Shareholder to offer or any obligation on the part of the Company or the Board to Buy-back, any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buy-back, if so permissible by law.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper including the appointment of Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Center and other Advisors, Consultants or Representatives, incidental to the implementation of the scheme of Buy-back as also to prefer all applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for preparation and issue of public announcement and filing of public announcement with SEBI/Stock Exchange(s), filing of declaration of solvency certificate and filing of certificate for extinguishment and physical destruction of Certificates, and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise in the Buy-back and take all such steps and decision in this regard.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to sub-delegate all or any of the authorities conferred as above to any Director(s)/ Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors.

8. As a special resolution

RESOLVED THAT subject to such consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and all guidelines for managerial remuneration issued by the central government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay S. Shah as the Vice Chairman and Managing Director of the Company, for a period of three years with effect from 01st April, 2001 to 31st March, 2004 upon and subject to remuneration, terms and conditions as set out in the Agreement dated 17.05.2001 entered into between the Company and Mr. Sanjay S. Shah a draft whereof is laid before the meeting and, for the purpose of identification, subscribed by the Chairman hereof.

RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. Sanjay S. Shah as minimum remuneration, notwithstanding that in any financial year of the Company during the terms of his office as such, the Company may have made no profits or inadequate profits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. Sanjay S. Shah (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.

9. As a Special Resolution

RESOLVED THAT subject to such consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and all guidelines for managerial remuneration issued by the central government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Pradeep S. Shah as the Managing Director of the Company, for a period of three years with effect from 01st April, 2001 to 31st March, 2004 upon and subject to remuneration, terms and conditions as set out in the Agreement dated 17.05.2001 entered into between the Company and Mr. Pradeep S. Shah a draft whereof is laid before the meeting and, for the purpose of identification, subscribed by the Chairman hereof.

RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. Pradeep S. Shah as minimum remuneration, notwithstanding that in any financial year of the Company during the terms of his office as such, the Company may have made no profits or inadequate profits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. Pradeep S. Shah (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.

10. As a Special Resolution

RESOLVED THAT subject to such consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and all guidelines for managerial remuneration issued by the central government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Mohan R. Harshe as the Whole Time Director designated as Director (Works) of the Company, for a period of three years with effect from 01st April, 2001 to 31st March, 2004 upon and subject to remuneration, terms and conditions as set out in the Agreement dated 17.05.2001 entered into between the Company and Mr. Mohan R. Harshe a draft whereof is laid before the meeting and, for the purpose of identification, subscribed by the Chairman hereof.

RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. Mohan R. Harshe as minimum remuneration, notwithstanding that in any financial year of the Company during the term of his office as such, the Company may have made no profits or inadequate profits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. Mohan R. Harshe (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.

11. As a Special Resolution

"RESOLVED THAT subject to the approval of the Registrar of Companies, pursuant to Section 21 of the Companies Act, 1956, the name of the Company be changed from 'Manugraph Industries Limited' to 'MANUGRAPH INDIA LIMITED' and that the name of 'Manugraph Industries Limited' wherever it appears in the Memorandum of Association, Articles of Association, Share Certificates and other documents be substituted by the new name 'Manugraph India Limited' in due course.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make such applications and execute such forms, as may be required to change the name of the Company and carry out all amendments and substitutions, as may be necessary".

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving full effect to the Resolution".

12. As a Special resolution

RESOLVED THAT pursuant to Section 31, 192A and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by adding a new Article 106 A as under after the existing Article 106.

Notwithstanding anything contained in the Articles of association of the Company, the Company do adopt the mode of passing the resolutions by its members by means of a postal ballot (including voting by electronic mode) and/or other ways as may be prescribed by the Central Government in this behalf in respect of the following matters instead of transacting such business in general meeting of the Company :

- * Any business that can be transacted by the company in general meeting; and
- * Particularly, resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot.

The Company shall comply with the procedure for such postal ballot and/or other ways prescribed by the Central Government in this regard.

NOTES :

1. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of items 6 to 12 being special business is annexed hereto.
2. 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 OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday the 24th July, 2001 to Monday the 30th July, 2001 (Both days inclusive).
4. The members are requested to :
 - a) intimate changes, if any, in their registered addresses to the Company's Registrars and share transfer Agents M/s. Intime Spectrum Registry Private Limited, 260 Shanti Industrial Estate, Sarojini Naidu Road, Mulund (W), Mumbai - 400 080.
 - b) quote ledger folio numbers in all their correspondence,
 - c) Consolidation of Folios :

It has been observed that certain shareholders of the Company are holding shares under multiple folios. With a view to render prompt and efficient service to our shareholders as well as to avoid duplication of expenses in sending balance sheets, dividend warrants etc., the Company is desirous of eliminating holding under multiple folios.

In case, you are holding shares of the Company in more than one folio (in the same sequence of joint names in joint holding), you are requested to send a letter of request alongwith the relevant share certificates to the company or to the Registrars and share Transfer Agents, M/s. Intime Spectrum Registry Private Limited. The consolidation of multiple folios in one common folio will help the Company to serve you better at all times.

- d) As per the provisions of the amended Companies Act, 1956, facility for making nominations is now available for members, debenture holders and fixed Deposit holders in respect of the shares, debentures and deposits held by them.
- e) bring their copies of the Annual Reports and the attendance Slips with them at the Annual General Meeting.
5. The dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund, constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

The details of dividends paid by the Company and their respective due dates of the proposed transfer to such Fund of the Central Government if they remain unencashed are as under :

Date of Declaration of dividend	Date of Dividend warrant	Dividends for the year	Dividend Rs. per share	Due date of the proposed transfer to the Central Government
30.10.1995	09.12.1995	1994-95	1.20	08.12.2002
30.09.1996	07.11.1996	1995-96	0.80	06.11.2003
25.09.1997	05.11.1997	1996-97	1.00	04.11.2004
31.08.1998	09.10.1998	1997-98	1.20	08.10.2005
31.08.1999	04.10.1999	1998-99	1.80	03.10.2006
31.08.2000	29.09.2000	1999-00	2.00	28.09.2007

It may please be noted that no claim will lie from a member once the transfer is made to the credit of the Investor Education & Protection Fund of the Central Government, under the amended provisions of Section 205(B) of the Companies Act, 1956.

In view of the new regulation, the shareholders are advised to send all the unencashed dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

6. Members desirous of getting any information about the accounts and operations of the company are requested to address their queries to the Secretary of the company atleast ten days in advance of the meeting so that the information required can be made readily available at the meeting to the extent possible.
7. Members are requested to inform their Bank Account Numbers and Bank branch details to the Company to enable it to include these details in the dividend warrants and thus minimize the chances of loss of dividend warrants. The above information may be given to the Company's Registered Office or its Registrars and Share Transfer Agents on or before 30.07.2001.
8. Dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2001 when declared at the meeting, will be paid :
 - (i) to those members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company and its Registrars on or before 30.07.2001.
 - (ii) in respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on 30.07.2001.

By Order of the Board
For **MANUGRAPH INDUSTRIES LIMITED**

V. H. MODI
Company Secretary

Registered Office:
Manu Mansion,
16, Shahid Bhagatsingh Road, Fort,
Mumbai - 400 001.

Date : 29th June, 2001.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF COMPANIES ACT, 1956.

ITEM NO.6

Mr. Hiten C. Timbadia was appointed by the Board of Directors of the Company as an additional Director of the Company with effect from 30.03.2001 under article 135 of the articles of association of the Company and under section 260 of the Companies act, 1956. Mr. Hiten C. Timbadia will hold office as an additional Director upto the date of the ensuing Annual General Meeting. Notice from the members as required under section 257 of the Companies Act, 1956 have been received along with the requisite deposits proposing his candidature.

Mr. Hiten C. Timbadia is B.Com., LL.B(G), Fellow Chartered Accountant (F.C.A.) and partner of M/s. Valia & Timbadia a Chartered Accountants firm. He possess vast experience and sound background in Accounts, Finance, Audit, taxation, Banking and other related activities.

It would, therefore, be in the interest of the Company to avail of his services.

The Board commends passing of the Resolution as set out in item No.6 of the accompanying notice.

Apart from Mr. Hiten C. Timbadia, none of the other Directors of the company are interested in this matter.

ITEM NO. 7

The following is the explanatory statement which sets out the various disclosures as required under sub-section (3) of section 77A of the Companies Act, 1956 (the Act) and Regulation 5(1) read with Schedule 1 attached to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (Buy-back Regulations") :

1. The Board of Directors of the Company in its meeting held on 29.06.2001 has approved the proposal for Buy-back of its own fully paid up equity shares of Rs.10/- each (hereinafter referred to as "Buy-back") in accordance with the provisions contained in the Articles of Association, Section 77A, 77B and all other applicable provisions of the Act, and the provisions contained in the Buy-back Regulations.
2. **Necessity of the Buy-back :** The main objective of the buy-back is to utilise a portion of the surplus cash to buy-back equity shares at a price below its intrinsic value. The share buy-back programme is being proposed in pursuance of the Company's desire to maximise returns to the investors. This offers a reasonably attractive exit option to those shareholders wishing to do so, by returning cash to the shareholders in a tax efficient and investor friendly manner.

It will also enhance the Return on Equity, Earnings per share, and Book Value of the Company in future, thereby resulting in creation of long term shareholder value, to those shareholders who prefer to retain ownership of their stock.

3. The Company will utilise a suitable portion of its cash flows for implementation of a share Buy-back programme, within the parameters of the overall framework for capital allocation for various objectives, such as capital expenditure for ongoing maintenance and expansion, reduction of debts, enhanced distribution to shareholders by way of dividends and share Buy-back etc.
4. The Company will judiciously deploy the resources available for the share Buy-back, in a manner designed to maximise overall shareholder value.
5. Buy-back regulations require the Company to specify the maximum amount proposed to be utilised for a share Buy-back programme. The Board of your Company has proposed a maximum limit of Rs.5.33 crores for the share Buy-back programme. This represents 14.30 of the aggregate of the paid up share capital and free reserves of the Company against the maximum available 25% limit.
6. This amount will be financed out of the Company's free reserves and/or out of the securities premium account and/or the proceeds of an earlier issue of shares. The funds for Buy-back will be available from current surpluses, and/or by liquidation of cash balances, and financial investments, and/or out of internal accruals of the Company.

7. **Pricing :** While fixing the maximum price of Rs. 30/- per equity share for the buy-back the Board of Directors have taken into consideration various factors such as the stock market quotations for the last 2 years, book value, return on networth, current and future earnings per share of the company and other relevant factors.

In case the company buys back 17,77,294 equity shares which are the maximum permissible under this resolution at the maximum price of Rs. 30/- per equity share, the total outgo will be Rs. 5.33 crores.

Consequent to the buy-back, the holdings of Public, FIs, NRIs and others would undergo a change based on the number of shares brought back from these shareholders. The Buy-back will not affect the present management structure of the Company.

8. The Company proposes to implement the share Buy-back through the methodology of direct offer to the shareholders, in the manner, and following the procedures, as may be prescribed, from time to time, under the Act, and the Buy-back Regulations, and as may be determined by the Board of Directors (including any Committee thereof) of the Company and on such terms and conditions, as may be permitted in law, from time to time. There will be no negotiated deals, spot transactions, or any private arrangements, in the implementation of the share Buy-back.
9. The promoters, and/or persons in control, of the Company, and/or their associates, and/or Persons Acting in Concert (PAC) with them do not intend to offer their shares to the Company under the share Buy-back.

During the last 6 months, 1,19,100 equity shares have been internally transferred amongst the Promoters at Rs. 16.40 per share. No substantial changes have taken place in the Promoters and Person acting in concert shareholding patterns during the said last 6 months SAVE AND EXCEPT 40 equity shares have been purchased by Shri. S. M. Shah, Chairman on 22.06.2001 at Rs. 20/- per share.

10. As per the provisions of the Act, the special resolution passed by the shareholders approving the share Buy-back will be valid for a maximum period of twelve months from the date of passing of the special resolution (or such extended period as may be permitted under the Act or the Regulations or by the appropriate authorities). The Company proposes to complete the buy-back on or before 29th July, 2002.
11. In accordance with the regulatory provisions, the shares bought back by the Company will compulsorily be cancelled, and will not be held for re-issuance.
12. The Company's total debt equity ratio, after the share Buy-back, will be well below the maximum limit of 2:1 specified in law.
13. In accordance with the provisions of the Act, the Company will not be entitled to make a fresh offering of equity shares for a period of 2 years from the date of completion of this share Buy-back programme except in cases/circumstances referred to in sub section (8) of section 77A of the Act.
14. The Company has not made any equity fresh offering for the past nearly 8 years. This will mean that the Company will not be making any equity offering for a total period of 10 years since the year 1993, while maintaining its consistent track record of growth, operational and financial performance, and also preserving a conservative gearing profile.
15. The share Buy-back programme will be implemented after the approval of the shareholders, subject to completion of necessary formalities as prescribed in law.
16. The aggregate shareholding of the promoters of the Company and/or persons who are in control of the company and/or persons acting in concert with them, as defined under SEBI (Substantial Acquisition of Shares and takeovers), Regulations, 1997, as on the date of the notice convening the Annual General Meeting is 36,91,995 equity shares of Rs.10/- each, constituting 51.93% of the issued and paid up equity share capital of the Company.
17. The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
18. The Board of Directors of the Company confirm that it has made the necessary and full inquiry into the affairs and prospects of the Company and the Board of Directors have formed the opinion that :
 - a) immediately following the date on which the general meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;