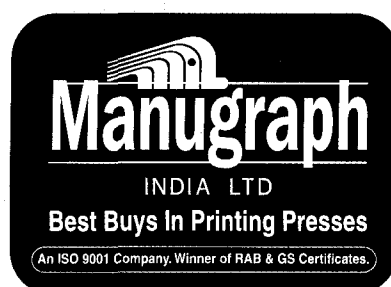
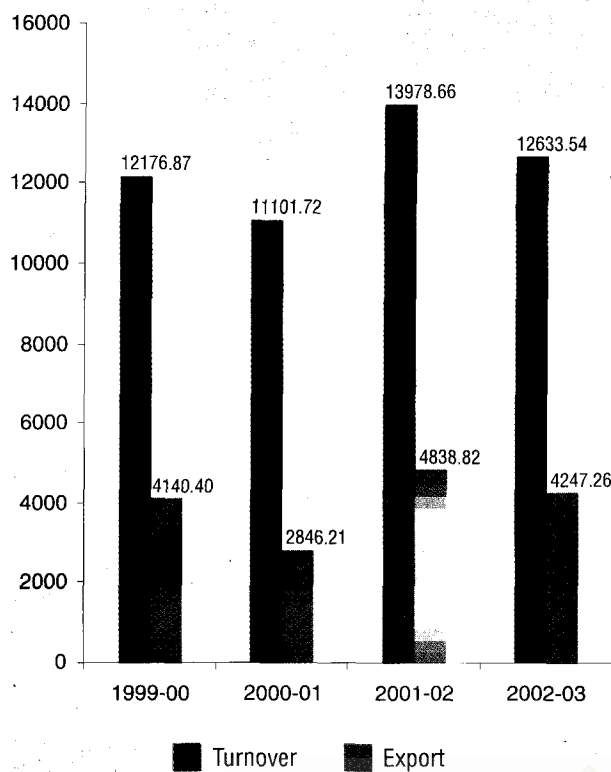




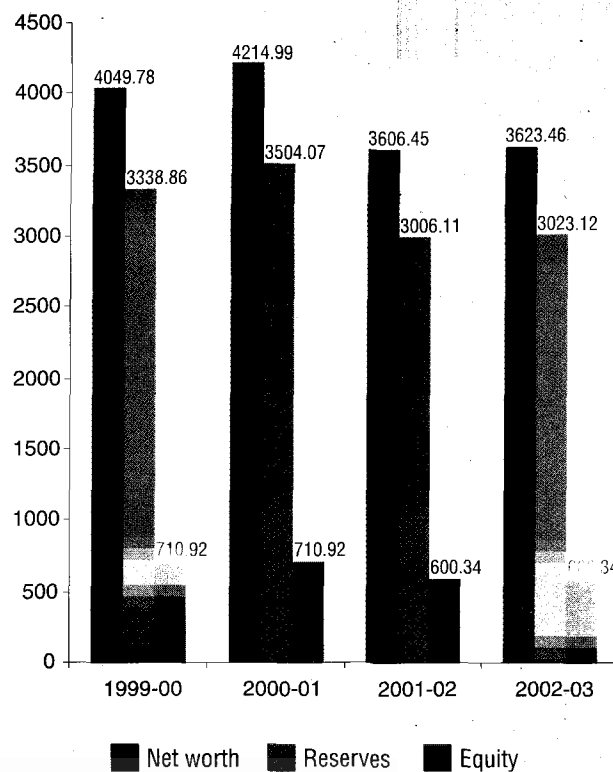
We have preserved the smiles of our customers



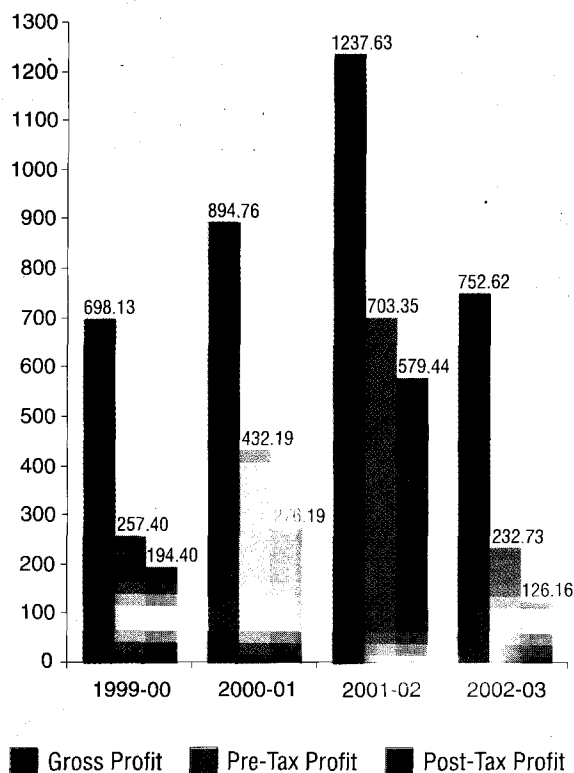
### Sales (Rs. in lakhs)



### Net Worth (Rs. in lakhs)

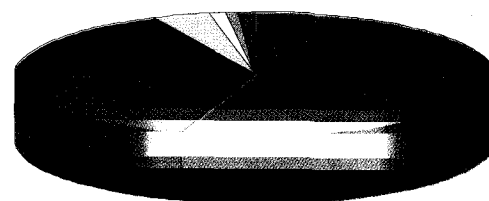


### Profitability (Rs. in lakhs)



### Distribution of Income

Materials	55%
Expenses	22%
Labour	16%
Depreciation	4%
Interest	1%
Income Tax	1%
Dividend	1%
Retained Earnings	-



# MANUGRAPH INDIA LIMITED

(FORMERLY MANUGRAPH INDUSTRIES LIMITED)

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## REGISTERED OFFICE

Sidhwa House,  
N. A. Sawant Marg,  
Colaba, Mumbai 400 005.

## WORKS

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

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

Gokul Shirgaon, Plot No. A/8, MIDC,  
Kolhapur, Maharashtra.

## BOARD OF DIRECTORS

Sanat M. Shah	Chairman
Harshad H. Vasa*	* Independent, Non-Executive Directors
Jayant C. Vakil*	
Jitendra N. Mehrotra*	
Hiten C. Timbadia*	
Sanjay S. Shah	Vice-Chairman & Managing Director
Pradeep S. Shah	Managing Director
Mohan R. Harshe	Whole-Time Director

## COMPANY SECRETARY

Vijay H. Modi

## AUDITORS

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

## SOLICITORS & ADVOCATES

Messrs. Tyabji Dayabhai

## BANKERS

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

**31st Annual General Meeting on Friday, the 29th August, 2003 at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai-400 001, at 3.00 P.M.**

## NOTICE

NOTICE is hereby given that thirty-first Annual General Meeting of Members of Manugraph India Limited will be held on Friday the 29.08.2003 at 3.00 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 31<sup>st</sup> March, 2003 and Profit and Loss account for the year ended 31st March, 2003 and reports of the Directors and the Auditors thereon.
2. To declare a Dividend on Equity shares for the year ended 31<sup>st</sup> March, 2003.
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 a Special Resolution

**RESOLVED THAT** in partial modification of the Special resolution passed in the Annual General Meeting held on 30.07.2001, pursuant to the notification issued by the Ministry of Law, Justice and Company Affairs (Department of Company Affairs) dated 16.01.2002, in accordance with the approval accorded by the Remuneration Committee Mr. Mohan R. Harshe be and is hereby re-appointed as Whole-time Director designated as Director (Works) for a period of 3 years w.e.f. 01.07.2003 to 30.06.2006 upon and subject to the remuneration, terms and conditions as set out in the agreement being entered into between the Company and Mr. Mohan R. Harshe draft of which is laid before the meeting duly initialled by the chairman for the purpose of identification, and in accordance with the provisions of section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 or any amendments, modification or re-enactments from time to time by the Central Government in this behalf.

**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 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. 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.

### NOTES:

1. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of item No.6 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. A brief profile of the Directors retiring by rotation and eligible for re-appointment, as required by Clause 49 VI A of the Listing Agreement signed by the Company with The Stock Exchange, Mumbai is given in the Report on Corporate Governance.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday the 20th August, 2003 to Friday the 29<sup>th</sup> August, 2003 (Both days inclusive).
5. 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 Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078.
  - 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 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.
6. 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
30.09.1996	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
30.07.2001	07.08.2001	2000-01	1.20	06.08.2008
30.07.2002	03.08.2002	2001-02	1.80	02.08.2009

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(C) of the Companies Act, 1956.

In view of the new regulation, the shareholders are advised to send the entire 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.

7. 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.
8. 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 minimise 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 19.08.2003.
9. Dividend on Equity Shares as recommended by the Directors for the year ended 31<sup>st</sup> March, 2003 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 19.08.2003.
  - (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 19.08.2003.

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

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**V. H. MODI**  
Company Secretary

Registered Office : Sidhwa House, 1st Floor,  
N. A. Sawant Marg,  
Colaba,  
Mumbai - 400 005.

Date : 17th July, 2003.

### ANNEXURE TO THE NOTICE

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

##### ITEM NO. 6

On the recommendation of the Remuneration Committee, the Board of directors at its meeting held on 17.07.2003 has reappointed Mr. M. R. Harshe, Director (Works) for a period of 3 years with effect from **01.07.2003 to 30.06.2006** on the terms and conditions set out in the agreement being executed by the company with the said director.

Mr. Mohan R. Harshe has vast knowledge and hands on experience with Printing Machines and the Printing Industry in general.

Smooth functioning of two units and to ensure each Unit is profit making Unit on its own will be the primary responsibility of the resident Director.

- a) Period - 01.07.2003 to 30.06.2006 (3 years)
- b) Basic Salary Rs.40,000/- per month  
in the grade of Rs.40,000/- - 48,000/-
- c) Contribution by the Company to the Provident Fund at a rate not exceeding 12% of the Salary.
- d) Contribution to the Pension Fund and/or Superannuation Fund at a rate not exceeding 15% of the Salary.
- e) Gratuity payable in accordance with the gratuity Scheme of the Company provided that it does not exceed one half month's salary for every completed year of continuous service.
- f) Perquisites: Perquisites such as house rent allowance, educational allowance, Newspapers and periodicals, special allowance, leave travel allowance, soft furnishing, medical allowance, holiday resort and conveyance allowance not exceeding Rs.15,000/- per month.
- g) The Whole-time Director shall be eligible for leave as per Rules of the Company and encashment of leave at the end of tenure.
- h) In addition to the above salary and perquisites, Mr. Mohan R. Harshe Director (Works) of the Company shall be entitled to the following benefits :
  - i) Use of car and telephone at residence for official purposes will not be considered as perquisites.
  - ii) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Director (Works)
  - iii) Reimbursement of expenses incurred by the Director (Works) for the purpose of business of the company.

A copy of the Agreement dated 17.07.2003 entered into by the Company with Mr. Mohan R. Harshe according the terms of his re-appointment for a period of 3 years from **01.07.2003 to 30.06.2006** is available for inspection by the Members between 11.00 a. m. to 2.00 p. m. on any working day at the Registered office of the Company.

This may be treated as an abstract of the agreement dated 17.07.2003 executed between the Company and Mr. Mohan R. Harshe pursuant to Section 302 of the Companies Act, 1956.



The Whole-time Director shall not as long as he continues to be a Whole-time Director of the Company, be liable to retire by rotation.

The Whole-time Director as long as he function as such, shall not be paid any fees for attending the meeting of the Board of Directors or any Committee or Committees thereof.

#### **Termination**

The Agreement may be terminated by either party giving the other party three months' notice.

Mr. Mohan R. Harshe undertakes, to the best of his skill and ability :

- a. To use his utmost endeavours to promote the interests and welfare of the Company.
- b. To conform to and comply with the directions and regulations of the Company and all such orders and directions as may from time to time be given by the Board.
- c. to devote the whole of his time and attention to the business of the Company.

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

Apart from Mr. Mohan R. Harshe, none of the other Directors of the company are interested in this matter.

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

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**V. H. MODI**  
Company Secretary

Registered Office : Sidhwa House, 1st Floor,  
N. A. Sawant Marg,  
Colaba,  
Mumbai - 400 005.

Date : 17th July, 2003.



## DIRECTORS' REPORT

including Management Discussion and Analysis Report

Your Directors have pleasure in presenting the thirty first Annual Report and audited accounts for the year ended 31st March, 2003.

### FINANCIAL HIGHLIGHTS:

	April to March 2002-2003 (Rs. in lakhs)	April to March 2001-2002 (Rs. in lakhs)
Profit for the year	897.66	1283.99
<b>Less :</b> Depreciation	<u>519.89</u>	<u>534.28</u>
	377.77	749.71
<b>Less :</b> Compensation under Voluntary Retirement Scheme	<u>145.04</u>	<u>46.36</u>
Profit before Tax	232.73	703.35
<b>Less :</b> Taxation		
Current	71.15	400.05
Deferred	<u>33.47</u>	<u>(277.09)</u>
	104.62	122.96
Provision for wealth Tax	<u>1.95</u>	<u>0.95</u>
	106.57	123.91
Profit after Tax	126.16	579.44
<b>Less :</b> Incometax pertaining to previous year	<u>27.88</u>	<u>25.72</u>
	98.28	553.72
<b>Add :</b> Balance brought forward	<u>155.33</u>	<u>109.67</u>
AMOUNT AVAILABLE FOR APPROPRIATION	<u>253.61</u>	<u>663.39</u>
APPROPRIATIONS		
Proposed Dividend	72.04	108.06
Tax on Proposed Dividend	9.23	--
General Reserve	80.00	400.00
Balance carried to Balance Sheet	<u>92.34</u>	<u>155.33</u>
	<u>253.61</u>	<u>663.39</u>

### DIVIDEND

For the year under review, your Directors recommend a dividend of Rs. 1.20 p. (Rs. 1.80) per equity share, subject to approval by the members at the annual general meeting.

### MANAGEMENT DISCUSSION AND ANALYSIS

#### INDUSTRY STRUCTURE

From April 2003, due to increase of colour pagination, there has been increase in demand for our machines both in India and world market. We expect the current year to improve favourably.

As regards the Government's Policy, no steps have been taken to correct the various issues such as high rate of excise duty and sales tax.

## OPPORTUNITIES

Vigorous marketing activities in the domestic market as well as in the export market continue with the co-operation of IPP and MAN Roland in selected countries. In the current year, the Company will take part in several exhibitions.

## OUTLOOK

As is reflected in the last year's results wherein both sales and profit were severally affected for which a suitable note was put up in the Annual Report 2001-2002. For the current year starting 2003, the Company has a healthy order book position of Rs.70.00 crores.

The Company will be continuously upgrading and modernising both Machine shop, factory and manpower.

New product called CITYLINE EXPRESS will commence in the current year.

## RISKS AND CONCERNS

For the current year, we foresee the following main business risks.

Threats from domestic manufacturers, second-hand Machine imports and consequent severe pressure on domestic prices.

Long awaited reforms to provide flexibility in labour laws have not been implemented by the Government.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has an effective system of accounting and administrative controls which ensures that all assets are safe guarded and protected against loss from unauthorised use or disposition. The company has a well defined organisation structure with clear authority limits for approval of all transactions.

The company has a reporting system which evaluates and forewarns the management on issues related to compliance. The performance of the company is regularly reviewed by the Board of Directors to ensure that it is in keeping with the overall corporate policy and in line with pre-set objectives.

The company has appointed independent firms of Chartered Accountants as internal auditors who carry out audits in different areas of company's operations. The Audit Committee reviews internal audit reports and the adequacy of internal controls.

Discussion on financial performance with respect to operational performance

<b>HIGHLIGHTS</b>	<b>Rs. in lakhs 2002 - 2003</b>	<b>Rs. in lakhs 2001 - 2002</b>
Income from operations	<b>12,633.54</b>	13,978.66
Other income	<b>215.47</b>	199.28
Profit before interest, depreciation, compensation under VRS and tax	<b>1,090.76</b>	1,523.83
Interest expenditure (Net of income)	<b>193.10</b>	239.84
Depreciation	<b>519.89</b>	534.28
Compensation under VRS	<b>145.04</b>	46.36
Profit before tax	<b>232.73</b>	703.35
Current tax	<b>73.10</b>	401.00
Deferred tax	<b>33.47</b>	-277.09
Net profit	<b>126.16</b>	579.44
Earnings per share (in Rs.)	<b>2.10</b>	8.38

The overall performance of the company during the year under consideration has been satisfactory considering the prevailing economic situation.