

TAKING A STEP TOWARDS A PROMISING TOMORROW



2000 TREES PLANTED ACROSS INDIA

Fostering our commitment towards environmental management, and as a responsible corporate, we have published this year's Annual Report making use of 100% recyclable and Eco-friendly paper manufactured primarily from Bagasse, which is a sugar cane waste.



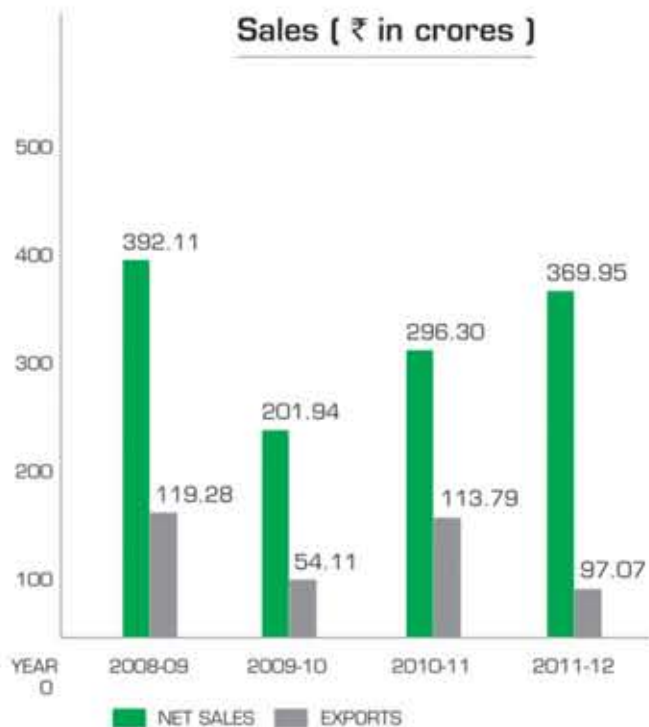
MANUGRAPH

40TH ANNUAL REPORT | 2011-2012

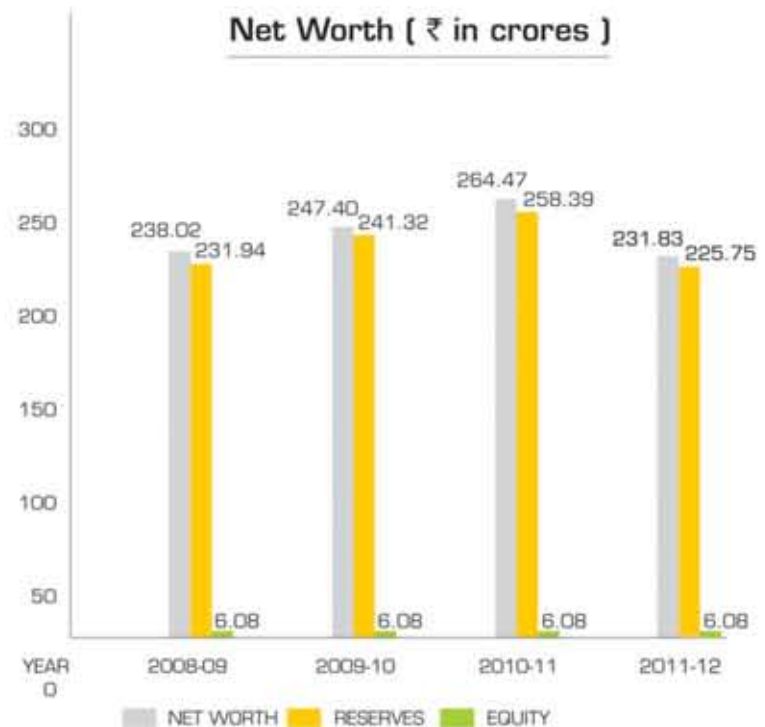
MANUGRAPH INDIA LTD.

STANDALONE

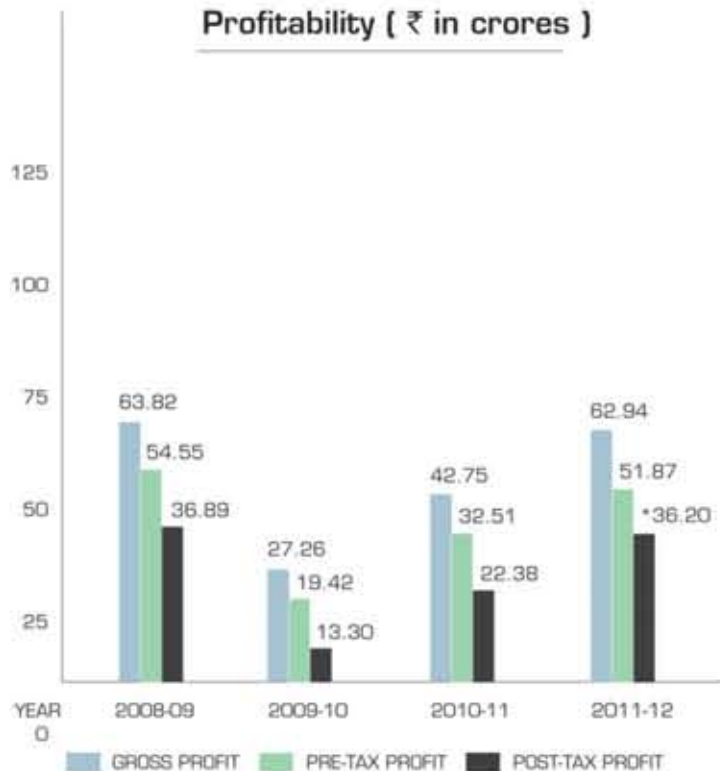
Sales (₹ in crores)



Net Worth (₹ in crores)

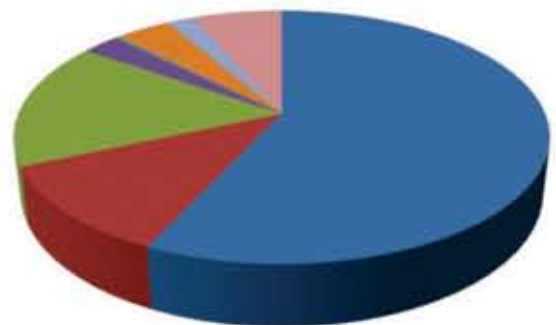


Profitability (₹ in crores)



Distribution of Income

MATERIALS	56.97%	INTEREST	0.30%
EXPENSES	16.20%	TAXES	4.05%
MANPOWER	11.46%	DIVIDEND	1.82%
DEPRECIATION	2.65%	RETAINED EARNINGS	*6.55%



*(before exceptional item)



Manugraph India Ltd. in association with Grow-trees.com has pledged to plant trees at Chintamani in Karnataka.

Project description: This project involves planting trees on the upper catchments of Papagni River, covering parts of Kolar and Chikballapur districts near the town of Chintamani in Karnataka.

The area has a hilly terrain with rocky boulders and sparse vegetation on hill slopes. The forests are largely mixed dry-deciduous, tropical thorn and scrub forests. The common lands found in the area are classified as grazing lands and are under the custody of Panchayats. The degraded forestlands are mostly bereft of indigenous species and infested with lantana an invasive species. Eucalyptus plantations are a common sight on private lands as well as some of the forestlands. The increased engagement of Panchayats with its constituents provide opportunities to effectively prepare 'perspective plans' and use the provisions of the NREGA to undertake measures that are aimed at improving the natural resources of the area.

This project will plant indigenous species of trees in common lands of villages to give poor rural communities fruit, fodder, fuel and forest produce.

MANUGRAPH INDIA LIMITED

BOARD OF DIRECTORS

CHAIRMAN	Mr. Sanat M. Shah	
VICE-CHAIRMAN & MANAGING DIRECTOR	Mr. Sanjay S. Shah	
MANAGING DIRECTOR	Mr. Pradeep S. Shah	
DIRECTORS	Mr. Hiten C. Timbadia	Independent Non-Executive Directors
	Mr. Harshad H. Vasa	
	(Upto 9-11-2011)	
	Mr. Amit N. Dalal	
	Mr. Perses M. Bilimoria	
	Mr. Abhay J. Mehrotra	
	Mr. Jai S. Diwanji	
	(w.e.f. 30-5-2012)	
	Mr. Shubhendra M. Mordekar	Whole-time Director (Works)

COMPANY SECRETARY	Mr. Ravindra V. Joshi	
MANAGEMENT	Mr. Suresh Narayan	(Chief Financial Officer)
	Mr. B. B. Nandgave	(General Manager - Operations)
AUDITORS	Messrs Natvarlal Vepari & Co.	
	Chartered Accountants	
BANKERS	State Bank of India	
	State Bank of Bikaner & Jaipur	
	Standard Chartered Bank	
REGISTERED OFFICE	Sidhwa House, 1st Floor, N. A. Sawant Marg, Colaba, Mumbai 400 005.	

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40th Annual General Meeting on Wednesday, the 1st August, 2012 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai-400 001, at 2.30 p.m.



NOTICE

NOTICE is hereby given that fortieth Annual General Meeting of Members of Manugraph India Limited will be held on Wednesday the 1st August, 2012 at 2.30 p. m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001, to transact the following business :

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012 and Profit and Loss account for the year ended 31st March, 2012 together with reports of the Directors and the Auditors thereon;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Mr. Amit N. Dalal who retires by rotation and being eligible offers himself for re-appointment;
4. To appoint a Director in place of Mr. Perses M. Bilimoria who retires by rotation and being eligible offers himself for re-appointment;
5. To appoint M/s. Natvarlal Vepari & Co., Chartered Accountants, Mumbai, Firm Registration No.106971W as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Jai Shishir Diwanji who was appointed as an Additional Director at the meeting of the Board of Directors held on 30th May, 2012 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Jai Shishir Diwanji as a candidate for the Office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

Date : 30th May, 2012.

By Order of the Board of Directors

Sanjay S. Shah
Vice Chairman & Managing Director

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 PROXIES 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. Members are requested to:
 - a) intimate any change in their addresses to the company's registrar and share transfer agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078, if shares are held in physical form. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.
 - b) quote client ID and DP ID numbers in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - c) Intimate Permanent Account Number (PAN) and contact telephone number to the company's said registrar and share transfer agents at their above address.
4. Members / Proxies are requested to bring copy of Annual Report and attendance slip duly filled in.
5. Corporate members are requested to send a duly certified copy of the board resolution authorising their representative(s) to attend and vote at the annual general meeting.
6. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
7. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the amendment to the Companies Act, 1956. Members desirous to avail of this facility may send their nomination in the prescribed Form No. 2B annexed to this report, duly filled in to Link Intime India Private Limited.
8. 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 at least 15 (Fifteen) days in advance of the meeting so that the information required can be made readily available at the meeting to the extent possible.
9. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday the 14th July, 2012 to Monday the 30th July, 2012, both days inclusive.
10. The dividend, as recommended by the board, if declared at the Annual General Meeting, will be paid within the prescribed time limit to those persons or their mandates :
 - a) on the basis of beneficial ownership as per details furnished for this purpose by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) whose names appear as members in the register of members of the company after giving effect to valid share transfers in physical form lodged with the company / its registrar and share transfer agents on or before 13th July, 2012.

Unclaimed Dividends :

The details of dividends paid by the Company and their respective due dates for the mandatory transfer to Investor Education and Protection Fund of the Central Government, if they remain unencashed, are as under :

Date of Declaration of dividend	Dividends for the year	Dividend per share Rs.	Due date for the mandatory transfer to the Central Government
(1)	(2)	(3)	(4)
10.08.2005	31.03.2005	6.00	13.10.2012
25.10.2005	Interim 05-06	1.50*	28.12.2012
18.08.2006	31.03.2006	2.50*	21.10.2013
05.02.2007	Interim 06-07	2.00*	11.04.2014
11.09.2007	31.03.2007	1.00*	15.11.2014
02.11.2007	Interim 07-08	2.00*	06.01.2015
28.08.2008	31.03.2008	2.00*	01.11.2015
29.09.2009	31.03.2009	2.00*	02.12.2016
27.09.2010	31.03.2010	1.00*	29.11.2017
27.09.2011	31.03.2011	1.50*	29.11.2018

*The face value of equity share is Rs. 2/- per share w.e.f. 10.10.2005.

Your Company has maintained and followed a practice of sending an Indemnity Letter–cum–Reminder to each and every eligible shareholder, whose dividend remains unpaid / unclaimed, 3 (three) Months before the actual due date for Transfer of Unpaid / Unclaimed Dividend Amount to the Investor Education & Protection Fund of the Central Government.

It may please be noted that no claim will lie from any 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 all the unencashed dividend warrants to the Registered Office of the Company for revalidation at least one month before due dates specified in column 4 of the above table and encash them before the due date of transfer to the Central Government.

11. In respect of appointment / re-appointment of Directors, a statement containing details of the concerned Directors is annexed as Annexure A to this notice.

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

By Order of the Board of Directors

Date : 30th May, 2012.

SANJAY S. SHAH
Vice Chairman & Managing Director

IMPORTANT COMMUNICATION TO MEMBERS IN CONNECTION WITH GREEN INITIATIVE

The Ministry of Corporate Affairs, Government of India vide various circulars has undertaken a “Green Initiative in Corporate Governance” by allowing Companies to send official communication and documents to its Members through electronic mode.

Accordingly, the Company can send all documents/official communications including notice of general meeting, annual reports etc., through E-mail to the Members whose E-mail IDs are registered with the Depository Participant/Company.

Members desirous of getting all the documents/official communications from the company, as stated above, are requested to E-mail to the Company to that effect on our E-mail ID sharegrievances@manugraph.com and also requested to update their preferred E-mail ID with their Depository Participant/Company which can be used for sending official documents through E-mail. Members who have not registered their E-mail ID so far, in respect of their electronic holdings are requested to register their E-mail ID with their Depository Participants. Members who hold shares in physical form are requested to register their latest E-mail IDs by sending E-mail to that effect on the company's E-mail ID viz: sharegrievances@manugraph.com at the earliest.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Jai Shishir Diwanji was appointed by the Board of Directors of the Company as an additional Director of the Company with effect from 30th May, 2012 under section 260 of the Companies Act, 1956 read with article 135 of the Articles of Association of the Company. Mr. Jai Shishir Diwanji will hold office as an additional Director up to the date of the ensuing Annual General Meeting. A Notice in writing along with deposit from a member has been received by the Company under section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Jai Shishir Diwanji for appointment as a Director of the Company. Mr. Jai Shishir Diwanji, being eligible, offers himself for appointment.

Mr. Jai Shishir Diwanji has completed his law degree from Downing College, Cambridge University, U. K. and has a B.S.M. degree from Tulane University, New Orleans, U.S.A. In order to avail benefit of his valuable and expert advice and guidance, the Board recommends passing of the resolution as set out in item No. 6 of the accompanying notice.

None of the Directors, other than Mr. Jai Shishir Diwanji, is deemed to be concerned or interested in this resolution.

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

By Order of the Board of Directors

Date : 30th May, 2012.

Sanjay S. Shah
Vice Chairman & Managing Director

ANNEXURE A

Details of directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are given below:

Particulars	Details of the Directors		
Name of the Director	Mr. Amit N. Dalal	Mr. Perses M. Bilimoria	Mr. Jai Shishir Diwanji
Date of Birth	31-01-1963	04-09-1959	04-02-1973
Date of appointment	25-10-2005	13-05-2010	30-05-2012
Expertise in specific functional areas	Well known and respected entity in the Equity Markets.	CEO of Cobra Indian Beer Pvt. Ltd. from 2002-2007. Introduced Cobra Beer into India from zero to 100 crore Company. Pioneer of Bioplastics in India since 2002. Founder of Bioplastic Society. Pioneer of Biochar initiatives in India since 2007. Founder of Biochar Society an N.G.O. Sitting Member of various MOEF Committees on Plastics	Partner with the law firm Desai & Diwanji and specialises in corporate law.
List of other Directorships	1. HL Investment Co. Ltd. 2. Sutlej Textiles & Industries Ltd. 3. The Pheonix Mills Ltd. 4. Sew Electricals Pvt. Ltd. 5. Tata Investment Corporation Ltd. 6. Milestone Capital Advisors Ltd. 7. D.M.P. Pvt. Ltd. 8. Ashrulata & Co. Pvt. Ltd. 9. Nexgen Lifin Pvt. Ltd. 10. Amit Nalin Securities Pvt. Ltd.	1. Minoo Bilimoria Investment Pvt. Ltd. 2. Minoo Bilimoria Trading Pvt. Ltd. 3. Earthsoul India Pvt. Ltd. 4. Gaia Biopolymers Pvt. Ltd.	1. Sutlo Advisors Pvt. Ltd. 2. Pardi Investment Pvt. Ltd.
Membership / Chairmanship of the committees of other Companies	5	Nil	Nil

DIRECTORS' REPORT

including Management Discussion and Analysis Report.

Dear Shareholders,

Your Directors have pleasure in presenting the fortieth Annual Report and audited accounts for the year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS

Particulars	April to March 2011 - 2012 (Rs. in Lakhs)	April to March 2010 - 2011 (Rs. in Lakhs)
Profit for the year	6,294.48	4,272.89
Less: Depreciation	1,107.65	1,024.06
Profit before exceptional item	5,186.83	3,248.83
Less: Exceptional item	6,000.00	—
Profit before tax	(813.17)	3,248.83
Less: Tax	1,567.11	1,011.09
Profit after tax	(2,380.28)	2,237.74
Add: Balance in profit and loss account	4,685.23	3,277.73
	2,304.95	5,515.47
Add: Amount transferred from general reserve	10,000.00	—
	12,304.95	5,515.47
Less : APPROPRIATIONS		
Proposed dividend	760.38	456.23
Tax on proposed dividend	123.35	74.01
Transfer to general reserve	400.00	300.00
Closing balance	11,021.22	4,685.23

DIVIDEND

Your Directors recommend dividend of Rs. 2.50 per equity share of Rs. 2/- each (Previous year Rs. 1.50 per share of Rs. 2/- each) subject to the approval of the members at the ensuing Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS**INDUSTRY STRUCTURE AND OPPORTUNITIES**

The company has maintained its market share. There has been satisfactory revenue and earnings growth during the financial year 2011-12. Though input costs have risen, the same has not impacted the operating margins significantly. The Electronic media continues to make inroads into the Print media market. At the same time, we have seen good demand growth in the vernacular segment as well as in growing economies in the African / South American continents.

OUTLOOK

From the current trends, the year ahead looks steady at present levels. The International challenges like the situation in Europe and growth concerns in US can potentially impact the operations. However, we hope to neutralise the impact through our increasing focus in new markets in Africa and South America. The operations of the US subsidiary has been satisfactory during financial year 2011-12 and the restructuring exercise carried out over the past 2-3 years has started yielding results. We hope that this trend will continue into the next financial year.

RISKS AND CONCERNS

Increase in some input costs due to the structural adjustment the Indian economy is passing through is a concern. However, through cost reduction and re-engineering programmes, we hope to contain the negative impact. The developments in Europe and its potential effect on the currencies could prove to be a challenge to deal with during the year 2012-13.

