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42nd Annual Report

2013 -14

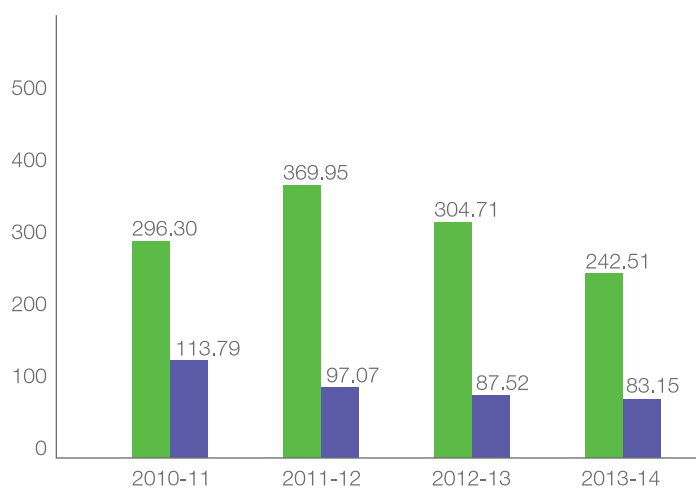
Manugraph India Ltd.

Standalone

₹ in crores

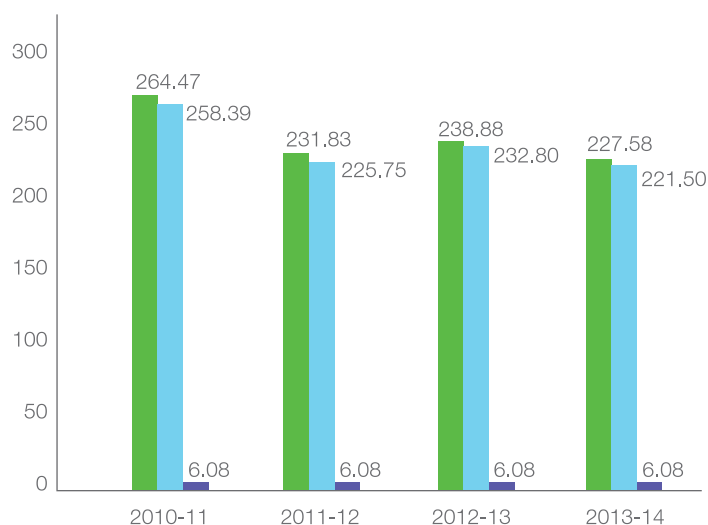
Sales

Net Sales Exports



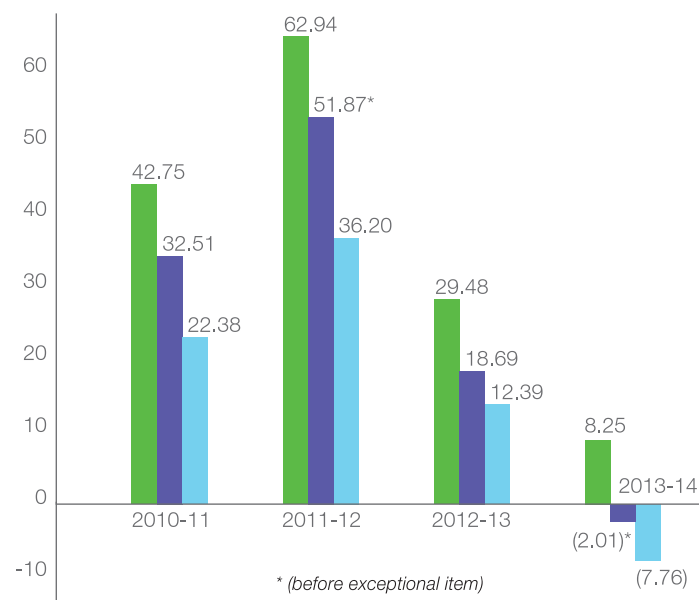
Net Worth

Net Worth Reserves Equity



Profitability

Gross Profit Pre-Tax Profit Post-Tax Profit



Distribution of Income

Materials	56.70 %
Expenses	21.47 %
Manpower	22.31 %
Depreciation	3.66 %
Interest	0.43 %
Taxes	(1.62) %
Dividend	1.08 %
Retained Earnings	(4.03) %

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	} <i>Independent Non-Executive Directors</i>
	Mr. Amit N. Dalal	
	Mr. Perses M. Bilimoria	
	Mr. Abhay J. Mehrotra	
	Mr. Jai S. Diwanji	} <i>Whole-time Director (Works)</i>
	Mr. Bhupal B. Nandgave	
COMPANY SECRETARY	Mr. Ravindra V. Joshi	
CHIEF FINANCIAL OFFICER	Mr. Suresh Narayan	
AUDITORS	Messers Natvarlal Vepari & Co. <i>Chartered Accountants</i>	
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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42nd Annual General Meeting on Wednesday, the 27th August, 2014 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai-400 001 at 3.00 p.m.

MANUGRAPH INDIA LIMITED

CIN: L29290MH1972PLC015772

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

Email: sharegrievances@manugraph.com • Website: www.manugraph.com

Tel: 022-22852256/57/58 • Fax: 022-22870702

NOTICE

NOTICE is hereby given that the forty-second Annual General Meeting of Members of MANUGRAPH INDIA LIMITED will be held on Wednesday, the 27th August, 2014 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:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended 31st March, 2014 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. Hiten C. Timbadia (DIN 00210210) who retires by rotation and being eligible offers himself for re-appointment;
4. To appoint a Director in place of Mr. Jai S. Diwanji (DIN 00910410) who retires by rotation and being eligible offers himself for re-appointment;
5. To re-appoint the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting and to fix their remuneration and to pass the following as an Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Section 139, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Natvarlal Vepari & Co., Chartered Accountants Mumbai, (Firm Registration No. 106971W) be and hereby are re-appointed as the auditors of the company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the fifth consecutive Annual General Meeting (subject to ratification of appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Board of Directors be and hereby authorised to fix such remuneration as may be determined by the audit committee in consideration with the auditors.

By Order of the Board of Directors

Sanjay S. Shah
Vice Chairman & Managing Director

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

Date: 27th May, 2014

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 OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. 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. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. 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.
3. Members/Proxies are requested to bring a copy of the Annual Report and attendance slip duly filled in.
4. 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.
5. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
6. 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. SH-13 annexed to this report, duly filled in to Link Intime India Private Limited.
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 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.
8. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, the 16th August, 2014 to Wednesday, the 27th August, 2014, both days inclusive.
9. 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 14th August, 2014.

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)
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
01.08.2012	31.03.2012	2.50	04.10.2019
01.08.2013	31.03.2013	1.50	04.10.2020

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.

10. In respect of appointment/re-appointment of Directors, a statement containing details of the concerned Directors is annexed as Annexure A to this notice.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th August, 2014 (10.00 a. m.) and ends on 21st August, 2014 (5.30 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 18th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “MANUGRAPH INDIA LIMITED” from the drop down menu and click on “SUBMIT”.
- (v) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account/folio number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant MANUGRAPH INDIA LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

Sanjay S. Shah
Vice Chairman & Managing Director

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

Date: 27th May, 2014

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.

ANNEXURE A

Details of directors seeking re-appointment at the forthcoming Annual General Meeting as required under clause 49 of the listing agreement with the stock exchanges are given below:

Particulars	Details of the Directors	
Name of the Director	Mr. Hiten C. Timbadia	Mr. Jai S. Diwanji
Date of Birth	26-02-1964	04-02-1973
Date of appointment	30-03-2001	30-05-2012
Qualification	B.Com., LL.B(G), F.C.A.	Law degree from Downing College, Cambridge University, U.K and has B.S.M. degree from Tulane University, New Orleans, U.S.A.
Expertise in specific functional areas	He possesses vast experience and sound background in Accounts, Finance, Audit, Taxation, Banking and other related activities	Partner with the law firm Desai & Diwanji and specialises in Corporate Law.
List of other Directorships	Dosti Reality Ltd.	1. Elecon Engineering Ltd. 2. Nesco Ltd. 3. Pardi Investments Pvt. Ltd. 4. Myanmar Ventures (India) Pvt. Ltd.
Membership/Chairmanship of the committees of other Companies	1	2
Shareholding in the Company	3500	Nil
Relationship between directors inter-se	Nil	Nil

DIRECTORS' REPORT

Including Management Discussion and Analysis Report

Dear Shareholders,

Your Directors have pleasure in presenting the forty-second Annual Report and audited accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS

Particulars	April to March 2013-2014 (Rs. in Lakhs)	April to March 2012-2013 (Rs. in Lakhs)
Profit for the year	825.28	2,947.98
Less: Depreciation	1,026.31	1,079.08
Profit/(Loss) before exceptional item	(201.03)	1,868.90
Less: Exceptional item	1,079.12	—
Profit/(Loss) before tax	(1,280.15)	1,868.90
Less: Tax	(503.89)	630.39
Profit/(Loss) after tax	(776.26)	1,238.51
Add: Balance in profit and loss account	11,600.96	11,021.22
	10,824.70	12,259.73
Less: Appropriations		
Proposed dividend	304.15	456.23
Tax on proposed dividend	49.33	77.54
Transfer to general reserve	—	125.00
Closing balance	10,471.22	11,600.96

DIVIDEND

Your Directors recommend dividend of Re. 1/- 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 turnover has come down due to restricted market share in India and also due to uncertainty of government policies. A further impact is due to competitors pricing and other costs. However, margins have been impacted due to one-time Voluntary Retirement Scheme and Wage Agreement signed. We expect both Indian Economy and Export Outlook to improve in the current year.