



TODAY'S WRITING PRODUCTS LIMITED

19th ANNUAL REPORT

2010-2011

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COMPANY INFORMATION

BOARD OF DIRECTORS : Mr. Rajesh Kumar Drolia Chairman
Mr. Ronald Netto Managing Director
Mr. Pushpak Chavan Whole Time Director (Resigned w.e.f. 12/02/2011)
Mr. Sunil Agarwal Whole Time Director (Resigned w.e.f. 14/06/2011)
Mr. Mukesh Gupta Director (Resigned w.e.f 30/08/2010)
Mr. Rahul Gupta Director
Mr. Shreedhar Parande Director
Mr. Sunil Kedia Director (Resigned w.e.f 30/08/2010)

BANKERS : State Bank of India
Bank of India
HSBC Limited
ICICI Bank Limited
Axis Bank Limited

AUDITORS : M/s. Ajay Shobha & Co.
Chartered Accountants

LOCATIONS :-

REGISTERED OFFICE : Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli, (U.T.) - 396193, India
Tel No. : 0260-2668574 / 2668538
Fax No. : 0260-2668536
Email : secretarial@todays-pens.com

ADMINISTRATIVE OFFICE : 201, Hari Om Chambers, B-16, New Link Road,
Andheri (W), Mumbai - 400 053
Tel No. : 022-66954900
Fax No. : 022-66954910
Email : todays@todays-pens.com

WORKS : Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli, (U.T.) - 396193, India

REGISTRAR & TRANSFER AGENT : SATELLITE CORPORATE SERVICES PVT. LTD.
B-302, Sony Apartment,
3rd Floor, Opp, St. Jude High School,
Andheri-Kurla Road,
Sakinaka, Jarimari, Mumbai - 400 072.
Tel No. : 022-28520461 / 28520462
Fax No. : 022-28511809
Email : service@satellitecorporate.com

NOTICE

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of TODAY'S WRITING PRODUCTS LIMITED will be held at the Registered Office of the Company at Survey No. 251/2, Valsad Falia, Near Jain Temple, Dadra, D. & N. H. (UT) - 396 193 on 29th September, 2011, Thursday at 09.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Rahul Gupta, who retires by rotation, and being eligible, offers him self for re-appointment.
3. To appoint M/s. Ajay Shobha & Co., Chartered Accountants (Registration No. 317031E) as Statutory 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 fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.
"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the availability of name and the approval of the Registrar of Companies or any other authority as may be necessary, the consent of the members be and is hereby accorded to change the name of the Company from Today's Writing Products Limited to Todays Writing Instruments Limited, or such other name as approved by the Registrar of Companies.

Resolved further that wherever the name "Today's Writing Products Limited" appears in the Memorandum and Articles of Association of the Company be substituted by "Todays Writing Instruments Limited".

Resolved further that Mr. Rajesh Kumar Drolia and /or Mr. Ronald Netto, Directors of the company and/or Ms. Bhavika Shah, authorised officer of the Company be hereby authorized to make the necessary application to the Registrar of Companies for the approval of the aforesaid name and to sign any such documents, form/s or papers and also to complete all necessary formalities including appointment of consultant, if needed in connection with the above.

Resolved further that above mentioned officials be hereby severally authorized to attend all matters incidental or connected thereto.

Resolved further that a certified true copy of the foregoing resolution be submitted to the prescribed authorities."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.
"RESOLVED THAT Pursuant to section 16 and other applicable provisions, if any of the Companies Act, 1956, and consequent upon change of name of the company from TODAY'S WRITING PRODUCTS LIMITED to TODAYS WRITING INSTRUMENTS LIMITED, clause I (name clause) of the memorandum of association of the company be and is hereby altered by substituting the same with the following:

" Clause I. The name of the Company is "TODAYS WRITING INSTRUMENTS LIMITED."

Resolved further that Pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, the name 'TODAY'S WRITING PRODUCTS LIMITED ' wherever it appears in the Articles of Association of the Company be substituted with the new name 'TODAYS WRITING INSTRUMENTS LIMITED'.

Resolved further that Mr. Rajesh Kumar Drolia and /or Mr. Ronald Netto, Directors of the company and/or Ms. Bhavika Shah, authorised officer of the Company be hereby authorized to sign any such documents, forms and papers and also to complete all necessary formalities including appointment of consultant, if needed in connection with the above.

Resolved further that above mentioned officials be hereby severally authorized to attend all matters incidental or connected thereto.

For and on behalf of the Board

Sd/-

Rajesh Kumar Drolia
Chairman

Regd. Office :

Survey No.251/2, Valsad Falia, Near Jain Temple,
Dadra, Dadra & Nagar Haveli, (U.T.)-396 193

Date:25/08/2011

NOTICE

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORM MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to section 173 of the Companies Act, 1956 in respect of the Special Business at item Nos. 4 to 5 above is annexed hereto and form part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September 2011 to 29th September, 2011 (both days inclusive).
4. As per provision of the Section 205A read with Section 205C of the Companies Act, 1956 the Company is required to transfer unpaid dividends remaining unclaimed and unpaid for a period of 7 years from the due date(s) to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly the unclaimed dividends up to financial year 2002-2003 have been transferred to the said fund. Unclaimed dividend for the year 2003-2004 is due for transfer to IEPF on or before November 03, 2011. Those members who have not encashed their dividend warrants(s) for the said year are requested to make the claims to the Company or M/s. Satellite Corporate Services Pvt. Ltd. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the IEPF or the Company in respect of any amounts which were unclaimed/unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
5. Members are requested to bring their copy of the Annual Report along with them as copies of the report will not be distributed at the meeting.
6. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
7. Members/Proxies are requested to produce the Attendance Slip at the entrance of the Hall.
8. Members are requested to intimate change of address, if any, to the Company quoting reference of their Registered Folio Number.
9. The Members holding shares in dematerialized form, may please note that while opening a depository account with participants, they may have given their bank account details, which will be printed on their dividend warrants. However, if Members want to change/ correct the bank account details, they should sent the particulars to their depository participant with MICR code. **The Company will not entertain any direct request from Members for deletion/ changes in the bank account details furnished by the Depository Participants to the Company.**
10. Ministry of Corporate Affairs ("MCA"), Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless communication by Companies.MCA vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively allowed the service of notice / documents by a company to its Members to be made through electronic mode, after giving an advance opportunity to the Member to register his e-mail address and changes therein from time to time with the Company or with the concerned depository. Keeping this in view, your Company proposes to send documents such as the Notice of the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, Explanatory Statement etc., henceforth to such Members in electronic mode, who opt for the same. We have enclosed a Form for you to exercise your option by submitting the same to us either by e-mail at secretarial@todays-pens.com and/or by sending registered post at the Registered Office of the Company addressed to the Company Secretary after your signature. In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your co-operation in helping the Company to implement the e-governance initiatives of the Government.
11. As required under Clause 49 (IV) of the Listing Agreement the details of the appointment of new Director or re-appointment of a Director.

Sr. No	Name	Age	Education Qualification	Experience	Other Directorship and Members of Committee	No. Of Shares held as on 31/03/2011
1	Mr.Rahul Gupta	46	Commerce Graduate	21 years in the Marketing, Designing and Communication	IBD India Pvt Ltd	Nil

For and on behalf of the Board

Sd/-

Rajesh Kumar Drolia
Chairman

Regd. Office :

Survey No.251/2, Valsad Falia, Near Jain Temple,
Dadra, Dadra & Nagar Haveli, (U.T.)-396 193
Date : 25/08/2011

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.4

The Board of Directors of the company by resolution dated 25th August, 2011 resolved that the name of the company be changed from **TODAY'S WRITING PRODUCTS LIMITED TO TODAYS WRITING INSTRUMENTS LIMITED** subject to the name available with the Registrar of Companies. Necessary application for availability of name will be completed in due course of time.

Your Board of directors has considered that the proposed name would cover wide range of Writing Instruments and truly represent the company's operations and Business. It may be recalled that your Company acquired another Company by the said name, by Scheme of Amalgamation in the year 2000.

The change of name can be done only by passing a Special Resolution in the general meeting. The resolutions set out in item no.4 as Special Resolution for approval by the members in terms of section 21 of the Companies Act, 1956 and the Board thus recommends this Resolution for members' approval.

All the material documents and copies of the Memorandum & Articles of Association of the Company are available for inspection during the business hours till the date of the Meeting at the Registered Office of the Company.

None of the directors are concerned or interested in this Special Resolution except as a member to the extent of their shareholdings.

Item No. 5

The resolution mentioned at Item No. 5 of the Notice relates to the alteration in the Name Clause of the Memorandum of Association and Articles of Association of the Company with respect to change of name of the company from **TODAY'S WRITING PRODUCTS LIMITED TO TODAYS WRITING INSTRUMENTS LIMITED**

Pursuant to the provisions of Sections 16 and 31 of the Companies Act, 1956, alteration in the Name Clause of the Memorandum of Association and alteration of Articles of association requires approval of the Members by way of Special Resolution.

A copy of a existing Memorandum and Articles of Association of the Company and b) the Memorandum of Association and Articles of Association incorporating the proposed amendments thereto will be available for inspection during the business hours till the date of the Meeting for the Members at the Registered Office of the Company.

None of the directors are concerned or interested in this Special Resolution except as a member to the extent of their shareholdings.

For and on behalf of the Board

Sd/-

Rajesh Kumar Drolia
Chairman

Regd. Office :

Survey No.251/2, Valsad Falia, Near Jain Temple,
Dadra, Dadra & Nagar Haveli, (U.T.)-396 193
Date : 25/08/2011

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance is given below:

1. Company's philosophy on Code of Governance

Company's philosophy on corporate Governance is to ensure fairness, transparency, accountability, credibility and responsibility to all stakeholders.

The Company is committed to good Corporate Governance i.e., to achieve business excellence and add shareholder value following desired disclosure practices and sound decision-making achieved through harmonious interactions amongst the Board of Directors, its Committees and Senior Management. Transparency is the key guiding principle for all decisions, transactions and policy matters.

Good Corporate practices guiding the Company ensured that persons having vast professional experience in various functional areas are appointed on the Board of Directors. Similarly, the Committees are headed by independent directors having expertise in the related areas.

2. Board of Directors

The present strength of the Board is four Directors. The Board comprises of one Executive Director, and three Non-Executive Directors including 2 Independent Directors.

The Present strength of the Board: -

Sr. No.	Name of Director	Designation	Category
I	Mr. Rajesh Kumar Drolia	Chairman	Non-Executive Director (Promoter)
II	Mr. Ronald Netto	Managing Director	Executive Director
V	Mr. Rahul Gupta	Director	Non-Executive & Independent Director
VI	Mr. Shridhar.M. Parande	Director	Non-Executive & Independent Director

Attendance of each Director in the meetings of Board of Directors and in Annual General Meeting is given below:

Six Board Meetings were held during the financial year 2010-11 on the following dates:

April, 2010 to June, 2010	July, 2010 to September, 2010	October, 2010 to December, 2010	January, 2011 to March, 2011
14/05/2010	13/08/2010	12/11/2010	12/02/2011
	30/08/2010	17/12/2010	

The record of attendance of Directors at Board Meeting held in financial year 2010-11 and their memberships to the committees of the Board is as under:

Name	No. of Board Meetings Attended	Attendance At the AGM	No. of Directorship in other Public Limited Companies ¹	No. of Committee position held in other public Limited Companies ²		Share holding by the Director as on 31/03/2011
				Chairman	Members	
Mr. Rajesh Kumar Drolia	5	Yes	3	Nil	Nil	1,31,420
Mr. Mukesh Gupta *	0	No.	Nil	Nil	Nil	100
Mr. Rahul Gupta	5	Yes	Nil	Nil	Nil	0
Mr. Ronald Netto	5	Yes	3	Nil	Nil	20,000
Mr. Pushpak Chavan #	1	No.	1	Nil	Nil	0
Mr. Sunil Agarwal # #	5	No	Nil	Nil	Nil	0
Mr. S. M Parande	6	No	8	2	Nil	0
Mr. Sunil Kedia *	0	No.	1	Nil	Nil	0

* Resigned w.e.f 30th August, 2010

Resigned w.e.f 12th February, 2011

Resigned w.e.f 14th June, 2011

CORPORATE GOVERNANCE REPORT

¹ Excluding directorship in Pvt Ltd Companies & Companies under section 25 of the companies Act, 1956.

² Only two committee viz the Audit committee & the Shareholders/Grievance Investor committee of public Ltd Companies are considered.

During the year the Company had not Complied Clause 49(1A) of the Listing Agreement regarding Composition of Board Directors. The company was not having adequate no.of independent directors on the Board as required under clause 49 of the listing Agreement. Despite the best efforts the company did not succeeded in their attempt to induct independent director on the board. However, adequate Corporate Governance was exercised through out the year by two independent directors who are competent, namely Mr. SM Parande, the ex - DMD of SBI & ex MD of SBH. He is also the Chairman of Audit Committee. Mr. Rahul Gupta is a competent professional in business and makes useful contributions. Chairman of the Company is a non executive director and there was no other promoter representative on the Board during the year.

Subsequently, Mr. Sunil Agarwal, a Whole Time Director of the Company resigned from the Board of Directors of the Company. In view of the foregoing, now there is no violation of clause 49(1A) of the Listing Agreement.

3. Audit Committee

To provide assistance to the Board of Directors of the Company, the Audit Committee was constituted. It consists of Chairman and two other Directors. The Audit Committee provides direction to and oversees the Audit and Risk Management functions, reviews the financial accounts, interact with statutory auditors and reviews matters of special interest. The terms of reference of the Audit Committee as stipulated by the Board are as follows:

1. To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its working including the examination of major items of expenditure.
2. To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
3. To review the auditors' report on the financial statements and to seek clarification thereon, if required, from the auditors.
4. To review the weakness in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
5. To act as a link between the statutory and internal auditors and the Board of Directors.
6. To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.
7. Reviewing the Company's financial and risk management policies and looking into reasons of substantial defaults, if any, of non payment to stakeholders.
8. And, generally all items listed in Clause 49(II) (D) of the Listing Agreement.

The composition of the Audit Committee as on 31st March, 2011 and attendance of the members in the meeting held during the financial year 2010-11 are as under:

Sr. No.	Name of Director	No. of Meeting held during the year	No. of Committee Meetings attended
1	Mr. S. M Parande (Chairman)	5	5
2	Mr. Rahul Gupta	5	5
3	Mr. Ronald Netto	5	4

The Audit Committee was functioning under the chairmanship of Mr. S. M Parande

During the year under review, five meetings of the Audit Committee were held. Executives of the Finance, Accounts, Secretarial, internal Audit and other departments were invited on need basis.

CORPORATE GOVERNANCE REPORT

4. Shareholders'/Investors' Grievance Committee

The Investors' Grievance Committee is headed by Mr. Rahul Gupta, an Independent Non - Executive Director. Four meetings of the Investors' Grievance Committee were held which were attended by the members of the Committee as stated below.

To expedite the process of share transfer, the Board has delegated necessary process to the Registrar and Share Transfer Agents viz; M/s. Satellite Corporate Services Pvt. Ltd, Mumbai.

The composition of the committee during the year 10-11 and attendance of the members in the meeting held during the financial year 2010-11 are as under:

Sr. No.	Name of Director	No. of Meeting held during the year	No. of Meetings Attended
1	Mr. Rahul Gupta (Chairman)	4	4
2	Mr. Ronald Netto	4	4
3	Mr. Sunil Agarwal #	4	4
4	Mr. Rajesh Kumar Drolia##	-	-

Resigned from the Board w.e.f 14/06/2011

Appointed the member of the Committee w.e.f 15/06/2011

The Company has dealt with all complaints and queries received from its shareholders in accordance with law. It is the Company's endeavor to promptly attend to all complaints and queries. The Company had received 3 complaints in respect of Transfer, Dividend, and Change of Address during the year. No complaint is pending as on 31st March, 2011 .Mr. Sanjay Mishra functions as the compliance officer of the Company.

5. Remuneration Policy

The Remuneration policy takes in to account Company's financial position, the grade and the position held by the incumbent concerned and his overall performance.

Remuneration of the Directors as per Accounts for the financial year ended 31st March 2011

Name	All elements of remuneration package i.e salary, benefits, bonuses, pension etc.(In Rs.)	Fixed component and performance linked incentives along with the performance criteria (In Rs.)	Stock option details,
Mr. Sunil Agarwal	7,20,000	Nil	Please see Note 'a'

a. Presently the Company does not have any stock Option Scheme.

Non Executive Directors of the Company are only entitled to the sitting fees for the meeting of the Board of Directors attended by them.

6. General Body Meetings

During the last three years General Meetings of the Company were held at Survey No. 251/2, Valsad Falia, Near Jain Temple, Dadra, D & N.H. (U.T.) - 396 193 on the following dates :

For the Year	AGM/EOGM	Date	Time	Special Resolutions Passed
2007 - 2008	16 th AGM	29 th September,2008	11.00 a.m	NIL
2008 - 2009	E.O.G.M	26 th May, 2008	11.00 a.m	1
2008-09	17 th AGM	29 th September, 2009	11.00 a.m	NIL
2009-10	18 th AGM	29 th September, 2010	9.30 a.m	NIL

NB: There was no special resolution passed through postal ballot and none of the Special Resolution was required to be put through Postal ballot and no resolution is proposed through Postal Ballot .

7. Disclosures

Materially significant related party transactions

During the financial year 2010-11 there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the Company. Besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, Directors, the management or their relatives during the year with potential conflict of interest with the Company at large.

CORPORATE GOVERNANCE REPORT

Statutory Compliance

The Company has complied with the requirements of regulatory authority on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years. Apart from the above, the Company has complied with the mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

8. Implementation of Code of Conduct for Insider Trading:

Today's has adopted Code of Conduct for Insider Trading and is based on the SEBI framework and is stringent than the statutory code being enforced by the SEBI. Today's follows strict guidelines in respect of insiders' stock trading and related disclosures. Mr. Sanjay Mishra, an officer is designated as the Compliance Officer to over see its implementation. Periodic disclosures have been obtained from all the Directors and 'Designated Employees'. Under the aforesaid code all Directors and Designated Employees are required to conduct all their dealing in securities of the Company only in valid trading window after obtaining pre clearance from the Company as per the pre dealing procedure described in the Code.

Further, the Board of Directors have approved and adopted a Code of Conduct for the members of the Board and senior management of the Company as per clause 49. This Code of Conduct is posted on the website of the Company and the members of the Board and senior management have affirmed the annual compliance of the Code. A declaration to this effect duly signed by the MD & CEO forms part of this report.

9. Secretarial Audit for reconciliation of Capital.

As stipulated by SEBI, a Chartered Accountant carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total Listed and paid up Capital is in agreement with the aggregate of the total number of Shares in dematerialized form (held by NSDL and CDSL) and total number of Shares in physical form.

10. Means of Communication

Quarterly Results	Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchange and published in news papers in terms of the requirements of Clause 41 of the Listing Agreement.
Newspapers in which results are normally published	The Audited/ Unaudited Results are published in Free Press, English daily and in Navshakti and Daman Ganga daily in regional language
Any Website, where displayed	todays.co.in
Whether Management Discussions and Analysis Report is a part of Annual Report	Yes
Whether Corporate Governance Report forms Part of the Annual Report	Yes

GENERAL SHAREHOLDERS INFORMATION :-

19th Annual General Meeting

Date & Time

Venue

: 29th September, 2011 at 9.30 A.M
Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
D & N.H. (U.T.) - 396 193

Book Closure Date

: 26th September, 2011 to 29th September, 2011 (both days inclusive)

Registered Office

: Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
D & N.H. (U.T.) - 396 193
Tel.: 0260-2668538, 2668574, 2668884
Fax : 0260-2668536
E-mail : secretarial@todays-pens.com
website : todays.co.in