VALUE ADDED PRINT SOLUTIONS

a strategy of

consolidation

REPRO INDIA LIMITED

ANNUAL REPORT 2009-2010

CONTENTS

a strategy of consolidation

Its been a challenging year for the world. There's been a lot of speculation about whether the recession is truly over. "Cautiously optimistic" is the attitude that has been adopted by companies all over the world, as the economy begins a slow, languorous recovery.

At Repro, we've crafted our strategy for the year keeping in mind the wave effect of an economy under siege. And so, during the year gone by, even as we continued to grow our markets, innovate our products, and expand our services, the umbrella strategy we adopted was one of **Consolidation**.

We focussed on clients, going **depth rather than width**. We built pipelines of delivery, focusing on processes and businesses that were **replicable, rather than one off**. And we worked our finances so that we **invested rather than spent.**

It was a strategy that has paid off. And as we move forward, keeping our ear close to the ground and remaining alert and flexible to market needs is what we believe will take us into a newer phase of growth.

CONSOLIDATION

Consolidating for future growth

Achieved our highest ever PAT of Rs. 17.56 crore. This was a direct outcome of the consolidation strategy put into place.

PERFORMANCE HIGHLIGHTS

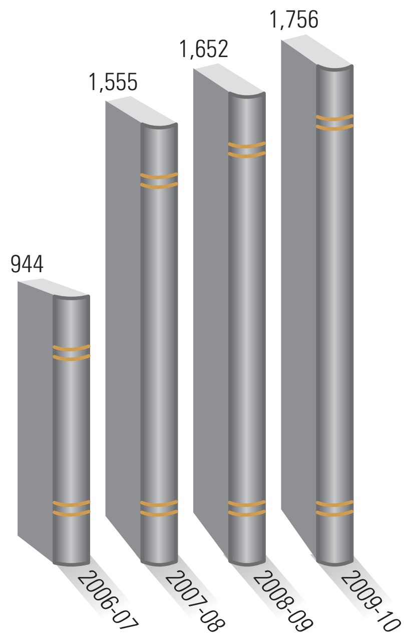
In a challenging year, the performance proved our resilience to a challenging economic environment, with our strategy showing results.

Optimising efficiencies and setting benchmarks

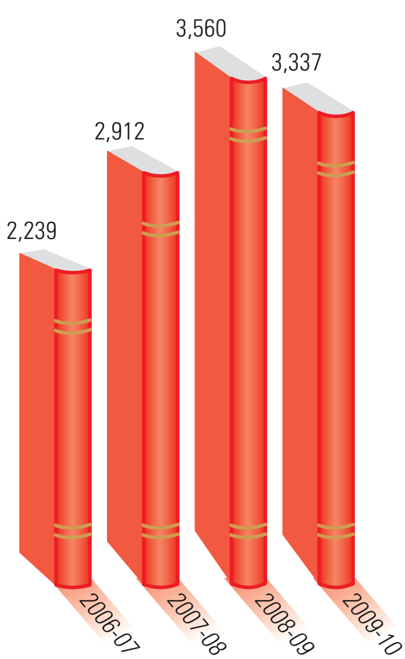
Attained an Operating Margin that was 17% of sales. This was a direct impact of the efficiencies achieved due to various strategic initiatives.

FINANCIAL HIGHLIGHTS

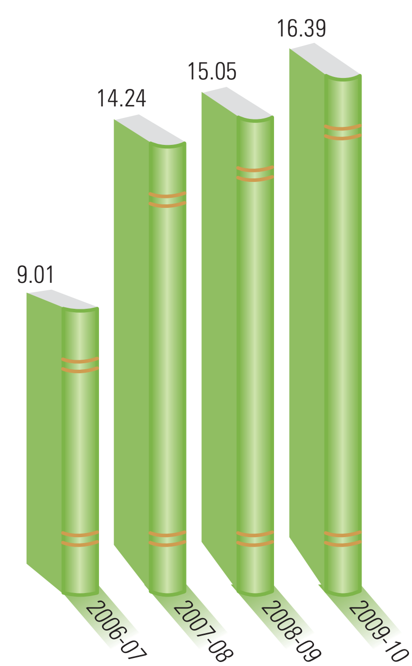
(Rs. in lakhs except EPS)



Profit After Tax



Operating Margin
(EBITDA)



Earning Per Share (EPS)
(Rs.)

CONSOLIDATION

nurturing new markets

Nearly 80% of our turnover came from contractual educational business. This gives us the security of an order book along with a long-term lock-in with key clients.

MARKETS

• Canada • USA • Mexico • UK • France • Belgium • Germany • Italy • Spain • East Coast of Africa
• West Coast of Africa • South Coast of Africa • Abu Dhabi • Dubai • Pakistan • India • Sri Lanka • Australia • Russia

With an existing presence in the key markets of UK, USA, Africa and India, we have laid the ground and opened new countries in Africa and Europe. **Today, we export books to over 100 locations across four continents.**

USA MARKET

- A strong presence in the children's and mass market segment
- A client base of some of the largest publishers in these segments
- Value added services being provided to USA clients, from content to despatch

UK/EU MARKET

- Meeting the needs of UK publishers in the trade and children's book segments
- A range of formats that work in the UK. From spiral, to various sizes for Poundlands and other stores

AFRICA MARKET

- A strong presence in key African countries across the West, East and South Africa
- Onsite facilities for specific customer requirements

INDIA MARKET

- An existing position of leadership in all key segments like Annual Reports, Education publishing and value added print solution for corporates, etc.
- A client base of India's top corporates and educational publishers

Strengthening relationships

Built long-term solution based relationships with large global clients. This approach has given us a large secure customer base.

CLIENTS

Over the years, we have built strong relationships with our customers across geographies. Our clients include some of the world's top corporates and publishers, most of whom have over a USD 5 mn potential.

From printing and delivering large volumes of books to publishers like Pearson, Macmillan, McGraw-Hill, Evans, Oxford University Press, Jeevandeep, Symbiosis, Cambridge University Press, etc. – to printing shareholder communication like Annual Reports for India's best known corporates like the Infosys, the Tata Group, Wipro, Godrej, etc. Having understood exactly what every customer needs, we have developed a strong understanding of their businesses and are able to deliver customised solutions at every point of time.

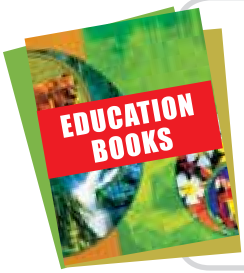
O

rienting products to meet customer needs

Engineered infrastructure for core products to generate greater revenues for our customers. This enables us to generate the greatest production efficiencies, the benefits of which we pass on to customers.

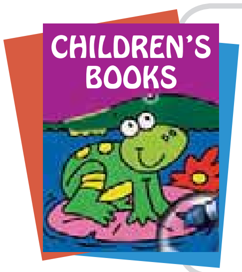
PRODUCTS

Today, we have a value added product range, to meet diverse needs of publishers and corporates. Every product is customised to meet specific requirements, while being engineered to give customers a cost and quality benefit.



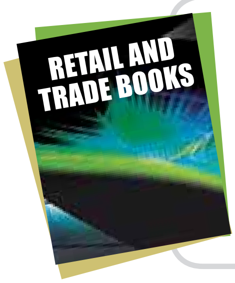
Having understood the nuances of the education market in different countries, we produce text books, supplementary material and teacher training material in different formats. We also manage inventory for educational publishers from the point of view of obsolescence control.

Clients: Oxford University Press, Pearson, Longman, Macmillan, McGraw-Hill, Jeevandeep Prakashan, Heinemann, Evans, etc.



Children's books necessarily need to be attractive, innovative, high quality yet lower priced. Recognising this, we continually innovate formats and ideas to give our customers in this segment the benefit of our research and experience.

Clients: Parragon, Modern, Autumn, Igloo, etc.



The key driver of the Trade and Retail book segment is the need for high quality at a lower price point. We have developed formats that meet these requirements and continue to meet the needs of publishers across the world in these segments.

Clients: Arcturus, Flametree, Igloo, etc.

Having been in a position of leadership in this segment for over 15 years, we have specialised in every service that this product requires. From skilled designers and content creators who specialise in this segment – to machines that are able to deliver high volumes under pressing deadlines – to a delivery mechanism that delivers across India.

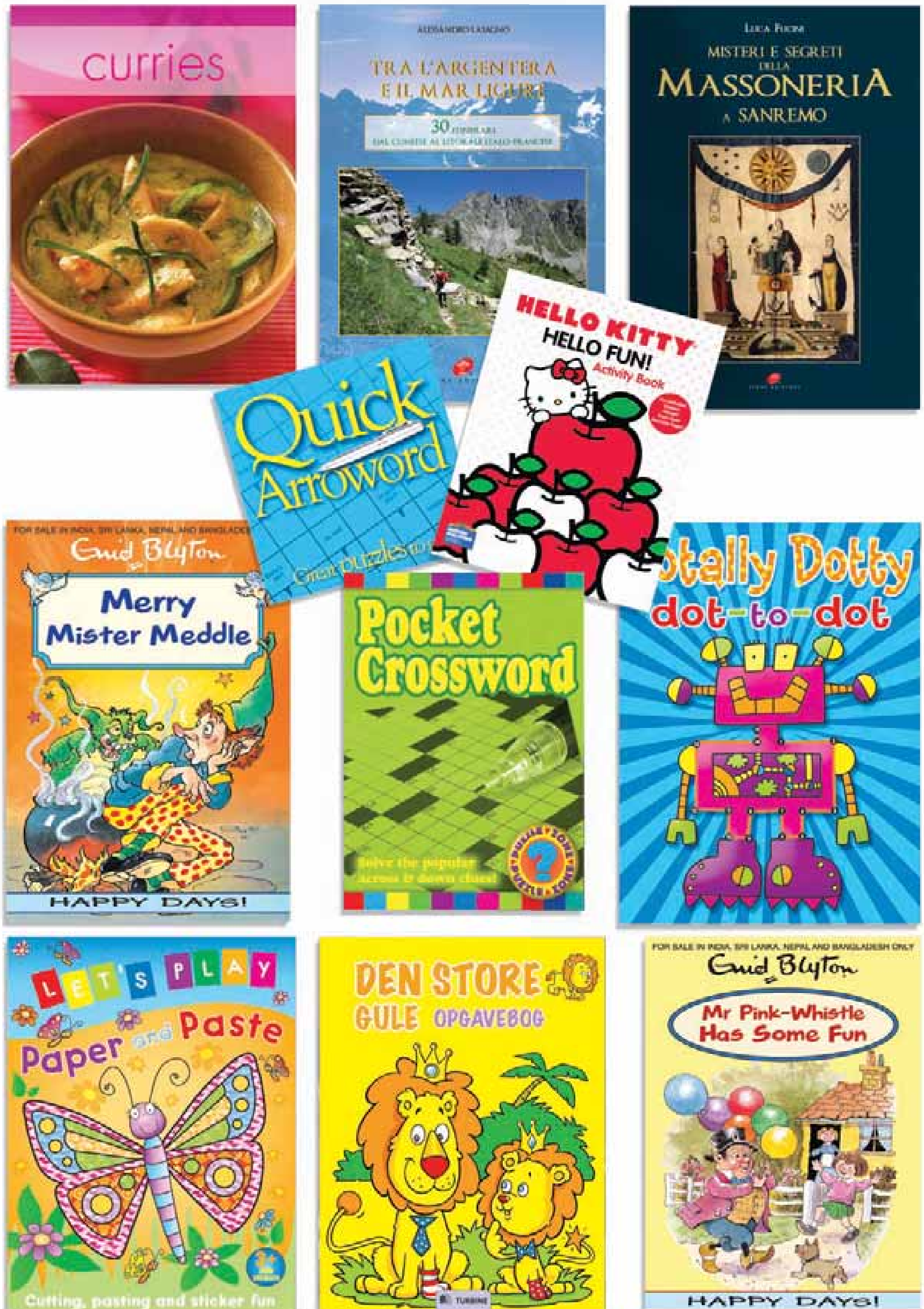
Clients: Infosys, Patni Computers, HUL, Wipro, The Tata Group Companies, Ashok Leyland, etc.

INNOVATIVE FORMATS

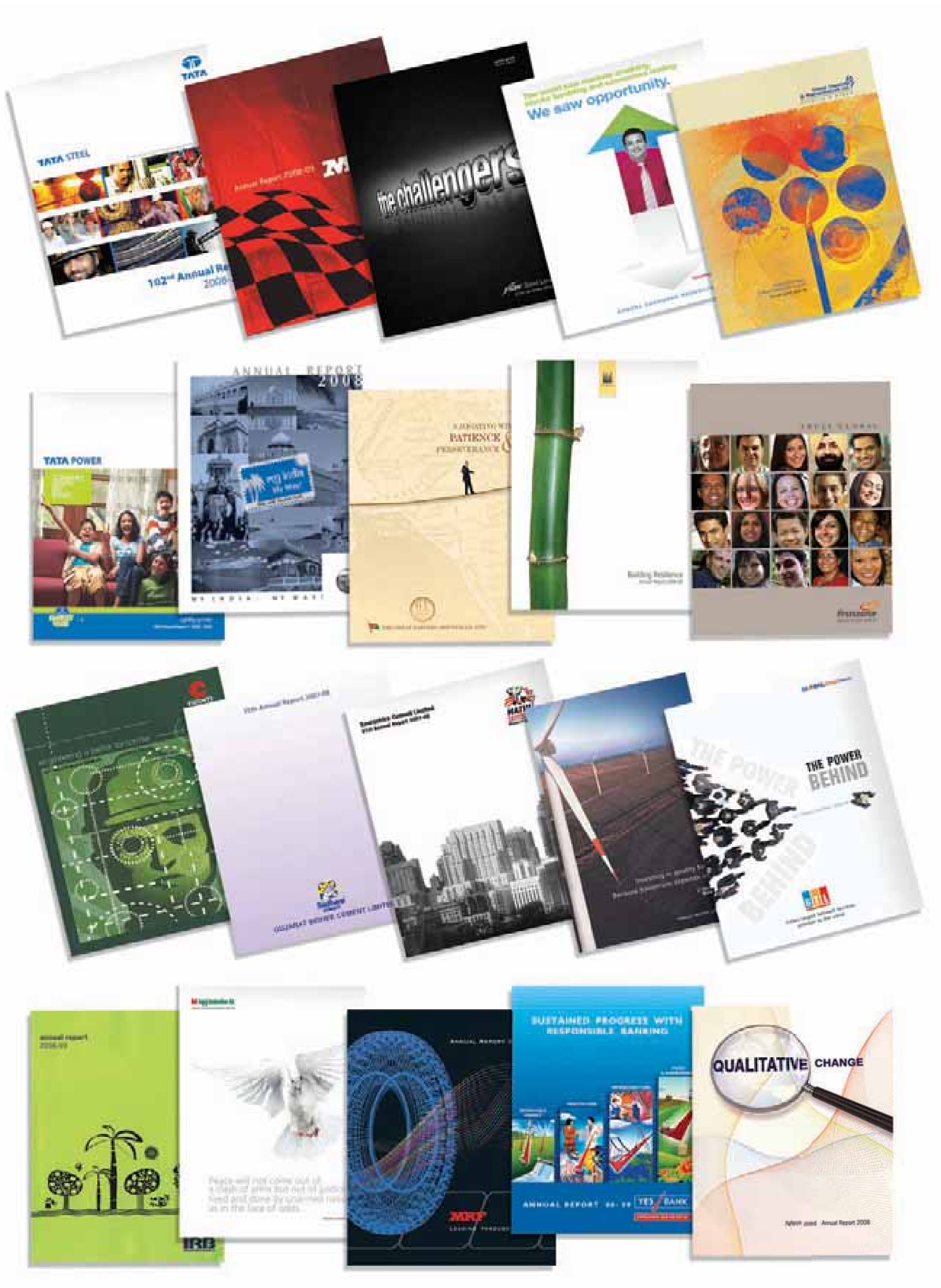
Magic painting Pick and paint Write and wipe Mystic pencil
Paint with water Sticker book Press-out books Rub and colour
Punching/Die-cut Perforation Colouring books Blister packs
Glittering UV Holograms Foiling Colouring and activity books Coin-reactive

PRODUCTS - EDUCATION BOOKS

PRODUCTS - CHILDREN’S BOOKS


curries
TRA L'ARGENTERA
E IL MAR LIGURE
MISTERI E SEGRETI
DELLA
MASSONERIA
A SANREMO
HELLO KITTY
HELLO FUN!
Activity Book
Quick
Arroword
Enid Blyton
Merry
Mister Meddle
HAPPY DAYS!
Pocket
Crossword
dot-to-dot
LET'S PLAY
Paper and Paste
Cutting, pasting and sticker fun
DEN STORE
GULE OPGAVEBOG
FOR SALE IN INDIA, SRI LANKA, NEPAL AND BANGLADESH ONLY
Enid Blyton
Mr Pink-Whistle
Has Some Fun
HAPPY DAYS!

PRODUCTS - ANNUAL REPORTS



L everaging experience to offer solutions

Built off-shore dedicated sites for overseas customers in Africa. This and other similar out-of-the-box initiatives have helped us add considerable value to our clients' businesses.

SERVICES

When it comes to the printed product, our service solution encompasses every aspect of the process that has to do with its creation and production. Our 360 degree approach ensures that our customers can avail of a one-stop solution from design to despatch.

Design

Right from conceptualising an idea, to creating print ready files, we have a team of designers, writers, illustrators and page compositors who specialise in creating content for specific markets. With years of experience in creating books for different segments, to creating Annual Reports and other stakeholder communication, we take on the entire process – from design to disk.

Pre-Press

State-of-art processing equipment is teamed with highly skilled professionals to take care of the pre-press process from pre-media to plate.

Web Press

Large volumes at high speed at the best quality output. This is the key USP of our state-of-art web presses, that are among the latest generation in the industry.

Sheet-Fed

High production values are the hall marks of our new generation 4 and 5-colour sheet-fed machines. These are configured to add value to the printed product with special effects and high-end finishes.

Post Press

High-end, fully automated cutting and binding lines offer a range of binding options – from perfect binding, to saddle stitching, spiral, and section sewing – adding the finishing touch to the print process.

Logistics

Our proximity to the port, automated processes, multiple despatch bays and strategic partnerships with shipping services enable a seamless delivery process in the shortest possible time.

Print-on-Demand

The ability to print very small runs – sometimes even a single copy – is the biggest advantage of Print-on-Demand. Our POD facility gives customers the flexibility, customisation and ability to manage obsolescence.

nvesting in Infrastructure

Invested in state-of-art technology in POD, CTP, EFI and web portal infrastructure. This has not only added substantially to efficiencies, but has enabled us to stay abreast and ahead of the latest technologies.

INFRASTRUCTURE

Our infrastructure is custom built to meet unique needs of our customers in our identified segments of operations.

The SEZ Export facility at Surat

Headquartered in Mumbai, Repro's infrastructure today spans extensive state-of-art facilities in Mumbai and Surat, with a marketing presence in countries across Africa, UK, USA and India.

A particular focus in infrastructure has been on digital print-on-demand machines, that give customers the advantage of printing small volumes for advance use, or in order to minimise obsolescence.

Left: The facility at Navi Mumbai Right: Headquarters in Mumbai

High technology print solutions

State-of-art print technology in custom built plants at Mumbai and Surat.


WEB PRINTING

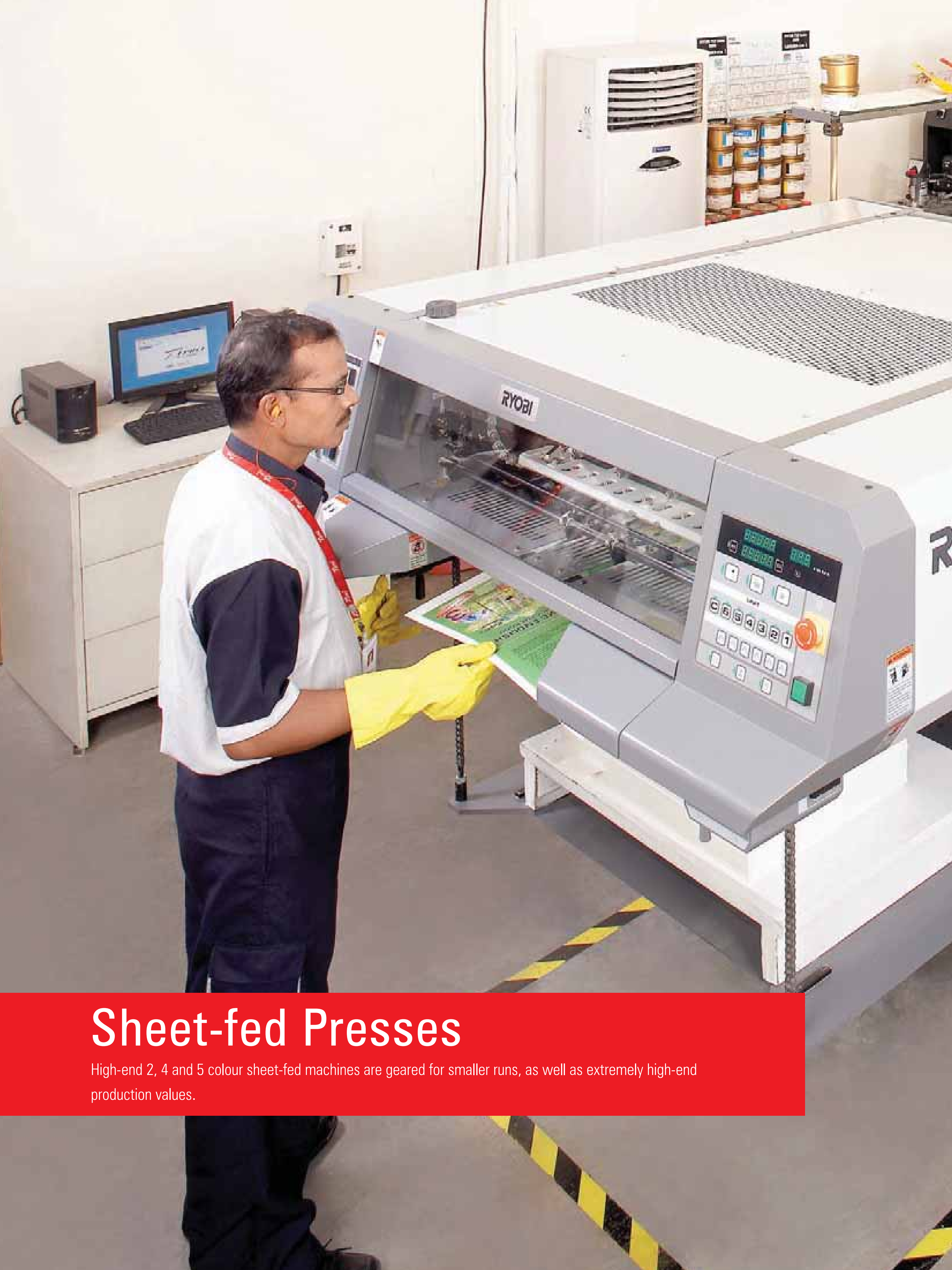
Pre-press

High-end Pre-press technology gives our products the finesse and quality.


Martin automatic
HEIDELBERG
HARRIS

Web Presses

The latest generation single and four colour web machines are configured for high volume, high quality production.



Sheet-fed Presses

High-end 2, 4 and 5 colour sheet-fed machines are geared for smaller runs, as well as extremely high-end production values.


RYOBI
750
750
750

Post Press

Numerous binding and finishing lines give customers the option of different binding solutions to meet diverse market needs.

Warehousing

Custom built facilities store inventory, raw material and finished goods across different product lines.

Despatch

Special despatch zones are equipped to load containers ready to sail.


MH-06
AQ2511

developing Human Capital

Adopted the best HR practices to create the best per capita employee performance. This has also helped us create a large, loyal employee base which remains our true strength.

DEVELOPING HUMAN CAPITAL

In keeping with our belief that we are as strong as our people, we have given the opportunity to our people to have a stake in sharing in the success of the company. This is further substantiated by a strong Human Relations policy that takes into account succession planning, continuous re-skilling, training and motivation. This has resulted in a dedicated workforce that is over 600 strong, with a per-capita employee turnover that is among the best in the industry.

Some of the key focus areas include:

Developing a Learning Environment:

- Outbound training programmes for cross-team bonding
- Personality Development Programmes covering all the workers in Mumbai
- Round the year Team Building & Leadership Programmes across the organisation

Developing a performance driven culture:

- A focus on strengthening the Performance Management System
- Establishing a KRA setting and review process for all the staff
- Quarterly awards for Best Sales person and A Customer Responsiveness Award

Employee engagement & motivation:

- Annual Day celebration inviting all employees & their family members in Mumbai as well as Surat
- Diwali Celebrations across the organisation adding to the spirit of togetherness
- Long service Awards to reward loyalty and resilience
- On The Spot Recognition to Teams for proactive action and display of excellent teamwork
- Inter-departmental competition to foster a spirit of healthy and friendly competitiveness

Recruitment:

- A pipeline established to hire Graduate Engineering Trainees (GETs) to build the talent pool
- Hiring new talent from the industry to broaden the horizon
- Employee referral schemes to bring in new, tested talent

Left: Involving families Right: A training workshop

a rchitecting technology for efficiency

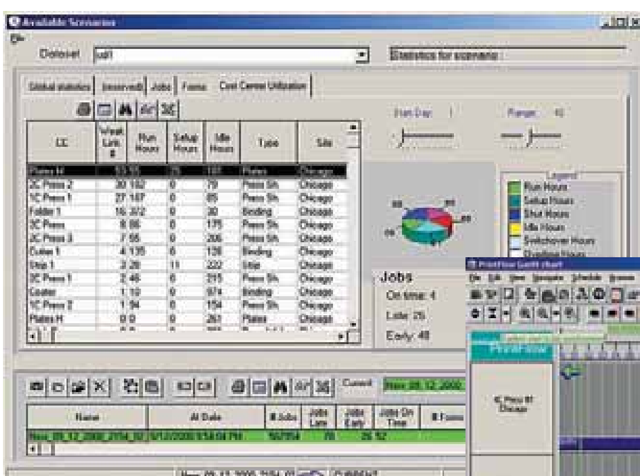
Set up a web portal enabling clients to have online, realtime access to work-in-progress. This, and other initiatives help to keep us efficient and quick to respond to different situations.

INFORMATION TECHNOLOGY

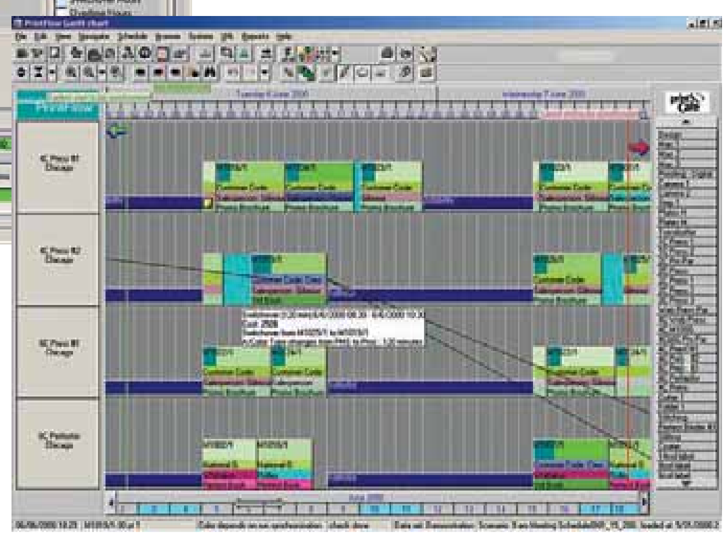
Keeping in mind the criticality of a common I.T. platform across the diverse processes that the print industry demands, we have invested in high technology workflows. The customised-for-print ERP Solution, was implemented last year and has resulted in substantial benefits, resulting in greater efficiencies. These include:

- Analysed information
- Standardised processes
- Access at all times to jobs-in-progress
- The opportunity to course correct in case of any issues
- The raising of a red-flag so that we are able to pre-empt problems if any

A significant value addition to our service offering came through our I.T. solutions. A high-end web portal allows clients real time access to work-in-progress achieving the highest levels of customer transparency.



Instant, online and easy to track print-flows that keep track of every job at every moment.



targeting a robust financial model

Generated over Rs. 45 crore cash in readiness to take advantage of opportunities.
This has been a key part of our financial strategy so we can remain responsive to opportunities.

TARGETING A ROBUST FINANCIAL MODEL

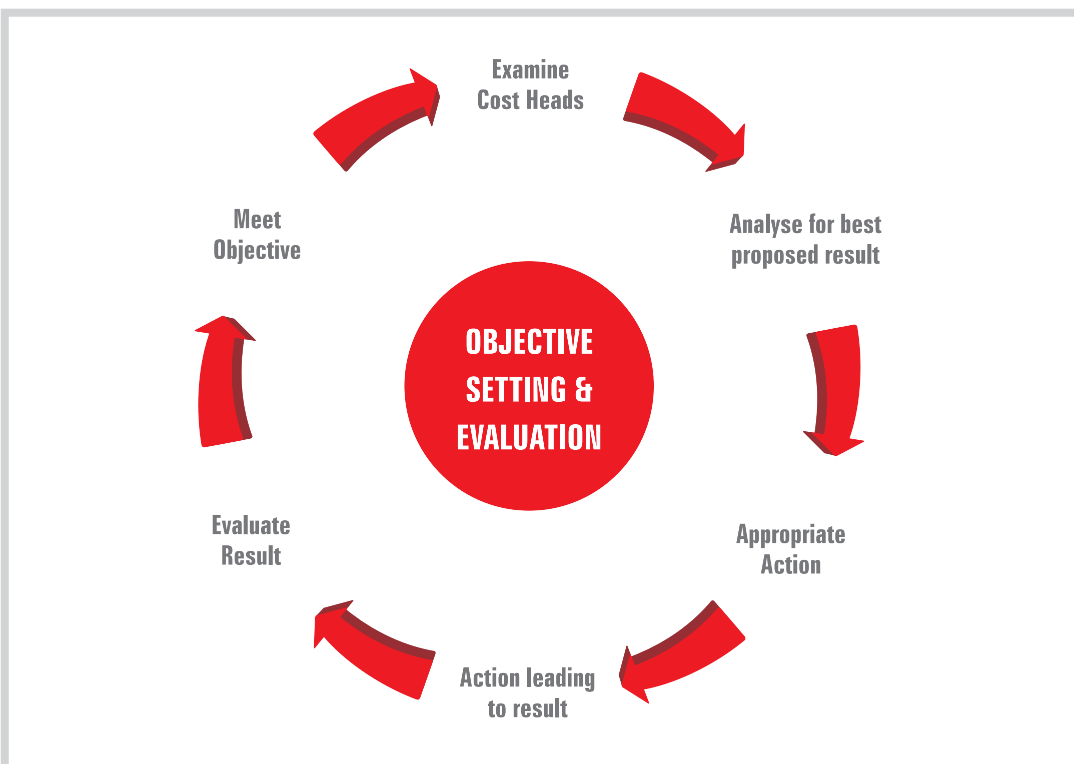
With the global meltdown showing concrete signs of abatement, we have kept our ear to the ground. Recognising that the opening up of the international markets will throw up opportunities that we must remain agile to respond to, we have consciously managed cash flows so that we are ready to invest in the opportunities that come our way. This strategy enables us to be ready to respond proactively to possible opportunities.

The finance function, while keeping a long term view in mind, also ensures an optimum usage of funds, ensuring that every Rupee earned is best invested or spent. Hence it ensures low cost debt tie-ups, while controlling costs through budgets and technologies such as EFI based reports, to ensure that the objectives that the team has set up for the company are met. **A reduction of our working capital from 140 days to 121 days is a case in point of enhanced financial management.**

The finance function also ensures that country and client specific financial products are tailored to meet customer needs thereby ensuring, smooth and safe cash flow movement.

And lastly, with the growing export exposure the finance function focuses on recovery of the export incentives, while managing the foreign currency funds to protect the budgeted earnings.

ANALYTICAL APPROACH - RESULT ORIENTED ACTION



Imparting value through raw material optimisation

Achieved over a 2% saving through strategic raw material tie-ups. This, passed on to customers, gave us a distinct competitive edge.

IMPARTING VALUE THROUGH RAW MATERIAL OPTIMISATION

Over the years, we have consistently and consciously worked towards building strong relationships with our vendors as well as our customers.

As one of India's largest consumers of paper, we have entered into long term mutually beneficial contracts with some of India's most respected paper companies. The benefits we derive from these are passed on to customers, enabling us to deliver low cost, but high quality products that help our customers grow their markets. This win-win spirit of partnership has given us both raw material security as well as a business surety.

In every area of raw material consumption, our strategic alliances with our vendors have put us in a position of strength.

Warehouse at the Surat SEZ.

Of quality and our carbon footprint

Earned environmental and quality certifications that are globally benchmarked. This makes us a partner of choice for key international clients.

OF QUALITY AND OUR CARBON FOOTPRINT

Determined to put India on the world map in terms of Quality, we have put into place the most stringent quality checks and quality assurance processes.

Quality to us resides in every process and person who is a part of the workflow. Toward this end, we have quality checkpoints at every stage – from raw material quality, in-line checks during the production process, to finished good quality checks. In addition to the ISO 9000-2001 certification, our commitment to quality has driven us to get ourselves audited by several standards – and today we have quality certifications that are of tremendous significance to our domestic and global customers.

Apart from certificates that assess Social Accountability, we have undergone a number of Social Compliance audits for different world class customers by third party auditors and successfully completed them. These include:

- Hasbro
- Wal-Mart
- Autumn-Morrison
- Disney
- SEDEX
- Target

In addition to manufacturing quality, we have also focussed on using and making available environment free paper. Some of the certifications we have in this area include:

- **ISO 14001:2004** Environment Management System (EMS). This is aimed at effective usage and disposal of chemicals and other wastes which is affecting environment.
- **Certification Forest Stewardship Council (FSC).** This is aimed at using paper manufacturing source from certified forests.
- **Programme for Endorsement of Forest Certification (PEFC).** Also aimed at using paper manufactured from trees of certified forests.

All the above three standards are aimed at reducing Repro's carbon footprint in the current crisis of Global warming. Today Repro is the only Print Company in India with all these certifications.

new horizons

An existing presence in 12 African countries, with a target of 22. Planning offices in UK and USA.

FUTURE

As we enter a new year, our strategies for the coming year are in place. Having grown rapidly over the last few years, our consolidation strategy is ensuring that we are ready to invest in areas of opportunity – while remaining cautious and treading the water in areas of uncertainty.

With the market in Africa responding to our service solution, we plan to increase our presence in the African countries through customer driven investments. In India, our position as leading print solution provider to corporates and educators remains strong. And in the western markets of USA and UK, we are poised to grow as the economy recovers.

Our quest for businesses in newer countries and for solutions and product innovation continues.

It's a position of opportunity and strength that we plan to leverage as we move to a future of greater growth and success for our company and its shareholders.

LETTER FROM CHAIRMAN

Dear Shareholder,

We stand once more looking ahead at a new year, while reviewing the past year. Its highs and its lows, its triumphs and its challenges. And our strategies to counter the challenges, while taking us forward on our growth path.

The last two years have put the global economy through a wringer. The global publishing market has been undoubtedly affected as publishers saw inventories pile up. This made them cautious about committing to new orders and expenses.

We were able to stay ahead of the recession wave primarily due to a three pronged strategy that we had implemented over the last few years. First, our focus on education; second, our concentration on the African market; and third, our ongoing focus on Indian markets – both in the area of Shareholder Communication as well as Educational Publishing.

> "Our out-of-the-box initiatives have helped us achieve long-term lock-ins with customers."

Education has proved to be largely recession proof. Even though Africa, our leading market in this area, faced some problems due to not receiving their customary funding from agencies like World Bank – something that impacted our turnovers – we were nevertheless able to achieve significant progress in this area. In India too, we are already providing solutions to some of India's largest educational publishers. Today education accounts for nearly 80% of our turnover. We have added significant value to our education customers by providing services that are customised to their kind of requirements. And thereby also built long term relationships by becoming an intrinsic part of their business process.

Our African thrust has paid off significantly. We have a presence in almost all the major African countries, and a strong relationship with all the key educational publishers in Africa. Over the years, we have understood the way the African education market works and we have been able to successfully deliver value. We also took some out-of-the-box initiatives in Africa, like setting up off shore facilities to take care of tight time frames.

And finally India. For two decades now we have been leading the way in Shareholder communication. Right from branding and professionalising the segment – to becoming the leader in Annual Reports and Shareholder communication. Today all India's leading corporates have placed their faith in us for several years.

The Surat SEZ, which we had put into operation last year continued to contribute to our profitability. Cost efficiencies that we have achieved during this, have significantly improved margins.

Our thrust in I.T. continued this last year. And today we can proudly say that we are among the first and among the few print companies to have completely automated workflows that are customised to the print vertical.

One of our key focus areas – and an area of great pride and satisfaction is the area of quality. We have undergone several voluntary quality and social audits

and are today one of the few companies that meet the stringent international quality benchmarks. In terms of environment sustainability, we are focusing on reducing our carbon footprint through various

> We have been certified for the use of environment friendly paper – which we use both in our own products and which we propagate to all our customers.

operational measures at the facility. More importantly, we have been certified for the use of environment free paper – which we use both in our own products and which we propagate to all our customers.

As we enter a new year, we are aware that the challenges of the last two years are likely to spill over. And we are prepared for it. Our strategy of consolidation is ensuring that we are not spread thin, that our financials are robust and our clients are committed to us.

We look forward to your continuing support and we remain committed to giving you returns through our growth and success.

Thank you

Vinod Vohra
Chairman

BOARD OF DIRECTORS

From Left to Right: Sanjeev Vohra, Ullal R. Bhat, Mukesh Dhruve, Alyque Padamsee, Sanjay Asher, Rajeev Vohra, P. Krishnamurthy, Vinod Vohra, Pramod Khera, Dr. Jamshed J. Irani, Dushyant Mehta

EXECUTIVE DIRECTORS

Vinod Vohra (Chairman)

Sanjeev Vohra (Managing Director)

Mukesh Dhruve

Pramod Khera

Rajeev Vohra

NON-EXECUTIVE DIRECTORS

Sanjay Asher

Ullal R. Bhat

Dr. Jamshed J. Irani

P. Krishnamurthy

Dushyant Mehta

Alyque Padamsee

COMPANY SECRETARY & COMPLIANCE OFFICER

Madhavi Kulkarni

AUDITORS

S. R. Batliboi & Co., Chartered Accountants

BANKERS

Axis Bank Ltd.
DBS Bank Ltd.
ING Vysya Bank Ltd.
Standard Chartered Bank
State Bank of Travancore

SOLICITORS

Crawford Bayley & Co.

REGISTRAR AND TRANSFER AGENTS

Link Intime India Private Limited
(Formerly known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400 078.
Tel.: 022-25963838, Fax: 022-25946969
Website: www.linkintime.co.in
E-mail: repro@linkintime.co.in

REGISTERED OFFICE

Marathe Udyog Bhavan, 2nd Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400 025, India.

DIGITAL MARKETING OFFICE

Unit No. 8A, Third Floor,
Marathe Udyog Bhavan,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025, India.

FACILITIES

Navi Mumbai:
Plot No. 50/2, T.T.C. Industrial Area,
MIDC, Mahape,
Navi Mumbai - 400 710, India.

Surat:
Plot No. 90, 91, 92, 93 & 165,
Surat Special Economic Zone, Sachin,
Dist. Surat - 394 230, India.

Website: www.reproindialtd.com

FINANCIALS

Financial Highlights

Rs. in Lacs (Except Ratios)

		2010	2009	2008	2007	2006
1.	Sales	20,137	23,803	15,091	12,927	11,164
2.	Gross Profit (PBIDT)	3,337	3,560	2,912	2,239	2,202
	Gross Profit as % of Income	17%	15%	19%	17%	20%
3.	Interest	674	812	428	357	399
4.	Depreciation	1,004	795	638	558	420
5.	Profit Before Current Year Tax	1,658	1,953	1,847	1,324	1,384
6.	Provision for Tax	(98)	301	291	379	513
7.	Net Profit (PAT)	1,756	1,652	1,555	944	871
8.	Net Worth	12,349	10,957	9,634	8,369	7,669
9.	Fixed Assets - Gross Block	18,636	16,769	11,535	10,467	8,310
10.	Long Term Loans Outstanding	5,027	3,646	309	856	1,390
11.	Long Term Loans Repayment	842	277	571	540	580
12.	Debt Equity Ratio	0.41	0.33	0.03	0.10	0.18
13.	Earning Per Share (EPS)	16.39	15.05	14.24	9.01	10.09*
14.	Cash Earning Per Share (CEPS)	25.77	22.29	20.94	14.35	14.97*
15.	Return on Net Worth (RONW)	14%	15%	16%	11%	11%

* EPS is calculated on the basis of Weighted Average Nos. of Shares during the year.

Dear Shareholders,

Your Directors are happy to present the Seventeenth Annual Report of your Company together with the audited Balance Sheet and Profit and Loss Account of the Company for the year ended on March 31, 2010.

Financial Results

(Rs. In Lacs)

	Year ended March 31, 2010	2009
Sales	20,137	23,803
Profit before interest, depreciation and taxation	3,337	3,560
Financial Expenses	674	812
Depreciation	1,004	795
Profit before tax	1,658	1,953
Tax Expenses	(98)	301
Profit after Tax	1,756	1,652
Transfer to General Reserve	176	165
Proposed Dividend	315	262
Tax on Dividend	54	45

Performance review

During the last financial year, your company has successfully withstood the impact of the economic slowdown in the domestic as well as the export segment. The export domestic ratio of Sales for the year is 54:46.

We are pleased to inform you that the Surat SEZ facility is operating exceptionally well. During the year, your Company's export business touched Rs. 68 Crores from the Surat facility.

Highlights of the year were:

Consolidation

The year was one of consolidation. The Company is exporting substantially to the African countries, where the education system is dependent on funding from organizations like World Bank, UNICEF, CIDA, etc. During the year, Africa did not receive much of these funds in time. As a result, though your Company had an order book on hand, due to the funding not materialising in time, your Company could not execute these orders.

The Company's focus over the last year, was to reduce non-profitable businesses and focus on profitable and high margin businesses both in India and internationally. As a result, though the turnover levels are lower than the previous year, the profit after tax has increased as compared to the previous year.

Cash Generation

Your Company has, during the year, generated cash of Rs. 45 Crores mainly due to reduction of current assets and improvement of the credit period offered to the customers. The debtor cycle has come down from 140 days to 121 days. It is the first time that your Company has generated such a substantial cash balance in the books.

New Markets/New Customers acquisition

Your Company has entered into new territories in Europe and Africa. In Europe, your Company has started business with Belgium, Italy and other countries. In Africa, your Company is doing business with Botswana, Namibia and newer countries in Southern Africa. This is in addition to the 18 countries that your Company is currently dealing in West Africa, East Africa and Southern Africa.

In India too, your Company is identifying newer customers in Southern India which is a major education hub, besides the West and North India where your Company is already present.

Quality Certifications and Social Audits

Quality has always been of prime importance. Determined to put India on the world map in terms of Quality, your Company has put into place the most stringent quality checks and quality assurance processes.

Towards this end, your Company has quality checkpoints at every stage – from raw material quality, in-line checks during the production process, to finished good quality checks. Your Company has quality certifications that are of tremendous significance to it's domestic and global customers.

Apart from certificates that assess Social Accountability, your Company has undergone a number of Social Compliance audits for different world class customers by third party auditors and successfully completed them, which include **– Hasbro, Wal-Mart, Autumn-Morrison, Disney, SEDEX and Target.**

Some of the certifications your Company has, in the area of using and making available environment free paper include **ISO 14001:2004 Environment Management System (EMS), Certification Forest Stewardship Council (FSC) and Programme for Endorsement of Forest Certification (PEFC).**

ESOPS

The Company instituted an Employees Stock Option Scheme ("ESOPS") for certain employees as approved by the shareholders on 12th September, 2006. In accordance with the scheme, the Company granted options in respect of 5,00,000 equity shares to employees of the Company on May 14, 2007 at an exercise price of Rs. 98/- being the market price on the date of grant. The options were granted with a vesting period spread over 3 years. During the year, 55,000 number of options had lapsed on account of resignation of some employees and these were regranted on December 24, 2009 to Mr. Pramod Khera, Executive Director at an exercise price of Rs. 98 being the market price on the date of the grant which shall get vested on December 24, 2010. This was the only grant during the year which is actually a regrant from the options granted earlier and lapsed, unexercised.

As the intrinsic value (difference between Market price and Exercise price) on the date of the grant was nil, no compensation cost has been recognised in the financial statements. During the year 1,50,000 options have been vested, and 16,000 options have been exercised by some of the employees resulting in allotment of 16,000 shares. Equity Share Capital of the Company has increased by 16,000 shares on account of allotment of shares on exercise of options by employees under Repro India Limited - Employees Stock Option Scheme, 2006.

The particulars required to be disclosed pursuant to Clause 12 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in the Annexure to this Report.

No employee has been issued share options, during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Your Company is proposing a fresh ESOP scheme to retain and attract future talent subject to the approval of the shareholders in the forthcoming AGM.

Promoter Group Companies

Pursuant to intimation from the Promoters, the names of Promoters and the Promoter Group comprising the "group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969, have been disclosed in the Annual Report of the Company, for the purpose of Regulation 3(1)(e) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

Transfer to Reserves

Your directors propose to transfer a sum of Rs. 176 lacs, being 10% of the profits of the year under review, to the general reserves of the Company pursuant to The Companies (Transfer of Profits to Reserves) Rules 1975.

Dividend

Your Directors recommend declaration of dividend of Rs. 3 per Equity Share of Rs. 10/- each for the year ended on March 31, 2010.

Dematerialization of Shares

The Company has continued its tie up with National Securities Depository Limited (NSDL) and Central Depository Services of India Limited (CDSL) for dematerialization of the shares of the Company. Accordingly, the shares of the Company are available for dematerialization and can be traded by way of demat.

Auditors' Report

The Notes to Accounts referred to by the Auditors in their report are self-explanatory and do not require any further clarification.

Auditors

The Auditors M/s. S. R. Batliboi & Co. Chartered Accountants, Mumbai, retire at the conclusion of the forthcoming Annual General Meeting, and, being eligible, offer themselves for re-appointment.

Directors

Mr. Dushyant Mehta and Mr. Alyque Padamsee, Directors of the Company, retire by rotation and being eligible, offer themselves for re-appointment.

With effect from April 1, 2010, Mr. Dushyant Mehta, the Non Executive Director shall be treated as an Independent Director and hence now the composition of the Board of Directors is in compliance with the requirement of Clause 49 of the Listing Agreement.

Personnel

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975, names and other particulars of the employees are set out in the annexure to this report. However, having regard to the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Conservation of Energy

As required under Section 217(1)(e) of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, your Company is not covered by the Schedule of Industries which are required to furnish the information in Form 'A'. However, your Company has continued to lay a special emphasis in creating awareness on conservation of energy.

Technology Absorption

The Company does not have any technical collaboration arrangements. The Company has always used the latest technology available in the industry. Accordingly, the Company has procured the latest equipment and its personnel are trained from time to time, on the use, operation and maintenance of such highly sophisticated equipment.

Foreign Exchange Earnings and Outgo

The foreign exchange earnings of the Company during the year were Rs. 11,037 lacs while the outgoings were Rs. 7,860 lacs (including value of materials imported).

Report on Corporate Governance

A separate report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges forms part of the Annual Report along with the Certificate from Mr. Dinesh Kumar Deora, Practising Company Secretary confirming compliance of conditions of Corporate Governance.

The Declaration by the Managing Director regarding compliance by board members and senior management personnel with the code of conduct also forms a part of the Annual Report.

Human Resources activities

In keeping with our belief that we are as strong as our people, we have given the opportunity to our people to have a stake in sharing in the success of the Company. This is further substantiated by a strong Human Relations policy that takes into account succession planning, continuous re-skilling, training and motivation. This has resulted in a dedicated workforce that is over 600 strong, with a per-capita employee turnover that is among the best in the industry.

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;

b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the annual accounts on a going concern basis.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company is provided in a separate section and forms a part of this Report.

Acknowledgements

Your Directors place on record its sincere thanks and appreciation for the continuing support, co-operation and assistance received from the Company's customers, suppliers, bankers, Central and State Governments during the year under review. The Board is also thankful to the shareholders for their support, especially during the challenging times and salutes its shareholders for their faith in the credentials of the Company. Your Directors also applaud its employees for their commitment and dedication to stabilize the Company's operations in the tough market conditions.

For and on behalf of the Board of Directors

SANJEEV VOHRA
Managing Director

Mumbai, Dated: May 06, 2010

Disclosure pursuant to the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

Sr. No.	Particulars	Repro ESOS 2006
a	Options granted	5,00,000
b	The pricing formula	The exercise price for granting of Options is to be the "Market Price" within the meaning of ESOP Guidelines issued by SEBI which is the latest available closing price, prior to the date when options are granted by the Compensation Committee, on that Stock Exchange where there is highest trading volume on the said date. Accordingly, the Company issued 5,00,000 Stock options at a price of Rs. 98 per option, being the closing price of the equity shares of Repro India Limited on May 14, 2007 (latest available closing price) at NSE with a trading quantity volume of 9,952 shares (as against Rs. 99 with a trading quantity volume of 5,196 shares at BSE). During the year, 55,000 number of options had lapsed on account of resignation of some employees and these were regranted on December 24, 2009 to Mr. Pramod Khera, Executive Director at an exercise price of Rs. 98 being the market price on the date of the grant which shall get vested on December 24, 2010.
c	Options vested (as on March 31, 2010)	1,50,000
d	Options exercised and allotted (as at March 31, 2010)	16,000
e	The total number of shares arising as a result of exercise of option (as on March 31, 2010)	2,29,000
f	Options lapsed (as at March 31, 2010)	Nil
g	Variation of terms of options	Nil
h	Money realized by exercise of options	Rs. 15,68,000
i	Total number of options in force (as at March 31, 2010)	4,84,000/-
j	Employee wise details of options granted to : i) Senior managerial personnel	Pramod Khera 55,000 Baijendra Gujarathi 25,000 Balkrishna Patil 25,000 Dinesh Sureka 25,000 Nimisha Dalal 25,000 Shekhar Bangera 25,000 Shirish Joshi 25,000
	ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	55,000 options were regranted to Mr. Pramod Khera, Executive Director which were initially granted to employees and lapsed unexercised. This was the only grant during this year.
	iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants a conversions) of the Company at the time of grant	Nil

k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	Rs. 16.39
l	i) Method of calculation of employee compensation cost	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for Options issued under the Repro ESOS 2006. The compensation cost as per the intrinsic value method for the year 2010 is Nil
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	Employee Compensation Cost would have been Rs. 60,11,467 if it had used the fair value of the option.
	iii) The impact of this difference on profits and on EPS of the Company	The diluted EPS would have decreased from Rs. 16.39 to Rs. 15.83 & the profit would have decreased from Rs. 1,756 lacs to Rs. 1,696 lacs.
m	Weighted average exercise price and Weighted average fair value	Rs. 98 Rs. 60.34
n	Fair value of Options based Black-Scholes methodology	Rs. 60.34
	Assumptions Risk free rate	8.00%
	Expected life of options	36 months after vesting; 4 years, 5 years and 6 years for vesting tranche of 30%, 30% and 40%
	Expected Volatility	67%
	Expected Dividends	2.55%
	Closing market price of share on date of option grant	Rs. 98

Persons constituting Group coming within the definition of the 'group' as defined in the Monopolies and Restrictive Trade Practice Act, 1969 include the following:

Reproductions Pvt. Ltd. formerly M/s Repro Holding

Mr. Sanjeev Inderjit Vohra
Mr. Vinod Inderjit Vohra
Mr. Rajeev Inderjit Vohra
Mr. Mukesh Rajnikant Dhruve
Master Abhinav Vohra
Miss Natasha Vohra
Miss Trisha Vohra
Miss Sonam Vohra
Miss Tanya Vohra
Master Kunal Vohra
Mr. Inderjit Vohra
Sanjeev Vohra HUF
Master Rahul Vohra
Mrs. Deepa Vohra
Mrs. Renu Vinod Vohra
Mrs. Avinash Vohra
Mrs. Renu Sanjeev Vohra
Mrs. Shruti Mukesh Dhruve

BOARD'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Repro, we believe that Corporate Governance is not just an objective in isolation, but a means to an end-that of building a customer focused, value driven organization. The Corporate Governance philosophy of your Company stems from its belief that Corporate Governance is a key element in improving efficiency as well as enhancing investor confidence.

Corporate Governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realizing and enhancing shareholders' values. Principles of your Company's Corporate Governance Philosophy are:

- Accountability and fairness towards all stakeholders.
- Create value for all stakeholders without compromising on ethical principles.
- Clear communication of relevant information and high degree of disclosure levels.
- Satisfy the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Have a simple and transparent corporate structure driven solely by business needs.
- Management is the trustee of the shareholder's capital and not the owner.

Your Company is committed to Corporate Governance and endeavours to adhere to the highest standards of corporate values and ethics which predates SEBI and Clause 49 of the Listing Agreements and in doing so, it has consistently enhanced shareholder value.

The Company is in compliance with the requirements of Clause 49 of the Listing Agreement. The details of Compliances are detailed hereunder:

BOARD OF DIRECTORS

The Board of Directors consists of eleven (11) Directors consisting of one Executive Chairman and ten other directors. These ten directors comprise of one Managing Director, three Whole Time Directors and Six Non-Executive, Independent Directors. With the induction of Mr. Pramod Khera as Executive Director w.e.f. May 18, 2009 till March 31, 2010 the composition of the Board of Directors was not in compliance with Clause 49 of the Listing Agreement, however effective April 1, 2010, Mr. Dushyant Mehta , becomes an Independent Non-Executive Director and hence w.e.f. April 1, 2010, the Composition of the Board of Directors of the Company is in compliance with Clause 49 of the Listing Agreement.

The composition of the Board of Directors, the attendance of each Director on Board Meetings and the last Annual General Meeting (AGM) and also the number of other Board of Directors or Board Committees on which he is Member/ Chairman, are as under:

Name of the Director	Designation	Nature of Directorship	Attendance Particulars		No. of other Directorships and Committee Members/Chairmanships		
			Board Meeting	AGM	Directorships	Committee Memberships	Chairmanships
Mr. Vinod Vohra	Chairman	Executive	4	Present	2	Nil	Nil
Mr. Sanjeev Vohra	Managing Director	Executive	4	Present	3	Nil	Nil
Mr. Mukesh Dhruve	Whole Time Director	Executive	4	Present	2	Nil	Nil
Mr. Pramod Khera	Whole Time Director	Executive	4	Present	1	Nil	Nil
Mr. Rajeev Vohra	Whole Time Director	Executive	4	Present	3	Nil	Nil
Mr. Sanjay Asher	Director	Non Executive Independent	2	Present	33*	10	5
Mr. U. R. Bhat	Director	Non Executive Independent	4	Present	5	2	1
Dr. Jamshed J. Irani	Director	Non Executive Independent	3	Present	10	2	1
Mr. P. Krishnamurthy	Director	Non Executive Independent	3	Present	8	3	3
Mr. Dushyant Mehta	Director	Non Executive Independent	4	Present	2	Nil	Nil
Mr. Alyque Padamsee	Director	Non Executive Independent	3	Present	1	Nil	Nil

* Out of the 33 Companies in which he is a Director, 17 of them are Private Limited Companies and in one of the Companies he is an Alternate Director.

During the financial year ended March 31, 2010, four Board Meetings were held as per statutory requirements on May 18, 2009, July 18, 2009, October 29, 2009 and January 25, 2010. The Company has held at least one Board Meeting in every quarter and the maximum time gap between any two meetings was not more than four months.

The Code of Conduct applicable to the Board of Directors and the Senior Managerial Personnel has been posted on the Company's website. Further all Board Members and the Senior Managerial Personnel of the Company have affirmed their adherence to the code. The Company's Managing Director's declaration to this effect forms a part of this report.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors consists of following Directors as specified below:

1. Mr. P. Krishnamurthy : Chairman (Independent Non-Executive Director)
2. Mr. Sanjay Asher : Member (Independent Non-Executive Director)
3. Mr. Alyque Padamsee : Member (Independent Non-Executive Director)
4. Mr. Mukesh Dhruve : Member (Executive Director)

The constitution, composition and terms of reference to the Audit Committee covers the matters specified under Clause 49 of the Listing Agreement (revised till date) and Section 292A of the Companies Act, 1956.

All the members of the Audit Committee are financially literate and Mr. Krishnamurthy is a Member of the Institute of Chartered Accountants of India and possesses wide and varied accounting or related financial management expertise.

Ms. Madhavi Kulkarni, Company Secretary is the Secretary to the Audit Committee. The main function of the Audit Committee is to provide the Board of Directors of the Company with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems. It acts as a link between the management, statutory auditors and the Board of Directors.

During the year the Audit Committee met four times on May 18, 2009, July 18, 2009, October 23, 2009 and January 25, 2010. Necessary quorum was present at all these meetings.

Name	**No. of Meetings**	
	Held	**Attended**
Mr. P. Krishnamurthy	4	4
Mr. Sanjay Asher	4	3
Mr. Alyque Padamsee	4	3
Mr. Mukesh Dhruve	4	4

INVESTORS' GRIEVANCES & INTERACTION COMMITTEE

The Investor's Grievances & Interaction Committee constituted by the Board comprises of Mr. Alyque Padamsee, a Non-Executive Director as Chairman and Mr. Vinod Vohra and Mr. Mukesh Dhruve Executive Directors as its members. The Board has designated Ms. Madhavi Kulkarni, Company Secretary & Compliance Officer of the Company as the Secretary of the Committee.

The Committee acts in accordance with the terms of reference specified by the Board from time to time which, inter alia, include overseeing and reviewing all matters connected with investor's complaints and redressal mechanism besides approval or authorizations for issue of duplicate share certificate, share transfer/transmission/refusal of transfer/ consolidation/sub-division/dematerialization or rematerialisation, etc., as per applicable statutory and regulatory provisions.

During the period from April 1, 2009 till March 31, 2010, 15 investor complaints were received, all 15 were resolved and Nil were pending. Further, no investor complaints remained unattended/pending for more than 30 days.

Ms. Madhavi Kulkarni, Company Secretary is the Compliance Officer nominated for this purpose under Clause 47(a) of the Listing Agreement. She looks into the investor grievances and co-ordinates with the Registrar & Share Transfer

Agents, M/s Link Intime India Private Limited for redressal of grievances. The Company has created an email Id investor@reproindialtd.com dedicated for the investor related queries and the same has been posted on the website of the Company as well.

The Committee held two meetings during the year on May 18, 2009 and July 18, 2009. All the members of the Committee attended the aforesaid meetings.

The Committee has appointed a Sub-Committee consisting of Mr.Vinod Vohra, Chairman and Mr. Mukesh Dhruve, Director with Ms. Madhavi Kulkarni acting as the Secretary to the sub-committee to look after approval or authorizations for issue of duplicate share certificate, share transfer/transmission/refusal of transfer/consolidation/sub-division/ de materialisation or re materialisation, etc., as per applicable statutory and regulatory provisions which Committee shall meet as an when required to complete the requests of the shareholders within one month of receipt of any such request as required under Clause 47(C).

The Sub-Committee of the Investors' Grievances and Interaction Committee met 10 times during the year. Both the members of the Sub-Committee attended the aforesaid meeting. The Minutes of the Sub-Committee are placed before the following Investors' Grievances and Interaction Committee Meeting.

REMUNERATION COMMITTEE

Remuneration Committee of the Board of Directors consists of following Directors as specified below:

1. Mr. Sanjay Asher : Chairman (Independent Non-Executive Director)
2. Mr. P. Krishnamurthy : Member (Independent Non-Executive Director)
3. Mr. Alyque Padamsee : Member (Independent Non-Executive Director)

The Committee held one meeting during the year on May 18, 2009 to approve and recommend the remuneration of the Executive Directors as approved at the last AGM held on July 18, 2009.

COMPENSATION COMMITTEE

Compensation Committee of the Board of Directors of the Company consists of :

1. Mr. Sanjay Asher : Chairman
2. Mr. Alyque Padamsee : Member
3. Mr. Mukesh Dhruve : Member

This Committee has been constituted to implement, supervise and administer the "Repro India Limited – Employee Stock Option Scheme-2006" ("REPRO ESOS 2006") and or any other ESOS/ESOP scheme pursuant to the guidelines of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Guidelines) and the provisions of the Companies Act, 1956 and terms of reference as stipulated under REPRO ESOS 2006 and or any other ESOS/ESOP Scheme that may be framed in the future.

The Committee is authorized to create, grant, offer, issue and allot and list the options/securities of the Company arising pursuant to the Repro ESOS 2006 and or any other ESOS/ESOP Scheme that may be framed in the future and do such other acts, deeds and things to give effect to this authority.

CEO AND CFO CERTIFICATION

In accordance with Clause 49(V) of the Listing Agreement, the CEO and CFO Certificate signed by Mr. Sanjeev Vohra, Managing Director and Mr. Mukesh Dhruve, the Whole Time Director in charge of Finance was placed before the Board of Directors at their meeting held on May 6, 2010.

GENERAL BODY MEETINGS

Location, date and time of the Annual General Meeting held during the preceding 3 years are as follows:

Year	Date	Time	Location
2008-09	July 18, 2009	11.30 a.m	The Club, Colonial Hall at 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053
2007-08	July 18, 2008	11.30 a.m.	
2006-07	July 31, 2007	4.00 p.m.	The Club, Mahogany Hall at 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053

The following Special Resolutions were passed by the Company at the last 3 Annual General Meetings.

Annual General Meeting held on July 18, 2008:

i) Re-appointment of Mr. Alyque Padamsee as an Image Building and Business Development Consultant of the Company.
ii) Payment of Commission to the Non-Executive Directors.
iii) The approval for keeping the Registers and Returns at the office of the Company's Registrar and Share Transfer Agent.
iv) Appointment of Ms. Sonam Vohra –a relative of Director to hold an office or place of profit as Business Manager.
v) Appointment of Ms. Renu Sachdev –a relative of Director to hold an office or place of profit as Senior Manager.

Annual General Meeting held on July 18, 2009:

Appointment of Mr. Pramod Khera an Executive Director of the Company

Re-appointment of Mr. Vinod Vohra as a Chairman of the Company

Re-appointment of Mr. Sanjeev Vohra as a Managing Director of the Company

Re-appointment of Mr. Mukesh Dhruve as a Executive Director of the Company

Re-appointment of Mr. Rajeev Vohra as a Executive Director of the Company

Re-pricing of the stock options issued under the Repro India Limited Employee Stock Option Scheme, 2006

During the year ended March 31, 2010, pursuant to Section 192A of the Companies Act, 1956 read with Rule 2A of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the approval of shareholders was sought by Postal Ballot for the following :

Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 for enhancing the borrowing powers of the Board of Directors of the Company from existing Rs. 75 Crores to Rs. 200 Crores.

Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 authorizing the Board of Directors for creation of mortgage and charge on movable, immovable property, undertakings of the Company for an amount not exceeding Rs. 200 Crores.

Mr. Dinesh Kumar Deora, Practising Company Secretary was appointed as the Scrutinizer for conducting postal ballot process in a fair and transparent manner.

The last date for receipt of the postal ballot forms duly completed by the shareholders was July 8, 2009.

The scrutinizer appointed by the Board has submitted his report on the postal ballot and the following results were announced on Monday, July 13, 2009 at the Registered Office of the Company.

Particulars	In favour			Against			Total no. of shares
	No. of Postal Ballot forms	No. of votes in favour	%	No. of Postal Ballot forms	No. of votes against	%	
Resolution No. 1	221	7,616,913	99.98	11	522	0.01	7,617,435
Resolution No. 2	214	7,616,083	99.97	14	762	0.01	7,616,845

Accordingly, both the above Ordinary Resolutions have been passed by the requisite majority.

At present, the Company is not proposing to conduct any resolution through the postal ballot.

DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT IS TRANSACTIONS OF THE COMPANY OF MATERIAL NATURE, WITH ITS PROMOTERS, THE DIRECTORS OR THE MANAGEMENT, THEIR RELATIVES, OR SUBSIDIARIES, ETC. THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTEREST OF THE COMPANY AT LARGE.

1) Materially significant Related Party transactions

The transaction between the Company and the Management, Directors or their relatives are disclosed in the Paragraph No.10 of the Notes to the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no other materially significant related party transaction that may have potential conflict with the interest of the Company at large.

2) There were no cases of non-compliance with Stock Exchange (except the one related to the Composition of Board of Directors as mentioned in para related to the Board of Directors) or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other statutory authority for any violation related to the capital market during the last three years.

3) The Board has laid down a Code of Conduct for all the Board members and the Senior Managerial Personnel of the Company and the same has been posted on the website of the Company. All the Board members and senior managerial personnel have affirmed compliance with the code as on March 31, 2010. A certification to this effect as required by Clause 49 of the Listing Agreement by the Managing Director is forming part of this Annual Report.

4) All the mandatory requirements of Clause 49 are complied with and the Company has presently not adopted any of the non-mandatory requirements of Clause 49 of the Listing Agreement.

5) Remuneration to Non-Executive Directors of the Company

The Non-Executive Directors are paid sitting fees of Rs. 15,000/- per meeting for attending each meeting of the Board of Directors and Committees thereof. The Non-Executive Directors do not draw any other remuneration from the Company except Mr. Alyque Padamsee, one of our Non-Executive Directors who received fees of Rs. 4,30,746 for professional services being rendered by him as Image Building & Business Development Consultant in addition to his sitting fees for attending Board and Committee meetings.

The aggregate value of salary and perquisites for the year ended March 31, 2010 to the Managing Director and Whole time Directors is as follows:

Name of the Director	Designation	Salary (Rs.)	Perquisites (Rs.)	Total (Rs.)
Mr. Vinod Vohra	Chairman	40,73,870	39,600	41,13,470
Mr. Sanjeev Vohra	Managing Director	34,87,000	5,27,400	40,14,400
Mr. Mukesh Dhruve	Whole Time Director	34,41,000	5,13,000	39,54,000
Mr. Rajeev Vohra	Whole Time Director	37,46,089	39,600	37,85,689
Mr. Pramod Khera	Whole Time Director	33,93,125	5,01,660	38,94,785

The aggregate value of sitting fees paid to the Non-Executive Directors for the year ended March 31, 2010 is as follows:

Name of the Director	Sitting fees paid (Rs.)
Mr. Sanjay Asher	90,000
Mr. U. R. Bhat	60,000
Dr. J. J. Irani	45,000
Mr. P. Krishnamurthy	1,20,000
Mr. Dushyant Mehta	60,000
Mr. Alyque Padamsee	1,35,000

The Chairman, Managing Director and the Whole Time Directors are appointed for a term of three years from March 1, 2010 to February 28, 2013, subject to the re-appointment of Whole Time Directors viz, Mr. Mukesh Dhruve and Mr. Pramod Khera who are liable to retire by rotation.

6) Shareholding of Non-Executive Directors

Director	No. of Shares	Percentage
Mr. Sanjay Asher	2,000	0.02
Mr. Alyque Padamsee	NIL	NIL

MEANS OF COMMUNICATION

The quarterly results and annual results are normally published in 'Free Press Journal' and 'Navshakti'. These results are simultaneously posted on the Company's website: www.reproindialtd.com.

SHAREHOLDERS' INFORMATION

1. Annual General Meeting

The Seventeenth AGM of the Company will be held on July 24, 2010 at 'The Club', Colonial Hall at 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053

2. Book Closure Dates: July 17, 2010 to July 24, 2010

Dividend Payment date : On or after July 24, 2010

3. Financial Calendar (tentative)

AGM - Last week of September 2011

Quarterly Results:

First quarter ending on June 30, 2010 - Last week of July, 2010

Second quarter ending on September 30, 2010 - Last week of October, 2010

Third quarter ending on December 31, 2010 - Last week of January, 2011

Year ending on March 31, 2011 - Last week of June, 2011

4. Listing of Shares on Stock Exchanges

The shares of the Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Annual Listing fees as prescribed for the year 2010-11 have been paid to the Stock Exchanges.

5. Stock Code

Scrip Code on BSE is 532687

Trading Symbol on NSE is "REPRO"

Demat ISIN no : INE461B01014

6. Market Price Data

High, Low during each month in last financial year and Share price performance in comparison to broad-based indices - BSE Sensex & NIFTY

Month	BSE Share Price		SENSEX		NSE Share Price		NIFTY	
	High	Low	High	Low	High	Low	High	Low
April 2009	79.00	51.00	11,492.10	9,546.29	78.65	48.00	3,517.25	2,965.70
May 2009	107.00	66.25	14,930.54	11,621.30	106.00	65.30	4,509.40	3,478.70
June 2009	132.90	100.00	15,600.30	14,016.95	135.80	99.90	4,693.20	4,143.25
July 2009	110.60	84.30	15,732.81	13,219.99	109.00	82.00	4,669.75	3,918.75
August 2009	108.60	76.75	16,002.46	14,684.45	107.85	77.00	4,743.75	4,353.45
September 2009	123.80	89.00	17,142.52	15,356.72	123.90	90.00	5,087.60	4,576.60
October 2009	107.50	84.25	17,493.17	15,805.20	106.50	84.25	5,181.95	4,687.50
November 2009	89.00	76.00	17,290.48	15,330.56	90.00	76.25	5,138.00	4,538.50
December 2009	130.70	81.55	17,530.94	16,577.78	130.95	81.10	5,221.85	4,943.95
January 2010	120.80	94.00	17,790.33	15,982.08	121.00	94.30	5,310.85	4,766.00
February 2010	114.45	90.00	16,669.25	15,651.99	114.90	90.50	4,992.00	4,675.40
March 2010	111.00	93.70	17,793.01	16,438.45	111.00	92.10	5,329.55	4,935.35

7. Registrar and Share Transfer Agent

M/s Link Intime India Private Limited (Formerly known as M/s. Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W),
Mumbai 400 078
Phone: +91-022-25963838
Fax : +91-022-25946969
repro@linkintime.co.in

8. Share Transfer System

The Board has delegated the authority for approving share transfer, transmission, etc., of the Company's securities to the Investors' Grievances & Interaction Committee. A summary of transfer/transmission of securities of the Company so approved by the Investors' Grievances & Interaction Committee, is placed before at the following Board Meeting.

The Company also obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

9. Distribution schedule as on March 31, 2010

No. of equity shares held	No. of shareholders	% to total holders	No. of shares	% to total shares
1-500	8,585	92.09	903,692	8.61
501-1,000	352	3.78	283,463	2.70
1,001-2,000	172	1.85	270,169	2.57
2,001-3,000	71	0.76	184,358	1.76
3,001-4,000	18	0.19	62,800	0.60
4,001-5,000	24	0.26	115,292	1.10
5,001-10,000	58	0.62	443,213	4.22
10,001 & above	42	0.45	8,232,162	78.44
TOTAL	**9,322**	**100.00**	**10,495,149**	**100.00**

10. Shareholding Pattern as on March 31, 2010

Category	No. of holders	No. of shares	% of holding	Shares pledged or otherwise encumbered
Promoters	23	7,207,961	68.68	NIL
Mutuals Funds/UTI	1	160,503	1.53	NIL
FIIs	1	9,000	0.09	NIL
Trusts	2	1,350	0.01	NIL
Bodies Corporate	345	473,345	4.51	NIL
Individuals	8,716	2,034,121	19.38	NIL
Clearing Member	122	112,954	1.08	NIL
NRI	100	37,015	0.35	NIL
Directors & Relatives	12	458,900	4.37	NIL
TOTAL	**9,322**	**10,479,149**	**100.00**	**NIL**

11. Dematerialization of Shares & Liquidity

As on March 31, 2010, 9,198,176 of the total equity capital is held in the demat form with NSDL and CDSL. Around 87.64% of the shares of the Company are in dematerialised form. Shares of the Company can be traded only in demat form on Stock Exchanges. Shares of the Company are traded on BSE and NSE and hence ensure good liquidity for the investors.

40 shares are in the Escrow Account of Link Intime India Private Limited (former name Intime Spectrum Registry Limited). The Company is taking steps to transfer these shares and the related benefits to suspense account of Repro India Limited pursuant to the latest amendment in Clause 5A of the Listing Agreement.

12. GDRs/ADRs issued by the Company

There are no ADRs/GDRs/warrants or any convertible instruments issued by the Company.

13. Plant Locations

Facility at : 50/2, TTC Industrial Area, MIDC, Mahape, Navi Mumbai 400 710.

SEZ facility at Surat : Plot No. 90 to 93 and 165, Surat Special Economic Zone, Sachin, Surat 394 230.

14. Address for Correspondence

For all matters relating to shares, Annual Reports, contact:

Ms. Madhavi Kulkarni,
Company Secretary & Compliance Officer,

Marathe Udyog Bhavan, 2nd Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025
Tel : +91-022-24313526; Fax : +91-022-24374531
Email Id exclusively for investor related queries : investor@reproindialtd.com

15. Details of the Directors seeking appointment/re-appointment at the forthcoming AGM

Name of the Director	**Mr. Alyque Padamsee**
Date of Birth	March 5, 1931
Date of Appointment	May 6, 1994
Areas of Experience	75, has a rich background in the areas of advertising, theatre and public services. Mr. Alyque Padamsee is CEO of AP Advertising Private Limited, the well-known Image and Communications Consultants, who are providing consultancy services to a number of national and multinational companies, including McCann Erickson India (a member of the world's largest Ad Agency) as Creative Advisor. For 14 years, Mr. Padamsee was the Chief Executive of Lintas India before becoming the Regional Co-ordinator of Lintas South Asia. He is known as the Brand Father of Indian Advertising. He has directed 'Interpretations of the Kama Sutra' – our Company's multimedia software on CD-ROM. He is also called the guru of the English Theatre in India. He was conferred the Lifetime Achievement Award for Theatre by the Sangeet Natak Akademi. He was voted into the International Clio Hall of Fame, the Oscars of World Advertising. He works as a Social Activist for the Citizens for Justice & Peace Committee, the Citizens Action Group, and he is on the Advisory Council of The Indian Institute of technology (IIT Bombay). He was awarded the Padmashri in 1999 for his contributions to the field of advertising and theatre. The Advertising Club of Bombay named him "Advertising Man of the Century". He worked as Communications Advisor to Mr. Chandrababu Naidu the former Chief Minister of Andhra Pradesh State and also as advisor to late former Prime Minister, Mr. Rajiv Gandhi on Commercial Television. He is also appointed to the Prime Minister's AIDS Task Force. Penguin Books has published his autobiography about his exciting years in the Theatre and Advertising, entitled 'A Double Life', which has become a bestseller and is prescribed in Business Schools.
Educational Qualifications	Graduation in Arts
Companies in which he holds directorship	AP Advertising Private Limited
Membership/Chairmanship of Board Committees	NIL
Shareholding	NIL
Name of the Director	**Mr. Dushyant Mehta**
Date of Birth	October 2, 1955
Date of Appointment	December 28, 1993
Areas of Experience	An MBA in Marketing, has over 25 years of experience in Marketing, Advertising and Sales. Mr. Mehta is an acknowledged specialist in brand building, strategy and account planning techniques. As head of Contract Advertising – Mumbai and later as General Manager with Lintas India, he was involved in several high profile brand launches. Enhancing his marketing skills through various seminars held at the Asian Institute of Management and the Indian Institute of Management, Mr. Mehta has held workshops in marketing strategy and brand building for leading corporates. As a respected member of the advertising fraternity, Mr. Mehta has been the judge for the prestigious ABBY Awards for several years.
Educational Qualifications	MBA in Marketing
Companies in which he holds directorship	Quadrum Solutions Private Limited and Speciality Restaurants Private Limited
Membership/Chairmanship of Board Committees	NIL
Shareholding	182,800 shares

For and on behalf of the Board of Directors
REPRO INDIA LIMITED

Sanjeev Vohra
Managing Director
Mumbai, Dated : May 06, 2010

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Managerial Personnel of the Company. This Code has been posted on the website of the Company.

I confirm that the Company has in respect of the financial year March 31, 2010, received from the senior managerial personnel of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Managerial Personnel means the employees in the cadre of Sr. Vice President, Vice President, Associate Vice President and Company Secretary as on March 31, 2010.

For **REPRO INDIA LIMITED**

SANJEEV VOHRA
Managing Director
Mumbai, Dated: May 06, 2010

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members,
Repro India Limited,

We have examined the compliance of the conditions of Corporate Governance by Repro India Limited (the Company) for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that in respect of investor grievances received during the year ended March 31, 2010, no investor grievance is pending/unattended for a period exceeding one month against the Company as per the records maintained by the Investors' Grievances and Interaction Committee and as intimated by the Registrar and Share Transfer Agents of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

DINESH KUMAR DEORA
Practising Company Secretary

Membership No. 5683
CP No. 4119

Mumbai, Dated: May 06, 2010

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended March 31, 2010.

1. Developments during this year

The last year has been an eventful one for Repro India Limited. In terms of overall performance, despite the global downturn, your Company has successfully navigated what could have been a difficult year, and done well given the circumstances. In response to the downturn, your Company took several proactive measures to counter its impact. The key strategy your Company adopted was one of consolidation. As part of this strategy, your Company reduced all businesses which were not very profitable and focused instead on those businesses that best suited it's infrastructure and business model in terms of profitability. This was one of the key reasons that though the turnover has gone down from Rs. 238 crores to Rs. 201 crores, the profits have gone up by more than a crore – from Rs. 16.5 crore to Rs. 17.5 crore. In the year 2009-10 exports to domestic ratio has been 54:46.

One of your Company's key markets – Africa – faced a situation that impacted us. The education system in Africa is dependent on aid from organizations like World Bank, UNICEF, CIDA, and so on. During the year, these aid programmes did not materialize in time, due to which though your Company had order book on hand, could not execute these orders and achieve it's targeted turnovers in this area.

One impact of the downturn is that even in the markets in the USA and UK, economic pressures are compelling publishers to look at outsourcing. This remains a double edged sword, as while the scope of the market is increasing, the pressure on prices is also correspondingly high. This is resulting in a demand for a greater value addition for every dollar or pound spent. However, this, also gives us an opportunity to give customers this value addition and thus have a greater tie in with them. This leads to a relationship based rather than transaction based model.

The last year also saw many publishers reducing their volumes and turning to the digital and Print-on-Demand models. Thanks to your Company's expertise and foresight, your Company was to convert this into an opportunity. Your Company leveraged it's expertise in Digital Printing business in order to capitalize the growing opportunities both from international and domestic markets. Your Company is well poised to benefit growing international trend of outsourcing print and related services from countries like India. With the aid of Digital Printing, your Company is able to meet demand for quick, reliable methods of producing, fulfilling and distributing content as expeditiously as possible without error with utmost flexibility even when low volumes are required.

2. Risks & Concern and Risk Mitigation

2.1 Effect of recession and the Global economic slowdown on our business:

The effect of recession and the overall global economic slowdown was felt during the year, but your Company has been able to achieve a decent turnover and profitability.

Company's Perspective:

The Company's ability to overcome various industry and economic pressures has helped the Company sustain its profitability if not the turnover.

2.2 Dependent upon paper as a raw material:

The performance of the Company is significantly dependent on the timely and adequate availability of paper at a competitive price and any adverse impact on its availability may adversely affect the business.

The Company has a diversified supply base in India and abroad to ensure uninterrupted supplies. However, any adverse factors including natural disasters, changes in legislation or any other force majeure events may adversely impact availability of paper and its price, which in turn may adversely affect the Company's continuity of business, ability to meet client commitments and consequently its sales and profitability.

Company's Perspective:

The Company has tie ups with paper mills such that the prices of paper are revised only at the end of every quarter and hence for every increase in paper cost, the Company has a time period of a quarter to revise the prices of its products to the Customer.

2.3 Risk in foreign exchange transaction losses:

The Company's export revenues are largely denominated in foreign currency, predominantly in US$ whereas a large proportion of the costs are denominated in Indian Rupees (INR). This exposes the company to profit/loss on currency fluctuations.

Company's Perspective:

To mitigate this risk the Company follows a proactive hedging policy for foreign currency exposure using non speculative foreign exchange forward and options contracts.

2.4 Rise in interest cost:

The rise in the interest cost will increase the cost of funds to a great extent and may impact profitability adversely as the debt is a major source of finance.

Company's Perspective:

During the year, we have tied up finance in the form of External Commercial Borrowings to reduce the impact of rising interest rates. Further, with the increasing exports, we are able to avail of export finance at competitive interest rates therefore minimizing the impact of rising interest rate.

2.5 Successful development of new products and service offerings:

We have been expanding the nature and scope of our offerings over the years. The success of these new offerings is dependent, in part, upon continued demand for such products or services by its existing and new customers and its ability to meet this demand in a competitive and cost effective manner.

Future growth of a number of Indian printing service providers like us is dependent on the growth of export of printed products/services in the developed countries, especially two key markets namely USA and UK and a developing continent namely Africa.

Company's Perspective:

Through a long term strategy of value addition, we have over the years built strong customer relationships and based on previous years' experience in the international market we are confident of continuing and building further in these relationships in the years to come.

2.6 Competition from unorganized players:

While our predominant area of business remains Printing, where there are a large number of unorganized players, the size of the market and the increasing professionalising of the segment continues to give us an enormous scope to grow.

Company's Perspective:

Through a combination of powerful marketing strategies, innovative new products and value added services, we expect the market to continue to grow strongly over the next several years.

3. Product Categories

Our key product categories are mainly Education based and because of the growing importance of education all around the globe, our position in this area is strong, with an immense scope for further growth.

The important categories of products are Education books, Children's books, Retail & Trade books and Annual Reports customised to meet specific requirement, while being engineered to give customers a cost and quality benefit.

In the coming year, we expect to continue to strategically focus on those business models which are more profitable, standardization of raw material SKU for volume benefits and reduction in inventory holding costs.

4. Future Strategy and Vision

Our vision is to be the preferred Value Added Print Solutions outsourcing partners for companies globally. We believe that we can take advantage of the market trend towards more frequent introductions of cost economical and value added new products, mass customization and growth of the services required by implementing the following strategies:

Adding on new clients in India and abroad and increasing the geographical spread of the clients that we acquire.

Enhancing products and services vertically to existing clients and/or offering new products/services to new clients.

5. Internal Control Systems and their adequacy

We maintain a system of strict internal controls, including suitable monitoring procedures. We have a sound internal control system for pricing, contract management and finalization of purchases and sub-contracts, proper safeguarding of all its assets and other important functional areas. The internal control system is adequately supplemented by a program of internal audit to ensure that the business operations are conducted in adherence to laid down policies and procedures.

Significant issues are brought to the attention of the Audit Committee of the Board of Directors. The internal controls and internal audit existing in the Company are considered to be adequate vis-à-vis the business requirements.

6. Material developments in Human Resources/ Industrial Relations front

We are committed to creating a healthy workplace for everybody in the organization whereby each and every factor will be able to contribute its best for the growth of the organization. The Company lays significant emphasis in nurturing the all round development of Human Resources with special emphasis on training employees to equip themselves to face challenges in the competitive business environment and achieve the desired goals. In line with this objective, the performance evaluation processes are being redefined to provide dynamic interventions in assessing and developing the individual targets and synchronizing these targets to the Company's objectives and mission. In accordance with the plans to recruit proven senior cadre professionals in operations and business development which would provide able management support in its endeavour to scale greater heights, the Company has initiated recruitment of professionals in various areas of its operations and business development.

7. Discussion on financial performance with respect to operational performance

Improving operational efficiencies through better processes and an appropriate identification of the right markets and product mix that is suitable to the infrastructure has shown results. Improvement on PAT margins in spite of a drop in the sales, is a testimony of the professional methodologies in execution and contract management.

Sales/Income from operations

Sales/Income from operation decreased from Rs. 23,803 Lacs in 2009 to Rs. 20,137 Lacs in 2010. This is mainly because of consolidation and strategy of your Company to accept only high margin business and focus on the bottom line. Other income has increased from Rs. 97 Lacs in 2009 to 206 Lacs in 2010.

Expenditures

Cost of Materials

Cost of material was at Rs. 12,528 Lacs in 2009 as against Rs. 10,581 Lacs in 2010. Cost of material as a % to sales has decreased to 52.55% in 2010 from 52.63% in 2009.

Employee emoluments

Salaries, wages and other employees benefits were Rs. 2,029 Lacs in 2009 as against Rs. 2,422 Lacs in 2010. As a % of sales it has increased from 8.53% of sales in 2009 to 12.03% of sales in 2010.

Operating and Other Expenses

Operating and other expenses amounted to Rs. 4,004 Lacs in 2010 as against Rs. 5,782 Lacs in 2009. The expenses as a % to sales has decreased to 19.88% in 2010 from 24.29% in 2009.

Operating Profit (PBDIT)

PBDIT has increased to 16.57% of sales in 2010 as against 14.96% of sales in 2009.

Interest and Finance Charges

The Financial Expenses has decreased to Rs. 674 Lacs in 2010 from Rs. 812 Lacs in 2009.

Depreciation

The depreciation charged to revenue has increased to Rs. 1,004 Lacs in 2010 as against Rs. 795 Lacs in 2009 due to the new machines installed during the year.

Profit before Tax (PBT)

As a result of the foregoing, PBT for the year 2009-10 at Rs. 1,658 Lacs as against the previous year's PBT of Rs. 1,953 Lacs.

Provision for taxation:

There is no change in the net current year tax which is Nil in both the years.

Provision for deferred tax has reduced from Rs. 276 Lacs in 2009 to (125) Lacs in 2010.

Fringe Benefit Tax has been reduced to Nil in 2010 from Rs. 55 Lacs in 2009, since the same has been abolished.

It may please be noted that the statements in the Management Discussion and Analysis Report describing the Company's objectives and predictions may be forward looking within the meaning of applicable rules and regulations. Actual results may differ materially from those either expressed or implied in the statement depending on circumstances.

To The Members of REPRO INDIA LIMITED

1. We have audited the attached Balance Sheet of Repro India Limited ('the Company') as at March 31, 2010 and also the Profit and Loss Account and Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 ('the Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

   i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

   ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.

   iii. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.

   iv. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act.

   v. On the basis of the written representations received from the directors, as on March 31, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

   vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

      a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010;

      b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and

      c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

Per **VIJAY MANIAR**
Partner
Membership No. 36738
Mumbai, Dated : May 06, 2010

[Referred to in paragraph [3] of our report of even date]

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) There was no substantial disposal of fixed assets during the year.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clauses 4 (iii) (b), 4(iii)(c) and 4(iii)(d) of the said Order, are not applicable to the Company.

(b) As informed, the Company has taken unsecured loan from a company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was Rs. 13,700,000 and the year-end balance of the said loan was Rs. NIL.

(c) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.

(d) In respect of loans taken, repayment of the principal amount is as stipulated and payment of interest has been regular.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.

(v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under Section 301 have been so entered.

(b) In respect of transactions made in pursuance of such contracts or arrangements exceeding value of Rupees Five lacs entered into during the financial year, because of the unique and specialized nature of the items involved and absence of any comparable prices, we are unable to comment whether the transactions were made at prevailing market prices at the relevant time.

(vi) The Company has not accepted any deposits from the public.

(vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for the products of the Company.

(ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year-end for a period of more than six months from the date they became payable.

(c) According to the information and explanation given to us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.

(x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

(xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks.

(xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the said Order are not applicable to the Company.

(xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the said Order are not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not given guarantee for loans taken by others from bank or financial institutions.

(xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(xvii) According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

(xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money through a public issue during the year.

(xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

Per **VIJAY MANIAR**
Partner
Membership No. 36738
Mumbai, Dated : May 06, 2010

Balance Sheet as at March 31, 2010

(All amounts in Rupees)

	Schedule No.	As at March 31, 2010	As at March 31, 2009
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	A	104,951,490	104,791,490
Reserves and Surplus	B	1,129,914,958	990,883,018
		1,234,866,448	1,095,674,508
LOAN FUNDS			
Secured Loans	C	1,353,104,108	1,058,974,663
Unsecured Loans		–	–
DEFERRED TAX LIABILITY		118,966,012	131,466,012
[Refer Notes 2(k) and 14 of Schedule "S"]			
TOTAL		2,706,936,568	2,286,115,183
APPLICATIONS OF FUNDS			
FIXED ASSETS			
Gross Block	D	1,863,611,728	1,676,883,017
Less : Accumulated depreciation and amortisation		523,962,979	446,019,039
Net Block		1,339,648,749	1,230,863,978
Capital Work in Progress (including advances)		27,286,588	78,510,467
INVESTMENTS	E	108,000,000	–
CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	F	193,354,425	193,150,577
Sundry Debtors	G	668,394,991	914,825,147
Cash and Bank Balances	H	350,781,470	50,790,925
Other Current Assets	I	42,056	177,661
Loans and Advances	J	278,274,116	303,143,723
		1,490,847,058	1,462,088,033
LESS : CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities	K	201,293,857	438,250,778
Provisions	L	57,551,970	47,096,517
		258,845,827	485,347,295
Net Current Assets		1,232,001,231	976,740,738
TOTAL		2,706,936,568	2,286,115,183
Notes to Account	S		

The schedules referred to above and the notes to accounts form an integral part of the balance sheet

As per our Report of even date

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

per **VIJAY MANIAR**
Partner
Membership No. 36738

Mumbai, Dated : May 06, 2010

For and on behalf of the Board of Directors

SANJEEV VOHRA Managing Director

MUKESH DHRUVE Director

MADHAVI KULKARNI Company Secretary

Mumbai, Dated : May 06, 2010

Profit and Loss Account for the year ended March 31, 2010

(All amounts in Rupees)

	Schedule No.	Year ended March 31, 2010	Year ended March 31, 2009
INCOME			
Income from Operations	M	2,013,732,080	2,380,271,576
Less : Excise Duty		–	–
		2,013,732,080	2,380,271,576
Other Income	N	20,645,716	9,659,792
		2,034,377,796	2,389,931,368
EXPENDITURE			
Cost of Material	O	1,058,134,108	1,252,777,378
Personnel Expenses	P	242,187,231	202,913,578
Operating and Other Expenses	Q	400,382,204	578,216,437
Financial Expenses	R	67,408,568	81,199,108
Depreciation and Amortisation	D	100,438,460	79,508,639
		1,868,550,571	2,194,615,140
PROFIT BEFORE TAX FOR THE YEAR		165,827,225	195,316,228
(Add)/Less :			
Current Tax -(MAT Payable)		–	3,150,000
Less : MAT Credit Entitlement		–	(3,150,000)
Net Current Tax		–	–
Deferred Tax		(12,500,000)	27,550,000
Fringe Benefit Tax		–	5,500,000
Wealth Tax		140,466	107,624
Taxation for Earlier Year		2,600,000	(3,042,287)
PROFIT AFTER TAX FOR THE YEAR		175,586,759	165,200,891
Balance in Profit and Loss Account brought forward		583,662,962	467,885,201
Profit available for appropriation		759,249,721	633,086,092
APPROPRIATIONS			
Transfer to General Reserve		17,558,676	16,520,089
Foreign Currency Monetary Item Translation		–	2,252,840
Proposed Dividend		31,485,447	26,197,873
Tax on Dividend		5,350,952	4,452,328
Total Appropriation		54,395,075	49,423,130
BALANCE CARRIED TO BALANCE SHEET		704,854,646	583,662,962
Earnings Per Share			
- Basic		16.75	15.76
- Diluted		16.39	15.05
Face Value Per Share		10.00	10.00
[Refer Note 6 to Schedule "S"]			
Notes to Account	S		

The schedules referred to above and the notes to accounts form an integral part of the Profit and Loss Account.

As per our Report of even date

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

per **VIJAY MANIAR**
Partner
Membership No. 36738

Mumbai, Dated : May 06, 2010

For and on behalf of the Board of Directors

SANJEEV VOHRA Managing Director

MUKESH DHRUVE Director

MADHAVI KULKARNI Company Secretary

Mumbai, Dated : May 06, 2010

Cash Flow Statement for the year ended March 31, 2010

(All amounts in Rupees)

	Year ended March 31, 2010		Year ended March 31, 2009	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Profit before taxation and extraordinary items		165,827,225		195,316,228
Adjustments for:				
Depreciation & Amortisation	100,438,460		79,508,639	
Interest income	(3,351,662)		(6,437,576)	
Exchange gain of prior year capitalised - reduced from reserve	(1,126,420)		(2,252,840)	
Profit or Loss on Sale of investments (net)	(713,479)		–	
Adjustment for Exchange difference	(57,509,343)		27,128,886	
(Profit)/Loss on sale of assets (net)	(3,272,402)		7,526,279	
Sundry balances/excess provisions written back	(16,773,290)		–	
Provision for Doubtful debts	68,149,540		–	
Bad debts	3,343,422		–	
Sundry balance written off	(111,052)		(55,936)	
Financial expenses	67,408,568		81,199,108	
		156,482,342		186,616,560
Operating Profit before working capital change		322,309,567		381,932,788
(Increase)/Decrease in Inventories	(203,848)		(83,099,919)	
(Increase)/Decrease in Loans and Advances	41,773,120		(92,471,179)	
(Increase)/Decrease in Sundry debtors	175,608,667		(375,490,918)	
(Decrease)/Increase in Current liabilities and Provisions	(211,675,435)		271,424,750	
Increase/(Decrease) in provision for Gratuity - AS 15	3,364,732		4,203,447	
Increase/(Decrease) in provision for leave encashment	1,284,519		1,166,599	
		10,151,755		(274,267,220)
Cash generated from operations		332,461,322		107,665,568
Income taxes paid		(20,023,975)		(16,367,095)
Net Cash (used)/generated from operating activities		312,437,347		91,298,473
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of fixed assets including capital work in progress	(197,448,189)		(541,928,748)	
Proceed from sale of assets	40,156,495		4,241,264	
Investment in Mutual fund	(936,753,950)		–	
Proceeds of deposits matured (with maturity more than 3 months)	19,100,000		(34,030,668)	
Fixed Deposits (with maturity more than 3 months)	(12,329,706)		–	
Proceeds from sale of investments in Mutual fund	829,467,429		–	
Interest received	3,487,267		6,430,978	
Net Cash (used)/generated in investing activities		(254,320,654)		(565,287,174)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of long term rupee borrowings	–		(350,000)	
Repayment of Working Capital Borrowings	(245,520,749)		(246,335,243)	
Repayment of bank borrowings-foreign currency borrowings	(43,741,865)		(67,973,744)	
Proceeds from Working Capital Borrowings	423,189,406		527,889,844	
Proceeds from bank borrowings-foreign currency borrowings	219,380,400		356,650,000	
Repayment of loan from finance companies	(3,994,993)		(3,244,584)	
Proceeds of loan from finance companies	2,850,720		5,078,944	
Proceeds from issue of Equity Shares	1,568,000		–	
Interest Paid	(74,436,572)		(76,487,318)	
Dividend Paid	(26,197,873)		(20,958,298)	
Dividend tax	(4,452,328)		(3,561,863)	
Net Cash (used)/generated in financing activities		248,644,146		470,707,738
Net increase/(decrease) in cash and cash equivalents		306,760,839		(3,280,963)
Cash and equivalents at beginning of the period		8,099,534		11,380,497
Cash and equivalents at end of the period (Refer Schedule "H")		314,860,373		8,099,534
Components of cash and cash equivalents				
Cash on Hand		871,582		662,693
Balances with Scheduled Banks :				
in Current Accounts		13,988,791		7,436,841
in Fixed deposits		300,000,000		–
as Margin Money in Fixed deposit		35,921,097		42,691,391
Sub - total		350,781,470		50,790,925
Less : Margin Money not considered as cash equivalents		35,921,097		42,691,391
Cash and cash equivalent in cash flow statement		314,860,373		8,099,534

Notes

1) Comparative figures have been regrouped wherever necessary.
2) The Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on Cashflow Statements issued under Companies (Accounting Standard) Rules, 2006.
3) Figures in bracket represent cash outflow.

As per our Report of even date

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

per **VIJAY MANIAR**
Partner
Membership No. 36738

Mumbai, Dated : May 06, 2010

For and on behalf of the Board of Directors

SANJEEV VOHRA Managing Director

MUKESH DHRUVE Director

MADHAVI KULKARNI Company Secretary

Mumbai, Dated : May 06, 2010

(All amounts in Rupees)

	As at March 31, 2010	As at March 31, 2009
SCHEDULE "A"		
SHARE CAPITAL		
AUTHORISED		
25,000,000 (Previous Year 25,000,000) Equity shares of Rs. 10 each	250,000,000	250,000,000
ISSUED, SUBSCRIBED AND PAID UP		
10,495,149 (Previous Year 10,479,149) Equity shares of Rs. 10 each fully paid up	104,951,490	104,791,490
Of the above -		
5,516,092 (Previous Year 3,785,600) Equity shares have been held by Reproductions Private Limited, the holding company		
16,000 Equity shares are allotted as fully paid up shares pursuant to exercise of Employees Stock Option Scheme in January 2010		
4,335,012 Equity shares are allotted as fully paid up bonus shares by capitalisation of profits (405,456 in December 1994 and 3,929,556 in March 2000)		
17,500 Equity shares are allotted as fully paid up pursuant to the scheme of amalgamation for consideration other than cash in March 2000		
	104,951,490	104,791,490
SCHEDULE "B"		
RESERVES AND SURPLUS		
Capital Reserve	124,467	124,467
Investment Allowance Reserve (utilized)	492,597	492,597
Securities Premium	356,091,984	356,091,984
Add : Premium Rs. 88 each on 16,000 shares issued under Employees Stock Option Scheme	1,408,000	–
	357,499,984	356,091,984
General Reserve		
As per last Balance Sheet	48,258,168	33,990,919
Add : Transferred from Profit & Loss Account	17,558,676	16,520,089
Less : Adjustment in respect of prior period AS-11	–	(2,252,840)
	65,816,844	48,258,168
Foreign Currency Monetary Item Translation		
As per last Balance Sheet	2,252,840	–
Add : Transferred from Profit & Loss Account	–	2,252,840
Less : Transferred to Profit & Loss Account	(1,126,420)	–
	1,126,420	2,252,840
Balance in Profit and Loss Account	704,854,646	583,662,962
	1,129,914,958	990,883,018
SCHEDULE "C"		
SECURED LOANS		
[Refer Note 8 to Schedule "S"]		
Foreign Currency loans from banks	495,862,900	356,650,000
[Repayable within one year Rs. 78,995,000 (Previous year Rs. 44,581,250)]		
Vehicle Loan	6,832,013	7,976,286
Working Capital Loans from Banks	521,537,850	424,425,806
Buyers Credit from Banks	328,871,345	269,922,571
Interest accrued and due	–	–
	1,353,104,108	1,058,974,663

SCHEDULE "D"
FIXED ASSETS

(All amounts in Rupees)

	ASSETS	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
		Cost as at April 1, 2009	Additions/ Adjustment	Sold/ Adjustment	As at March 31, 2010	Upto April 1, 2009	12 mths ended March 31, 2010	On Sale/ Adjustment	As at March 31, 2010	As at March 31, 2010	As at March 31, 2009
A	**TANGIBLE ASSETS**										
1	Leasehold Land	45,804,674	–	–	45,804,674	2,015,763	571,168	–	2,586,931	43,217,743	43,788,911
2	Factory Building	210,732,205	(1,152,605)	–	209,579,600	38,511,190	6,916,503	–	45,427,693	164,151,907	172,221,015
3	Office Premises	8,336,300	–	–	8,336,300	826,230	137,480	–	963,710	7,372,590	7,510,070
4	Leasehold Improvements	18,967,946	3,380,070	–	22,348,016	17,007,952	2,885,344	–	19,893,296	2,454,720	1,959,994
5	Plant, Machinery and Computers	1,158,954,550	203,598,324	53,758,774	1,308,794,100	309,186,994	66,694,734	19,824,833	356,056,895	952,737,205	849,767,556
6	Air Conditioners	18,249,093	411,384	–	18,660,477	5,589,195	909,902	–	6,499,097	12,161,380	12,659,898
7	Office Equipment	18,576,843	2,582,792	–	21,159,635	6,436,488	1,087,090	–	7,523,578	13,636,057	12,140,355
8	Electric Installations and Fittings	36,225,537	(85,101)	–	36,140,436	9,073,595	1,737,651	–	10,811,246	25,329,190	27,151,942
9	Furniture and Fixtures	56,577,642	2,717,741	–	59,295,383	28,055,932	3,732,362	–	31,788,294	27,507,089	28,521,710
10	Vehicles #	40,373,195	5,990,964	5,619,839	40,744,320	14,404,369	3,914,866	2,669,687	15,649,548	25,094,772	25,968,826
B	**INTANGIBLE ASSET**	64,085,032	28,663,755	–	92,748,787	14,911,331	11,851,360	–	26,762,691	65,986,096	49,173,701
Total Assets		1,676,883,017	246,107,324	59,378,613	1,863,611,728	446,019,039	100,438,460	22,494,520	523,962,979	1,339,648,749	1,230,863,978
Previous Year		1,153,533,219	549,839,262	26,489,465	1,676,883,017	381,232,322	79,508,639	14,721,922	446,019,039	1,230,863,978	772,300,897

NOTES :

(#) The gross block includes assets acquired under Hire Purchase Scheme totalling to Rs. 23,288,874 (Previous Year Rs. 24,040,196) and that of net block Rs. 18,372,587 (Previous Year Rs. 18,576,752).

(1) Additions/adjustment to fixed assets/capital work-in-progress include adjustment on account of foreign exchange gain of Rs. 48,418,662 (Previous Year loss of Rs. 40,780,635).

(2) Land has been taken on lease from MIDC for a period of 95 years for Mahape.

(3) Land has been taken on lease from Diamond & Gem Development Corporation Limited for a period of 77 years for Surat.

(4) Intangible Assets above include software capitalised.

(All amounts in Rupees)

	As at March 31, 2010	As at March 31, 2009
SCHEDULE "E"		
INVESTMENTS		
Current investments (at lower of cost and market value)		
(Non-trade, Un-quoted)		
41,050.67 (Previous Year Nil) units in Templeton India Short Term Income Plan Institutional - Growth of Rs. 1,461.61 each fully paid	60,000,000	–
4,746,647.68 (Previous Year Nil) units in Templeton India Income Opportunities Fund - Growth of Rs. 10.11 each fully paid	48,000,000	–
[For investment purchased and squared off during the year Refer Note 15 of Schedule "S"]		
	108,000,000	–
SCHEDULE "F"		
INVENTORIES		
For mode of valuation Refer Note 2(f) to Schedule "S"		
Stores, Spares and Packing Materials	47,109,450	40,452,147
[includes materials in transit of Rs. Nil (Previous Year - Rs. Nil)]		
Raw Materials	127,584,498	125,035,283
[includes materials in transit of Rs. 13,636,455 (Previous Year - Rs. 33,633,357)]		
Finished Goods	1,066,886	3,399,601
Work in progress	17,593,591	24,263,546
	193,354,425	193,150,577
SCHEDULE "G"		
SUNDRY DEBTORS		
Debt outstanding for a period exceeding six months		
Unsecured, Considered good	86,154,097	150,724,383
Others debts		
Unsecured, Considered good	582,240,894	764,100,764
Unsecured, Considered doubtful	68,149,540	–
Less : Provision For Doubtful Debts	68,149,540	–
	668,394,991	914,825,147
SCHEDULE "H"		
CASH AND BANK BALANCES		
Cash on Hand	871,582	662,693
Balances with Scheduled Banks :		
in Current Accounts	13,988,791	7,436,841
in Fixed deposits	300,000,000	–
as Margin Money in Fixed deposit	35,921,097	42,691,391
	350,781,470	50,790,925
SCHEDULE "I"		
OTHER CURRENT ASSETS		
Interest Receivable	42,056	177,661
	42,056	177,661
SCHEDULE "J"		
LOANS AND ADVANCES		
(Unsecured, Considered good)		
Advance recoverable in cash or in kind or for value to be received (Refer Notes 18, 19 of Schedule "S")	97,977,830	89,403,006
Advances to suppliers	28,449,929	73,248,494
[The above includes dues from companies under the same management Quadrum Solutions Private Limited, Rs. 1,044,619 (Previous Year Rs. 3,591,769)]		
Export Incentive receivable	54,014,258	74,725,912
Deposits	60,637,619	45,476,344
Advance Income Tax Paid (Net of Provision)	37,194,480	20,289,967
	278,274,116	303,143,723

(All amounts in Rupees)

	As at March 31, 2010	As at March 31, 2009
SCHEDULE "K"		
CURRENT LIABILITIES		
Acceptances	9,125,271	120,373,480
Sundry Creditors for Goods & Services (Refer Note 20 of Schedule "S")	152,093,664	259,730,389
Sundry Creditors for Capital Goods	5,553,038	8,117,782
Advances from customers	18,734,685	23,272,742
Other Liabilities	13,930,649	17,871,831
Unclaimed Dividend (Investor Education and Protection Fund shall be credited by this amount, as and when due)	888	888
Interest accrued but not due	1,855,662	8,883,666
	201,293,857	438,250,778
SCHEDULE "L"		
PROVISIONS		
Provision for Fringe Benefit Tax (net of tax paid)	411,337	790,333
Proposed Dividend	31,484,447	26,197,873
Tax on Proposed Dividend	5,350,952	4,452,328
Provision for Gratuity	16,893,004	13,528,272
Provision for Leave Encashment	3,412,230	2,127,711
	57,551,970	47,096,517

	Year ended March 31, 2010	Year ended March 31, 2009
SCHEDULE "M"		
INCOME FROM OPERATIONS		
Gross-Sales and Services	1,978,925,010	2,330,324,186
Export Incentives [including prior period Rs. 13,153,147 (Previous Year Rs. Nil)]	34,807,070	49,947,390
	2,013,732,080	2,380,271,576
SCHEDULE "N"		
OTHER INCOME		
Interest Income (Bank Deposit) [Tax Deducted at Source Rs. 74,239 (Previous Year Rs. 367,287)]	2,482,472	1,567,102
Interest on Income Tax Refund	–	3,488,162
Interest Income (Others) [Tax Deducted at Source Rs. 43,205 (Previous Year Rs. 285,613)]	869,190	1,382,312
Profit or Loss on Sale of Investments (net)	713,479	–
Insurance Claim Received	556,801	1,106,578
Bad Debts recovered and Other Sundry Balances written back (net)	111,052	2,083,993
Miscellaneous Income	12,640,320	31,645
Profit on Sale of Assets (net)	3,272,402	–
	20,645,716	9,659,792
SCHEDULE "O"		
COST OF MATERIALS		
Raw Materials Consumed:		
Opening Stock	125,035,283	80,329,838
Purchases of Raw Materials	927,501,209	1,179,956,654
Less: Closing Stock	127,584,498	125,035,283
	924,951,994	1,135,251,209
Stores and Packing Material Consumed [net of Packing Income] [Refer Note 17 and 23 (c) (ii) of Schedule "S"]	124,179,444	140,556,283
(Increase)/Decrease In Stock		
Opening Stock		
Finished Goods	3,399,601	3,224,088
Stock in Process	24,263,546	1,408,945
	27,663,147	4,633,033
Closing Stock		
Finished Goods	1,066,886	3,399,601
Stock in Process	17,593,591	24,263,546
	18,660,477	27,663,147
	9,002,670	(23,030,114)
	1,058,134,108	1,252,777,378

(All amounts in Rupees)

	Year ended March 31, 2010	Year ended March 31, 2009
SCHEDULE "P"		
PERSONNEL EXPENSES		
[Refer Notes 22 and 23 (b) of Schedule "S"]		
Salaries, Wages and Bonus	214,188,079	176,547,052
Company's Contribution to Provident Fund and Other Funds	9,737,277	8,047,487
Staff Welfare Expenses	13,549,536	12,147,130
Gratuity Expenses	3,427,822	4,500,785
Leave Encashment	1,284,517	1,671,124
	242,187,231	202,913,578
SCHEDULE "Q"		
OPERATING AND OTHER EXPENSES		
Power and Fuel	38,413,852	37,902,456
Labour Charges	45,789,282	117,841,140
Hire Charges	5,167,297	5,115,041
Sales and Business Promotion	37,643,271	39,667,162
Repairs and Maintenance:		
on Buildings	1,398,959	1,139,180
on Plant and Machinery	25,040,803	15,435,827
on Others	20,138,949	16,009,115
	46,578,711	32,584,122
Auditors' Remuneration:		
As Auditors	600,000	600,000
As advisor in respect of:	–	–
Taxation matters	–	–
Company law matters	–	–
Management services	–	–
Other Matters	650,000	650,000
Out of Pocket Expenses (including service tax)	113,409	362,714
	1,363,409	1,612,714
Rent, Rates and Taxes	31,969,421	28,151,646
Legal, Professional and Consultancy Charges	27,918,608	26,094,782
Travelling and Conveyance [Refer Note 22 of Schedule "S"]	32,562,193	34,671,448
Transport and Courier Charges (net) [Refer Note 17 of Schedule "S"]	39,297,640	43,119,226
Loading and unloading expenses	3,500,585	6,696,589
Telephone Charges	7,811,052	6,842,259
Insurance Charges	3,838,385	5,274,652
Royalty	3,864,011	4,763,480
Director's Sitting fees	529,635	525,000
Loss on Sale of Assets (net)	–	7,526,279
Artwork and Design Charge	14,415,774	4,557,090
Provision for Doubtful Debts	68,149,540	–
Bad Debts written off	3,343,422	–
Donations	2,052,860	916,250
Miscellaneous Expenses	27,364,977	20,814,153
Foreign Exchange Fluctuation (net)	(41,191,721)	153,540,948
	400,382,204	578,216,437
SCHEDULE "R"		
INTEREST AND FINANCE CHARGES		
On Fixed Period Loans	11,047,330	7,232,685
On Cash credit/Overdraft Facilities	14,843,197	46,306,168
Other Interest and Finance Charges	41,518,041	27,660,255
	67,408,568	81,199,108

SCHEDULE "S"
NOTES TO ACCOUNTS

1. Nature of Operations

Repro India Limited ('the Company') is engaged in the business of commercial printing which includes printing of Annual R eports, Booklets, Brochures, Calendars, House Journals, Magazines, Educational books etc. The Company provides value added print solutions from client to end user which mainly includes value engineering, creative designing, pre-press, printing, post-press, knitting & assembly, warehousing, dispatch, database management, sourcing and procurement, localization and web based services.

2. Significant Accounting Policies

a. Basis of Preparation of Financial Statements

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. Fixed Assets and Depreciation

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, which corresponds to the rate and in the manner prescribed under Schedule XIV of the Companies Act, 1956.

Leasehold improvements are amortised over the period of the lease or its estimated useful life whichever is lower.

Leasehold land is amortised over the primary period of the lease. Assets acquired on hire purchase/finance lease are generally depreciated over the period of useful life of assets on a straight-line basis unless there is no reasonable certainty that the ownership of the asset would be obtained at the end of the agreement term. Where there is no reasonable certainty that the ownership of the asset would be obtained at the end of the agreement term such assets are depreciated over the shorter of the contract term or the asset's useful life in accordance with the Company's normal depreciation policy.

d. Impairment of assets

(i) The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(ii) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

e. Intangibles

Software is amortized over its estimated useful life of six years.

f. Inventories

Raw materials, components, stores and spares	Lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Custom Duty on imported stock lying at custom bonded warehouse is not provided pending decision on clearance under export incentive scheme. Cost is determined on FIFO basis for raw materials, stores and spares and packing materials.
Stock in process and finished goods	Lower of cost or net realizable value. Cost includes materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty wherever applicable. Cost is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

g. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods :

Sales of printed material and fulfillment product are recognized on transfer of property in goods and performance of service. Sales are inclusive of excise duty, wherever applicable, but net of trade discount and other applicable taxes. Export sales are net of freight expense and commission expense.

Export incentive principally comprises of duty drawback, Duty Entitlement Pass Book credit, excise duty rebate and other benefits available to the Company based on guidelines formulated for the respective schemes by the government authorities. These incentives are recognized as revenue on accrual basis to the extent it is probable that realization is certain.

Barter Transactions :

Barter transactions are recorded at fair value, being the value at which the transactions are agreed between the parties and comparable with similar transactions with other parties.

Income from Services :

Revenue from services is recognized as and when the services are rendered.

Interest :

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends :

Revenue is recognized when the shareholders' right to receive payment is established by the Balance Sheet date. Dividend from subsidiaries is recognized even if same are declared after the Balance Sheet date but pertains to period on or before the Balance Sheet date as per the requirements of Schedule VI of the Companies Act, 1956.

h. Foreign Currency Transactions

i. ***Initial Recognition :***

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. ***Conversion :***

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

iii. ***Exchange Differences :***

Exchange differences in respect of assets acquired from out of India before accounting period commencing on or after December 7, 2006 were capitalized as a part of fixed asset till March 31, 2010. Such exchange differences so far as they relate to the acquisition of a depreciable capital asset have been adjusted with the cost of such asset during the financial year 2008-09 and would be depreciated over the balance life of the asset, and in other cases, have been accumulated in Foreign Currency Monetary Item Translation Difference Account and would be amortised over the balance period of such long term asset/liability but not beyond, accounting period ending on or before March 31, 2011.

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

iv. The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

i. Retirement and other employee benefits

i. Retirement benefits in the form of Provident Fund and Superannuation fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

ii. Provision for leave encashment, is based on actuarial valuation as on the Balance Sheet date. Gratuity liability is a defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

iv. Actuarial gains/losses are immediately taken to Profit and Loss Account and are not deferred.

j. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

k. Income Taxes

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act,1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

l. Employee Stock Option Plan

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortised over the vesting period of the option on a straight-line basis.

m. Derivative Instruments

The Company uses forward contracts to hedge its risk associated with the foreign currency fluctuations.

3. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. 8,670,749 (Previous Year Rs. 13,966,313).

4. Contingent liabilities

a. Guarantees given by banks on behalf of the Company Rs. 49,843,939 (Previous Year Rs. 26,443,787).

b. Invoices factored Rs. 379,964 (Previous Year Rs. 3,020,583).

c. Letter of Credit opened during the year, remained unutilized as on March 31, 2010 Rs. 2,735,344 (Previous Year Rs. 124,075,226).

d. Claim against the Company not acknowledged as debts pertaining to supply of raw material Rs. 1,770,882 (Previous Year Rs. 1,770,882) plus interest not quantified.

5. Segment Reporting Policies

Identification of Segments

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segment is based on the areas in which major operating divisions of the Company operate.

Inter segment transfer

The Company accounts for inter-segment sales and transfers, at cost.

Allocation of Common Costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated Items

There are no unallocated items towards any business segments.

6. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

7. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

8. Particulars of security provided against secured loans

a. Foreign Currency Term loans from Standard Chartered Bank and DBS Bank Limited are secured by *pari passu* first charge by way of hypothecation on all the movable fixed assets, both present and future, excluding assets exclusively charged to other lenders.

b. Working Capital Facilities from bank(s) is/are secured by hypothecation of stock, entire book debts, receivables and other current assets of the Company both present and future ranking *pari passu* with all banks. The facility(ies) from State Bank of Travancore and ING Vysya Bank Limited are further partly secured by second charge on the fixed assets of the Company ranking *pari passu* with all banks.

c. Vehicle Loans are secured by way of assets acquired under hire purchase agreements.

d. Buyers Credit is secured *pari passu* first charge on current assets of the Company, both present and future.

9. Segment information

(i) Business Segment:

The Company operates as "One Integrated Business of Value Added Print Solutions" and hence there are no separate reportable segments for the Company.

(ii) Geographical Segment:

Secondary segment information is based on the geographical location of the customers. The geographical segments have been disclosed based on revenues within India (Sales to customers in India) and revenues outside India (sales to customers located outside India).

(Amount in Rupees)

Particulars	In India	Outside India	Total
Revenue	910,038,180	1,103,693,900	2,013,732,080
	(998,724,940)	(1,381,546,636)	(2,380,271,576)
Carrying amount of segment assets	2,525,695,726	440,087,669	2,965,783,395
	(2,129,244,432)	(642,218,046)	(2,771,462,478)
Carrying amount of segment liabilities	1,596,697,052	15,252,883	1,611,949,935
	(1,535,903,109)	(8,418,849)	(1,544,321,958)
Additions to fixed assets including capital work in progress.	194,883,442 (557,531,048)	– (–)	194,883,442 (557,531,048)

Figures in bracket represent amounts pertaining to previous year.

10. Related party disclosures under Accounting Standard 18

a. The following are the names of related parties where control exists irrespective of whether transactions have occurred or not :

Name of the related party	Nature of Relationship
Key Management Personnel	
Mr. Vinod Vohra	Chairman
Mr. Sanjeev Vohra	Managing Director
Mr. Rajeev Vohra	Director
Mr. Mukesh Dhruve	Director
Mr. Pramod Khera	Director
Mr. Dushyant Mehta	Director
Relatives of Key Management Personnel	
Mrs. Renu Vohra	Wife of Mr. Sanjeev Vohra
Miss Sonam Vohra	Daughter of Mr. Sanjeev Vohra
Mr. Rajeev Khera	Brother of Mr. Pramod Khera
Mrs. Nita Khera	Wife of Mr. Pramod Khera
Late Mrs. Asha Dhruve	Wife of Mr. Mukesh Dhruve
Mr. N. R. Mehta	Brother of Mr. Dushyant Mehta
Mrs. Shobana Mehta	Wife of Mr. N.R. Mehta
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	
Quadrum Solutions Private Limited	
Reproductions Private Limited	
Repro Knowledgecast Private Limited	
Repro Innovative Digiprint Private Limited	

b. The following are the volume of transactions with related parties during the year and outstanding balances as at the year end disclosed in aggregate by type of related party:

(Amount in Rupees)

Name	Key Management Personnel	Relative of Key Management Personnel	Enterprises Significantly Influenced by Key Management Personnel	Total	Outstanding Balance
Remuneration					
Mr. Vinod Vohra	3,325,600 (1,711,000)	– (–)	– (–)	3,325,600 (1,711,000)	787,870 (525,000)
Mr. Sanjeev Vohra	3,789,400 (6,861,300)	– (–)	– (–)	3,789,400 (6,861,300)	225,000 (525,000)
Mr. Rajeev Vohra	3,265,600 (1,651,000)	– (–)	– (–)	3,265,600 (1,651,000)	520,089 (525,000)
Mr. Mukesh Dhruve	3,679,000 (1,753,000)	– (–)	– (–)	3,679,000 (1,753,000)	275,000 (471,000)
Mr. Pramod Khera	3,894,785 (–)	– (–)	– (–)	3,894,785 (–)	– (–)
Mr. N. R. Mehta	– (–)	– (133,336)	– –	– (133,336)	– (–)
Mrs. Shobhana Mehta	– (–)	– (40,272)	– (–)	– (40,272)	– (–)
Late Mrs. Asha Dhruve	– (–)	– (72,000)	– (–)	– (72,000)	– (–)
Miss Sonam Vohra	– (–)	523,200 (480,000)	– (–)	523,200 (480,000)	– (–)
TOTAL	**17,954,385** **(11,976,300)**	**523,200** **(725,608)**	**–** **(–)**	**18,477,585** **(12,629,908)**	**1,807,959** **(2,046,000)**

Name	Key Management Personnel	Relative of Key Management Personnel	Enterprises Significantly Influenced by Key Management Personnel	Total	Outstanding Balance
Rent					
Mrs. Nita Khera	– (–)	637,497 (–)	– (–)	637,497 (–)	– (–)
Mrs. Renu Vohra	– (–)	3,600,000 (3,600,000)	– (–)	3,600,000 (3,600,000)	– (–)
TOTAL	**–** **(–)**	**4,237,497** **(3,600,000)**	**–** **(–)**	**4,237,497** **(3,600,000)**	**–** **(–)**
Professional Fees					
Mrs. Nita Khera	– (–)	440,000 (–)	– (–)	440,000 (–)	– (–)
Mr. Rajeev Khera	330,000 (–)	– (–)	– (–)	330,000 (–)	– (–)
Quadrum Solutions Private Limited	– (–)	– (–)	14,958,707 (11,908,263)	14,958,707 (11,908,263)	1,044,619 (3,591,769)
TOTAL	**330,000** **(–)**	**440,000** **(–)**	**14,958,707** **(11,908,263)**	**15,728,707** **(11,908,263)**	**1,044,619** **(3,591,769)**
Reproductions Private Limited					
Loan taken	– (–)	– (–)	13,700,000 (7,500,000)	13,700,000 (7,500,000)	– (–)
Loan repaid	– (–)	– (–)	13,700,000 (7,500,000)	13,700,000 (7,500,000)	– (–)
Balance Receivable	– (–)	– (–)	– (–)	– (–)	– (–)

Figures in bracket represent amounts pertaining to previous year.

11. Particulars of assets acquired under finance lease:

Finance leases – assets acquired under deferred payment credit [on or after April 1, 2001]

(Amount in Rupees)

Particulars	As at March 31, 2010			
	Total up to the end of lease	Due not later than 1 year	Due later than 1 year and not later than 5 years	Due later than 5 years
Minimum lease payments	7,383,736 (9,049,336)	5,299,074 (4,421,469)	3,013,569 (4,635,523)	– (–)
Less : Unamortised finance charges	551,723 (1,073,050)	740,315 (657,396)	188,592 (415,656)	– (–)
Present value	6,832,013 (7,976,286)	4,558,759 (3,764,073)	2,824,977 (4,219,867)	– (–)

Figures in bracket represent amounts pertaining to previous year.

Notes :

The following is the general description of significant clauses of the above finance lease agreement.

a. During the period of lease, the Company cannot create without prior written consent of the lender any other debt nor any mortgage, pledge, hypothecation, charge, lien or encumbrance upon or in respect of hypothecated assets or any part thereof in any manner whatsoever in favour of any person, firm, company or bank.

b. The assets would belong to the Company solely and absolutely and would be free from any and all charges and encumbrances save and except that created in favour of the lender.

c. The aggregate carrying amount of assets acquired under lease [class of asset – vehicles] after April 1, 2001 is Rs. 18,372,587 as at March 31, 2010 (Previous Year Rs. 18,576,752).

12. Operating Lease

The Company has taken office premises, godowns and residential premises on operating lease. The lease term is for one to five years and thereafter not renewable. There is no escalation clause in the lease agreement. There are no restrictions imposed by lease arrangements.

(Amount in Rupees)

Operating Lease	March 31, 2010	March 31, 2009
Future minimum lease payments		
Not later than one year	21,487,746	13,252,500
Later than one year and not later than five years	31,815,988	16,716,000
Later than five years	–	–
Total	53,303,734	29,968,500
Rent debited to the Profit and Loss Account	28,452,058	15,954,471

13. Earnings per share

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Net profit for the year as per Profit and Loss Account considered as numerator for calculating earnings per share	175,586,759	165,200,891
Weighted average number of equity shares		
- For Basic earning per share	10,483,149	10,479,149
- For Diluted earning per share	10,712,149	10,920,406
Earnings per share – Basic	16.75	15.76
– Diluted	16.39	15.05
Face Value Per Share	10.00	10.00

14. Following are the major components of deferred tax asset/(liability)

(Amount in Rupees)

Particulars	As at April 1, 2009	Current year charge/(credit)	As at March 31, 2010
Difference between book and tax base of fixed assets	140,162,025	12,046,443	152,208,468
Provision for doubtful debts	–	(23,164,029)	(23,164,029)
Preliminary Expenses U/s 35D	(1,469,408)	–	(1,469,408)
Provision for gratuity and leave encashment	(4,551,925)	(2,095,358)	(6,647,283)
Pertaining to other liabilities	(2,674,680)	712,944	(1,961,736)
Total	131,466,012	(12,500,000)	118,966,012

15. Summary of Investment purchased/sold for the year 2009-10

Mutual Fund Name	Purchases		Redemption		Closing investments	
	No. of Units	Cost of purchase (in Rs.)	No. of Units	Sales value (in Rs.)	No. of Units	Cost of purchase (in Rs.)
Fortis Mutual Fund - M17G Fortis Money Plus Institutional Growth	7,292,709	100,007,718	7,292,709	100,362,280	–	–
Fortis Mutual Fund - M43 Fortis Overnight - Institutional Growth	5,717,595	80,000,000	5,717,595	80,007,718	–	–

Mutual Fund Name	Purchases		Redemption		Closing investments	
	No. of Units	Cost of purchase (in Rs.)	No. of Units	Sales value (in Rs.)	No. of Units	Cost of purchase (in Rs.)
Templeton India Short Term Income Plan Institutional Growth	41,051	60,000,000	–	–	41,051	60,000,000
Templeton India Income Opportunities Fund - Growth	4,746,648	48,000,000	–	–	4,746,648	48,000,000
Kotak Liquid (Institutional Premium) - Growth	14,499,550	270,000,000	14,499,550	270,032,753	–	–
Kotak Flexi Debt Scheme Institutional Growth	33,522,798	378,032,753	33,522,798	378,351,199	–	–
Total	65,820,351	936,040,471	61,032,652	828,753,950	4,787,699	108,000,000

16. Derivative Instruments and Unhedged Foreign Currency Exposure

(a) Forwards Contracts outstanding as at Balance Sheet date.

Particulars	Forward (Sell)	
	No. of contracts	Amount in USD
(i) Against future Exports	23 (16)	8,434,154 (19,950,000)
(ii) Loan taken-(PCFC)	20 (14)	11,919,265 (5,769,979)
(iii) Debtors-(PCFC)	– (26)	– (981,893)
(iv) Loan taken	3 (–)	6,000,000 (–)

Figures in bracket represents amount pertaining to previous year.

Premium on forward contract is amortised and included in exchange rate difference for the Current Year Rs. 3,381,768 (Previous Year Rs. 6,241,903).

(b) Particulars of Unhedged Foreign Currency Exposure as at Balance Sheet date.

Particulars	USD	SGD	CHF	GBP	Euro	CAD	JPY	Total Amount in INR
(i) Debtors	– (–)	– (–)	– (–)	653,542 (212,135)	32,628 (43,163)	15,870 (–)	– (–)	47,140,384 (18,369,001)
(ii) Creditors	239,165 (–)	1,710 (–)	– (–)	– (–)	884 (284)	– (–)	127,520 (–)	369,279 (19,164)
(iii) Loan taken	10,985,000 (7,000,000)	– (–)	– (–)	– (–)	– (–)	– (–)	– (–)	495,862,900 (356,650,000)

Figures in bracket represents amount pertaining to previous year.

17. The Transport and Courier charges of Rs. 39,297,640 (Previous Year Rs. 44,097,512) are net of recovery of Rs. 276,182 (Previous Year Rs. 2,955,401). Packing Material Consumed of Rs. 5,623,334 (Previous Year Rs. 5,383,584) is net of packing income of Rs. 1,663,560 (Previous Year Rs. 1,822,429). Mailing charges of (Rs. 428,695) (Previous Year Rs. 3,175,919) is net of recovery of Rs. 1,784,326 (Previous Year Rs. 2,387,300).

18. Advances to employees include dues from officers of the Company Rs. 5,930,200 (Previous Year Rs. 3,097,000). Maximum amount outstanding at any time during the year in respect of such dues – Rs. 7,047,000 (Previous Year Rs. 4,127,000).

19. In the opinion of the Board, current assets, loans and advances have a value of at least equal to the amounts shown in the Balance Sheet, if realised in the ordinary course of the business. The provision for all the known liabilities is adequate and not in excess of the amount reasonably necessary.

20. The information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. The following suppliers are registered as Micro, Small, or Medium Enterprises as at March 31, 2010 in terms of provisions of 'The Micro Small and Medium Enterprises Development Act, 2006':

Sr. No.	Particulars
1.	Chemo Graphic International
2.	Daga Corrugating Industries
3.	ID Technologies
4.	Pack Print Industries
5.	Satyam Industries
6.	Ultra Pack Industries
7.	Utkarsh Brush Works

(Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Principal amount & the interest due thereon remaining unpaid to any supplier as at March 31, 2010 *	NIL	NIL
Interest paid along with the amounts of the payment made to the supplier beyond the appointed day during the year	NIL	NIL
Interest due and payable for the period of delay in making payment but without adding the interest specified	NIL	NIL
Interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
Interest remaining due & payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprises Development Act, 2006	NIL	NIL

* There is no interest which is payable as at the year end.

21. The gross block of fixed assets as at March 31, 2010 of vehicles include Rs. 33,639,364 (Previous Year Rs. 33,268,239) held in the names of employees for the beneficial interest of the Company.

(Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Gross Block	33,639,364	33,268,239
Accumulated depreciation	10,360,590	12,926,526
WDV	23,278,774	20,341,713

22. Personnel expenses exclude salary costs which have been capitalized during the year, aggregating to Rs. 18,918,717 (Previous Year Rs. 19,536,906) for implementation of the New ERP package. Travelling and Conveyance expenses exclude Rs. 10,323,789 (Previous Year Rs. 6,319,362) which have been capitalized towards "The Digital Content Project".

The additions in fixed assets, comprises of following amount of exchange rate loss/gain, capitalized/decapitalized from each of the following block of assets:

(Amount in Rupees)

Sr. No.	Particulars	March 31, 2010 De-capitalized	March 31, 2009 Capitalized
1.	Factory Building	(9,080,813)	11,499,111
2.	Plant & Machinery	(37,466,893)	28,348,631
3.	Computers	(426,389)	535,853
4.	Air-Conditioners	(186,912)	212,030
5.	Elec-Inst & Fitting	(100,169)	125,884
6.	Office Equipment	(45,241)	59,126
7.	Furniture & Fixture	(82,932)	–
8.	Intangible Assets	(1,076,469)	–
		(48,465,818)	40,780,635

23. Additional information pursuant to the provisions of paragraphs 3, 4, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956

a. Quantitative details of goods manufactured :

i. Particulars of goods manufactured

- Class of goods manufactured - Printed products include annual reports, calendars, house journals, magazines and other periodicals, IT books and other educational books, booklets and brochures, etc.
- The nature of the Company's operations is such that there are no known physical measures or standard classification for the saleable product because each product has different varieties. Consequently, quantitative information regarding production, turnover and opening and closing stocks of finished goods has not been given.
- The actual production of printed books during the year was 77,270,922 nos. (Previous Year 83,612,211 nos.) and that of other printed material was 853,175 nos. (Previous Year 1,988,445 nos.). This has been certified by the management and accepted by the Auditors being a technical manner.
- Sales include major sales of printed books 77,270,922 nos. (Previous Year 83,612,211 nos.) valuing Rs. 1,868,389,178 (Previous Year Rs. 2,149,989,472) leaving balance sales of other printed and non-printed material valuing Rs. 110,535,832 (Previous Year Rs. 180,334,714).

ii. Particulars of raw material consumed

Particulars	Unit	For the year ended March 31, 2010		For the year ended March 31, 2009	
		Quantity	Value in Rupees	Quantity	Value in Rupees
Paper	Kgs.	23,306,589	907,519,064	23,630,485	1,115,579,076
Inks	Kgs.	149,829	23,737,012	136,623	25,233,458
Others			1,268,834		3,146,401
Total			932,524,910		1,143,958,935
Sales tax set off			7,572,916		8,707,726
Total			924,951,994		1,135,251,209

iii. Licensed capacity, installed capacity and production:

In view of the nature of the Company's business, the production and installed capacity being variable are not ascertainable and not relevant to the volume of Company's sales.

b. Remuneration to Directors

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Salary, allowances and benefits	16,333,125	6,802,000
Commission to Managing Director	–	5,000,000
Perquisites	1,621,260	174,300
Total	17,954,385	11,976,300

Computation of net profit in accordance with Section 349 of the Companies Act, 1956

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Profit before Taxation (A)	165,827,224	195,316,228
Add :- Depreciation as per Profit & Loss Account	100,438,459	79,508,639
Loss on Sales/Discarding of Fixed Assets	(3,272,401)	7,526,279
Remuneration to Directors	17,954,385	11,976,300
Sub Total (B)	115,120,443	99,011,218
Less:- Depreciation as per Section 350 of Companies Act, 1956	100,438,459	79,508,639
Profit on sale of investments	713,479	–
Sub total (C)	101,151,938	79,508,639
Profit as per Section 349 of the Companies Act, 1956 (A+B-C)	179,795,729	214,818,807
Maximum Remuneration to the Managing Director/Whole Time Director restricted to 5% of the net profits as per Sections 198 and 309 of the Companies Act, 1956	8,989,784	10,740,940
Remuneration paid to Managing Director as per service agreement	3,789,400	1,861,300
Total Managerial remuneration to all the directors not to exceed 10% of the net profits of the Company as per Sections 198 and 309 of the Companies Act, 1956	17,979,573	21,481,881
Balance available for payment of incentive/commission to Managing Director/Whole Time Directors	25,188	8,879,740
Actual commission paid to Managing Director	–	5,000,000

As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Directors is not ascertainable and therefore, not included above.

c. **Particulars of consumption of imported and indigenous raw materials, consumable stores and packing material:**

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
i. Raw materials:	Rupees	%	Rupees	%
Imported	558,907,316	59.93	355,964,215	31.06
Indigenous	373,617,594	40.07	787,994,720	68.94
Total	932,524,910	100.00	1,143,958,935	100.00
Less : Sales tax set off	7,572,916		8,707,726	
Total	924,951,994		1,135,251,209	
ii. Consumable stores and packing materials: #				
Imported	9,052,204	7.29	18,915,877	13.46
Indigenous	115,127,240	92.71	121,640,406	86.54
Total	124,179,444	100.00	140,556,283	100.00

Consumption of stores and packing materials above, is net of packing income of Rs.1,663,560 (previous year Rs. 1,822,429)

d. **CIF value of imports**

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Raw Material	562,043,614	306,146,671
Consumable stores and spare parts	18,732,556	23,993,370
Capital goods	173,256,378	217,547,568
Total	754,032,548	610,070,605

e. **Expenditure in foreign currency (on accrual basis)**

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Travelling expenses [including Rs.10,323,789 (Previous Year Rs.1,279,019) capitalised as fixed assets]	15,365,644	14,186,865
Royalty	8,580,577	728,626
Consultation	2,004,789	84,598
Professional Charges	5,832,826	2,137,255
Others	209,850	93,321
Total	31,993,686	17,230,665

f. **Earnings in foreign exchange (on accrual basis)**

(Amount in Rupees)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
FOB value of sales	1,103,693,900	1,381,546,636
Fulfillment Income and recovery expenses	-	16,071,560
Total	1,103,693,900	1,397,618,196

24. Details of Employee Benefits – Gratuity

(i) Defined Benefit Plans :

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

Profit and Loss Account (Amount in Rupees)

Net employee benefit expenses (recognized in Employee Cost)	March 31, 2010	March 31, 2009
Current service cost	2,562,206	1,953,949
Interest cost on benefit obligation	1,381,062	1,020,986
Expected return on plan assets	(143,421)	(142,471)
Net actuarial loss/(gain) recognised during the Year	(372,025)	1,668,321
Net Benefit expense	3,427,822	4,500,785
Actual return on plan assets	172,018	162,175

Balance Sheet (Amount in Rupees)

Details of Provision for gratuity	March 31, 2010	March 31, 2009
Defined Benefit obligation	18,655,920	15,459,811
Fair value of plan assets	(1,762,916)	(1,831,409)
Plan Liability	16,893,004	13,628,402

Changes in the present value of the defined benefit obligation are as follows: (Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Opening defined benefit obligation	15,459,811	11,020,150
Interest Cost	1,381,062	1,020,986
Current service cost	2,562,206	1,953,949
Benefits paid	(403,731)	(223,299)
Actuarial (gains)/loss on obligation	(343,428)	1,688,025
Closing defined benefit obligation	18,655,920	15,459,811

Changes in the fair value of Plan Assets are as follows: (Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Opening fair value of plan assets	1,831,409	1,695,325
Expected return	143,421	142,471
Contributions made by employer during the Year	163,220	197,208
Benefits paid	(403,731)	(223,299)
Actuarial gains/ (loss)	28,597	19,704
Closing fair value of plan assets	1,762,916	1,831,409

Particulars	Amount in Rupees
Expected contribution to defined benefit plan for the year ended March 31, 2011.	4,295,562

The major categories of plan assets as a percentage of fair value of total plan assets are as follows:

Particulars	March 31, 2010	March 31, 2009
Insurer Managed Funds (LIC)	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has not been any significant change in the rate of return on assets.

The principal actuarial assumptions at the Balance Sheet date.

Particulars	March 31, 2010	March 31, 2009
Discount rate	8.00 %	7.75 %
Expected rate of return on plan assets	8.00 %	8.00 %
Expected rate of salary increase	5.00 %	5.00 %
Employee Turnover	2.00 %	2.00 %
Mortality table	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate

Experience adjustment for current year for gratuity:

(Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
On plan assets loss / (gain)	(28,597)	(19,704)
On plan liabilities gain /(loss)	189,672	(1,072,091)

Notes :

1. The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
2. The disclosure in respect of status of defined benefits obligation have been given for two years, since the Company has adopted AS 15 (Revised) in the year March 2009.

(ii) *Defined Contribution Plans*

Amount of Rs. 9,737,277 (Previous Year: Rs. 8,047,487) is recognised as an expense and included in Schedule – 'Contribution to Provident and Other Funds' in the Profit and Loss account.

25. Employee Stock Option Plans (ESOPS)

The Company instituted an Employees Stock Option Scheme ("ESOPS") for certain employees as approved by the shareholders on September 12, 2006. In accordance with the scheme, the Company has granted options in respect of 500,000 equity shares to employees of the Company on May 14, 2007 at an exercise price of Rs.98/- being the market price on the date of grant. The options were granted with a vesting period spread over 3 years. During the year, 55,000 number of options had lapsed on account of resignation of some employees and these were regranted on December 24, 2009 to Mr.Pramod Khera, Executive Director at an exercise price of Rs. 98 being the market price on the date of the grant which shall get vested on December 24, 2010.

As the intrinsic value (difference between Market price and Exercise price) as on the date of the grant was nil, no compensation cost has been recognised in the financial statement. During the year 1,50,000 options have been vested.

Date of Grant	May 14, 2007 and December 24, 2009
Date of Board Approval	July 24, 2006
Date of Shareholders Approval	September 12, 2006
Number of options granted	500,000
Method of Settlement (Cash / Equity)	Equity
Vesting Period	Spread over 3 years for 445,000 options and 1 year for 55,000 options
Exercise Period	3 years from the date of vesting
Vesting Conditions	Nil

The details of the activity have been summarized below:

Particulars	March 31, 2010 (No. of equity shares)	March 31, 2009 (No. of equity shares)
Outstanding at the beginning of the year	500,000	500,000
Granted during the year (lapsed and regranted)	55,000	-
Forfeited during the year	-	-
Exercised and allotted during the year	16,000	-
Vested during the year	150,000	150,000
Options vested and outstanding during the year	150,000	150,000
Expired during the year	-	-
Outstanding at the end of the year	484,000	500,000
Exercisable at the end of the year	229,000	150,000

Since the Company used the intrinsic value method the impact on the reported net profit and earnings per share by applying the fair value method is as under:

(Amount in Rupees)

Particulars	March 31, 2010	March 31, 2009
Net Profit/(Loss) as reported	175,586,759	165,200,891
Add – Employee stock compensation under intrinsic value method	-	-
Less – Employee stock compensation under fair value method	(6,011,467)	(6,011,467)
Proforma Profit/(Loss)	169,575,291	159,189,424
Earning per share (Rs.)		
Basic		
- as reported	16.75	15.76
- Proforma	16.18	15.19
Diluted		
- as reported	16.39	15.05
- Proforma	15.83	14.58

26. Previous year's figures have been regrouped wherever necessary to confirm to this year's classification.

As per our Report of even date

For **S. R. BATLIBOI & CO.**
Firm Registration No. 301003E
Chartered Accountants

per **VIJAY MANIAR**
Partner
Membership No. 36738

Mumbai, Dated : May 06, 2010

For and on behalf of the Board of Directors

SANJEEV VOHRA Managing Director

MUKESH DHRUVE Director

MADHAVI KULKARNI Company Secretary

Mumbai, Dated : May 06, 2010

Statement Pursuant to Part IV of Schedule VI to the Companies Act, 1956
Balance Sheet Abstract and Company's General Business Profile

1. Registration Details

Registration No.	71431	State Code	11
Balance Sheet Date	31 (Date) 03 (Month) 2010 (Year)		

2. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	NIL	Bonus Issue	NIL
Rights Issue	NIL	Private Placement	NIL
Issue of shares under the Repro ESOS, 2006*	160		

3. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	2965782	Total Assets	2965782
Sources of Funds :			
Paid-up Capital	104951	Reserves and Surplus	1129915
Secured Loans	1353104	Unsecured Loans	NIL
Deferred Tax Liability	118966		
Application of Funds :			
Net Fixed Assets	1366935	Investment	108000
Net Current Assets	1232001	Misc. Expenditure	NIL
Accumulated Losses	NIL		

4. Performance of the Company (Amount in Rs. Thousands)

Turnover (Total Income)	2034378	Total Expenditure	1868551
+ –	Profit/(Loss) Before Tax	+ –	Profit (Loss) After Tax
✓ (+)	165827	✓ (+)	175587

(Please tick Appropriate box + for profit, - for loss)

Earning per Share (Rs.) (on profit after taxes)	16.39	Dividend Rate %	30

5. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	Product Description
49011002	BOOKLETS AND BROCHURES
49111001	PRINTED POSTERS AND ANNUAL REPORTS
49021002	JOURNALS AND CALENDARS

* Issue of shares on exercise of options granted to employees under the Repro India Limited-Employees Stock Option Scheme, 2006.

For and on behalf of the Board of Directors

SANJEEV VOHRA	Managing Director
MUKESH DHRUVE	Director
MADHAVI KULKARNI	Company Secretary

Mumbai, Dated : May 06, 2010

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