
**Twenty-Fifth
Annual Report
2012-2013**





BOARD OF DIRECTORS

Sajjan Jindal, Chairman

Pradip Kumar Khaitan

C. M. Maniar

Sudhir A. Merchant

Atul Sud

K. K. Kanoria, Whole-time Director

Saket Kanoria, Managing Director

S. G. Nanavati, Executive Director

Rishav Kanoria, Executive Director

Pravin Karambelkar, Company Secretary

AUDITORS

Shah Gupta & Co.

Chartered Accountants

REGISTERED OFFICE

Shiv Smriti,

49, Dr. Annie Besant Road,

Worli, Mumbai - 400 018.

Tel : +91 22 66606006

Fax : +91 22 24935893

Email : info@tcpl.in

Website : www.tcpl.in

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited

(Formerly Intime Spectrum Registry Ltd.)

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai 400078

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FINANCIAL DATA/OPERATING PERFORMANCE FOR THE LAST 10 YEARS

(₹ in lacs)

Particulars	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13
Capital Employed:								*	*	*
Net Fixed Assets	4116.06	4815.03	6435.49	6956.36	9551.38	9175.88	10570.72	11559.64	14901.56	16228.03
Net Current Assets	1128.66	805.16	878.1	1168.29	2125.61	2945.22	3014.26	2603.11	2988.54	4731.14
Non Current assets (other Than fixed Assets)	--	--	--	--	--	--	--	685.98	909.05	623.14
Total	5244.72	5620.19	7313.59	8124.65	11676.99	12121.10	13584.98	14848.73	18799.15	21582.31
Financed by:										
Shareholders' Fund	2304.76	2510.49	2935.39	3286.83	4666.62	4844.42	5322.79	5979.67	6715.84	7796.75
Long Term Loans	1626.27	1597.96	3228.34	3574.23	5672.81	5468.88	6186.82	4850.11	6954.60	6121.36
Working Capital Loans	576.39	728.96	497.04	500.08	697.71	1122.90	1435.20	3077.57	4006.05	6229.53
Unsecured Loans	5.85	3.54	--	170.00	--	9.50	--	--	200.00	200.00
Deferred Tax Liability	731.45	779.24	652.82	593.51	639.84	675.40	640.17	756.17	927.63	1006.37
Non Current Liabilities	--	--	--	--	--	--	--	185.21	195.03	228.30
Total	5244.72	5620.19	7313.59	8124.65	11676.98	12121.10	13584.98	14848.73	18999.15	21582.31
Sales:										
Notional Turnover	9458.00	10421.00	11361.00	13984.00	16217.00	19152.00	22304.00	28567.00	33704.00	42083.00
Turnover	7226.35	7769.09	9034.01	11187.39	13092.89	17121.56	19609.78	25102.55	29567.87	38877.69
Excise	1244.61	1237.49	1275.05	1279.16	1427.80	1399.32	997.82	1413.09	1650.66	2114.15
Net Turnover of Which:	5981.74	6531.60	7758.96	9908.23	11665.09	15722.24	18611.96	23689.46	27917.21	36763.54
Exports	479.40	1053.79	1789.13	2150.23	2210.06	2088.63	2337.00	3101.00	4864.43	7272.95
EBIDTA	928.51	959.27	1157.70	1467.45	1723.16	2331.31	2742.27	3477.19	4486.03	5579.73
Interest	305.54	247.82	320.19	423.06	544.27	729.28	662.78	983.75	1196.50	1495.68
Foreign Exchange Fluctuation	--	--	--	--	--	49.63	85.10	62.09	353.46	14.30
Cash Profit	622.97	711.45	837.51	1044.39	1178.89	1602.03	1994.39	2431.35	2936.06	4069.74
Depreciation	368.84	394.85	499.41	661.97	816.90	1114.01	1209.10	1462.54	1796.65	2035.27
Profit before tax	254.13	316.60	338.10	382.42	361.99	488.04	785.29	968.81	1139.41	2034.47
Profit after tax	162.66	231.52	418.11	308.72	292.34	346.80	443.30	628.70	770.50	1350.63
Dividend amount	67.69	88.19	93.22	100.38	134.25	134.25	139.93	145.57	202.23	269.72
Earning Per Share (Amt. in ₹)	3.25	4.45	7.80	5.49	4.33	4.52	5.63	7.69	8.93	15.52
Dividend Per Share (Amt. in ₹)	1.20	1.50	1.50	1.50	1.50	1.50	1.50	1.50	2.00	2.65

* Figures of FY 2010-11 onwards are regrouped and as per revised schedule VI of the Companies Act, 1956

NOTICE

Notice is hereby given that the Twenty-Fifth Annual General Meeting of TCPL Packaging Ltd. will be held on Wednesday, 24th July, 2013 at 4.30 p.m. at Sunville Deluxe Pavillion, 9 Dr. Annie Besant Road, Worli, Mumbai 400018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance sheet as at 31st March 2013 and Profit and Loss Account for the year ended 31st March 2013, and the Reports of the Directors and the Auditors thereon.
2. To declare a Dividend for the year ended 31st March 2013.
3. To appoint a Director in place of Mr. Sajjan Jindal who retires by rotation and eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. C. M. Maniar who retires by rotation and eligible, offers himself for re-appointment.
5. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to Board of Directors of the Company ("the Board") to mortgage, hypothecation, lien, charge and encumbrances on the current assets on second charge basis in favour of ICICI Bank, the lender to sell, lease or otherwise to dispose off the whole or substantially the whole of the Company's Undertaking to secure the repayment of Term Loan of ₹ 37.50 crores sanctioned by ICICI Bank together with the interest thereon.
RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creating the aforesaid mortgages and/or charges and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."
7. To consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) consent of the Company be and is hereby accorded to Board of Directors of the Company ("the Board") to mortgage, hypothecation, lien, first charge any of its movable and immovable assets and second charge on current assets wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of bank, together with interest, cost, charges and expenses thereon for amount not exceeding ₹ 175.00 Crores (Rupees One Hundred Seventy Five Crores Only) at any point of time.
RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."
8. To consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT in supersession of the earlier resolution passed and pursuant to Section 293 (1) (d) and other applicable provisions, if any of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 175.00 Crores (Rupees One Hundred Seventy Five Crores Only), in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

9. To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and the Guidelines for Managerial Remuneration issued by the Central Government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Saket Kanoria as the Managing Director of the Company, for a period commencing from 1st April, 2013 to 30th September 2015 upon and subject to the remuneration, terms and conditions as set out in the Agreement dated 1st April, 2013, entered into by the company with him.”

AND RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. Saket Kanoria as minimum remuneration, for the period 1st April, 2013 to 30th September 2015, notwithstanding that in any financial year of the Company during the term of this office as such, the Company may have made no profits or profits may be inadequate;

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. Saket Kanoria (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.”

10. To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and the Guidelines for Managerial Remuneration issued by the Central Government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. K. K. Kanoria as Whole-time Director of the Company, for a period commencing from 1st April, 2013 to 30th September 2015 upon and subject to the remuneration, terms and conditions as set out in the Agreement dated 1st April, 2013, entered into by the company with him.

AND RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. K. K. Kanoria as minimum remuneration, for the period 1st April, 2013 to 31st March, 2015, notwithstanding that in any financial year of the Company during the term of this office as such, the Company may have made no profits or inadequate profits;

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. K. K. Kanoria (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.”

11. To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or enactment thereof and the Guidelines for Managerial Remuneration issued by the Central Government from time to time and subject to such requisite approvals, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Rishav Kanoria as an Executive Director of the Company, for a period commencing from 7th May, 2013 to 30th September 2016 upon and subject to the remuneration, terms and conditions as set out in the Agreement dated 7th May, 2013, entered into by the company with him.

AND RESOLVED FURTHER THAT subject to the limits prescribed from time to time in Section II of Part II of Schedule XIII of the Companies Act, 1956, the remuneration payable as aforesaid shall be paid to Mr. Rishav Kanoria as minimum remuneration, for the period 7th May, 2013 to 30th September 2016, notwithstanding that in any financial year of the Company during the term of this office as such, the Company may have made no profits or profits may be inadequate;

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to review, revise, increase or enhance the remuneration, perquisites and benefits to be paid or provided to Mr. Rishav Kanoria (including the minimum remuneration) in accordance with the relevant provisions in the Companies Act, 1956 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution.”

BY Order of the Board

Pravin Karambelkar
Company Secretary

Registered Office:

Shiv Smriti,
49, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
Dated: 7th May 2013.

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
2. The Register of Members of the Company will remain closed from 15th July 2013 to 24th July 2013 (both days inclusive)
3. Transfer of Shares (in physical form) received in order by the Company at the Registered Office or at the office of the Company’s Registrar and Transfer Agent, on or before 15th July 2013 will be passed for payment of dividend, if declared.
4. The dividend that may be declared at this meeting will be payable to those members (or to their mandates) whose names are in the Company’s Register of Members on 15th July 2013 subject to the provisions of Section 206A of the Companies Act, 1956. In respect of shares held in electronic form (dematerialised shares), the dividend will be payable to such beneficial owners as per list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
5. Members are requested to notify immediately any change in their address/mandate/bank details to the Company, quoting their Folio Number.

EXPLANATORY STATEMENT

Item No. 6

The Company has been sanctioned term loan facility of ₹ 37.50 Crores by ICICI Bank subject to creation of first pari passu charge on moveable and immovable Fixed Assets and Second charge on the Current Assets of the Company.

The Company has given undertaking to the ICICI Bank to furnish Resolution under Section 293(1)(a) of the Companies Act, 1956 for creation of second charge on the current assets of the Company. The Directors of the Company recommend the passing of the Ordinary Resolution contained in item No.6.

Item No. 7

The Company requires Term Loan/s from bank/s and other private parties/lenders from time to time. These loans are secured by creation of charge on the Fixed Assets and current assets of the Company. To enable the Board of Directors to create mortgages, hypothecation, lien, first or second charge as the case may be and encumbrances on the Fixed Assets and current assets of the Company from time to time up to ₹ 175.00 crores, including the loans which have already been availed till the date by the Company for which the security has been already created. Resolution as set out under item No.7, is therefore recommended as an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, for availing the Term Loan/s from time to time from banks.

Item No. 8

The present borrowing power under section 293(1)(d) of the Companies Act, 1956, is ₹ 125.00 crores. The Resolution is proposed in view of the Company’s requirement of additional borrowing from time to time in excess of the present limit of ₹125.00 crores but not exceeding ₹ 175.00 crores. The Directors recommend the passing of Ordinary Resolution of Item No.8 of the accompanying notice under section 293(1)(d) of the Companies Act, 1956.

Item No. 9

Mr. Saket Kanoria was appointed as Managing Director in February 1991. Thereafter he was re-appointed as managing director from time to time and terms of remuneration modified accordingly. His last re-appointment was made at the meeting of the members held on 21st September, 2010 for period of 3years with effect from 1st April 2010 to 31st March 2013.

The Board of Directors of the Company at its meeting held on 28th January, 2013, re-appointed subject to approval of the members in general meeting Mr. Saket. Kanoria as Managing Director with effect from 1st April, 2013 to 30th September 2015 with substantial powers of management. He is responsible for the conduct of business, activities and operations of the various units of the Company. He shall perform all such duties and exercise the powers as may from time to time be assigned to him by the Board of Directors.

The particulars of the remuneration to be paid to Mr. Saket Kanoria, for the period 1st April, 2013 to 30th September 2015 within the limits of Schedule XIII of the Companies Act, 1956, are as under:

REMUNERATION**SALARY:**

₹ 3,50,000/- per month (from the existing ₹ 3,00,000 per month).

COMMISSION:

Commission based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the Companies Act, 1956.

PERQUISITES AND ALLOWANCES:

Bonus or ex-gratia payment in accordance with the Rules and Regulations of the Company, accommodation (furnished or otherwise), or rent allowance in lieu thereof, house maintenance allowance, together with utilities thereof such as gas, electricity, water, furnishings and repairs; servants allowance, entertainment and newspaper and periodicals allowance, medical reimbursement, leave travel allowance for himself and his family, club fees, medical insurance etc. in accordance with the Rules and Regulations of the Company or as agreed by the Board of Directors; provided that the aggregate value shall not exceed ₹ 1,00,000/- per month or ₹ 12,00,000/- per annum.

RETIREMENT BENEFITS:

Company's contribution to Provident Fund or Superannuation or annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961. Gratuity payable in accordance with the Rules and Regulations of the Company and the value of such benefits shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

USE OF CAR AND TELEPHONE:

Provision of the Company's cars and driver for use on the Company's business and telephone(s) at residence (including payment for local calls and long distant official calls) shall not be included in the computation of perquisites for purpose of calculating the said ceiling.

If during the term of office of Mr. Saket Kanoria, the Company has not made profits or profits made are inadequate in any financial year, salary to be paid to Mr. Saket Kanoria will be ₹ 3,00,000/- per month with perquisites as mentioned hereinabove to be considered pursuant to Sections 198, 269, 309 and 310 read with Schedule XIII and treated as minimum remuneration.

Mr. Saket Kanoria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

Mr. Saket Kanoria shall give an undertaking to the Company that he shall not so long as he functions as Managing Director of the Company, become interested or otherwise connected directly or through his wife in any selling agency of the Company without the prior approval of the Company and the Central Government.

The Board of Directors are authorized to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mr. Saket Kanoria in accordance with the provisions of the Companies Act, 1956, and/or any statutory modification of re-enactment thereof and/or the Guidelines for Managerial Remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time.

Either party shall be entitled to terminate the Contract by giving not less than six months' prior notice in that behalf.

The Directors, therefore, recommend the passing of the Special Resolution contained in item No.9 of the accompanying Notice under Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 for the above purpose.

The terms of remuneration of Mr. Saket Kanoria has the approval of the Remuneration Committee.

Mr. Saket Kanoria may be considered to be interested in passing of the Resolution as it relates to his re-appointment and remuneration.

None of the Directors other than Mr. K. K. Kanoria, Mr. Sajjan Jindal and Mr. Rishav Kanoria may be considered to be concerned or interested in the Resolution.

The Agreement entered into with Mr. Saket Kanoria will be available for inspection to the members at the Registered Office of the Company during the Company's business hours on any working day of the Company upto and including the date of the meeting.

A statement containing the requisite information as per Para (B) of Part II, of Schedule XIII of the Companies Act, 1956 is given at the end of the notice which is applicable for appointment Mr. K. K. Kanoria, Whole-time Director and Mr. Rishav Kanoria, Executive Director.

Information about the appointee

1) Background details & Past Remuneration

Mr. Saket Kanoria was appointed in February 1991 as Managing Director. He is MBA-Finance from George Washington University, USA. Under his guidance and supervision, the Company has grown continuously over the past many years. His last appointment as Managing Director was made at Annual General Meeting held on 21st September 2010 for a further period of 3 years from 1st April 2010 to 31st March 2013. The Board of Director re-appointed him as Managing Director for period commencing from 1st April 2013 to 30th September 2015 subject to approval of the members in their meeting as per the terms outlined above.

2) Job Profile

Mr. Saket Kanoria supervises and controls the day-to-day activities of the Company at various factories and offices through the departmental / operational heads. He is assisted by Team of Senior Management Personnel responsible for production, marketing, exports, accounts, finance and other activities. He is also a member of Young Presidents Organisation and Committee Member of Indian Flexible Packaging and Folding Carton Manufacturers Association.

3) Remuneration Proposed

The remuneration proposed as detailed hereinabove is comparative with reference to the industry, turnover of the company considering multilocational manufacturing set up and job profile of the Managing Director.

4) There is no other pecuniary relationship of Mr. Saket Kanoria with the Company except that Mr. K. K. Kanoria, his father and Mr. Rishav Kanoria his son draw the remuneration as Whole-time Director and Executive Director respectively.

Item 10.

Mr. K. K. Kanoria was appointed as Whole-time Director in August 2001. Thereafter he was re-appointed as Whole-time Director from time to time and terms of remuneration modified accordingly. His last re-appointment was made at the meeting of the members held on 21st September, 2010 for period of 3years with effect from 1st April 2010 to 31st March 2013.

The Board of Directors of the Company at its meeting held on 28th January, 2013, re-appointed subject to approval of the members in general meeting Mr. K. K. Kanoria as Whole-time Director with effect from 1st April, 2013 to 30th September 2015 with substantial powers of management. He is responsible for the conduct of business, activities and operations of the various units of the Company. He shall perform all such duties and exercise the powers as may from time to time be assigned to him by the Board of Directors.

Mr. K. K. Kanoria is currently 72 years old. According to the Part I, Clause C of Schedule XIII of the companies Act, 1956 his appointment need to be approved by passing special resolution in general meeting.

The particulars of the remuneration to be paid to Mr. K. K. Kanoria, for the period 1st April, 2013 to 30th September 2015 within the limits of Schedule XIII of the Companies Act, 1956, are as under:

REMUNERATION:

SALARY:

₹ 2,75,000/- per month (from the existing ₹ 2,25,000 per month).

COMMISSION:

Commission based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the Companies Act, 1956.

PERQUISITES AND ALLOWANCES:

Bonus or ex-gratia payment in accordance with the Rules and Regulations of the Company, accommodation (furnished or otherwise), or rent allowance in lieu thereof, house maintenance allowance, together with utilities thereof such as gas, electricity, water, furnishings and repairs; servants allowance, entertainment and newspaper and periodicals allowance, medical reimbursement, leave travel allowance for himself and his family, club fees, medical insurance etc. in accordance with the Rules and Regulations of the Company or as agreed by the Board of Director; Provided that the aggregate value shall not exceed ₹ 75,000/- per month or ₹ 9,00,000/- per annum (existing ₹ 40,000 per month or ₹ 4,80,000 per annum).

RETIREMENT BENEFITS:

Company's contribution to Provident Fund or Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961. Gratuity payable in accordance with the Rules and Regulations of the Company and the value of such benefits shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

USE OF CAR AND TELEPHONE:

Provision of the Company's cars and driver for use on the Company's business and telephone(s) at residence (including payment for local calls and long distant official calls) shall not be included in the computation of perquisites for purpose of calculating the said ceiling.

If during the term of office of Mr. K. K. Kanoria, the Company has not made profits or profits made are inadequate in any financial year, he will be entitled to above remuneration by way of salary and perquisites which will be treated as minimum remuneration.

Mr. K. K. Kanoria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

Mr. K. K. Kanoria shall give an undertaking to the Company that he shall not so long as he functions as Whole-time Director of the Company, become interested or otherwise connected directly or through his wife in any selling agency of the Company without the prior approval of the Company and the Central Government.

The Board of Directors are authorised to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mr. K. K. Kanoria in accordance with the provisions of the Companies Act, 1956, and/or any statutory modification of re-enactment thereof and/or the Guidelines for Managerial Remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time.

Either party shall be entitled to terminate the Contract by giving not less than six months' prior notice in that behalf.

The Directors, therefore, recommend the passing of the Special Resolution contained in item No.10 of the accompanying Notice under Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 for the above purpose.

The terms of remuneration of Mr. K. K. Kanoria has the approval of the Remuneration Committee.

Mr. K. K. Kanoria may be considered to be interested in passing of the Resolution as it relates to his re-appointment and remuneration.

None of the Directors other than Mr. Sajjan Jindal, Mr. Saket Kanoria and Mr. Rishav Kanoria may be considered to be concerned or interested in the Resolution.

The Agreement entered with Mr. K. K. Kanoria will be available for inspection to the members at the Registered Office of the Company during the Company's business hours on any working day of the Company upto and including the date of the meeting.

A statement containing the requisite information as per Para (B) of Part II, of Schedule XIII of the Companies Act, 1956 is given at the end of notice which is applicable for appointment Mr. Saket Kanoria, Managing Director and Mr. Rishav Kanoria, Executive Director.

Information about the appointee

1. Background details & Past Remuneration

Mr. K. K. Kanoria was appointed on 1st August 2001 as a Whole-time Director. He is a Graduate from Kolkata University with Hons. in Economics and Political Science. He has been associated with several Chambers of Commerce representing business and industry in the country. He occupied senior positions at various Chambers of Commerce at the level of President, Vice President, Secretary and Convener from time to time. He also headed and was a part of various delegations abroad on behalf of several Chambers of Commerce, representing Indian industry and business. He is an Honorary Consul of The Kingdom of Morocco since August 2005.

2) Job Profile

Mr. K.K. Kanoria supervises the day-to-day activities of the Company mainly related to policy decisions and financial matters. He interacts with various departmental/ operational heads, at Company's offices and factories.

3) Remuneration proposed

The remuneration proposed as detailed hereinabove is comparative with reference to the industry, turnover of the company considering multilocational manufacturing set up and experience of the Whole-time Director.

4) There is no other pecuniary relationship of Mr. K. K. Kanoria with the Company except that his son, Mr. Saket Kanoria and his grandson Shri Rishav Kanoria draws the remuneration as Managing Director and Executive Director respectively.

Item 11.

The Board of Directors of the Company at their meeting held on 7th May, 2013 appointed Mr. Rishav Kanoria as an additional director from 7th May 2013. The Board of Directors also appointed him as Executive Director and approved his remuneration with effective from 7th May 2013 subject to approval of the members at the general meeting. According to the provisions section 260 of the Companies Act 1956, he holds office as a Director only up to the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with a deposit of ₹ 500/- proposing the candidature of Mr. Rishav Kanoria for the office of the Director under the provision of Section 257 of the Companies Act, 1956.

Mr. Rishav Kanoria is currently 23 years old. According to the Part I, Clause C of Schedule XIII of the companies Act, 1956 his appointment need to be approved by passing special resolution in general meeting.

The particulars of the remuneration to be paid to Mr. Rishav Kanoria, for the period 7th May, 2013 to 30th September 2016 within the limits of Schedule XIII of the Companies Act, 1956, are as under:

REMUNERATION:**SALARY:**

₹ 1,00,000 /- per month, with such increments as the Board may determine; subject to maximum of ₹ 2,00,000/- per month.

COMMISSION:

Commission based on the net profits of the Company, subject to the ceiling prescribed in that behalf under the Companies Act, 1956 as per the board.

PERQUISITES AND ALLOWANCES:

Bonus or ex-gratia payment in accordance with the Rules and Regulations of the Company, accommodation (furnished or otherwise), or rent allowance in lieu thereof, house maintenance allowance, together with utilities thereof such as gas, electricity, water, furnishings and repairs; servants allowance, education allowance for dependent children, entertainment and newspaper and periodicals allowance, medical reimbursement, leave travel allowance for himself and his family, club fees, medical insurance etc. in accordance with the Rules and Regulations of the Company or as agreed by the Board of Director; Provided that the aggregate value shall not exceed ₹ 60,000/- per month with such increment as the Board may determine; subject to maximum of ₹ 1,00,000/- per month.

RETIREMENT BENEFITS:

Company's contribution to Provident Fund or Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961. Gratuity payable in accordance with the Rules and Regulations of the Company and the value of such benefits shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

USE OF CAR AND TELEPHONE:

Provision of the Company's cars and driver for use on the Company's business and telephone(s) at residence (including payment for local calls and long distant official calls) shall not be included in the computation of perquisites for purpose of calculating the said ceiling.

If during the term of office of Mr. Rishav Kanoria, the Company has not made profits or profits made are inadequate in any financial year, he will be entitled to above remuneration by way of salary and perquisites which will be treated as minimum remuneration.

Mr. Rishav Kanoria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

Mr. Rishav Kanoria shall give an undertaking to the Company that he shall not so long as he functions as Executive Director of the Company, become interested or otherwise connected directly or through his wife in any selling agency of the Company without the prior approval of the Company and the Central Government.

The Board of Directors are authorised to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mr. Rishav Kanoria in accordance with the provisions of the Companies Act, 1956, and/or any statutory modification of re-enactment thereof and/or the Guidelines for Managerial Remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time.

Either party shall be entitled to terminate the Contract by giving not less than six months' prior notice in that behalf.

The Directors, therefore, recommend the passing of the Special Resolution contained in item No.11 of the accompanying Notice under Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 for the above purpose.

The terms of remuneration of Mr. Rishav Kanoria has the approval of the Remuneration Committee.

Mr. Rishav Kanoria may be considered to be interested in passing of the Resolution as it relates to his re-appointment and remuneration.

None of the Directors other than Mr. Saket Kanoria, Mr. Sajjan Jindal and Mr. K. K. Kanoria may be considered to be concerned or interested in the Resolution.

The Agreement entered with Mr. Rishav Kanoria will be available for inspection to the members at the Registered Office of the Company during the Company's business hours on any working day of the Company upto and including the date of the meeting.

A statement containing the requisite information as per Para (B) of Part II, of Schedule XIII of the Companies Act, 1956 is given at the end of notice which is applicable for appointment Mr. Saket Kanoria, Managing Director and Mr. K. K. Kanoria, Whole-time Director.

Information about the appointee

1. Background details & Past Remuneration

Mr. Rishav Kanoria has been appointed as Executive Director by the Board of Directors in their meeting held on 7th May 2013. He is a Graduate from University Pennsylvania in Political Science. He has worked with Citigroup, London before joining the Company as Executive Business Development in January, 2012.

2) Job Profile

Mr. Rishav Kanoria supervises the day-to-day activities of the Company's Goa Plant and assists the Managing Director on various policy and strategy matters of the Company.

3) Remuneration proposed

The remuneration proposed as detailed hereinabove is comparative with reference to the industry, turnover of the company considering multilocational manufacturing set up and job profile of the Executive Director.

4) There is no other pecuniary relationship of Mr. Rishav Kanoria with the Company except that his father Mr. Saket Kanoria and his grandfather Mr. K. K. Kanoria draw the remuneration as Managing Director and Whole-time Director respectively.

General Information as applicable to re-appointment of Mr. Saket Kanoria as Managing Director and Mr. K. K. Kanoria as Whole-time Director and appointment of Mr. Rishav Kanoria as Executive Director.

1) Nature of Industry

The Company is manufacturer of printed packaging material viz. cartons, boxes, shells and Hinge lid blanks etc.

2) Date of commencement of Commercial production

The Company commenced the commercial production at Silvassa factory in the year 1989-90 and thereafter increased its capacity over a period of time. The commercial production for Haridwar factory commenced in the year 2005-06.

3) Financial Performance

The Company has achieved a Gross turnover of ₹ 388.78 Crores and net Profit after tax of ₹ 13.51 Crores during the year 2012-13.

4) Export Performance

The Company has achieved an export turnover of ₹ 85.69 Crores during the year 2012-13.

5) Foreign Investment

As on 31.03.2013, the Company has no major foreign investment except investment in 99,043 equity shares by NRI Shareholders and FII. There is no foreign collaboration arrangement.

BY Order of the Board

Pravin Karambelkar
Company Secretary

Registered Office:

Shiv Smriti,
49, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
Dated : 7th May 2013.

INFORMATION REQUIRED TO BE FURNISHED AS PER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Directors who are proposed to be re-appointed are given below:

1. Name : Mr. Sajjan Jindal
- Age : 53 years
- Qualification : B E (Mech)
- Expertise : He is one of the leading Industrialists in India. He is associated with the Company since its incorporation in 1988-89 and is Chairman on the Board of Directors

Other Directorships:

S. No.	Name of the Companies	Position Held
1	JSW Steel Limited	Chairman & Managing Director
2	JSW Energy Limited	Chairman & Managing Director
3	Jindal South West Holdings Limited	Chairman
4	JSW Ispat Steel Limited	Chairman
5	JSW Bengal Steel Limited	Chairman
6	JSW Steel (UK) Limited	Chairman
7	JSOFT Solutions Limited	Director
8	Vrindavan Fintrade Limited	Director
9	JSW Steel (Netherlands) B V	Director

2. Name : Mr. C M Maniar
- Age : 77 years
- Qualification : B.Com, LLB, MA Economics & Politics
- Expertise : Solicitor & Advocate

Other Directorships:

S. No.	Name of the Companies	Position Held
1	Foods & Inns Limited	Director
2	Financial Technologies India Limited	Director
3	Godfrey Phillips India Limited	Director
4	Gujarat Ambuja Exports Limited	Director
5	Hindalco Industries Limited	Director
6	Indo-Euro Investment Company Limited	Director
7	Indian Card Clothing Company Limited	Director
8	Multi Commodity of Exchange India	Director
9	Northpoint Training & Research Private Limited	Director
10	Pioneer Investcorp Limited	Director
11	Sudal Industries Limited	Director
12	Utkal Alumina International Limited	Director
13	Varun Shipping Company Limited	Director
14	Vadilal Industries Limited	Alternate Director

By Order of the Board

Pravin Karambelkar
Company Secretary

Registered Office:

Shiv Smriti
49, Dr Annie Besant Road
Worli, Mumbai 400 018
Dated : 7th May, 2013

REPORT ON CORPORATE GOVERNANCE

I. MANDATORY REQUIREMENTS

1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to make an earnest endeavor for increasing the level of transparency, accountability and equity in all its dealings with customers, suppliers, shareholders, lenders and employees. In widest sense we believe that it is our responsibility to adhere and enforce sound principles of Corporate Governance and your Company believes in the same

2. Board of Directors

A) Composition

The Board of Directors of the Company are eminent and persons with professional expertise which includes vast knowledge in the fields of finance, taxation, law and management

The Board of Directors of the Company as on 31st March 2013 consists of 8 members comprising:

- Three Directors in the whole-time employment of the Company
- Five Non-Executive Directors out of which four are independent Directors, having experience in fields of business, finance, legal and management.
- The Chairman of the Board is a Non-Executive Director

B) The Composition and Category of the Directors are as under :

As on 31st March 2013

Name of Director	Category of Director	Directorships held in other Companies*		Committee Memberships Held on other Companies**	
		As Director	As Chairman	As Member	As Chairman
Mr. Sajjan Jindal	Non-Executive	2	5	--	--
Mr. Saket Kanoria	Executive	--	--	--	--
Mr. K.K.Kanoria	Executive	--	--	--	--
Mr. Sudhir Merchant	Non-Executive	2	--	--	--
Mr. C.M.Maniar	Non-Executive	13	--	3	1
Mr. Atul Sud	Non-Executive	1	--	--	--
Mr. Pradip Kumar Khaitan	Non-Executive	14	--	3	--
Mr. S. G. Nanavati	Executive	--	--	--	--

- Excludes Directorships held in Private Limited companies, Foreign Companies, Companies U/s 25 of the Companies Act, 1956 and Memberships of Managing Committees of various Chambers / Institutions.

** Memberships/Chairmanships of Audit Committee and Shareholders' Grievance Committee have been considered.

C) Board Meetings held during the year :

During the Financial period ended 31st March 2013, four Board Meetings were held on 19.05.2012, 27.07.2012, 10.11.2012 and 28.01.2013.

D) Attendance of Directors at Board Meetings and last Annual General Meeting:

Name of Director	Board Meetings Attended	Attendance at last AGM 27th July 2012
Mr. Sajjan Jindal	-	No
Mr. Saket Kanoria	4	Yes
Mr. K.K.Kanoria	3	No
Mr. Sudhir Merchant	4	Yes
Mr. C.M.Maniar	4	Yes
Mr. Atul Sud	3	Yes
Mr. Pradip Kumar Khaitan	2	No
Mr. S. G. Nanavati	4	Yes

E) Particulars of following Directors retiring by rotation and seeking re-appointment have been given in the Notice convening the 25th Annual General Meeting.

S.No.	Name of Directors	Remarks
1.	Mr. Sajjan Jindal	Retires by rotation and seeks for re-appointment.
2.	Mr. C.M. Maniar	Retires by rotation and seeks for re-appointment.

3. Audit Committee

A) Composition

The Board of Directors of the Company constituted an Audit Committee comprising 3 Independent Non-Executive Directors viz. Mr.C.M.Maniar, Mr. Atul Sud and Mr.Sudhir Merchant. All the members of the Audit Committee are financially literate. Mr. S.G. Nanavati is the Secretary of the Audit Committee. Mr. C.M. Maniar is the chairman of Audit Committee

B) Terms of Reference

Broad terms of reference of the Audit Committee are to review with the Management and/or Internal Auditors and/or Statutory Auditors in the following areas :

- i) Overview of the Company's financial reporting process and financial information disclosures.
- ii) Review with Management, the annual financial statement before submission to the Board.
- iii) Review with Management, External and Internal Audit Reports, the adequacy of internal control systems.
- iv) Recommending the payment and remuneration of external auditors, fixation of Audit Fee and also approval for payment of any other services.
- v) Discussion with the Internal Auditors for any significant findings and follow up thereon
- vi) Significant adjustments made in the financial statements arising out of Audit findings.

C) Meetings and Attendance during the year :

During the financial period ended 31st March 2013, 4 meetings were held on 19.05.2012, 27.07.2012, 10.11.2012, 28.01.2013 and the Attendance were as under:

Name of Director	Meetings Attended
Mr. Sudhir Merchant	4
Mr. C.M.Maniar	4
Mr. Atul Sud	3

4. Remuneration Committee :

A) Composition

The Remuneration Committee of the company comprises of three independent Non-Executive Directors viz. Mr.C.M.Maniar, Mr. Atul Sud and Mr. Sudhir Merchant.

B) Meetings and Attendance during the year

During the period ended 31st March 2013 meeting was held on 28th January 2013.

The Chairman of the Remuneration Committee if be present at the Annual General Meeting of the Members then he shall answer the shareholders' queries, if any.

The remuneration paid to the Directors of the Company during the financial year ended 31st March 2013 is as under :

(₹ in lacs)

Name of the Directors	Sitting Fees	Salary	Perquisites	Bonus/ Ex-gratia	PF contribution	Commission	Total
Mr. Sajjan Jindal, Chairman	--	--	--	--	--	--	--
Mr. Saket Kanoria, Managing Director	--	36.00	15.50	4.32	4.32	10.00	70.14
Mr. K. K. Kanoria, Whole-time Director	--	27.00	2.09	3.24	3.24	10.00	45.57
Mr. Sudhir Merchant, Director	0.65	--	--	--	--	--	0.65
Mr. C. M. Maniar, Director	0.65	--	--	--	--	--	0.65
Mr. Atul Sud, Director	0.50	--	--	--	--	--	0.50
Mr. Pradip Kumar Khaitan, Director	0.10	--	--	--	--	--	0.10
Mr. S.G. Nanavati Executive Director	--	21.70	0.90	0.98	1.02	--	24.60

The appointments of Managing Director & Whole-time Director are governed by the resolution passed by the Board as per the recommendations of Remuneration Committee which covers the terms and conditions of such appointment, subject to final approval by the members. No severance fee is payable.

5. Shareholders' / Investors' Grievance Committee

A) Composition

The Shareholders'/Investors' Grievance Committee comprises of three independent non-Executive Directors viz. Mr. C. M. Maniar, Mr. Atul Sud and Mr. Sudhir Merchant. The Committee looks into redressal of shareholders / investors' complaints. Mr. S.G. Nanavati – Executive Director & Company Secretary has been designated as the Compliance Officer.

B) Meetings and Attendance during the year

During the financial period ended 31st March 2013, 4 meetings were held on

19.05.2012, 27.07.2012, 10.11.2012, 28.01.2013 and the Attendance were as under:

S.No.	Name of Director	Meetings Attended
1	Mr. C.M. Maniar	4
2	Mr.Sudhir Merchant	4
3	Mr.Atul Sud	3

C) Status of Transfers

During the year ended 31st March 2013, 10,516 shares in physical form were processed for transfer. There were no pending shares for transfer as on 31.03.2013.

D) Complaints

During the year ended 31st March 2013, the Company received 19 complaints from the shareholders which are relating to non-receipt of share certificates/dividend warrants/annual reports/change of address and non-receipt of duly transferred shares etc. and the same were duly redressed. One complaint received from SEBI for issue of duplicate share certificate/s and transmission of shares, the same was replied and Action Taken Report was submitted to SEBI.

6. General Body Meetings

A) Particulars of last three Annual General Meetings :

AGM	Year Ended	Venue	Date	Time
24th	31st March 2012	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	27.07.2012	04.00.p.m
23rd	31st March 2011	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	30.06.2011	04.30.p.m
22nd	31st March 2010	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	21.09.2010	10.30 a.m.

B) Particulars of last three Extra-ordinary General Meetings

	Purpose	Venue	Date	Time
a)	Issue of Warrants on preferential allotment basis	Shiv Smriti, 49, Dr.Annie Besant Road, Worli, Mumbai 400018	06.12.2010	10.30 am
a)	Increase in Authorized Share Capital from ₹ 8.50 crores to ₹ 10.00 crores.	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road, Worli, Mumbai 400018	30.11.2009	10.30 am
b)	Issue of Warrants on preferential allotment basis.	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018	24.09.2007	11.30 am
c)	Issue of Equity Shares on preferential allotment basis.	Sunville Deluxe Pavillion 9, Dr.Annie Besant Road Worli, Mumbai 400018		
d)	Increase in Authorized Share Capital from ₹ 7.50 crores to ₹ 8.50 crores.			

C) Particulars of Special Resolution passed at last three Annual General Meetings.

AGM	Date	Matter
24th	27.07.2012	(i) No Special Resolution was passed
23rd	30.06.2011	(i) Allotment of 550000 Warrants to Promoters/Promoter Group (ii) Conversion of 700000 Warrants and allotment of shares in lieu thereof
22nd	21.09.2010	(i) Increase in remuneration of Managing Director & Whole Time Director.

D) Voting by Postal Ballot

At the ensuing AGM, no resolution is proposed to be passed through the postal ballot.

7. Disclosures

- A)** The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company.
- B)** During the period ended 31st March 2013, the Company has transferred ₹ 3,07,280/- being the amount of unclaimed dividend for the year 2004-2005 to Investors Education and Protection Fund.
- C)** While preparation of the financial statements, no accounting treatment, which is different from the prescribed in an Accounting Standard, was followed.
- D)** The Company has laid down the procedure to inform the Board Members about the risk assessment and minimization procedures.
- E)** During the year ended 31.3.2013, there were no transactions with any of the Non-Executive Directors except for the payment for attending Board Meetings and other Committee Meetings.
- F)** There was no material, financial and commercial transaction where the Senior Management of the Company had personal interest that may have potential conflict with the interests of the company at large.

8. Means of Communication

The Quarterly, Half Yearly and Yearly Financial Results of the Company are sent to the Stock Exchanges immediately after their approval at the Board Meetings. These Results are published in leading financial/non-financial newspapers on 22/05/2012, 30/07/2012, 12/11/2012 & 30/01/2013. These results are simultaneously posted on the Website of the Company at www.tcpl.in

9. Code of Conduct

The Company has adopted a Code of Conduct for Board Members and Senior Management Executives with effect from 31st December 2005. The same is applicable to all Directors and Senior Executives of the Company in the grade of Sr.Vice Presidents, General Managers, Functional Heads (Senior Management Executives). The same has been posted on the Web-site of the Company.

Management Discussions and Analysis is separately given and forms part of the Report.

10. General Shareholder information

A) Annual General Meeting

Date : 24.07.2013

Time : 4.30 p.m.

Venue : Sunville Deluxe Pavilion, 9, Dr. Annie Besant Road, Worli, Mumbai 400018

B) Financial Calendar 2013-14

First quarter results	:	By 14.08.2013
Second quarter results	:	By 15.11.2013
Third quarter results	:	By 14.02.2014
Annual results for the year ending on 31st March 2014	:	By 30.05.2014
Annual General Meeting for the year 2013-2014	:	By 30.09.2014

C) Book Closure

From 15/07/2013 to 24/07/2013 (both days inclusive). Dividend, if declared at the AGM, will be paid on or after 29/07/2013.

D) Listing of Shares & Other Securities

Company's shares are presently listed at the Stock Exchange, Mumbai and Ahmedabad. The Company has paid the listing fees to these exchanges.

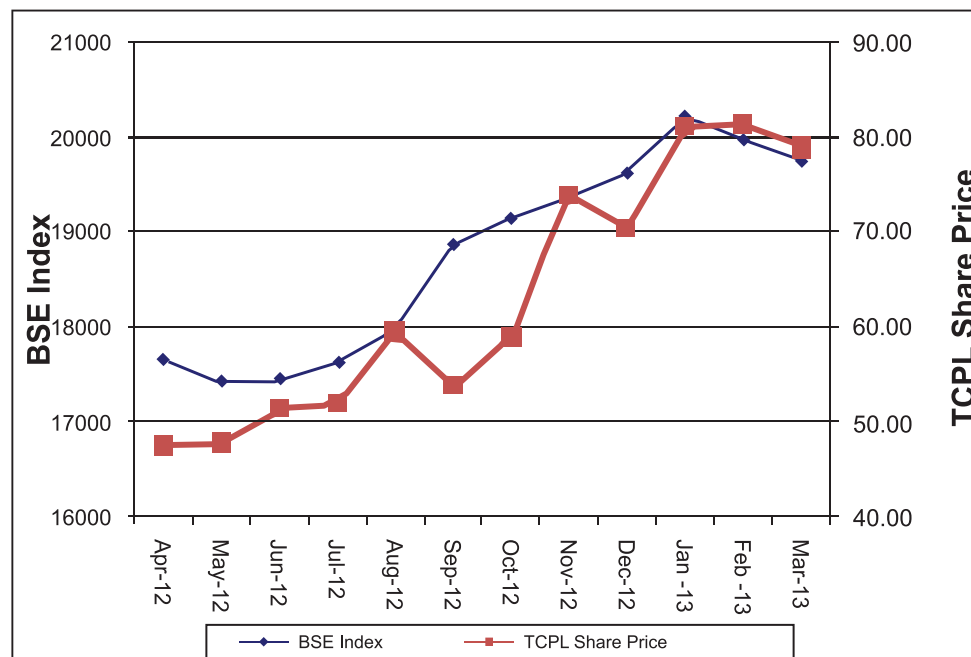
E) Stock Code :

- (a) Trading Symbol at Stock Exchange, Mumbai (Physical Segment) - **23301**
- Stock Exchange, Mumbai (Demat Segment) - **523301**
- Stock Exchange, Ahmedabad - **61990**
- (b) Demat ISIN number in NSDL & CDSL Equity Shares **INE822C01015**

(F) Market Price Data :

The details of high/low market price of the shares at the Stock Exchange, Mumbai are as under:

Month	Highest			Lowest	
	Year	Rate (₹)	Date	Rate (₹)	Date
April	2012	47.50	28.04.2012	38.70	13.04.2012
May	2012	47.70	21.05.2012	36.10	15.05.2012
June	2012	51.40	29.06.2012	42.10	26.06.2012
July	2012	51.95	30.07.2012	39.60	23.07.2012
August	2012	59.35	21.08.2012	45.10	10.08.2012
September	2012	53.90	10.09.2012	49.25	04.09.2012
October	2012	58.80	11.10.2012	48.10	03.10.2012
November	2012	73.90	26.11.2012	55.10	01.11.2012
December	2012	70.25	03.12.2012	55.55	04.12.2012
January	2013	81.00	29.01.2013	61.10	01.01.2013
February	2013	81.30	20.02.2013	70.00	26.02.2013
March	2013	78.70	08.03.2013	65.50	25.03.2013



G) Share Transfer Agents

Link Intime India Private Limited
 (Formerly Intime Spectrum Registry Limited)
 C-13, Pannalal Silk Mills Compound,
 L.B.S.Marg, Bhandup (W),
 Mumbai 400078.
 Tel: +91 22-25963838 Fax: +91 22-25946969
 Email : mumbai@linkintime.co.in

H) Share Transfer System

The Company's shares are traded in the stock exchanges compulsorily in demat mode. The transfer of shares in physical mode are processed by the Registrar and Transfer Agents and subject to exercise of option under compulsory transfer-cum-demat procedure, the share certificates are either dematerialized or returned within the time, prescribed by authorities. In case of objections, the share certificates along with the transfer deeds are returned within the time, prescribed by authorities. In case of objections, the share certificates along with the transfer deeds are returned within two weeks. The Company conducts through competent professionals, periodical audit of share transfer system and securities issued.

I) Distribution of Shareholding as on 31st March 2013

The shareholding distribution of Equity Shares as on 31st March 2013:

Shares Holding Range(s)		Holding		Equity Shares Held	
From	To	Number	Percentage	Number	Percentage
Up to	500	4950	90.31	736114	8.46
501	1000	245	4.47	192519	2.21
1001	2000	138	2.52	207490	2.39
2001	3000	44	0.80	112932	1.30
3001	4000	18	0.33	62137	0.71
4001	5000	19	0.35	88777	1.02
5001	10000	28	0.51	201772	2.32
10001	& above	39	0.71	7098259	81.59
Total		5481	100.00	8700000	100.00

J) Shareholding Pattern as on 31st March 2013

	Equity Shares			
	Folios	Percentage	Number	Percentage
Promoters	18	0.33	4838144	55.61
Non-Resident Individuals	31	0.57	99043	1.14
Bodies Corporate	95	1.73	1499867	17.24
Mutual Funds	3	0.05	3600	0.04
HUF	23	0.42	15429	0.18
Clearing & Market Maker	14	0.26	5433	0.06
Others	5297	96.64	2238484	25.73
Total	5481	100.00	8700000	100.00

K) Dematerialization of Shares :

93.98% (8176321 shares) of total equity shares of 87,00,000 is held in dematerialized form with NSDL & CDSL as on 31.03.2013

L) Plant Locations

- i. Plot No. 2D, 3A, 3B, 12, 13C, 13D, 17, 18, 21A, 22& 118 Government Industrial Estate, Masat, Silvassa, Union Territory of Dadra & Nagar Haveli 396230.
- ii. Plot No. 1 & 2, Sector 6A and Plot.No. 51 & 52 , Sector 02, Integrated Industrial Estate, BHEL, Haridwar 249403.
- iii. Shed No. 1 & 2, Plot No 124 to 127A, Kundaim Industrial Estate, Kundaim, Goa – 403115.

M) Investor Correspondence :**TCPL Packaging Ltd.**

Shiv Smriti Chambers
49, Dr. Annie Besant Road
Worli, Mumbai 400018
Phone: +9122 66606006
Fax: +9122 24935893
Email: info@tcpl.in

Link Intime India Private Limited

(Formerly Intime Spectrum Registry Ltd.)
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (W), Mumbai 400078
Phone: +9122 25963838
Fax : +9122 25946969
Email : mumbai@linkintime.co.in

N) Non-Mandatory Requirements**1. Expenses pertaining to the office of the Chairman of the Board**

The Company is not incurring any expenses for maintaining the Non-Executive Chairman's Office.

2. Remuneration Committee

The Company has a Remuneration Committee in place.

3. Audit qualification

The Company at present does not have any audit qualification pertaining to the financial statement.

4. Shareholders' rights

The Company is not sending half yearly declaration of financial performance including the summary of significant events in the last six months to the shareholders. However, the financial performance of the company is well placed and also displayed on Company's Website. The Company furnishes the quarterly and half yearly results on receipt of requests from the shareholders.

5. Training of Board Members

The Company at present does not have any facilities for training of Board Members in the Business Model of the Company as well as the Risk Profile of the business parameters of the Company, their responsibilities as directors, and the best ways to discharge them.

6. Mechanism for evaluating non-executive Board Members

The Company does not have any mechanism for evaluating the performance of Non-Executive Directors by a peer group.

7. Whistle Blower Policy

The Company has an effective Whistle Blower Policy.

11. CEO/CFO Certification

The Company is getting certification of the Board from the CEO/CFO in accordance with the provisions of Clause 49 (V) of the Listing Agreement. The aforesaid certificate duly signed by the CEO/CFO in respect of the Financial Year ended 31.3.2013 has been placed at the Meeting of Board of Directors held on 07.05.2013.

INDEPENDENT AUDITORS' REPORT ON CORPORATE GOVERNANCE

To the Members of TCPL Packaging Limited

We have examined the compliance of the conditions of Corporate Governance by **TCPL PACKAGING LIMITED** ("the Company"), for the year ended on March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of 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. 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 the representation made by Directors and the Management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For SHAH GUPTA & CO

Chartered Accountants

Firm Registration No.: 109574W

VIPUL K CHOKSI

PARTNER

M. No.37606

Place: Mumbai

Date : 7th May, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

During the year 2012-13, the Company's sales have increased from ₹ 295.68 Crores to ₹ 388.78 Crores showing a growth of 31.49 %. The factories at Silvassa and Haridwar have converted 41773 M.T of board as compared to 33194 M.T in the previous year. The Company also had a significant rise in export turnover from ₹ 50.62 crores to ₹ 85.69 crores in the current year. The Company has exported a variety of packing material to its customers based in Bangladesh, UAE, Africa besides Europe.

The Company is continuously increasing its clientele and several large multinational companies operating in India are its customers.

Industry Structure and Developments

The year 2012-13 continued to witness growth in FMCG industry. Despite economic crisis in the rest of the world, the growth is expected to be continued in the foreseeable future in India.

Therefore, with the change in economic condition, lifestyle of people and launch of organised retail etc. the demand for packaged goods are expected to rise substantially.

Financial performance

During the year the performance of the Company has significantly increased compared to the previous year. While the turnover has increased by 31.49%, the EBIDTA has also gone up to ₹ 55.80 crores as against ₹ 44.86 crores during the previous year 2011-12. The Cash profit of the Company has also gone up to ₹ 40.70 crores in the current year as against ₹ 29.36 crores in the last financial year.

Dividend Policy

TCPL is a regular dividend paying company for the past many years. For the year ended 31st March, 2013, your Directors have recommended a dividend of ₹ 2.65 per share amounting to ₹ 269.72 lacs (including taxes). This amounts to 19.97% of the net profit for the year. As you may recall, your Company has announced previously a policy of payout of 20% of net profits by way of Dividend.

Opportunities

The continuous growth in the economy has created a number of opportunities for your Company for servicing the packaging requirements of the FMCG, food, tobacco, liquor and other consumer product manufacturers. Due to geographical locations of the plants set-up by your Company, it is ideally suited for catering to both the export market as well as domestic market across India.

Threats

There continues to be increase in capacity of packaging manufacturers resulting in over supply coupled with inflation led increases in costs of not only raw materials but also operating expenses. This is a big threat from operating margin perspective. Your Company, however mitigates this by continuous increase in productivity and catering to value added products.

Further, the company does significant quantity of its business with cigarette industry which is under constant threat due to increase in taxes levied by both Central & State Governments which impact the overall volume.

Risk Management

The Company being a manufacturer of the packaging material is always exposed to the general risks such as government regulations and policies, statutory compliances, economy related, market related. The Company from time to time identifies the risk and has put in its place appropriate measures for mitigating such risks.

Internal Control System

The Company has adequate internal control system and a well defined organisational structure and internal rules and regulations for conducting the business transactions. The Management reviews actual performance with reference to budgets periodically. The Company has a qualified Audit Committee, Independent Statutory Auditors and also Internal Auditors who submit their reports as per the rules and regulations and the reports are reviewed periodically.

Industrial Relations

The Industrial relations continue to remain cordial during the year and total 1029 employees are on the Company's payroll as on 31st March, 2013.

DIRECTORS REPORT

To the Members,

Your Directors have pleasure in submitting the Twenty Fifth Annual Report with the audited accounts of the Company for the year ended 31st March, 2013.

Financial results

(₹ in lacs)

Particulars	Year 2012-13	Year 2011-12
Gross Sales / Income from operations	38877.69	29567.87
EBIDTA	5579.72	4486.03
From which have been deducted :		
Losses on account of Exchange rate difference	14.30	353.46
Interest / Finance charges	1495.68	1196.50
Leaving a Cash Profit of	4069.74	2936.07
From which have been deducted :		
Depreciation	2035.27	1796.65
Provision for Tax	605.10	197.46
Provision for Deferred Taxation	78.74	171.46
Leaving a balance of	1350.63	770.50
To which have been added :		
Balance brought forward from previous year	209.11	40.84
Making a total of	1559.74	811.34
Which has been appropriated by the Directors as under :		
General Reserve	1000.00	400.00
Proposed Dividend	230.55	174.00
Corporate tax on dividend	39.18	28.23
Balance to be carried forward	290.02	209.11
Total	1559.74	811.34

Dividend :

Your Directors are pleased to recommend an increased dividend of ₹ 2.65 per Equity Share amounting to ₹ 269.72 lakhs including tax thereon.

WORKING REVIEW AND PERFORMANCE

Working Review :

During the year 2012-13, the gross turnover of your Company has increased to ₹ 388.78 crores from ₹ 295.68 crores for the previous year ended 31st March 2012 representing a growth of 31.49%. Your Company has converted 41773 MT of paperboard as against 33194 MT in the previous year. As usual, your Company continues to do significant share of its business by the conversion route. However, had all the products been sold on sales basis, the turnover would have been ₹ 420.83 crores as against ₹ 337.04 crores, representing a growth of 24.86%.

Exports of your Company have witnessed significant increase over the previous year. Your Company's exports for the year ended 31st March, 2013 has increased to an all time high of ₹ 85.69 crores, an increase from ₹ 50.62 crores for the previous year, representing a growth of 69.28 %.

During the year under review, your Company has earned an EBIDTA of ₹ 55.80 crores as compared to ₹ 44.86 crores, an increase of 24.39 % over the previous year.

Performance :

Silvassa factory :

During the year under review, the operations of the three units in Silvassa have been satisfactory.

The performance of the factories at Silvassa has been encouraging and all the units have significantly contributed to the growth in sales as well as growth in exports.

The Company is currently in the midst of installing a state-of-the-art KBA offset printing machine from Germany at its Offset Printing Unit (OPU) in Silvassa alongwith a host of ancillary equipments. The installation should be completed by the end of May 2013 and the benefits on account of this enhancement in capacity should accrue to your Company from June 2013 onwards. The old offset machine installed in this unit in the year 2001 will be removed from this unit and though the number of printing units will remain the same, the capacity will be enhanced as a result of latest technology being employed. In addition to the offset printing machine, your company is also installing an Expert Cut die cutter which is a very high speed and automated conversion machine enabling your Company to execute large volume jobs efficiently.

Haridwar factory :

During the year under review, the performance of this unit has been satisfactory. As a result of expansion in the previous year, the unit has been able to deliver high rates of growth.

Last year, your Company had also set-up a facility for manufacture of corrugated cartons in Haridwar. Your Directors are pleased to inform that this new unit has now stabilised and the products of this unit have been well received by the Customers.

Goa factory :

During the year under review, your company had started a new factory specialising in manufacture of corrugated cartons in Kundaim Industrial Estate in Goa. This unit has been set-up on leased premises and supplies from this unit commenced from July 2012. The unit has stabilised and its products have been well received by customers.

Your Directors are pleased to inform you that your Company has made arrangements to expand the premises by leasing the adjacent shed from May 2013, and are planning to install a 6 colour offset printing machine alongwith other ancillary equipment so this unit can become a full fledged independent unit for manufacture of printed cartons.

The expansion is expected to be completed by the end of July 2013 paving the way for TCPL's entry in the rapidly growing South Indian market.

Future prospects :

Your Directors are pleased to state that due to the continuous growth your Company has witnessed, it continues to be India's largest manufacturer of folding cartons with a turnover approaching approx ₹ 400 crores at a compound annual growth rate in excess of 20% over the last 7 years.

Your Directors are hopeful that with the continuous growth in the Indian economy, which results in even higher growth for consumer products, your Company shall be able to utilise its capacities at a higher level and will be able to maintain the growth it has achieved in the past.

Responsibility Statement :

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Director's Responsibility Statement, it is hereby confirmed :

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgements and estimates that are responsible 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 or loss of the Company for that period.
- c) That they 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 preventing and detecting fraud and other irregularities.
- d) That they have prepared the annual accounts on a going concern basis.

Deposits :

Your Company has not accepted any deposits from the general public in terms of Section 58A of the Companies Act, 1956.

Corporate Social Responsibility :

Your Company, as a part of Corporate Social Responsibility, has adopted an Industrial Training Institute in Dharampur, in the state of Gujarat near its factory in Silvassa. It is an industrial partner with the state of Gujarat in connection with upgradation of the institute. The institute offers vocational training to students of nearby villages in various fields like fitter, mechanic, wire-man, printing and packaging etc. At present the institute has 521 students on its rolls.

Corporate Governance :

Your Company has complied with all the provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement with the Stock Exchange. A report on the compliance of the Corporate Governance and the Auditor's certificate are given as an Annexure to this effect.

Directors :

Mr. Sajjan Jindal & Mr. C.M.Maniar, Directors of the Company, retire by rotation and have offered themselves for re-appointment.

Mr. Rishav Kanoria has been appointed as an Additional Director at the Meeting of Board of Directors held on 7th May, 2013. He has been appointed as Executive Director, on the terms as approved by the Board, subject to approval of shareholders at the ensuing Annual General Meeting.

Issue of warrants :

During the year under review, the promoters of your Company have not been able to exercise the warrants which were held by them representing 550,000 equity shares. Though the promoters would have been very keen to subscribe to the warrants, in accordance with the SEBI regulations which restricts buying of shares by the Promoter group by 5% of the equity capital in a single year, the Promoters could not exercise their option to convert warrants into shares as they had procured the shares from the open market.

Accordingly, the 25% deposit amounting to ₹ 68.75 lacs which had been brought in by the Promoters against these warrants has been forfeited and added to the Capital Reserves as appearing in Note 2 of the accounts.

Personnel:

Your Directors are pleased to state that the relations with the employees and workers at factories and offices were cordial throughout the year under review.

There are no employees who were drawing remuneration as per the limits specified under Rule 1A of the Companies (Particulars of Employees), Rules 1975, and hence, particulars as required under the provisions of Section 217 (2AA) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended are not given.

Conservation of Energy and Technology Absorptions :

Your Company has continued to make efforts for conserving and optimizing the use of energy.

Acknowledgement :

Your Directors wish to record their appreciation to all our bankers namely Dena Bank, Axis Bank and ICICI Bank for their continued support and timely assistance in providing working capital and long term fund requirements.

Auditors :

M/s. Shah Gupta & Company, Auditors of the Company retire at the Annual General Meeting and are eligible for re-appointment.

For and on Behalf of the Board of Directors

Place : Mumbai

Date : 7th May, 2013

Chairman

INDEPENDENT AUDITORS' REPORT

To the Members of TCPL Packaging Limited

Report on the financial statements

We have audited the accompanying financial statements of **TCPL PACKAGING LIMITED** (the company), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements 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, 2013
- b. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date, and
- c. In the case of the Cash Flow Statements, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Act nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For SHAH GUPTA & CO

Chartered Accountants

Firm Registration No.: 109574W

Vipul K Choksi

Partner

M. No.37606

Place: Mumbai

Date : 7th May, 2013

ANNEXURE TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) The fixed assets have been physically verified by the management in the phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The Company has not disposed off any substantial part of the fixed assets during the year and the going concern status of the Company is not affected.
- (ii) (a) The inventories have been physically verified by the management at the regular intervals during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventories 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 has maintained proper records of inventories. The discrepancies noticed during the physical verification of inventories as compared to book records were not material and have been dealt with in the books of account.
- (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 Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) are not applicable.
- (b) The Company has taken unsecured loans from company covered in the register maintained under section 301 of the Act. The maximum amount involved during the year was ₹ 308.15 lacs (Previous Year ₹ 210.50lacs) and the year-end balance of loan taken from such parties was ₹ 200.00 lacs (Previous Year ₹ 200.00 lacs).
- (c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Act are not, prima facie, prejudicial to the interest of the company.
- (d) The company is regular in repaying principal amounts as stipulated and has been regular in payment of interest.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. We have not observed any continuing major weakness in such internal controls.
- (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 our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Act and exceeding the value of ₹ 5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.

- (vi) The Company has not accepted any deposits under the provisions of Section 58A and 58 AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1957 framed there under.
- (vii) In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities applicable to it.
- (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 explanations given to us, the following demands as at March 31, 2013 have not been deposited since appeals are pending before the relevant Authorities:

Name of the statute	Nature of the Dues	Amount (₹ In Lacs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	51.56	F.Y. 1999-00	Customs, Excise and Service Tax Appellate Tribunal
		65.10	F.Y. 2007-08	

- (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 procedure 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 the banks and financial institution. The Company has not raised funds from issue of debentures.
- (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 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 Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information explanations given to us, in our opinion, the term loans raised were prima facie used for the purposes for which they were raised.
- (xvii) According to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term investment.
- (xviii) The Company has not made preferential allotment of shares to parties and 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 by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For SHAH GUPTA & CO

Chartered Accountants

Firm Registration No.: 109574W

Vipul K Choksi

Partner

M. No.37606

Place: Mumbai

Date : 7th May, 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

(₹ in lacs)

	Note	As at 31st March, 2013	As at 31st March, 2012
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	1	870.00	870.00
Reserves & Surplus	2	6926.75	5777.09
Money received against share warrants	3	-	68.75
		7796.75	6715.84
NON-CURRENT LIABILITIES			
Long-term Borrowings	4	6321.36	6954.60
Deferred Tax Liabilities (Net) {Refer Note 26(B)10(b)}		1006.37	927.63
Other Long Term Liabilities	5	52.80	42.44
Long-term Provisions	6	175.50	152.58
		7556.03	8077.25
CURRENT LIABILITIES			
Short-term Borrowings	7	6229.53	4006.05
Trade Payables	8	3605.60	2828.05
Other Current Liabilities	9	3541.89	2593.71
Short-term Provisions	10	604.74	472.36
		13981.77	9900.17
TOTAL		29334.55	24693.27
ASSETS			
NON CURRENT ASSETS			
Fixed Assets	11		
Tangible Assets		16060.97	14547.73
Intangible Assets		43.76	55.31
Capital Work in Progress		123.30	298.53
Long Term Loans & Advances	12	494.49	675.18
Other Non-current Assets	13	128.65	233.87
		16851.17	15810.62
CURRENT ASSETS			
Inventories	14	4490.16	3649.96
Trade Receivables	15	7029.00	4695.28
Cash & Bank balances	16	260.12	56.46
Short-term Loans & Advances	17	505.14	338.81
Other Current Assets	18	198.94	142.15
		12483.37	8882.66
TOTAL		29334.55	24693.27
Significant Accounting Policies and Notes to Accounts	26		

Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date attached

For and on behalf of

Shah Gupta & Co.

Chartered Accountants

Firm Registration No. 109574W

Vipul K Choksi, Partner

Membership No. 37606

Place : Mumbai

Date : 7th May, 2013

Sajjan Jindal, Chairman

S K Kanoria, Managing Director

K K Kanoria, Whole-time Director

C M Maniar, Director

For and on behalf of Board of Directors

Atul Sud, Director

Sudhir Merchant, Director

Rishav Kanoria, Executive Director

S G Nanavati, Executive Director

Pravin Karambelkar, Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(₹ in lacs)

	Note	Year ended 31st March, 2013	Year ended 31st March, 2012
INCOME			
Revenue from Operations (Net of Excise)	19	37329.07	28334.65
		37329.07	28334.65
EXPENSES			
Cost of Materials consumed	20	21716.92	16243.16
Changes in inventories of finished goods and work-in-process	21	(45.87)	(294.30)
Employee benefits expense	22	2430.04	1782.02
Finance costs	23	1495.68	1196.50
Depreciation and amortization expense	11	2035.27	1796.65
Other expenses	24	7648.25	6117.75
Loss on account of exchange rate differences	25	14.30	353.46
Total Expenses		35294.59	27195.23
Profit before tax		2034.48	1139.42
Tax Expense:			
Current Tax		605.10	197.46
Deferred Tax {Refer Note 26 (B)(10)(b)}		78.74	171.46
Profit for the year		1350.64	770.50
Earnings per Equity Share of face value of ₹ 10 each : {Refer Note 26 (B)(9)}			
- Basic	₹	15.52	8.93
- Diluted	₹	15.52	8.93

Significant Accounting Policies and Notes to Accounts

26

Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date attached

For and on behalf of

Shah Gupta & Co.

Chartered Accountants

Firm Registration No. 109574W

Vipul K Choksi, Partner

Membership No. 37606

Place : Mumbai

Date : 7th May, 2013

Sajjan Jindal, Chairman

S K Kanoria, Managing Director

K K Kanoria, Whole-time Director

C M Maniar, Director

For and on behalf of Board of Directors

Atul Sud, Director

Sudhir Merchant, Director

Rishav Kanoria, Executive Director

S G Nanavati, Executive Director

Pravin Karambelkar, Company Secretary

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

NOTE : 1

SHARE CAPITAL

AUTHORISED

1,00,00,000 (Previous year 1,00,00,000) Equity Shares of ₹ 10/- each

1000.00

As at
31st March, 2012

1000.00

ISSUED, SUBSCRIBED & FULLY PAID-UP

87,00,000 (Previous year 87,00,000) Equity Shares of ₹ 10/- each

870.00

870.00

Reconciliation of Equity shares outstanding at the beginning and at the end of the year

Equity shares outstanding at the beginning of the year

As at
31st March, 2013

No
8700000 **870.00**

As at
31st March, 2012

No
8350000 835.00

Add : Issued on account of Conversion of Warrants

- -

350000 35.00

At the end of the year

8700000 **870.00**

8700000 **870.00**

Terms attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Details of shareholders holding more than 5% shares in the company

Accuraform Private Ltd.

As at
31st March, 2013

No % holding
1404873 **16.15**

As at
31st March, 2012

No % holding
1004873 11.55

Narmada Fintrade Pvt. Ltd.

1089831 **12.53**

780786 8.97

Powersurfer Interactive (India) Pvt. Ltd.

900000 **10.34**

900000 10.34

AMVD Holding Pvt. Ltd.

510000 **5.86**

510000 5.86

Sampannata Investments Pvt. Ltd.

455000 **5.23**

455000 5.23

Total

4359704 **50.11**

3650659 **41.96**

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

	As at 31st March, 2013	As at 31st March, 2012
NOTE : 2		
RESERVES & SURPLUS		
CAPITAL RESERVE		
Balance as at the beginning of the year	44.82	14.82
Add: Subsidy received from Central Government {Refer Note 26(B)(5)}	--	30.00
Add: On forfeiture of 550000 warrants {Refer Note 26(B)(11)}	68.75	--
Closing balance as at the end of the year	113.57	44.82
SECURITIES PREMIUM ACCOUNT		
Balance as at the beginning of the year	2057.90	1920.00
Add: Received on conversion of warrants	--	137.90
Closing balance as at the end of the year	2057.90	2057.90
GENERAL RESERVE		
Balance as at the beginning of the year	3465.26	3065.26
Add : Transferred during the year	1000.00	400.00
Closing balance as at the end of the year	4465.26	3465.26
SURPLUS IN STATEMENT OF PROFIT AND LOSS		
Balance as at the beginning of the year	209.11	40.84
Add : Profit for the year	1350.64	770.50
Less : Appropriations		
Proposed dividend	230.55	174.00
[Dividend per share ₹ 2.65 (Previous year ₹ 2.00)]		
Tax on proposed dividend	39.18	28.23
Transfer to General Reserve	1000.00	400.00
Net surplus in Statement of Profit and loss	290.02	209.11
Total	<u>6926.75</u>	<u>5777.09</u>
NOTE : 3		
MONEY RECEIVED AGAINST SHARE WARRANTS		
Nil (Previous Year 550000) Share warrants {Refer Note no. 26B(11)}	--	68.75
Total	<u>--</u>	<u>68.75</u>

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
NOTE : 4				
LONG-TERM BORROWINGS	Non Current		Current	
Term loans				
Secured				
- From banks				
In Rupee currency	3376.17	3693.24	1662.15	1314.21
In foreign currency	2610.36	3037.40	817.05	75.00
- From Others				
In Rupee currency	134.83	223.96	275.01	218.54
In foreign currency	--	--	--	22.30
	6121.36	6954.60	2754.21	1630.04
Unsecured				
- From Others	200.00	--	--	200.00
Total	6321.36	6954.60	2754.21	1830.04

- [1] The loans from banks are secured by First pari passu charge on movable and immovable assets of the Company situated at Haridwar & Silvassa both present & future and Second pari passu charge by way of hypothecation of the Company's entire stock and other movables including book debts, bills, outstanding monies, receivables both present and future.
The loans from others are secured by hypothecation of specific machinery / assets for which loans are availed.
- [2] Rupee Term Loan from banks carries interest in the range of 13% to 13.50% p.a. and Foreign Currency Loans from banks carries interest at LIBOR + ranging from 100 to 200 basis points. The loans are repayable in monthly / quarterly instalments.
Rupee loans from others carries interest in the range of 13% to 15% p.a. and are repayable in monthly instalments.
- [3] Unsecured loan is taken from a body corporate carrying interest @ 16% p.a. and is repayable in May 2014.
- [4] Maturity profile of secured term loans are set out below:

(₹ in lacs)

	Repayable in 2013-14	Repayable in 2014-15	Repayable in 2015-16	After 1-4-2016
From Banks:				
Rupee Term Loan	1662.15	975.87	1056.65	1343.66
Foreign Currency Term Loan	817.05	1038.95	1042.70	528.70
From Other parties:				
Rupee Term Loan	275.01	134.83	-	-
Foreign Currency Term Loan	-	-	-	-
Total	2754.21	2149.65	2099.35	1872.36

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

	Non Current As at 31st March, 2013	Non Current As at 31st March, 2012	Current As at 31st March, 2013	Current As at 31st March 2012
NOTE : 5				
OTHER LONG TERM LIABILITIES				
Security deposits	41.80	31.44	15.27	8.73
Others	11.00	11.00	-	-
Total	52.80	42.44	15.27	8.73
NOTE : 6				
LONG TERM PROVISIONS				
Provision for Employee Benefits	175.50	152.58	7.87	5.82
Total	175.50	152.58	7.87	5.82

	As at 31st March, 2013	As at 31st March 2012
NOTE : 7		
SHORT TERM BORROWINGS		
Secured		
Working Capital loan from Banks	5436.04	3513.49
Acceptances	793.49	492.56
Total	6229.53	4006.05

Working Capital Loans and Acceptances are secured by pari passu charge by way of hypothecation of raw materials, semi-finished goods, finished goods, tools & spares, packing material, book debts and assignment of actionable claims. The loan is repayable on demand and carries interest in the range of 13% to 13.50% p.a.

NOTE : 8		
Trade Payable	3597.82	2818.75
Outstanding due to Micro, Small and Medium Enterprises {Refer Note 26(B)(6)}	7.78	9.30
Total	3605.60	2828.05

NOTE : 9		
OTHER CURRENT LIABILITIES		
Current maturities of Long-term borrowings {Refer Note 4}		
Secured	2754.21	1630.04
Unsecured	-	200.00
Interest accrued but not due on borrowings	44.80	47.16
Interest accrued and due on borrowings	19.02	4.18
Unclaimed Dividends *	21.75	20.37
Advances from Customers	190.80	64.08
Security Deposits {Refer Note 5}	15.27	8.73
Creditors for Capital Expenditure	79.95	265.47
Statutory Liabilities	116.34	73.29
Other liabilities	299.76	280.38
Total	3541.89	2593.71

* Investor Education and Protection Fund will be credited as and when due

NOTE : 10		
SHORT TERM PROVISIONS		
Provision for Employee benefits	335.01	270.13
Provision for Proposed dividend	230.55	174.00
Provision for Corporate dividend tax	39.18	28.23
Total	604.74	472.36

Note 11

Fixed Assets

(₹ in lacs)

Particulars	Gross Block (at cost)			Depreciation / Amortisation			Net Block		
	As at 1st April, 2012	Additions	Deductions	As at 31st March, 2013	As at 1st April, 2012	For the year	Deductions	As at 31st March, 2013	As at 31st March, 2012
Tangibles									
Leasehold Land	619.26	139.05	0.00	758.32	21.42	8.16	0.00	728.73	597.84
Buildings	3462.52	854.26	0.00	4316.78	543.43	117.72	0.00	3655.63	2919.09
Plant & Machinery	19726.89	2258.89	374.51	21611.27	9263.57	1809.27	352.74	10891.18	10463.32
Furniture & Fixture	323.71	76.40	24.96	375.15	111.72	23.37	2.71	242.77	211.99
Office Equipment	61.47	6.81	9.77	58.50	28.00	3.61	9.77	36.66	33.47
Vehicles	475.90	278.30	84.69	669.51	153.87	54.67	45.02	505.99	322.03
Total	24669.75	3613.71	493.93	27789.52	10122.01	2016.79	410.24	16060.97	14547.74
Previous Year	19352.08	5479.64	161.97	24669.75	8463.67	1778.30	119.96	14547.74	10888.41
Intangibles									
Software	120.11	7.18	0.00	127.28	65.06	18.47	0.00	43.76	55.31
Total	120.11	7.18	0.00	127.28	65.06	18.47	0.00	43.76	55.31
Previous Year	109.03	11.08		120.11	46.45	18.35	0.00	55.31	55.31
Total	24789.85	3620.88	493.93	27916.81	10187.07	2035.26	410.24	16104.72	14603.04
Previous Year	19461.11	5490.72	161.97	24789.86	8510.13	1796.65	119.96	14603.04	
Capital Work in Progress								123.30	298.53

Borrowing cost adjusted in the carrying cost of fixed assets during the year is ₹ 52.29 lacs (Previous year ₹ 37.11 lacs)
 Foreign exchange loss (net) capitalised ₹ 91.60 lacs (Previous year ₹ 160.26 lacs)
 Pre-Operative expenses capitalised during the year ₹ 17.11 lacs (Previous year ₹ 44.51 lacs)

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

		As at 31st March, 2013			As at 31st March, 2012
NOTE : 12					
LONG TERM LOAN AND ADVANCES					
(Unsecured, considered good)					
Capital Advances		332.51			454.42
Security Deposits		86.67			69.46
Loans and Advances to related party {Refer Note 26(B)(8)}		18.80			30.86
Other Loans and Advances					
Advance Tax and Tax deducted at source (net)		4.20			78.69
Prepaid expenses		20.96			28.34
Unamortised Premium		17.61			-
Others		13.74			13.42
	Total	494.49			675.18
NOTE : 13					
OTHER NON-CURRENT ASSETS					
In Fixed Deposit Account with maturity more than twelve months {Refer Note 16}		128.65			233.87
	Total	128.65			233.87
NOTE : 14					
INVENTORIES (Valued at lower of cost or net realisable value)					
Raw Materials	2419.73		1915.87		
Add: Raw Materials in transit	418.09	2837.83	299.34		2215.22
Work-in-process		572.60			722.51
Finished goods		406.89			211.11
Stores and spares	671.23		490.99		
Add: Stores & Spares in transit	1.62	672.85	10.13		501.12
	Total	4490.16			3649.96
NOTE : 15					
TRADE RECEIVABLES					
Unsecured, considered good					
Outstanding for a period exceeding six months		53.48			38.44
Other debts		6975.52			4656.84
	Total	7029.00			4695.28
NOTE : 16					
CASH AND BANK BALANCES					
Cash and cash equivalents:					
Balances with banks					
In Current Account	4.10		1.23		
On Unpaid Dividend account	21.75		20.39		
Cash on hand	7.88		10.19		
		33.73			31.80
Other bank balances:					
In Fixed Deposit Account	352.24		234.02		
Less: Fixed deposit with maturity of more than twelve months {Refer Note 13}	(128.65)	223.59	(233.87)		0.15
Margin money deposit		2.81			24.50
	Total	260.12			56.46

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

NOTE : 17

SHORT-TERM LOAN AND ADVANCES

Unsecured, considered good

Advances recoverable in cash or in kind for value to be received

Advance to suppliers

Loans to employees

Prepaid expenses

Unamortised Expenditure:

- Unamortised premium on Forward Contract

- Ancillary cost of arranging borrowing

Security deposits

Cenvat credit receivable

Balances with Sales Tax Authorities

	As at 31st March, 2013	As at 31st March, 2012
	8.53	1.34
	101.26	93.51
	21.07	18.90
	71.55	51.89
	9.88	(2.19)
	5.52	5.43
	1.75	1.25
	248.24	117.68
	37.36	51.02
Total	505.14	338.81

NOTE: 18

OTHER CURRENT ASSETS

Interest Receivable

Export Benefit Receivable

	1.21	1.21
	197.73	140.94
Total	198.94	142.15

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

PARTICULARS	Year ended 31st March, 2013		Year ended 31st March, 2012	
Note 19				
REVENUE FROM OPERATIONS				
Sale of Products	35146.17		25175.95	
Conversion charges	3731.52		4391.92	
Less : Excise duty	(2114.15)		(1650.66)	
	36763.53		27917.21	
Other Operating Revenues				
Scrap Sales (net of Excise duty ₹ 18.30 lacs, previous year ₹ 10.48 lacs)	261.08		157.94	
Export Benefits	303.68		250.17	
Miscellaneous Income	0.78		9.33	
Total	37329.07		28334.65	
Note 20				
COST OF MATERIALS CONSUMED				
Raw material consumed				
Opening Stock	2215.22		1772.53	
Add : Purchases during the year	22339.53		16685.85	
	24554.75		18458.38	
Less : Closing Stock	(2837.83)		(2215.22)	
Total	21716.92		16243.16	
Imported	1545.22	7.12%	863.67	5.32%
Indigenous	20171.70	92.88%	15379.49	94.68%
	21716.92	100.00%	16243.16	100.00%
Details of Raw Materials consumed				
Board	15098.83		11049.28	
Inks	4106.89		3417.12	
Others	2511.20		1776.76	
Total	21716.92		16243.16	
Note 21				
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROCESS				
Decrease/(Increase) in stock				
Opening stock - Work In Process	722.51		461.45	
Closing stock - Work In Process	572.60	149.91	722.51	(261.06)
Opening stock of Finished goods	211.11		177.87	
Closing stock of Finished goods	406.89	(195.78)	211.11	(33.24)
Total	(45.87)		(294.30)	
Note 22				
EMPLOYEE BENEFITS EXPENSE				
Salaries and wages	2183.12		1578.23	
Contribution to provident and other funds	134.11		102.86	
Staff welfare expenses	112.81		100.93	
Total	2430.04		1782.02	

Notes to Financial Statements for the year ended 31st March, 2013

(₹ in lacs)

PARTICULARS	Year ended 31st March, 2013	Year ended 31st March, 2012
Note 23		
FINANCE COSTS		
Interest on term loans & working capital	1503.03	1223.54
Other borrowing costs	142.32	75.47
Less : Interest earned {Refer Note.26 (A)(I)}	(149.67)	(102.51)
Total	1495.68	1196.50
Note 24		
OTHER EXPENSES		
Consumption of stores and spare parts	3506.39	2633.20
Power and fuel	784.08	641.57
Carriage inward	913.81	770.77
Glueing & Other labour charges	729.60	582.15
Rent	140.40	80.77
Repairs and Maintenance		
Repairs to Buildings	14.79	40.25
Repairs to machinery	94.49	100.33
Repairs to others	31.80	48.25
Insurance	86.15	100.93
Rates and Taxes	29.31	21.42
Travelling & Conveyance	372.53	262.20
Loss/(Gain) on sale of Fixed Assets	(21.05)	0.95
Carriage outward	334.87	346.11
Payment to Auditors		
- Audit fees	6.00	5.50
- Tax Audit fees	1.75	1.50
- Limited Review fees	0.75	0.70
- Certification & other matters	0.86	1.14
Miscellaneous expenses	621.72	480.00
Total	7648.25	6117.75
Note 25		
Loss / (Gain) on account of exchange rate differences		
Premium on forward exchange contract	12.58	4.69
Loss on forward exchange contract	29.79	4.75
Net (gain)/loss on foreign currency transactions and translation	(28.07)	344.02
Total	14.30	353.46

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(₹ in lacs)

Particulars	Year ended 31st March, 2013		Year ended 31st March, 2012	
A CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax and extraordinary items	2034.48		1139.42	
Adjustment for :				
Depreciation	2035.26		1,796.65	
Loss/ (Profit) on sale of Fixed Assests	(21.05)		0.95	
Premium / Loss on Forward Contract	12.58		4.69	
Unrealised Forex Fluctuations	78.64		212.49	
Sundry Balances written off	76.82		19.90	
Interest Expenses	1645.35		1299.01	
Interest Income	(149.67)		(102.51)	
	1495.68	3677.93	1196.50	3231.18
Operating profit before Working Capital Changes	5712.41		4370.60	
Adjustment for :				
Trade and other receivables	(2417.84)		(984.32)	
Inventories	(840.21)		(733.99)	
Loans & Advances	(82.64)		(97.77)	
Provisions & Other liabilities	(63.34)		276.62	
Trade Payable	754.51	(2649.52)	647.14	(892.31)
Cash generated from Operations	3062.89		3478.30	
Direct Tax paid (net of refund)	667.77		197.10	
Net Cash Flow from Operating Activities (A)	2395.12		3281.20	
B CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of fixed assets and capital advances	(3205.65)		(5110.54)	
Sale of fixed assets	110.06		41.06	
Investment in bank deposits	105.22		(177.15)	
(having original maturity of more three months)	(223.44)		--	
Interest Received	149.67		102.51	
Net cash Flow from Investing Activities (B)	(3064.14)		(5144.11)	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(₹ in lacs)

Particulars	Year ended 31st March, 2013	Year ended 31st March, 2012
C CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from long term borrowings (net)	290.92	2242.60
Proceeds from issue of capital (including premium)	--	206.65
Share Application Money	--	(68.75)
Increase in short term borrowings	2223.48	928.48
Interest paid	(1645.35)	(1299.01)
Government grant received	--	30.00
Dividends paid	(202.23)	(146.65)
	666.83	1893.31
Net cash Flow from Financing Activities (C)	666.83	1893.31
Net increase in cash and cash equivalents(A+B+C)	(2.19)	30.40
Cash and Cash equivalents - Opening Balance	35.92	5.53
Cash and Cash equivalents - Closing Balance	33.73	35.93

As per our Report of even date attached

For and on behalf of

Shah Gupta & Co.

Chartered Accountants

Firm Registration No. 109574W

Vipul K Choksi, Partner

Membership No. 37606

Place : Mumbai

Date : 7th May, 2013

Sajjan Jindal, Chairman

S K Kanoria, Managing Director

K K Kanoria, Whole-time Director

C M Maniar, Director

For and on behalf of Board of Directors

Atul Sud, Director

Sudhir Merchant, Director

Rishav Kanoria, Executive Director

S G Nanavati, Executive Director

Pravin Karambelkar, Company Secretary

Note - 26

(A) STATEMENT OF ACCOUNTING POLICIES

a) Basis of Accounting

The accompanying financial statements have been prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and the provisions of the Companies Act, 1956. The Company follows mercantile system of accounting except for insurance claims which is accounted on cash basis.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

b) Use of estimates

The preparation of financial statements require estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

c) Valuation of Inventories

- Raw materials/Consumable Stores are valued at cost after providing for cost of obsolescence or depletion in value wherever applicable. Cost is determined on FIFO basis.
- Work-in-Progress is valued at lower of cost or net realisable value.
- Finished goods are valued at lower of cost or net realisable value. Value of finished goods includes applicable excise duty.
- The cost for the purpose of Work-in-Progress and finished goods, includes direct costs and overheads incurred in bringing the inventory to their present location and condition.

d) Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company. Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.

e) Fixed Assets

- All fixed assets are valued at historical cost less accumulated depreciation and impairment losses.
- Fixed Assets are capitalised at cost inclusive of freight, non refundable duties & taxes and all incidental expenses related thereto.
- Expenditure related to and incurred during implementation of the project is included under capital work-in-progress and the same is capitalised under appropriate heads on completion of the project.
- For the purpose of determining of appropriate depreciation rates, plant and machinery falling in the category of continuous process plant has been identified on the basis of technical opinion by the Company.
- In case, the recoverable amount of the Fixed Assets is lower than its carrying amount, a provision is made for the impairment loss.

f) Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, recoverable amount of the assets is estimated. If such recoverable amount of the Assets is less than its carrying amount, carrying amounts is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the assets are reflected at the recoverable amount subject to maximum of the depreciable historical cost

g) Depreciation

- Depreciation on fixed assets is provided on a straight line method in accordance with provisions of and as per the rates prescribed under Schedule XIV of the Companies Act, 1956.
- The cost of leasehold rights of land is amortized in equal installments over the residual period of the lease.
- Software cost is amortised over the estimated useful life.

h) Revenue Recognition

Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection. Revenue from sale of goods is recognised on delivery of the products, when all significant contractual obligations have been satisfied, the property in goods is transferred for a price, significant risks and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales are net of sales tax / Value Added Tax. Export benefits are accounted on mercantile basis.

i) Foreign Exchange Transactions.

- Import of raw materials/consumable stores are accounted on the basis of CIF value at the rate of exchange prevailing on the date of transactions.
- Monetary assets and liabilities in foreign currency as on balance sheet date are translated at the rate of exchange prevailing at balance sheet date. All exchange differences, are dealt with in the statement of profit and loss except to the extent that they are regarded as an adjustment to interest costs and capitalized to fixed assets.
- The premium or discount on forward contracts is amortised as expense or income over the life of the contract. Any profit or loss on settlement/cancellation of forward contract is recognized as income or expenses for the year in which they arise.
- The exchange difference relating to Foreign Currency long term monetary items are adjusted to the cost of Fixed Assets.

j) Government Grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to such grants and the grants will be received.

The Company follows 'Capital Approach' or 'Income Approach' for accounting of such grants depending upon the nature of grant received.

k) Employee Benefits

Short-term employee benefits (benefits which are payable within twelve months after the end of the period in which the employees render service) are measured at cost. Long-term employee benefits (benefits which are payable after the end of twelve months from the end of the period in which the employees render service) is measured on a discounted basis by the Projected Unit Credit Method on the basis of annual third party actuarial valuations.

Contributions to Provident Fund, Contribution plan are made in accordance with the statute, and are recognized as an expense when employees have rendered service entitling them to the contributions. Provision for leave encashment is made on the basis of unutilised leaves of the employees as on balance sheet date. The gratuity benefit obligations recognised in the balance sheet represents the present value of the obligations as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. Actuarial gains and losses are recognized in the statement of profit and loss. [Refer Note 26(B)(13)]

l) Borrowing Costs

- Borrowing costs directly attributable to the acquisition and construction of qualifying assets are capitalised as a part of the cost of respective asset up to the dates such asset is ready for intended use. Other borrowing costs are charged as an expense in the period in which they are incurred.
- Interest income earned from deposits is reduced from Interest and Finance charges. [Refer Note 23]

m) Earnings Per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earnings per share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares. [Refer Note 26(B)(9)]

n) Taxes on Income

- Current Tax is determined as the amount of tax payable in the respect of taxable income for the year in accordance with the Income Tax Act.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences. They are measured using the substantively enacted tax rates and tax regulations as at the balance sheet date.

Deferred tax assets are recognised and carried forward only to the extent there is reasonable certainty that sufficient taxable income will be available in future, against which the deferred tax assets can be realized; however where there is unabsorbed depreciation and carried forward losses, deferred tax assets is created only if there is virtual certainty of realisation of assets

- Tax credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA of the Income tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time frame and is reviewed at each balance sheet date.

o) Provisions and Contingent Liabilities

A provision is recognized when there is a present obligation as a result of past event, based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts.

(B) NOTES ON ACCOUNTS

(1) Contingent Liabilities

- a) Counter Guarantees given to the banks in respect of :
- Bank Guarantee of ₹ 71.71 lacs given to the Electricity Departments / Various Government Authorities (Previous year ₹ 58.02 lacs)
 - The Bonds given to Customs and Excise Authorities – ₹ 6638.74 lacs towards export obligation fulfillment of ₹ 17420.70 lacs (since fulfilled ₹ 14360.76 lacs) for licences issued under Export Promotion Capital Goods Scheme (Previous Years ₹ 5911.43 lacs) and for other matters ₹ 1612.58 lacs (Previous Year ₹ 788.80 lacs)
- b) Disputed demands of ₹ 116.66 lacs in respect of various orders passed by Central Excise / Income Tax authorities (Previous year ₹ 119.41 lacs) for which appeals are made.
- (2) Estimates amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 2090.72 lacs (Previous year ₹ 345.17 lacs)
- (3) In the opinion of the Board, Current Assets, Loans and Advances (including Capital Advances) have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.
- The accounts of certain Sundry Debtors, Sundry Creditors, Advances and Lenders are subject to confirmation / reconciliation and adjustments, if any, the management does not expect any material difference affecting the current year's financial statements.
- (4) The Central Government vide notification dated 31st March, 2009 has amended Accounting Standard 11 "The Effects, changes in Foreign Exchange Rates". In view of this, Effect on account of exchange differences loss of ₹ 91.60 lacs (net) (Previous year ₹ 160.27 lacs) has been adjusted in the cost of Assets and loss of ₹ Nil (Previous Year 0.07) has been adjusted under Capital work in progress relating to various outstanding Foreign Currency Loans.
- (5) The Company has received capital grant of ₹ Nil (Previous year ₹ 30 lacs) for its plant at Haridwar towards fixed capital investment

(6) Micro, Small and Medium Enterprises :

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 "The Act" are given as follows:

(₹ in lacs)

Particulars	2013	2012
(a) Principal amount due to suppliers under the Act	7.78	9.30
(b) Interest accrued and due to suppliers under the Act, on the above amount	—	—
(c) Payment made to suppliers (other than interest) beyond the appointed day, during the year	—	—
(d) Interest paid to suppliers under the Act (other than section 16)	—	—
(e) Interest paid to suppliers under the act, (section 16)	—	—
(f) Interest due and payable to suppliers under the Act, for payments already made	—	—
(g) Interest accrued and remaining unpaid at the end of the year to suppliers under the Act	—	—

Note : The information has been given in respect of such vendors to the extent they could be identified as " Micro, Small and Medium Enterprises" on the basis of information available with the Company.

- (7) The Company is primarily engaged in the segment of printing & packaging and there are no reportable segments as per Accounting Standard 17.
- (8) List of Related Parties with whom the Company has entered into transactions during the year in ordinary course of business.

List of Related Parties :

1) Enterprises in which control / Significant influence exist :

- Accura Reprotect Pvt Limited
- Narmada Fintrade Pvt Limited
- Flixit Animations Pvt Ltd (Formely known as TCPL Helios India Pvt Ltd)

2) Key Management Personnel

- Mr. Saket Kanoria, Managing Director
- Mr. K. K. Kanoria, Whole-time Director

(₹ in lacs)

Transactions with related parties

A) Enterprises in which control / Significant influence exist :

Accura ReproTech Pvt Ltd

Advance given

18.80

30.86

Services availed

203.05

165.75

Balance receivable

44.59

32.04

Narmada Fintrade Pvt Limited

Upfront payment for issue of Warrants

--

43.75

B) Key Management Personnel :

Nature of Transactions

31.03.13

31.03.12

Expenses :

Referred in

Referred in

Remuneration

2(a)&(b) above

2(a)&(b) above

Loan Taken

--

15.85

Loan Repaid

--

15.85

Note: Related party transactions have been identified by the management and relied upon by the auditors.

(9) Calculation of Basic & Diluted Earnings Per Share :

Basic & Diluted :

Numerator : Profit after tax (₹ in lacs)

31.03.13

31.03.12

1350.64

770.50

Denominator : Weighted Average number of equity shares outstanding during the year

8700000

8630131

Earnings per share in rupees - Basic & Diluted (₹)

15.52

8.93

Nominal value of equity share (₹)

10.00

10.00

Note: Under the loan agreements, some of the lenders have at their option, a right to convert certain percentage of outstanding amount into fully paid equity shares, in the event of default by the Company in payment of principal and / or interest. As the Company is not in default of any payment obligations to such lenders as on 31st March, 2013, the same are not considered as potential equity shares for the purpose of calculating diluted earnings per share.

(₹ in lacs)

(10)(a) Current Year Tax Includes

Current Tax

31.03.2013

31.03.2012

625.00

227.97

Less : MAT Credit Entitlement

19.90

13.92

Less : Excess provision of earlier years reversed

--

16.59

Total

605.10

197.46

- (b) For the year ended 31st March, 2013, the Company has accounted for Deferred Tax Liability of ₹ 78.74 lacs (Previous Year ₹ 171.46 lacs).

Net Deferred Tax Liability included in the Balance Sheet comprises of the following:

	31.03.13	31.03.12
Deferred Tax Liability		
Depreciation	1110.43	1008.51
Deferred Tax Assets		
Expenses covered u/s 43B	104.07	80.89
Net Deferred Tax Liability	1006.37	927.63

- (11) Details of utilization of funds received on preferential allotment of equity shares:

	01.04.12 to 31.03.13	01.04.11 to 31.03.12
Issue proceeds / deposit received from warrant holder	--	172.90
Less : Utilised :		
For funding capital expenditure at Haridwar / Silvassa and strengthening working capital position	--	172.90
Balance	-- --	

During the year 550000 Warrants issued on preferential basis have been forfeited

(12) Disclosure regarding Derivative Instruments

- a) The Company has used foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitment and highly probable forecast transactions.

Details of outstanding Forward Exchange Contracts entered into by the Company :

As at	Nature of Contract	Currency Equivalent	Amount in Currency	INR equivalent
31.03.13	Conversion of CHF liability	US\$	23.15	1256.70
	Conversion of Euro liability	US\$	18.70	1308.20
31.03.12	Export receivables	US\$	15.00	754.20
	Loan Liability	CHF	2.01	113.28

- b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

- i) Amount receivable in foreign currency on account of the following :

	Amount in Foreign Currency (in lacs) 31.03.13	Current Year INR equivalent (₹ in lacs) 31.03.13	Amount in Foreign Currency (in lacs) 31.03.12	Previous Year INR equivalent (₹ in lacs) 31.03.12
Trade Receivables	US \$ 26.61	1444.15	US \$ 2.21	126.08
	Euro € 0.42	29.32	Euro € 0.89	60.80
	--	--	Pound Sterling £ 0.28	22.87

ii) Amount payable in foreign currency on account of the following:

	Amount in Foreign Currency (in lacs) 31.03.13	Current Year INR equivalent (₹ in lacs) 31.03.13	Amount in Foreign Currency (in lacs) 31.03.12	Previous Year INR equivalent (₹ in lacs) 31.03.12
Trade Payables	US\$ 0.95	51.79	US\$ 0.76	38.67
	Euro € 1.65	114.90	Euro € 2.44	166.54
	Pound Sterling £ 0.14	11.83	Pound Sterling £ 0.12	10.00
	CHF 0.05	2.69	CHF 0.08	4.68
			JPY ¥ 2.05	1.28

	Amount in Foreign Currency (in lacs)	Exchange Rate	Current Year INR equivalent (₹ in lacs)	Amount in Foreign Currency (in lacs)	Exchange Rate	Previous Year INR equivalent (₹ in lacs)
Foreign Currency Loan Payable	US \$ 6.89	54.26	374.40	US\$ 6.89	50.84	350.31
	Euro € 22.21	69.55	1544.66	Euro € 26.38	67.87	1790.31
	CHF 26.30	57.35	1505.34	CHF 15.63	56.35	880.78

(13) Employment benefits :

a) **Defined Contribution Plan:**

Company's contribution to Provident Fund ₹ 131.45 lacs (Previous Year ₹102.85 lacs)

b) **Defined Benefit Plan:**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service receives gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amount recognised in the balance sheet.

	31.03.13	31.03.12	31.03.11	31.03.10	31.03.09
(₹ in lacs)					
Gratuity Funded					
i) Liability recognized in the Balance Sheet					
Present value of obligation at beginning of the year	200.92	149.05	114.22	93.31	73.18
Interest cost	17.68	12.37	9.14	7.46	5.48
Current service cost	31.73	23.36	20.67	17.64	13.92
Past Service Cost	-	23.51	-	-	-
Benefits paid	(4.77)	(7.20)	(4.32)	(4.33)	-
Actuarial (gains) / losses on obligation	1.97	(0.17)	9.34	0.14	0.72
Present value of obligation at the end of year	243.59	200.92	149.05	114.22	93.31
Less:					
Fair value of plan assets as at 1st April, 2013	108.64	70.89	33.82	15.91	5.93
Expected return	9.88	7.29	4.17	1.95	0.99
Contributions by employer	34.05	37.11	36.89	20.29	8.98
Benefits paid	(4.77)	(7.20)	(4.32)	(4.33)	-
Actuarial gains / (losses)	1.75	0.55	0.33	(0.14)	0.02
Amount recognized in Balance Sheet	94.04	92.28	78.16	80.40	77.39

	(₹ in lacs)				
	Gratuity Funded (Contd.)				
	31.03.13	31.03.12	31.03.11	31.03.10	31.03.09
ii) Expenses During the year					
Current service cost	31.73	23.36	20.67	17.65	13.92
Interest cost on benefit obligation	17.68	12.37	9.14	7.46	5.49
Past Service Cost	-	23.51	-	-	-
Expected return on plan assets	(9.88)	(7.29)	(4.17)	(1.95)	(1.00)
Net actuarial (gain) / loss recognised in the year	(3.72)	(0.72)	9.01	0.14	0.72
Total :	35.81	51.23	4.65	23.30	19.13
iii) Actual return on plan assets	11.63	7.85	4.50	1.95	1.00
iv) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows					
Investments with insurer	100%	100%	100%	100%	100%
v) Principal actuarial assumptions					
Discount rate	8.00%	8.80%	8.30%	7.50%	7.50%
Expected rate of return on Plan assets	8.50%	8.50%	8.50%	9.00%	9.00%
Salary Escalation Rate	6.00%	6.00%	5.00%	5.00%	5.00%

Gratuity premium is paid to LIC of India under Gratuity Scheme of LIC

In the absence of detailed information regarding Plan Assets which is funded with Life Insurance Corporation of India, the composition of each major category of plan assets, the percentage or amount for each category to the total fair value plan assets has not been disclosed.

The details of experience adjustments arising on account of plan assets and plan liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are not readily available in the valuation statement from LIC and hence, are not furnished.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the Auditors.

(14) Additional information pursuant to the provisions of paragraphs 4A, 4B, 4C and 4D of part II of Schedule VI to the Companies Act, 1956

	(₹ in lacs)			
	31.03.13		31.03.12	
a) <u>C.I.F. Value of Imports</u>				
Capital Goods	1303.60			3097.73
Raw Materials	1303.19			818.72
Consumables	742.47			404.45
b) Expenditure in Foreign Currency				
Travelling & Others		333.36		218.46
c) <u>Earnings in Foreign Exchange</u>	Quantity	Value	Quantity	Value
	in Lacs	(₹ in Lacs)	in Lacs	(₹ in Lacs)
Export of Goods on FOB basis :				
- Sale of Finished goods - Exports	10970.26	7272.95	6867.94	4864.43

(15) Operating Lease

As Lessee :

Lease Rentals charged to revenue for right to use following assets are :

Particulars	31.03.2013 (₹ in Lacs)	31.03.2012 (₹ in Lacs)
Office Premises, Factory sheds and Godown, etc.	135.59	85.42

The agreements are executed for a period of 11 to 96 months with a renewable clause and also provide for termination by either party giving a prior notice period of 1 to 3 months.

(16) Previous year's figures have been re-arranged and regrouped wherever considered necessary.

As per our Report of even date attached

For and on behalf of

Shah Gupta & Co.

Chartered Accountants

Firm Registration No. 109574W

Vipul K Choksi, Partner

Membership No. 37606

Place : Mumbai

Date : 7th May, 2013

Sajjan Jindal, Chairman

S K Kanoria, Managing Director

K K Kanoria, Whole-time Director

C M Maniar, Director

For and on behalf of Board of Directors

Atul Sud, Director

Sudhir Merchant, Director

Rishav Kanoria, Executive Director

S G Nanavati, Executive Director

Pravin Karambelkar, Company Secretary



Registered Office : Shiv Smriti, 49, Dr. Annie Besant Road, Worli, Mumbai-400018

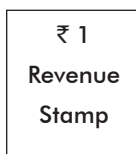
PROXY FORM
Twenty-Fifth Annual General Meeting – 2013

Reg. Folio No./Client ID No. _____

I / We _____ of
_____ in the district of _____
_____ being a member / members of the above named Company hereby appoint
_____ of
_____ or failing him _____
_____ in the district of _____ as my / our proxy
to vote for me / us on my / our behalf at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company to be
held on 24th July, 2013 and at any adjournment thereof.

Signed this _____ day of _____ 2012

Signature



NOTES : This form, in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



Registered Office : Shiv Smriti, 49, Dr. Annie Besant Road, Worli, Mumbai-400018

ATTENDANCE SLIP
Twenty-Fifth Annual General Meeting – 2013

Reg. Folio No./Client ID No. _____

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company at "SUNVILLE DELUXE" PAVILLION, 9, Dr. Annie Besant Road, Worli, Mumbai-400018 on 24th July, 2013 at 4:30 P. M.

Member's / Proxy's name in BLOCK letters

Member's / Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

BOOK-POST

If undelivered, please return to :



Shiv Smriti,
49, Dr. Annie Besant Road,
Worli, Mumbai - 400 018.