VALUE ADDED PRINT SOLUTIONS

THE YEAR OF expansion

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REPRO INDIA LIMITED

ANNUAL REPORT 2010-2011

THE YEAR OF
exp

Contents

ansion

The information age has truly arrived. Mobile phones. Internet. Satellite communication. Television. The last decade has, arguably, seen more changes than the last entire century. And with this change has come opportunity – the opportunity to participate in the new world, where information availability and knowledge dissemination is the very basis of life.

Responding to this change, and gearing for the future, we at Repro have expanded our vision. From delivering services to delivering solutions. From the print world, to the digital-world.

The world is looking to India to provide services and solutions in an increasingly demanding and discerning environment. As pioneers in the communications industry, we recognise that knowledge and content are the key drivers for the future. And in response to this, we have expanded our capabilities to provide to our customers solutions, to their requirements. By investing in technologies. By re-skilling our people. By expanding our capacities. By preparing for the future. So that we are ready for the opportunities tomorrow brings and can share the benefits of these to our stakeholders.

30% growth in revenue

30% growth in PAT

100% increase in Dividend from **30%** to **60%** *(Proposed)*

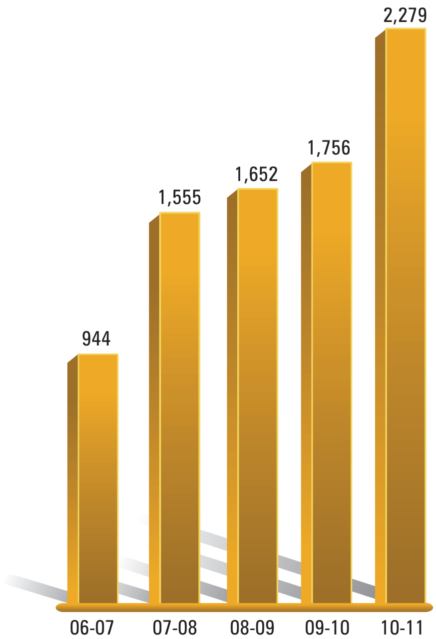
Increase in EPS from ₹ **16** to ₹ **21**

A Cash Balance of ₹ **50** cr

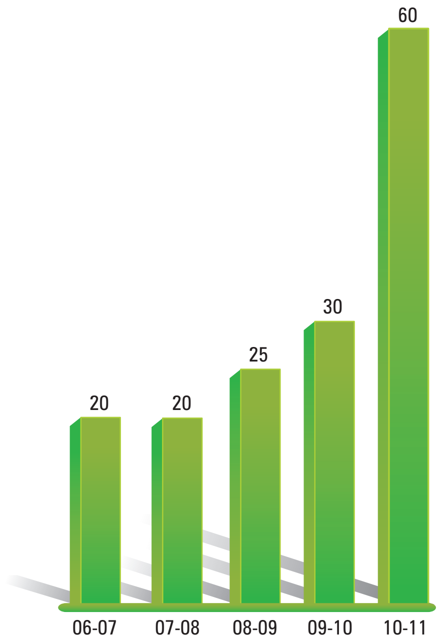
Expected capacity growth of over **100%** in 2011-12 at the Surat facility

CAPEXIL AWARD 4^{th} time in a row

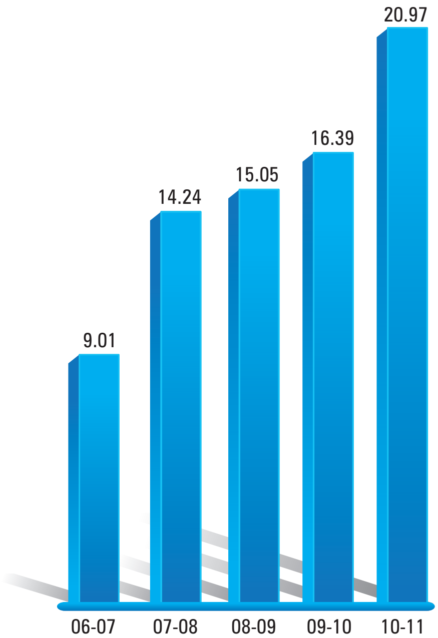
FINANCIAL HIGHLIGHTS



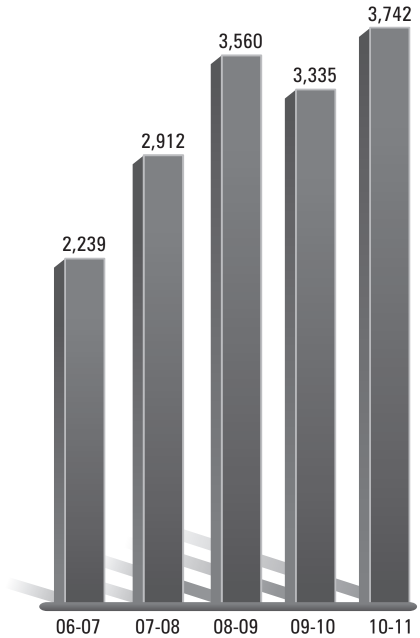
Profit After Tax (PAT)
(₹ in lakhs)



Dividend in %



Earning Per Share (EPS in ₹)



Operating Margin (EBITDA)
(₹ in lakhs)

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EXPANDING THE VISION

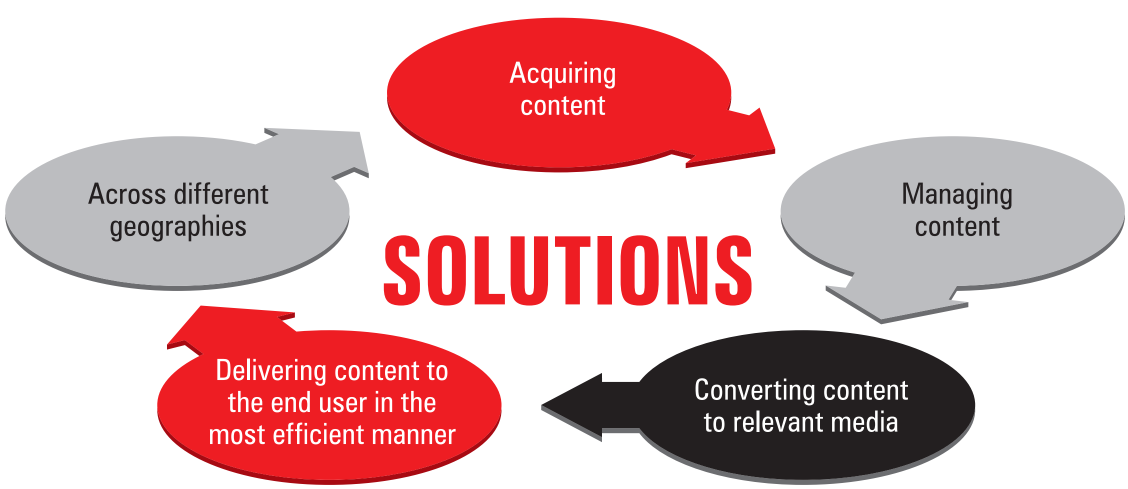
The future is upon us and needs of our customers everywhere across the globe are changing. In keeping with this change, we have committed ourselves to ensuring that we have a solution for their every requirement. And to this end, we have developed a model that expands the scope of our solutions across media and across geographies. Our vision today is that of a partnership with our customers.

We will **MANAGE** your **CONTENT** to give you a **ZERO INVENTORY** solution by **PRINTING & DELIVERING** Books to fulfill your clients' requirements

Wherever

Whenever

from **ONE TO A MILLION** Copies



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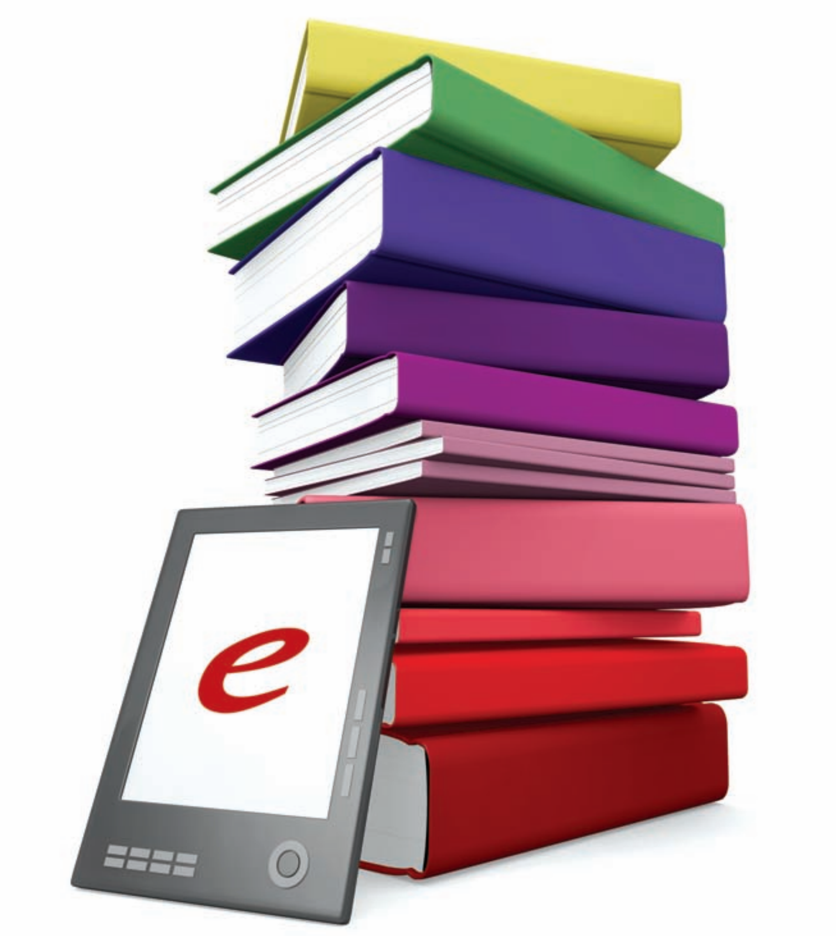
EXPANDING SOLUTIONS

There's a thin line between delivering a product and delivering a solution. At Repro, we have crossed that line and believe strongly in giving clients solutions to their specific requirement. Today the world is looking more and more at India for its outsourcing needs, and what it needs are solutions to an increasingly diverse and complex business requirement that changes from country to country, and from industry to industry.

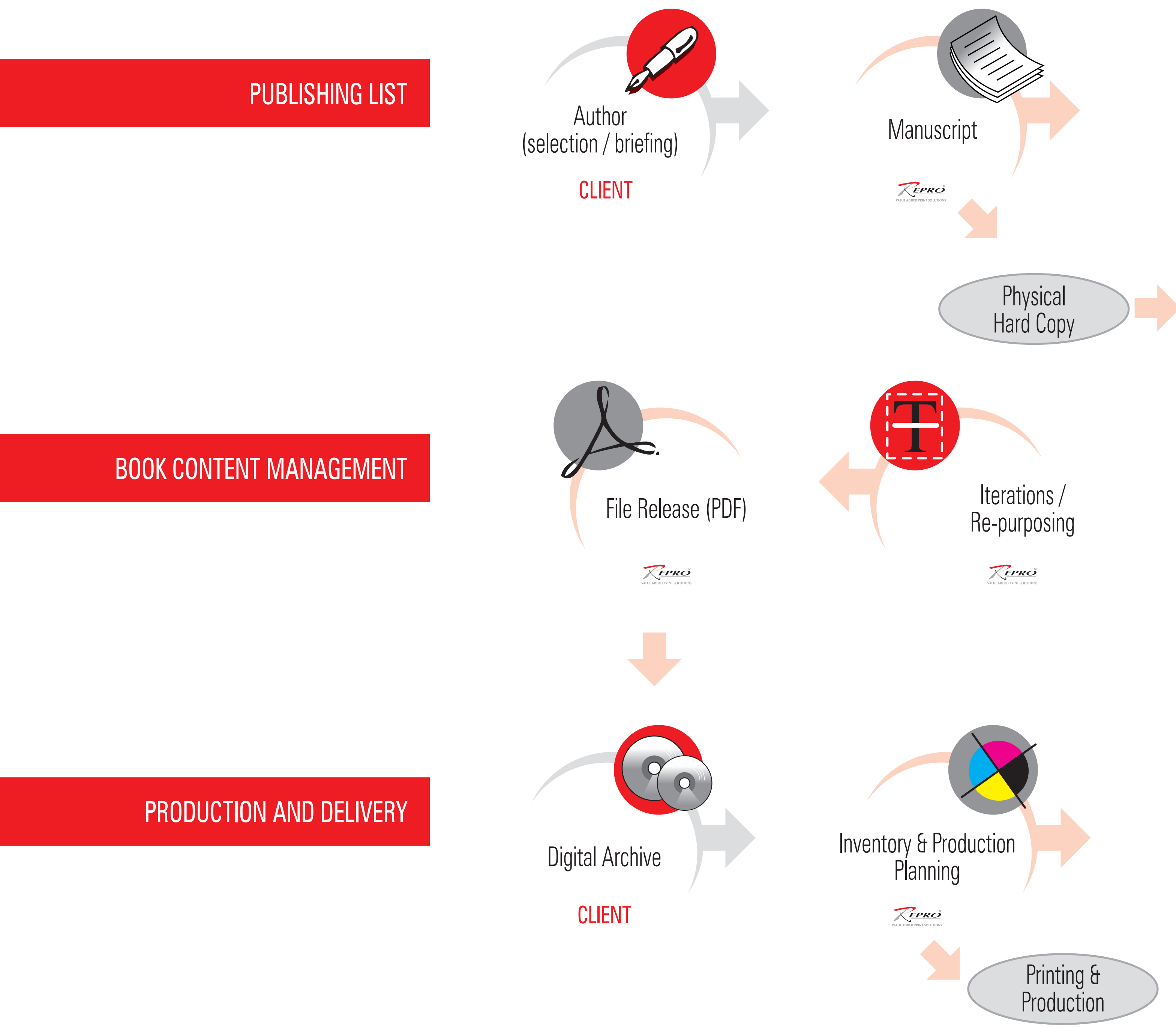
Keeping the changing needs of publishers and corporates in mind, **our key edge at Repro remains a 'solutions' approach to our business**. As an intrinsic part of our clients' business processes, we have a deep understanding of what they require. And this understanding has enabled us to customise solutions to varying client requirements across geographies.

Right from putting into place on-site solutions with digital delivery mechanisms, to connecting publishers with distribution channels that help them open new markets, to helping customers enter the digital space with comprehensive digital solutions – we have worked in close collaboration with clients to help them meet their end business objectives.

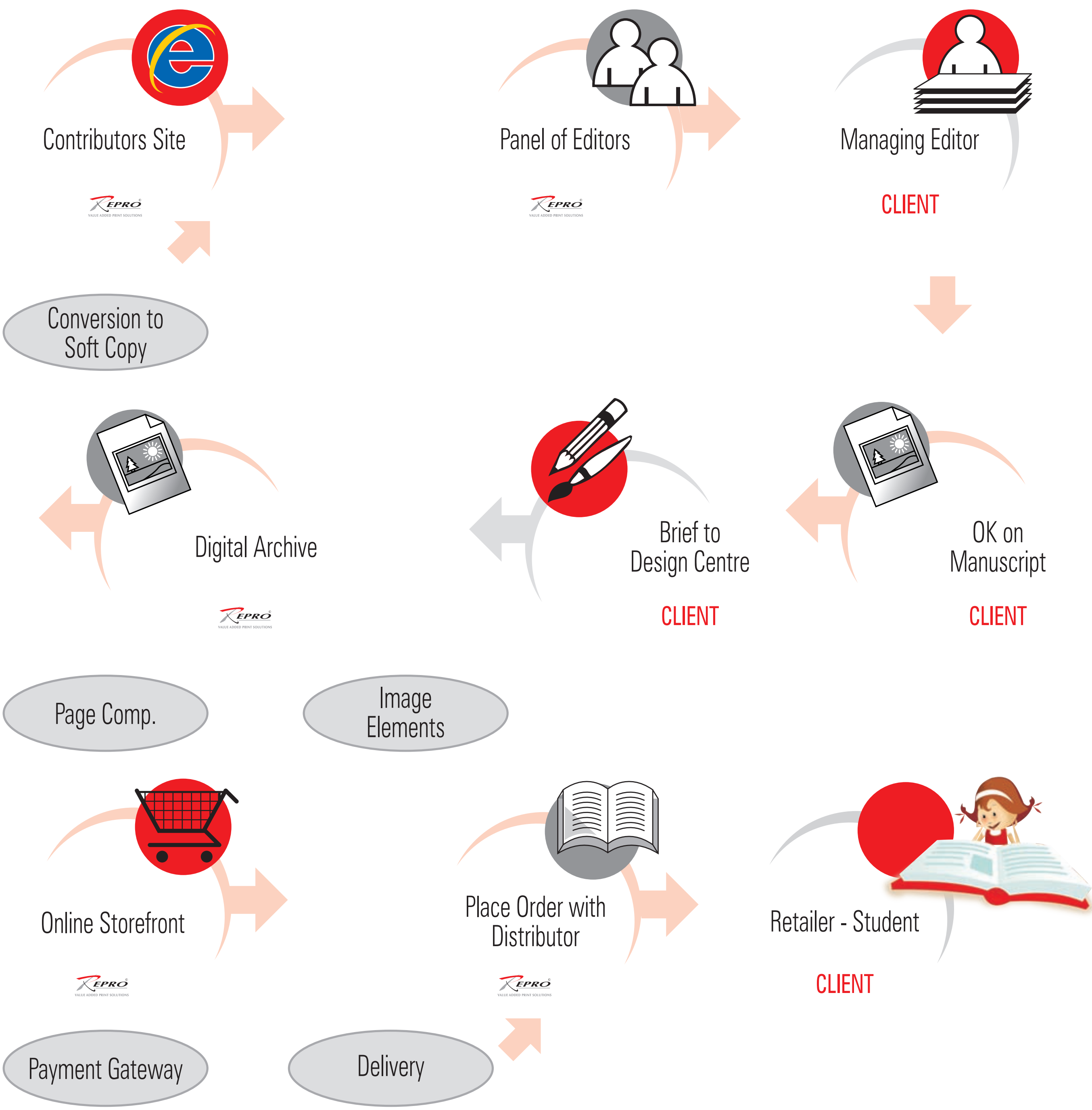
This approach has found manifestation in various value additions to our clients' businesses including integration into clients' systems, predictability and scalability, and end-to-end unified process – from marketing to store-front to fulfillment and logistics and customer service, IPR protection, an optimised print cycle, and complete fulfillment and distribution.



In keeping with our vision of building a model of partnership with our customers, we have engaged in a collaborative process to enable our customers to carry out their business with ease. Our value additions allow them to focus on their core competency, while we provide solutions for the rest.



Today, whether our customer needs a solution to expanding his market, or reaching material digitally or physically to his end user wherever he might be, or simply a book created and produced, we have developed a comprehensive model to meet his requirement.



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EXPANDING OUR MARKET REACH

As the markets grow with newer opportunities, not only do we delve deeper into existing markets, we also explore opportunities in newer markets. With a focussed strategy towards making our service solutions available globally, we have expanded geographies across continents, meeting the requirements of corporates and publishers around the world. Today, we export books to over 100 locations across 4 continents.

A FOCUS ON DEVELOPING COUNTRIES – INDIA

The Indian Publishing industry is estimated at over ₹ 4,500 crores. The number continues to grow at a pace of over 30% year after year, which clearly indicates the industry's rapid expansion.

We, at Repro, understand this growth spurt and are fully equipped to cater to all the four zones – East, West, North and South – in the domestic market. We offer a 360 degree experience to all our clients in order to meet their content, print and fulfillment needs. We can print as little as one book to as many as a million, and despatch them anywhere across the globe. Education is the crux of the Indian publishing industry, and is slowly adapting itself to newer formats, especially digital.

The previous year has seen global giants like Oxford University Press, Macmillan and Pearson, among others, outsource not only traditional printing needs, but also e-publishing. Our clients include Pearson, Macmillan, Oxford University Press, Orient Blackswan, Laxmi Publication, Vikram, Saraswati Publications, etc.

We have also been a leader in the Annual Report segment for more than a decade. Today, we offer a range of value-added services to corporates for their Annual Reports. Keeping the green initiative in mind, we offer the use of recycled paper for publishing Annual Reports. We also offer digital versions, like e-Annual Reports in both pdf and html versions. Some of our corporate clients in this area include Infosys, Wipro, Patni, Tata Steel, Tata Power, Airtel, Zee Group, Sterlite Group, etc.

In keeping with our positioning of industry leadership, we have undertaken a series of events under the branding of **Leaders & Legends**, which brings together industry leaders to discuss trends in publishing, printing and digital platforms. This helps us stay ahead and retain our position of leadership.

At the Delhi Book Fair

Industry updates through events

AFRICA – Opening New Opportunities

We enjoy a strong foothold in Africa, catering to countries across East, West and South Africa.

Our end-to-end content and print solutions across services like content management, content digitisation, e-books, e-pub and many more, have given us an edge and provided us with the drive to work towards a position of strength in the African market. Having understood the nuances of the African educational publishing models, our solutions are customised to the requirements of different African countries. Right from originating content for different markets, to printing and delivering large and small quantities, to setting up on-site facilities for clients, our presence in Africa has been growing year-on-year.

Through innovative products and customised services, we have cemented our position as a leading print and digital media company in Africa.

At the Nigeria Book Fair

At the London Book Fair

DEVELOPED COUNTRIES – A NEW PHASE OF GROWTH

Inspite of the receding economy, we have managed to sustain our business in the UK and US, and ensure a stable position as the previous year. This year, we have also added clients such as Baker & Taylor, BPP and Random House to our list of clients.

Our presence at the London Book Fair and Book Expo this year repositioned us as being more than just a print company. Intensive interactions with global publishers gave us a window into future requirements, while also enabling us to cement and build on existing relationships. This further enhanced our global presence which was already in place through our active presence at the Book Expo America, London, Frankfurt, Delhi and Nigerian Book Fairs.

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SERVICES AT A GLANCE

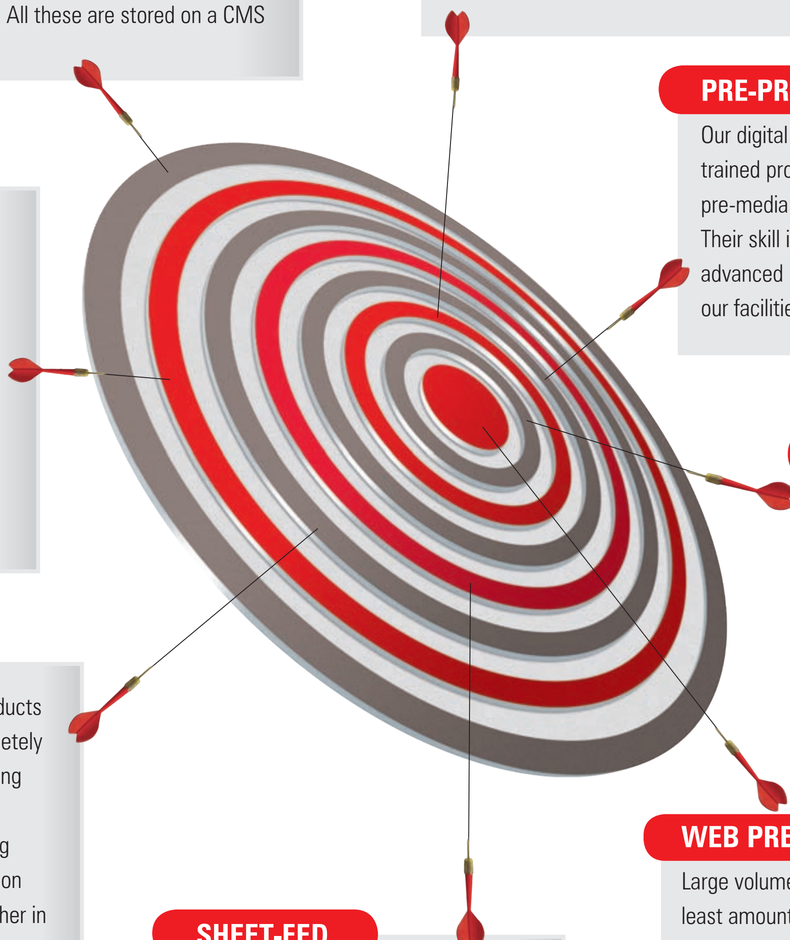
We offer a range of services for every step of the value chain, right from content creation up to product despatch.

DESIGN

Our team of designers, writers, illustrators and page compositors are equipped with the latest design software and hardware to provide our clients with a host of services, from ideating to creating print-ready files.

CONTENT CREATION & MANAGEMENT

We offer holistic solutions for Content Management, including digitising and storing files in XML, indexing and storing text and graphic files by version and linking them to the master files. All these are stored on a CMS secure server.



PRE-PRESS

Our digital press centre consists of highly trained professionals who carry out the pre-media process all the way to the plates. Their skill is further compounded by advanced processing equipment at our facilities.

LOGISTICS

Our facilities are located close to ports, which gives us the advantage of multiple despatch points. Our strategic partnerships with postal and courier services adds to the advantage making it possible for us to despatch perfect deliveries in a short time period.

POD

Our state-of-the-art digital facility helps publishers print just the amount of books they need, customise each copy and avoid obsolescence.

POST-PRESS

The final touches to our products are carried out by our completely automated cutting and binding lines equipped with multiple options. From perfect binding to saddle stitching and section sewing, we bring it all together in seamless synchrony.

WEB PRESS

Large volumes of runs are printed in the least amount of time at our web presses, which include some of the most evolved print machines in the industry.

SHEET-FED

Our sheet-fed machines are customised and capable of delivering high-end production value for 1, 2, 4 or 5-colour jobs that are high in quality and capable of making a final impression.

COMPREHENSIVE CONTENT SOLUTIONS

We offer customised content solutions that meet our clients' needs. We can take a manuscript or digital file from a publisher and manage the content through its life cycle. We also offer multiple deliveries from a single source. Management of content is enabled via our Enterprise Content Management system.

CONTENT CREATION

Right from originating content to adapting existing content to new geographies, our team of writers and designers undertake the entire process of content creation.

CONTENT DIGITISATION

We take on the digitisation of legacy content, storing millions of pages in our content warehouse; and then converting it to multiple digital formats across media.

CONTENT MANAGEMENT

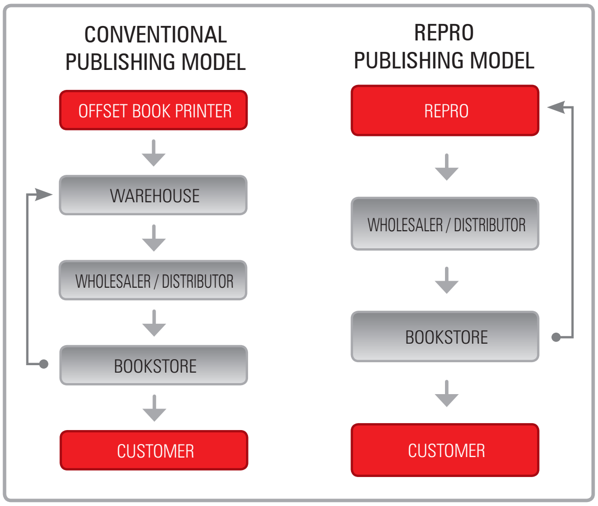
Content is managed in a collaborative environment. Publishers are provided online access to their content. Our **Enterprise Content Management** system ensures that the content is handled seamlessly and securely. The security of the publishers' content is enabled through encryption and access control.

PRINT-ON-DEMAND (POD)

At Repro, we are equipped to meet the demand of quick production – from a single copy to thousand of books with our digital Print-on-Demand technology. This becomes a key contributor to a publisher's value chain, as it eliminates the burden of over-stocking, over-distribution, and obsolescence.

To stay ahead in this area, during the year, our R & D teams undertook strategic initiatives to test raw material, and to explore potential strategic ties to further expansion plans. The teams also explored new technologies in the USA, which have resulted in decisions to adopt and implement cutting edge technologies like EFI Monarch. This will enable us to achieve unified workflows, with the ability to drive both CTP and Digital Machines.

The existing Print-on-Demand facility is also being enhanced, in terms of capacities and capabilities, allowing customers to experience its multiple possibilities. Our Digital Store Front is an online portal for customers to order and track their products online. Orders placed on the store front will drop directly into our MIS and trigger production to plan and execute the order. This will soon be launched across multiple customers in India and abroad.



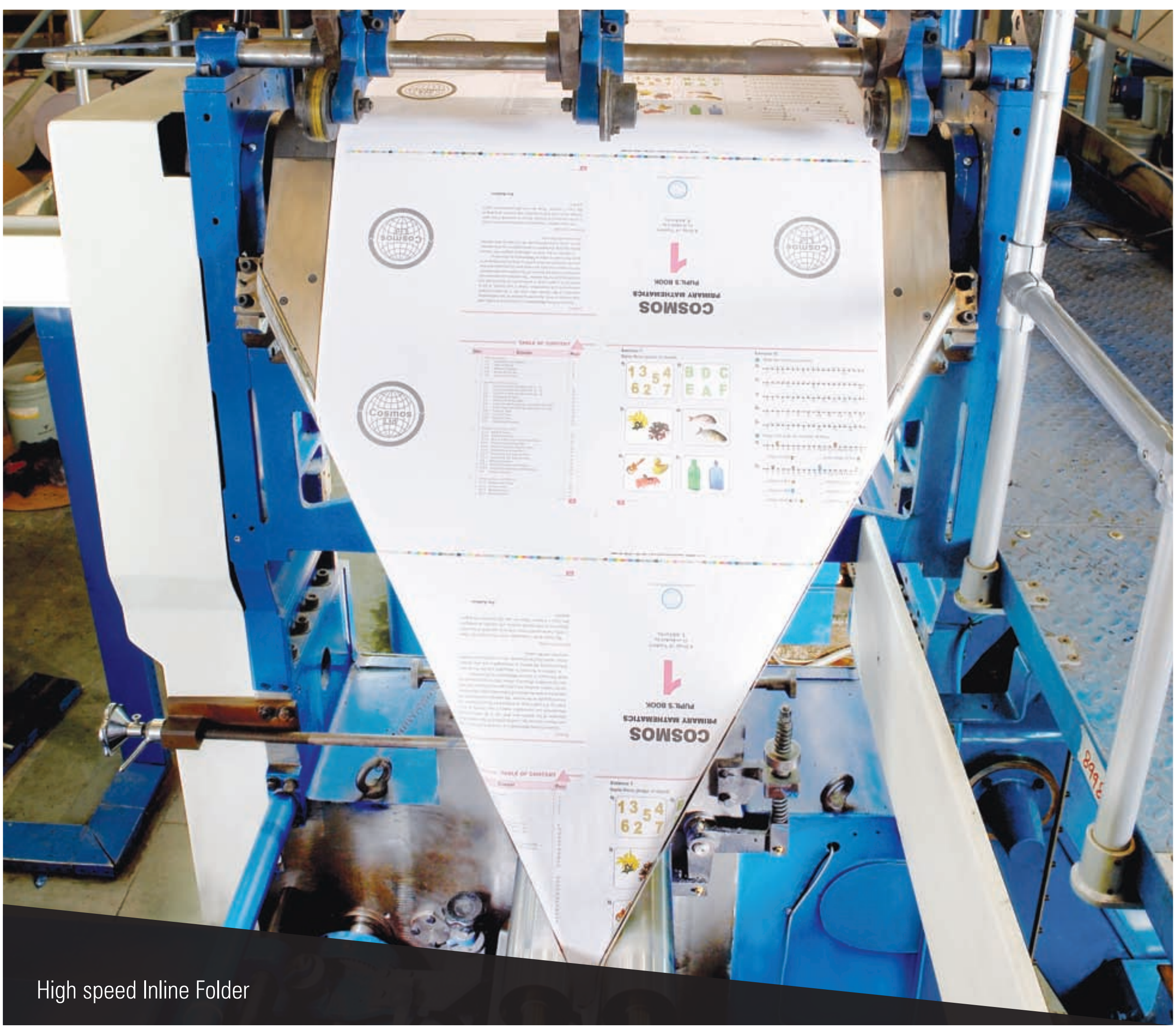
IGen3 – Toner Based Colour Machine

PRINTING

We produce and deliver content in multiple formats, such as Educational Books, Children's Books, Trade and Retail Books, Magazines and Annual Reports. We offer innovative techniques of printing, such as write and wipe, perforation, paint with water and sticker books, among others.

We understand the markets and its constantly changing needs. Hence, we constantly strive to innovate products that meet the needs of our clients and their markets.

Our state-of-the-art infrastructure enables us to print high-end graphics on low gsm paper, undertake 2, 4, and even 5-colour jobs and offer multiple finish solutions to our clients. Our facility boasts of advanced technology and machines that are seldom found even in developed countries.



High speed Inline Folder

FULFILLMENT

Completing the value chain, we offer warehousing and logistics solutions to our clients across the globe. We have large, built-up capacities that function as warehouses. Our warehouses are conveniently located close to rail, road and sea transport. We also have a post office within our plant. For international locations, we have strategic tie-ups with global logistics providers, that helps us offer a 24 x 7 express delivery to our clients around the world.

We have also made it possible for our clients to track their projects online, right from the manufacturing process up to the delivery at their chosen destination. EFI, an ERP solution implemented by us, enables all our clients to track every step of their job online. We also use 3PL logistics solutions for optimising costs to benefit our clients.

EDUCATION BOOKS

CHILDREN'S BOOKS

TRADE & RETAIL BOOKS

ANNUAL REPORTS

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We are expanding our technological infrastructure to include digital advances that meet the needs of our clients.

WEB STOREFRONT

The EFI Digital StoreFront® (DSF), is an online web storefront. It is the customisable platform for print businesses that provides a unique shopping experience for customers while also serving as an order to production workflow.

DSF manages, automates and streamlines the entire print procurement and production process. It helps customers to leverage the Internet to submit and proof-print jobs faster, easier and more accurately than ever. It directs the flow of data through the entire print centre operation, intelligently routing incoming jobs to the appropriate output device while automating all estimating, quoting, billing and reporting functions. It eliminates the need for redundant data entry and minimises the likelihood of human error. DSF makes the operations system more efficient and effective.

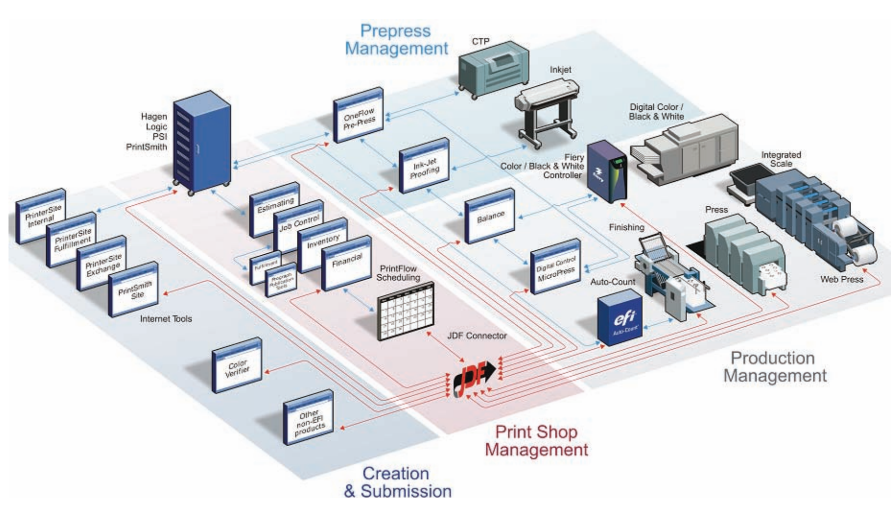
The key benefits:

- Plan jobs for real-time execution to enjoy optimal utilisation of resources and materials.
- Update changes in a job without changing the estimated data in it.
- Develop a JDF empowered imposition tool to communicate with pre-press workflow.
- Incorporate version management of a job or split-job runs without touching original estimates.
- Develop multi-facility planning tools.

ORACLE ECM

Enterprise Content Management (ECM) is another system in the process of implementing to facilitate greater in-process efficiencies. ECM is a structured way of organising and storing documents and other content. It will help meet growth and future challenges, in customer's business profits. It will help utilise resources optimally, and prevent information loss and better control on data. ECM will automate the complete process and workflow of the Content Department with data integrity. It will also consolidate information currently scattered across the organisation.

COMPLETE PROCESS INTEGRATION



THE SURAT FACILITY: Our facility includes a wide and varied range of web and sheetfed machines, binding and finishing lines

DIGITAL PRE PRESS High end scanning, impositions, colour separation, to plate outputs on automatic plate-makers

PRINT-ON-DEMAND
Digital Web Printing Machine

BINDING LINES
High Speed Perfect Binding Line

WAREHOUSING AND DISPATCH
Managing customer inventory right up to last mile despatch

Team Repro participating in the green movement on Environment Day

We believe that teamwork is an integral part of an organisation's progress. With this in mind, we have put into place several significant HR initiatives that help us on our path of expansion.

Policies & Procedures

Progressive policies have been implemented that help streamline efficiencies by ensuring a culture of responsibility and greater discipline.

Performance Management System

A half-yearly appraisal system with weightages and a Bell-curve approach for performance measurement have resulted in greater accountability and therefore, greater efficiencies across the board.

Legal Compliance

Several measures have been implemented that have benchmarked best practices leading to greater empowerment of the labour force.

Training & Development

A rigorous re-skilling programme that included outbound training, workshops and seminars on latest trends, technologies and management techniques have further enhanced abilities across the board.

Employee Engagement

Keeping our people motivated is something we take seriously. And to this end we have undertaken several initiatives that include celebrations like Annual Day, Women's Day, Environment Day etc., as well as initiatives like Blood Donation and Basic health check-up for staff and workers. We have also introduced Operational Excellence Awards under Quarterly Awards.

QUALITY

Quality is our top priority. We are one of the few organisations in our industry to be compliant with Global Manufacturing Principles (GMP), Ethical Trading Initiatives (ETI) and Suppliers Ethical Database Exchange (SEDEX) requirements. These are based on the principles of international human rights norms as described in International Labour Organisation conventions, the United Nations Convention on the Rights of the Child and the Universal Declaration of Human Rights.

We are recognised by Hasbro, Mattel, Disney, Dollar General, Wal-Mart, FWC and SEDEX qualifications for the highest ethical and business standards.

We will undergo a re-certification of ISO 9001:2008 in June 2011 for the 4th time in order to continually upgrade our quality standards.

As a part of the ISO 14001 initiative, both Mahape and Surat plants became members of the Common Effluent Treatment Plant (CETP) to discharge excess treated water from the plant. On the Energy conservation front, both plants were audited for Energy audit.

As a part of the Total Quality Management (TQM), we will implement TQM Small Group Activity (SGA) or Quality Circle (QC) and Total Productive Maintenance (TPM). They will create a work atmosphere to stimulate commitment towards excellence, and an improvement in quality.


SCIENTIFIC CERTIFICATION SYSTEMS

Repro India Ltd

Scope of Certificate:

Manufacturer of printed material

FSC Pure, FSC Mixed and FSC Recycled

Certificate Code: SCS-COC-003042

Valid from 9 Feb, 2010 to 8 Feb, 2015

SCS SCIENTIFIC CERTIFICATION SYSTEMS


Intertek

Certificate of Registration

The following organization's environmental management system has been assessed and registered by Intertek Systems Certification as conforming to the requirements of:

ISO 14001:2004

Certificate Number 10E0146

Certificate Issue Date September 06, 2010

Certificate Expiry Date March 22, 2013

Organization:

Repro India Limited

Plot No. 50/2, TTC MIDC Industrial Area, Mahape, Navi Mumbai - 400 710, Maharashtra, India

The Environmental Management System is applicable to the management of the environmental aspects related to:

Content development, off-set & digital print services and warehousing.

In the issuance of this certificate, Intertek assumes no liability to any party other than to the Client, and then only in accordance with the agreed upon Certification Agreement.

Intertek Systems Certification – Mumbai, India


SCIENTIFIC CERTIFICATION SYSTEMS

Repro India Ltd

Scope of Certificate:

Manufacturer of printed material

PEFC Chain of Custody Certified

SCS Certification Registration Number: SCS-PEFC/COC-003042

Valid from 15 Mar, 2010 to 8 Feb, 2015

PEFC

Robert J. Hrubes, Senior Vice President

SCS SCIENTIFIC CERTIFICATION SYSTEMS

Dear Shareholder,

It's been a year of great satisfaction to us at Repro on many fronts. It has also been a year when the world has seen dramatic changes in information dissemination. Adapting to these changes with strategic initiatives to plan for the future has been a focus over the last year.

With the digital revolution sweeping the world, we are ready with a strategic expansion plan that encompasses digital solutions, while continuing our growth trajectory. Even as we have expanded our service for mass print solutions, we have invested in a robust and comprehensive digital model that allows customers to have the advantage of customised, small-run projects through our digital print-on-demand solutions. Keeping pace with changing needs, our digital model uses some of the world's most modern technologies. We have also invested extensively in equipping our people with skills that cater to the digital needs of our customers.

Our core bread and butter still remains the print model, which is not only showing no indications of slowing, but on the contrary is on the upswing – especially in our key markets of Africa and India. With this in view, we have expanded our infrastructure and resources in our facilities in Vashi and Surat. The Surat facility is focussed on exports. Over the last year it has achieved a record productivity and functioned at full capacity – thus paving the way for increased expansion. This expansion is on the cards and plans for it will be rolled out in the coming year.

In terms of our processes and systems, the last year has been very fruitful. We have successfully implemented the EFI model – an industry bench-marked work-flow management system that is allowing us greater control over every process. This is resulting in a measurable increase in efficiencies, which further allows us to be increasingly competitive in the global arena. Today, we are one of the first and among the few print companies to have completely automated workflows that are customised to the print vertical.

> "Our strategy of expansion has ensured that we are ready with both digital and print models to take on the opportunities of the future."

Education continued to be a significant area of focus for us during the last year. Our strong relationships with educational publishers, coupled with our deep understanding of the education vertical has enabled us to increase our business in this segment. We continued to grow our business across the various countries in Africa, as well as with all the leading Indian educational publishers. We added on new clients in addition to increasing business with existing ones.

Our continued marketing efforts, through participation in various book fairs in India and overseas has helped us develop a width of clients – while also mining existing clients and going deeper into their business requirements. Our business in India continued to grow in all the segments in which we have a presence.

One area that we have focused relentlessly on – and one which gives us immense satisfaction is the area of Quality.

LETTER FROM THE CHAIRMAN

Having been certified for our quality standards by some of the world's most stringent quality benchmarks, we have undergone several voluntary social and quality audits. In the area of environment sustainability, we are focusing on reducing our carbon foot-print through various operational measures at our facilities. We have also been certified for the use of environment free paper – which we use both in our own products and which we promote to all our customers.

Today, as we enter a new phase of our growth, our expansion strategies are in place. With our resources channelised, our people energised and our direction identified, we are well on our way to achieving our objective – which is growth for all our stakeholders.

We thank you for your continued support and look forward to a successful year where we are able to meet our collective growth objectives.

Thank you

Vinod Vohra
Chairman

BOARD OF DIRECTORS

Seated from left to right: P. KRISHNAMURTHY, ALYQUE PADAMSEE, DR. JAMSHED J. IRANI, VINOD VOHRA, ULLAL R. BHAT, SANJAY ASHER,
Standing from left to right: DUSHYANT MEHTA, SANJEEV VOHRA, MUKESH DHRUVE, PRAMOD KHERA, RAJEEV VOHRA,

EXECUTIVE DIRECTORS

Vinod Vohra (Chairman)
Sanjeev Vohra (Managing Director)
Mukesh Dhruve
Rajeev Vohra
Pramod Khera

NON-EXECUTIVE DIRECTORS

Sanjay Asher
Ullal R. Bhat
Dr. Jamshed J. Irani
P. Krishnamurthy
Dushyant Mehta
Alyque Padamsee

COMPANY SECRETARY & COMPLIANCE OFFICER

Madhavi Kulkarni

AUDITIORS

S. R. Batliboi & Co., Chartered Accountants

BANKERS

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

SOLICITORS

Crawford Bayley & Co.

REGISTERED OFFICE

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

REGISTRAR AND TRANSFER AGENTS

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

FACILITIES

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

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

Website: www.reproindialtd.com

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FINANCIALS

FINANCIAL HIGHLIGHTS

₹ in Lacs (Except Ratios)

		2011	2010	2009	2008	2007
1.	Sales	25,961	20,032	23,803	15,091	12,927
2.	Gross Profit (PBIDT)	3,742	3,335	3,560	2,912	2,239
	Gross Profit as % of Income	14%	17%	15%	19%	17%
3.	Interest	675	674	812	428	357
4.	Depreciation	1,108	1,004	795	638	558
5.	Profit Before Current year Tax	1,959	1,657	1,953	1,847	1,324
6.	Provision for Tax	(320)	(99)	301	291	379
7.	Net Profit (PAT)	2,279	1,756	1,652	1,555	944
8.	Net Worth	13,943	12,349	10,957	9,634	8,369
9.	Fixed Assets - Gross Block	20,166	18,636	16,769	11,535	10,467
10.	Long Term Loans Outstanding	6,830	5,027	3,646	309	856
11.	Long Term Loans Repayment	876	842	277	571	540
12.	Debt Equity Ratio	0.49	0.41	0.33	0.03	0.10
13.	Earning Per Share (EPS)	20.97	16.39	15.05	14.24	9.01
14.	Cash Earning Per Share (CEPS)	31.16	25.77	22.29	20.94	14.35
15.	Return on Net Worth (RONW)	16%	14%	15%	16%	11%

* EPS Calculated on the basis of Weighted Average No. of Shares during the year

Dear Shareholders,

Your Directors have pleasure in presenting the Eighteenth Annual Report of your Company together with the audited Balance Sheet and Profit and Loss Account of the Company for the year ended on March 31, 2011.

Financial Results

(₹ In Lacs)

	Year ended 31st March,	
	2011	2010
Sales	25,961	20,032
Profit before interest, depreciation and taxation	3,742	3,335
Financial Expenses	675	674
Depreciation	1,108	1,004
Profit before tax	1,959	1,657
Tax Expenses	(320)	(99)
Profit after Tax	2,279	1,756
Transfer to General Reserve	228	176
Proposed Dividend	634	315
Tax on Dividend	103	54

Performance review & Highlights of the year

During this year your Company has achieved an excellent growth both in the domestic & export markets.

There has been 30% growth in revenue, from ₹ 200.32 Crores in the year 2010 to ₹ 259.61 Crores in 2011 and 30 % growth in PAT from ₹ 17.56 Crores in 2010 to ₹ 22.79 Crores in 2011.

The export to domestic ratio for the year has been 54:46. During the year, your Company did an export business of ₹ 94 Crores from the Surat facility.

Acknowledging the good performance of the company, the board has recommended a doubling of the dividend to 60% as compared to 30% during the last year.

Responding to the information age that has arrived, your Company has expanded it's vision, from delivering services to delivering solutions. As pioneers in the communications industry, your Company recognizes that knowledge and content are the key drivers for the future and in response to this, your Company has expanded it's capabilities to provide to it's customers, solutions to their requirements by investing in technologies, re-skilling people, expanding capacities and preparing for the future so that we are ready for the opportunities tomorrow brings and can provide the benefits of these to our stakeholders.

Your Company's focus on the African Continent continues. Having understood the nuances of the African educational publishing models, our solutions are customized to the requirements of different African countries. During this year your Company has bagged a single biggest order of ₹ 26 Crores from the Africa market.

The focus during the year has remained range of services for every step of the value chain, right from content creation up to the product despatch which includes Content Creation and Management, Designing, Pre-Press, Printing, Post Press and Logistics. Our state of the art Digital Facility helps publishers print just the amount of books they need, personalize each copy and avoid obsolescence.

Your Company understands the growth spurt in the domestic market and are fully equipped to cater to all the four zones, East , West, North and South.Your Company has made excellent efforts for penetration in South India market which will show results in the coming year.

Your Company has a strong and consistent order inflows with a healthy order book of over ₹ 45 Crores and is confident that we should be able to sustain the growth in the coming year.

Your Company has bought additional space adjoining it's existing plots at Surat which will increase the capacity and productivity of the Surat plant.

Your Company is investing heavily in building a world class IT infrastructure. We are expanding our technological infrastructure to include digital advances that meet the needs of our clients by setting up a Web storefront. The EFI Digital Storefront® (DSF)is an online web storefront serving as a customizable platform for print businesses that provides a unique shopping experience for customers while also serving as an order to production workflow. Enterprise Content Management (ECM) is another system in the process of implementation in order to facilitate greater in process efficiencies.

During the year your Company is awarded Special Export Award from CAPEXIL for the year 2009-10 fourth time in a row.

Quality Certifications and Social Audits

Your Company is recognised by Hasbro, Mattel, Disney, Dollar General, Wal-Mart, FWC and SEDEX qualifications for the highest ethical and business standards.

Your Company will undergo a re-certification of ISO 9001:2008 in June 2011 for the 4th time in order to continually upgrade it's quality standards.

As a part of the ISO 14001 initiative, both Mahape and Surat plants became members of the Common Effluent Treatment Plant (CETP) to discharge excess treated water from the plant.

On the Energy conservation front, both plants were audited for Energy audit.

ESOPS

Your Company has implemented two Employee Stock Option Schemes namely Repro India Limited (Employees Stock Option Scheme), 2006 (REPRO ESOS, 2006) and Repro India Limited (Employees Stock Option Scheme), 2010 (REPRO ESOS, 2010) in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 2009 (the SEBI Guidelines). The Compensation Committee constituted in accordance with the SEBI Guidelines, administers and monitors the Scheme.

As the intrinsic value (difference between Market price and Exercise price) on the date of the grant was nil, no compensation cost has been recognised in the financial statement.

The applicable disclosures as stipulated under the SEBI Guidelines as at March 31, 2011 are set out in the Annexure to this Report.

Increase in share capital

During the year, we issued and allotted 64,715 number of equity shares on the exercise of stock options under the Repro ESOS 2006. As a result of this, the issued, subscribed and paid up capital of the Company increased from 10,495,149 shares as at March 2010 to 10,559,864 shares as at March 31, 2011.

Promoter Group Companies

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

Transfer to Reserves

Your Directors propose to transfer a sum of ₹ 227.92 lacs, being 10% of the profits of the year under review, to the general reserves of the company pursuant to the Companies (Transfer of Profits to Reserves) Rules 1975.

Dividend

Your Directors recommend declaration of dividend of ₹ 6/- per Equity share of ₹ 10/- for the year ended on March 31, 2011.

Dematerialisation of Shares

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

Auditors' Report

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

Auditors

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

Directors

Dr. Jamshed J. Irani and Mr. U.R.Bhat , Directors of the Company, retire by rotation and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommend their respective re appointments.

Brief resume of the Directors proposed to be reappointed as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.

Personnel

None of the employees of the Company are covered under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended till date.

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

Conservation of Energy:

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

Technology Absorption:

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

Foreign Exchange Earnings and Outgo:

The foreign exchange earnings of the Company during the year were ₹ 14,619 lacs while the outgoings were ₹ 4,516 Lacs (including value of materials imported).

Report on Corporate Governance

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

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

Human Resources Activities:

Your Company believes that teamwork is an integral part of an organisation's progress. With this in mind, your Company has put into place several significant HR initiatives that help us on our path of expansion.

Progressive policies have been implemented that help streamline efficiencies by ensuring a culture of responsibility and greater discipline. A half yearly appraisal system with weightages and a bell-curve approach for performance measurement have resulted in greater accountability and therefore, greater efficiencies across the board. Several measures have been implemented that have benchmarked best practices leading to greater empowerment of the labour force. A rigorous re-skilling programme that included outbound training, workshops and seminars on latest trends, technologies and management techniques have further enhanced abilities across the board.

Directors' Responsibility Statement

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

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

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

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

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

Management Discussion and Analysis Report

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

Acknowledgements

Your Directors place on record its sincere thanks and appreciation for the continuing support, co-operation and assistance received from the Company's customers, suppliers, bankers, Central and State Governments during the year under review. The Board is also thankful to the shareholders for your support, and salutes its shareholders for their undetermined faith in the credentials of the Company. Your Directors also wish to place on record their appreciation of the devoted and dedicated service rendered by all the employees of your Company.

For and on behalf of the Board of Directors

SANJEEV VOHRA

Mumbai, Dated: May 24, 2011 Managing Director

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

Reproductions Private Limited (formerly M/s Repro Holding)

Mr. Sanjeev Inderjit Vohra

Mr. Vinod Inderjit Vohra

Mr. Rajeev Inderjit Vohra

Mr. Mukesh Rajnikant Dhruve

Mr. Abhinav Vohra

Miss Natasha Vohra

Miss Trisha Vohra

Miss Sonam Vohra

Miss Tanya Vohra

Master Kunal Vohra

Mr. Inderjit Vohra

Sanjeev Vohra HUF

Master Rahul Vohra

Mrs. Deepa Vohra

Mrs. Renu Vinod Vohra

Mrs. Avinash Vohra

Mrs. Shruti Mukesh Dhruve

Mrs. Renu Sanjeev Vohra

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

Sr. No.	Particulars	Repro ESOS 2006	Repro ESOS 2010
a	Options granted	500000	200000
b	Exercise Price/pricing formula	The exercise price for granting of Options is to be the "Market Price" within the meaning of ESOP Guidelines issued by SEBI which is the latest available closing price, prior to the date when options are granted by the Compensation Committee, on that Stock Exchange where there is highest trading volume on the said date.	
		Accordingly, the Company issued 5,00,000 Stock options at a price of ₹ 98 per option, being the closing price of the equity shares of Repro India Limited on May 14, 2007 (latest available closing price) at NSE with a trading quantity volume of 9,952 shares. (as against ₹ 99 with a trading quantity volume of 5,196 shares at BSE). During the year, 34,000 number of options had lapsed on account of resignation of some employees and these were regranted on June 8, 2010 to Mr. Pramod Khera, Executive Director at an exercise price of ₹ 98 being the market price on the date of the grant which shall get vested on June 8 , 2011. Another 40,000 options were lapsed of which 10,000 options each were regranted to the four Non-Executive Directors namely Mr. Sanjay Asher, Mr. P. Krishnamurthy, Dr. Jamshed J. Irani and Mr. U.R. Bhat on August 12, 2010 at an exercise price of ₹ 101 being the market price on the date of the grant which shall get vested on August 12, 2011.	Company has granted 200,000 stock options to Mr. Pramod Khera, Executive Director at an exercise price of ₹ 101 being the market price on the date of the grant which shall get vested on August 12, 2011.
c	Options vested (As on March 31, 2011)	3,33,285	NIL
d	Options exercised and allotted (As at March 31, 2011)	64,715 (Cumulative – 80,715)	NIL
e	The total number of shares arising as a result of exercise of option(As on March 31, 2011)	64,715	NIL
f	Options lapsed (as at March 31, 2011)	12,000	NIL
g	Variation of terms of options	Nil	NIL
h	Money realized by exercise of options	₹ 63,42,070	NIL
i	Total number of options in force (as at March 31, 2011)	407,285	200,000
j	Employee wise details of options granted to:		
	i) Senior managerial personnel	Pramod Khera 89,000 Baijendra Gujarathi 25,000 Shekhar Bangera 25,000 Shirish Joshi 25,000	Pramod Khera – 200,000

ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

Sr. No.	Particulars	Repro ESOS 2006	Repro ESOS 2010
	ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	Pramod Khera – 34,000	NIL
	iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants an conversions) of the Company at the time of grant	Nil	Pramod Khera – 200,000 options as per Special Resolution passed at the last AGM on July 24, 2010
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	₹ 20.97	
l	i) Method of calculation of employee compensation cost	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for Options issued under the Repro ESOS 2006 and Repro ESOS 2010. The compensation cost as per the intrinsic value method for the year 2011 is Nil	
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	If fair value method was used the profit would have decreased by ₹ 77,50,467	
	iii) The impact of this difference on profits and on EPS of the Company	The diluted EPS would have decreased from ₹ 20.97 to ₹ 20.25	
m	Weighted average exercise price and weighted average fair value	₹ 98 ₹ 60	₹ 101 ₹ 52
n	Fair value of Options based on Black Scholes methodology	₹ 60	₹ 52
	Assumptions		
	Risk free rate	8.00%	8.00%
	Expected life of options	36 months after vesting i.e 4 years, 5 years and 6 years for vesting tranche of 30%, 30% and 40% respectively.	36 months after vesting i.e 4 years for vesting tranche of 100%
	Expected Volatility	67%	56%
	Expected Dividends	2.55 % p.a.	2.97% p.a.
	Closing market price of share on date of option grant	₹ 101 for the grant of 40,000 options on August 12, 2010 and ₹ 98 for the remaining grants.	₹ 101

BOARD'S PHILOSOPHY ON CORPORATE GOVERNANCE

Repro India Limited has been practising the principles of good Corporate Governance over the past years. The Company's policy on Corporate Governance is to make it a way of life, by, inter alia, adopting standard Corporate Governance practices through continual improvement of internal systems and satisfaction of customers and shareholders.

Corporate Governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realizing and enhancing shareholders' values . The Company's philosophy on the code of Corporate Governance is tuned to these aspects and to the philosophy of Repro India Limited which is :

1. To ensure that adequate control systems exist to enable the Board in effectively discharging its responsibilities to all the stakeholders of the Company.
2. To ensure that the decision making process is fair and transparent.
3. To ensure the fullest commitment of the Management and the Board for the maximization of shareholder value.
4. To ensure that the employees of the Company subscribe to the corporate values and apply them in their conduct; and
5. To ensure that the Company follows globally recognized corporate governance practices.

BOARD OF DIRECTORS

The Board of Directors consists of eleven (11) Directors consisting of one Executive Chairman and ten other directors. These ten directors comprise of one Managing Director, three Whole Time Directors and Six Non-Executive, Independent Directors. The composition of the Board of Directors is in compliance with the requirement of Clause 49 of the Listing Agreement.

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

Name of the Director	Designation	Nature of Directorship	Attendance Particulars		No. of other Directorships and Committee Members/Chairmanships		
			Board Meeting	AGM	Directorships	Committee Memberships	Chairmanships
Mr. Vinod Vohra	Chairman	Executive	5	Present	2	Nil	Nil
Mr. Sanjeev Vohra	Managing Director	Executive	5	Present	4	Nil	Nil
Mr. Mukesh Dhruve	Whole Time Director	Executive	5	Present	3	Nil	Nil
Mr. Rajeev Vohra	Whole Time Director	Executive	5	Present	3	Nil	Nil
Mr. Pramod Khera	Whole Time Director	Executive	5	Present	3	Nil	Nil
Mr. Sanjay Asher	Director	Non-Executive Independent	2	Absent	33*	10	5
Mr. U.R. Bhat	Director	Non-Executive Independent	5	Present	6	5	2
Dr. Jamshed J. Irani	Director	Non-Executive Independent	3	Absent	11	6	1
Mr. P. Krishnamurthy	Director	Non-Executive Independent	4	Present	8	2	2
Mr. Dushyant Mehta	Director	Non-Executive Independent	5	Present	2	Nil	Nil
Mr. Alyque Padamsee	Director	Non-Executive Independent	5	Present	1	Nil	Nil

*Out of the 33 Companies in which he is a Director, 19 of them are Private Limited Companies and in one of the Companies he is an Alternate Director.

REPORT ON CORPORATE GOVERNANCE (Contd.)

During the financial year ended March 31, 2011, five Board Meetings were held as per Statutory requirements on May 6, 2010, July 24, 2010, September 16, 2010, October 29, 2010 and January 27, 2011. The Company has held at least one Board Meeting in every quarter and the maximum time gap between any two meetings was not more than four months.

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

AUDIT COMMITTEE

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

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

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

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

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

During the year the Audit Committee met four times on May 5, 2010, July 24, 2010, October 29, 2010 and January 27, 2011. Necessary quorum was present at all these meetings.

Name	**No. of Meetings**	
	Held	**Attended**
Mr. P. Krishnamurthy	4	4
Mr. Sanjay Asher	4	2
Mr. Alyque Padamsee	4	4
Mr. Mukesh Dhruve	4	4

INVESTORS' GRIEVANCES & INTERACTION COMMITTEE

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

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

During the period from April 1, 2010 till March 31, 2011, 4 investor complaints were received, all 4 were resolved and Nil were pending. Further, no investor complaints remained unattended/pending for more than 30 days.

Ms. Madhavi Kulkarni, Company Secretary is the Compliance Officer nominated for this purpose under Clause 47(a) of the Listing Agreement. She looks into the investor grievances and co-ordinates with the Registrar & Share Transfer Agents, M/s Link Intime India Private Limited for redressal of grievances. The Company as per the latest amendment in the Clause 49 of the Listing Agreement, has created an email id investor@reproindialtd.com dedicated for the investor related queries and the same has been posted on the website of the Company as well.

The Committee held two meetings during the year on May 5, 2010 and October 29, 2010. All the members of the Committee attended the aforesaid meetings.

The Committee has appointed a Sub-Committee consisting of Mr. Vinod Vohra, Chairman and Mr. Mukesh Dhruve, Director with Ms. Madhavi Kulkarni acting as the Secretary to the sub-committee to look after approval or authorizations for issue of duplicate share certificate, share transfer/transmission/refusal of transfer/consolidation/sub-division/dematerialisation or rematerialisation, etc., as per applicable statutory and regulatory provisions which Committee shall meet as an when required to complete the requests of the shareholders within the stipulated period of receipt of any such request as required under Clause 47(C) of the Listing Agreement. The Minutes of the sub-committee are placed before the following Investors' Grievances and Interaction Committee Meeting.

REMUNERATION COMMITTEE

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

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

There has been no meeting of the remuneration committee during the year.

COMPENSATION COMMITTEE

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

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

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

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

CEO AND CFO CERTIFICATION:

The Managing Director and the Chief Financial Officer of the Company who is the Executive Director in charge of Finance, give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

GENERAL BODY MEETINGS

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

Year	Date	Time	Location
2009-10	July 24, 2010	11.30 a.m.	The Club – Colonial Hall, 197, D.N. Nagar, Andheri (W), Mumbai-400053
2008-09	July 18, 2009	11.30 a.m.	The Club – Colonial Hall, 197, D.N. Nagar, Andheri (W), Mumbai-400053
2007-08	July 18, 2008	11.30 a.m.	The Club – Colonial Hall, 197, D.N. Nagar, Andheri (W), Mumbai-400053

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

Annual General Meeting held on July 18, 2008:

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

Annual General Meeting held on July 18, 2009:

1. Appointment of Mr. Pramod Khera an Executive Director of the Company.
2. Re-appointment of Mr. Vinod Vohra as a Chairman of the Company
3. Re-appointment of Mr. Sanjeev Vohra as a Managing Director of the Company
4. Re-appointment of Mr. Mukesh Dhruve as a Executive Director of the Company
5. Re-appointment of Mr. Rajeev Vohra as a Executive Director of the Company
6. Re-pricing of the stock options issued under the Repro India Limited Employee Stock Option Scheme, 2006

Annual General Meeting held on July 24, 2010:

1. Approval of Repro India Limited Employee Stock Option Scheme 2010 (Repro ESOS 2010) for 5,00,000 option to the employees of the Company and it's holding Company.
2. Grant of 2 lac stock options to Mr. Pramod Khera, Executive Director from the Repro ESOS 2010.

During the year ended March 31, 2010, pursuant to Section 192A of the Companies Act, 1956 read with Rule 2A of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the approval of shareholders was sought by Postal Ballot on July 13, 2009 for the following :

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

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

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

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

1) Materially significant Related Party transactions.

   The transaction between the Company and the Management, Directors or their relatives are disclosed in the Paragraph No.7 of the Notes to the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no other materially significant related party transaction that may have potential conflict with the interest of the Company at large.

2) There were no cases of non-compliance with Stock Exchange or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other statutory authority for any violation related to the capital market during the last three years.

3) The Board has laid down a Code of Conduct for all the Board members and the Senior Managerial Personnel of the Company and the same has been posted on the website of the Company. All the Board members and senior managerial personnel have affirmed compliance with the code as on March 31, 2011. A certification to this effect as required by Clause 49 of the Listing Agreement by the Managing Director is forming part of this Annual Report.

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

5) Remuneration to Non-Executive Directors of the Company

   The Non-Executive Directors are paid sitting fees of ₹ 20,000/- per meeting for attending each meeting of the Board of Directors and Committees thereof. The Non-Executive Directors do not draw any other remuneration from the Company except

Mr. Alyque Padamsee, one of our Non-Executive Director, who received fees of ₹ 3,79,420 for professional services being rendered by him as Image Building & Business Development Consultant in addition to his sitting fees for attending Board and Committee meetings.

The aggregate value of salary and perquisites for the year ended March 31, 2011 to the Managing Director and Whole time Directors is as follows:

Name of the Director	Designation	Salary (₹)	Perquisites(₹)	Total (₹)
Mr. Vinod Vohra	Chairman	35,71,000	3,28,050	38,99,050
Mr. Sanjeev Vohra	Managing Director	35,47,000	5,70,150	41,17,150
Mr. Mukesh Dhruve	Whole Time Director	34,51,000	5,55,750	40,06,750
Mr. Rajeev Vohra	Whole Time Director	35,11,000	3,23,550	38,34,550
Mr. Pramod Khera	Whole Time Director	40,95,000	6,51,600	47,46,600

The aggregate value of sitting fees paid to the Non-Executive Directors for the year ended March 31,2011 is as follows:

Name of the Director	Sitting fees paid (₹)
Mr. Sanjay Asher	70,000
Mr. U.R. Bhat	95,000
Dr. J.J. Irani	55,000
Mr. P. Krishnamurthy	1,50,000
Mr. Dushyant Mehta	95,000
Mr. Alyque Padamsee	2,05,000

The Chairman, Managing Director and the Whole Time Directors are appointed for a term of three years from March 01, 2010 to February 28, 2013, subject to the re-appointment of Whole Time Directors viz, Mr. Mukesh Dhruve and Mr. Pramod Khera who are liable to retire by rotation. Mr. Pramod Khera's tenure of appointment is three years from May 18, 2009.

Cumulatively, 2,89,000 options have been granted to Mr. Pramod Khera of which 55,000 are already vested and balance 34,000 and 200,000 options will vest in June 2011 and August 2011 respectively.

6) Shareholding of Non-Executive Directors

Director	No. of Shares	Percentage
Mr. Sanjay Asher	2000	0.01
Mr. Alyque Padamsee	NIL	NIL

10000 Employee Stock Options each have been granted to Mr. Sanjay Asher, Mr. U. R. Bhat, Dr. Jamshed J. Irani and Mr. P. Krishnamurthy which will vest in August 2011.

MEANS OF COMMUNICATION

The quarterly results and annual results are normally published in 'Free Press Journal' and 'Navshakti'. These results are simultaneously posted on the Company's website: www.reproindialtd.com. Official news releases, transcript of the conference calls had with the analysts, investors, etc are displayed on the Company's website www.reproindialtd.com.

The Company's website www.reproindialtd.com contains a separate dedicated section "Investor Relations" where shareholders information is made available.

SHAREHOLDERS' INFORMATION

1. Annual General Meeting

The Eighteenth AGM of the Company will be held on July 16, 2011 at The Colonial Hall, 'The Club' , 197, D.N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai-400 053

2. Book Closure Dates: July 9, 2011 to July 16, 2011

Dividend Payment date : On or after July 16, 2011

REPORT ON CORPORATE GOVERNANCE (Contd.)

3. Financial Calendar (tentative)

AGM	– Last week of September 2012
Quarterly Results:	
First Quarter ending on June 30, 2011	– Last week of July 2011
Second Quarter ending on September 30, 2011	– Last week of October 2011
Third Quarter ending on December 31, 2011	– Last week of January 2012
Year ending on March 31, 2012	– Last week of June 2012

4. Listing of Shares on Stock Exchanges

The shares of the Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited. Annual Listing fees as prescribed for the year 2011-12 have been paid to the Stock Exchanges.

5. Stock Code

Scrip Code on BSE is 532687
Trading Symbol on NSE is "REPRO"
Demat ISIN no : INE461B01014

6. Market Price Data: High, Low during each month in last financial year & Share price performance in comparison to broad-based indices– BSE Sensex & NIFTY

Month	BSE Share Price		SENSEX		NSE Share Price		NIFTY	
	High	Low	High	Low	High	Low	High	Low
April 2010	122.70	103.25	18,047.86	17,276.80	124.95	103.10	5,399.65	5,160.90
May 2010	121.80	96.10	17,536.86	15,960.15	121.10	97.30	5,278.70	4,786.45
June 2010	110.30	95.50	17,919.62	16,318.39	111.00	95.30	5,366.75	4,961.05
July 2010	114.80	101.25	18,237.56	17,395.58	114.80	102.00	5,477.50	5,225.60
August 2010	131.40	100.15	18,475.27	17,819.99	131.50	100.20	5,549.80	5,348.90
September 2010	135.55	116.55	20,267.98	18,027.12	136.00	116.00	6,073.50	5,403.05
October 2010	140.95	125.10	20,854.55	19,768.96	141.00	124.30	6,284.10	5,937.10
November 2010	135.20	96.05	21,108.64	18,954.82	135.40	95.25	6,338.50	5,690.35
December 2010	122.00	96.60	20,552.03	19,074.57	121.85	95.00	6,147.30	5,721.15
January 2011	120.45	94.70	20,664.80	18,038.48	120.00	91.10	6,181.05	5,416.65
February 2011	99.00	84.25	18,690.97	17,295.62	105.00	84.00	5,599.25	5,177.70
March 2011	94.70	81.00	19,575.16	17,792.17	95.50	76.40	5,872.00	5,348.20

7. Registrar and Share Transfer Agent :

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

8. Share Transfer System

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

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

9. Distribution schedule as on March 31, 2011

No. of equity shares held	No. of shareholders	% to total holders	No. of shares	% to total shares
1-500	7,399	92.02	800,620	7.58
501-1000	298	3.71	245,711	2.33
1001-2000	164	2.04	253,841	2.40
2001-3000	51	0.63	129,615	1.23
3001-4000	21	0.26	74,766	0.71
4001-5000	19	0.24	90,025	0.85
5001-10000	43	0.54	315,705	2.99
10001 & above	46	0.57	8,649,581	81.91
TOTAL	**8041**	**100.00**	**10,559,864**	**100.00**

10. Shareholding Pattern as on March 31, 2011

Category	No. of holders	No. of shares	% of holding	Shares pledged or otherwise encumbered
Promoters	25	7,253,909	68.69	–
Mutuals Funds/UTI	–	–	–	NA
FIIs	2	474,843	4.50	NA
Trusts	2	1,350	0.01	NA
Bodies Corporate	235	388,120	3.68	NA
Individuals	7,534	1,856,781	17.58	NA
Clearing Member	97	56,049	0.53	NA
NRI	135	42,111	0.40	NA
Directors & Relatives	11	486,701	4.61	NA
TOTAL	**8,041**	**10,559,864**	**100.00**	**–**

11. Dematerialisation of shares & liquidity.

As on March 31, 2011, 9,386,045 of the total equity capital is held in the demat form with NSDL and CDSL. Around 88.88% of the shares of the Company are in dematerialised form. Shares of the Company can be traded only in demat form on Stock Exchanges. Shares of the Company are traded on BSE and NSE and hence ensure good liquidity for the investors.

40 shares are lying in the Escrow Account of Link Intime India Private Limited (former name Intime Spectrum Registry Limited). During the year, the Company has initiated the process of opening the Demat Suspense Account and transfer these shares and the related benefits to suspense account of Repro India Limited pursuant to Clause 5A of the Listing Agreement.

12. GDRs/ADRs issued by the Company

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

13. Plant Locations

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

SEZ facility at Surat : Plot No. 90 to 93 and 165, Surat Special Economic Zone ,Sachin, Surat 394230

14. Address for Correspondence

For all matters relating to Shares, Annual Reports, contact:
Ms. Madhavi Kulkarni,
Company Secretary & Compliance Officer,
Marathe Udyog Bhavan, 2nd Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025
Tel : +91-022-24313526; Fax : +91-022-24374531
Email Id exclusively for investor related queries : investor@reproindialtd.com

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

Name of the Director	**Dr. Jamshed J. Irani**
Date of Birth	02.06.1936
Date of Appointment	15.09.2005
Areas of Experience	Dr Jamshed J Irani, has been associated with the House of Tatas for almost his entire lifetime. On return from UK after a long stint at Sheffield University and British Steel, he joined Tata Steel in Jamshedpur at the age of 30. His entire working life in India has been with Tata Steel where he ultimately rose to the position of Managing Director – a post which he held for a decade before retiring in 2001. He is currently a Director of Tata Sons and several other Tata companies, including Tata Steel. Dr. Irani transformed Tata Steel into the sophisticated steel company it is today, both in physical form and attitude. He is looked upon as the 'change agent' who has made the steel behemoth a force to be reckoned with in the steel manufacturing world. Tata Steel is now recognised as one of the lowest cost producers of steel in the world, and also known for its sophisticated products manufactured in modern up-to-date mills. Dr. Irani has also been associated with various industry organisations, was the President of CII, AIMA and various other bodies during his career. He was awarded the Honorary Knighthood, KBE by the Queen Elizabeth II for his pioneering work in promoting the Indo-British partnership. In 2007 he was honoured by the President of India who conferred on him the award of "Padma Bhushan" for his services to Trade and Industry in the country.
Educational Qualifications	Masters in Geology and Metallurgy PHD in Metallurgy
Companies in which he holds directorship (as on March 31, 2011)	Tata Sons Limited Tata Steel Limited Tata Motors Limited BOC India Limited Electrosteel Castings Limited Housing Development Finance Corporation Limited Tata Refractories Limited TRF Limited Kansai Nerolac Paints Limited Everonn Education Limited Tata Incorporated, New York
Membership/Chairmanship of Board Committees	Tata Sons Limited - Remuneration Committee - Member Tata Refractories Limited - Remuneration Committee - Member BOC India Limited - Audit Committee -Member BOC India Limited - Remuneration Committee - Chairman TRF Limited - Remuneration Committee - Member Kansai Nerolac Paints Limited - Audit Committee - Member
Shareholding	Nil

Name of the Director	**Mr. U.R. Bhat**
Date of Birth	14.10.1951
Date of Appointment	02.05.2000
Areas of Experience	Mr. Ullal R. Bhat, is one of India's well known investment advisors having been the Chief Investment Officer of Jardine Fleming in India for 7 years advising the Indian investments of the Flemings group and subsequently of JP Morgan, of over US$ 1 billion. Ullal R. Bhat holds an M.Sc. from IIT, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London. He has been writing a well-regarded monthly editorial column for the last 7 years in the Economic Times.
Educational Qualifications	M.Sc. from IIT, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.
Companies in which he holds directorship (as on March 31, 2011)	Edelweiss Asset Management Limited Karnataka Bank Limited Dalton Capital Advisors (India) Private Limited Subhkam Capital Ventures Private Limited Axis Asset Management Company Limited IRIS Business Services Limited
Membership/Chairmanship of Board Committees	Karnataka Bank Limited – Audit Committee and Investors Grievances Committee - Member. Axis Asset Management Company Limited – Audit Committee Chairman IRIS Business Services Limited – Audit Committee – Chairman Edelweiss Asset Management Limited – Audit Committee – Member
Shareholding	Nil

For and on behalf of the Board of Directors

REPRO INDIA LIMITED

Sanjeev Vohra
Managing Director

Mumbai, Dated : May 24, 2011

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

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

I confirm that the Company has in respect of the financial year ended March 31, 2011, received from the senior managerial personnel of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Managerial Personnel means the employees in the cadre of Senior Vice President, Vice President, Associate Vice President and Company Secretary as on March 31, 2011.

For **REPRO INDIA LIMITED**

SANJEEV VOHRA
Managing Director
Mumbai, Dated: May 24, 2011

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

To,
The Members,
Repro India Limited,

We have examined the compliance of the conditions of Corporate Governance by Repro India Limited (the Company) for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

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

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

We state that in respect of investor grievances received during the year ended March 31, 2011, no investor grievance is pending/ unattended for a period exceeding one month against the Company as per the records maintained by the Investors' Grievances and Interaction Committee and as intimated by the Registrar and Share Transfer Agents of the Company.

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

DINESH KUMAR DEORA
Practising Company Secretary

Membership No. 5683
CP No. 4119
Mumbai, Dated: May 24, 2011

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended March 31,2011

1. Overview

Responding to this changing information age which has brought an opportunity to participate in the new world, where information availability and knowledge dissemination is the very basis of life and gearing for the future, we at Repro have expanded our vision, from delivering services to delivering solutions. As pioneers in the communications industry, we recognize that knowledge and content are the key drivers for the future. And in response to this, we have expanded our capabilities to provide to our customers, solutions to their requirements by investing in technologies, re-skilling people, expanding capacities and preparing for the future so that we are ready for the opportunities tomorrow brings and can provide the benefits of these to our stakeholders.

2. Developments during this year :

We have committed to ourselves to ensuring that we have a solution for every requirement of our customers whose requirements are changing with times. We have developed a model that expands the scope of our solutions across media and across geographies with a vision of having a partnership with our customers rather than remaining only a vendor.

Keeping the changing needs of our customers in mind, our key edge at Repro remains a 'solutions' approach to our business. This approach has found manifestation in various value additions to our clients' businesses including integration into clients' systems, predictability and scalability and end to end unified process – from marketing to store-front to fulfillment and logistics and customer service, an optimized print cycle and complete fulfillment and distribution.

We at Repro understand the growth spurt and are fully equipped to cater to all the four zones – East, West, North and South in the domestic market. We can print as little as one book to as many as a million, and despatch them anywhere across the globe. Education is the crux of the Indian publishing industry and is slowly adapting itself to newer formats, especially digital. The previous year has seen global giants outsource not only traditional printing needs but also e-publishing. In the Annual Report segment we offer a range of value added services to corporates for their Annual Reports. By keeping the green initiative in mind we offer the use of recycled paper for printing Annual Reports and also offer digital versions like e-Annual Reports in both flash and html versions. In keeping with our positioning of industry leadership, we have undertaken a series of events under the branding of Leaders and Legends, which brings together industry leaders to discuss trends in publishing, printing and digital platforms. This helps us stay ahead and retain our position of leadership.

We enjoy a strong foothold in Africa , catering to areas across East, West and South Africa.Through innovative products and customized services, we have cemented our position as a leading print and digital media company in Africa.

Inspite of the receding economy, we have managed to sustain our business in the UK and US, and ensure a stable position as the previous year. Our presence at the London Book Fair and Book Expo this year repositioned us as being more than just a print company. Intensive interactions with global publishers gave us a window into future requirements while also enabling us to cement and build on existing relationships.

To stay ahead in the area of Print on Demand, our R & D Teams undertook strategic initiatives to test raw material and to expore potential strategic ties to further expansion plans. The teams also explored new technologies in the USA, which have resulted in decisions to adopt and implement cutting edge technologies like EFI Monarch. This will enable us to achieve unified workflows with the ability to drive both CTP and Digital Machines.

The existing POD facility is also being enhanced, in terms of capacities and capabilities allowing customers to experience multiple possibilities. Our Digital Store Front is an online portal for customers to order and track their products online. Orders placed on the store front will drop directly into our MIS and trigger production to plan and execute the order. This will soon be launched across multiple customers in India and abroad.

Completing the value chain, we offer warehousing and logistics solutions to our clients across the globe. We have also made it possible for our clients to track their projects online, right from the manufacturing process upto the delivery at their chosen destination. EFI an ERP solution implemented by us enables all our clients to track every step of their job online.

3. Risks & Concern and Risk Mitigation

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

Company's Perspective :

Your Company's focus has been education business which is very minimally affected by the economic slowdown since most of the projects are funded by international organizations like World Bank, United Nations, etc.

The Company's ability to get over any calamity like situation has helped the Company sustain its profitability and the turnover and the same is expected to continue in future .

3.2 Dependent upon paper as a raw material:

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

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

Company's Perspective :

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

3.3 Risk in foreign exchange transaction losses:

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

Company's Perspective :

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

3.4 Rise in interest cost :

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

Company's Perspective :

The Company has tied up finance in the form of External Commercial Borrowings to reduce the impact of rising interest rates. Further, with the increasing exports, your Company is availing export finance at competitive interest rates therefore minimizing the impact of rising interest rate.

3.5. Sucessful development of new products and service offerings on which the Company focus.

We produce and deliver content in multiple formats, such as Educational books, Children's books, Trade and Retail books, Magazines and Annual Reports. We offer innovative techniques of printing such as write and wipe, perforation, paint with water and sticker books , among others. We understand the changing market needs and constantly strive to innovate products that meet the needs of our clients and their markets adding Value Added Print Solutions like content management, fulfilment, etc to give a one stop solution to our clients.

Company's Perspective :

Our state of the art infrastructure enables us to print high end graphics on low gsm paper, undertake 2,4 and even 5 colour jobs and offer multiple finish solutions to our clients. Our facility boasts of advanced technology and machines that are seldom found even in developed countries.

The Company is building strong customer relationship and based on previous years experience in the international market is quite confident in this regard.

3.6 Competition from unorganized players :

While the predominant business of the Company has been confined to Printing, where it has to face intense competition from unorganized players, the outlook for the industry is positive given the size of the opportunity.

Company's Perspective :

The company is confident that through a combination of powerful marketing strategies, innovative new products, value added services and end to end solutions, the market would continue to grow strongly over the next several years.

4. Product Categories

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

The important categories of products are Education books, Childrens' books, retail and trade books and Annual Reports customised to meet specific requirement, while being engineered to give customers a cost and quality benefit.

In the coming year , we expect to continue to focus more vigorously on e-books, Print On Demand technology which is the need of the times and helping our customers reduce their cost on storage, warehousing, obsolescence.

5. Future Strategy and Vision

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

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

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

6. Internal Control Systems and their adequacy

The Company maintains a system of strict internal controls, including suitable monitoring procedures. The company has a sound internal control system for pricing, contract management and finalization of purchases and sub-contracts, proper safeguarding of all its assets and other important functional areas. The internal control system is adequately supplemented by a program of internal audit to ensure that the business operations are conducted in adherence to laid down policies and procedures. Significant issues are brought to the attention of the Audit Committee of the Board of Directors. The internal controls and internal audit existing in the Company are considered to be adequate vis-à-vis the business requirements.

7. Material developments in Human Resources/Industrial Relations front.

We believe that teamwork is an integral part of an organisation's progress. With this in mind, we have put into place several significant HR initiatives that help us on our path of expansion.

Progressive policies have been implemented that help streamline efficiencies by ensuring a culture of responsibility and greater discipline. A half yearly appraisal system with weightages and a bell-curve approach for performance measurement have resulted in greater accountability and therefore, greater efficiencies across the board. Several measures have been implemented that have benchmarked best practices leading to greater empowerment of the labour force. A rigorous re-skilling programme that included outbound training, workshops and seminars on latest trends, technologies and management techniques have further enhanced abilities across the board.

8. Discussion on financial performance with respect to operational performance.

Improving operational efficiencies through better processes and a great identification of the right markets and product mix that is suitable to the infrastructure has shown results. Substantial growth in Revenue and also PAT is a testimony of the professional methodologies in execution and contract management adopted by your Company.

Sales/Income from operations

Sales/Income from operation increased from ₹ 20,032 Lacs in 2010 to ₹ 25,961 Lacs in 2011. This is mainly because of consolidation and strategy of your Company to accept only high margin business and focus on the bottom line. Other income has increased from ₹ 723 Lacs in 2010 to 727 Lacs in 2011 .

Expenditures

Cost of Materials

Cost of material was at ₹ 10,581 Lacs in 2010 as against ₹ 15,286 Lacs in 2011. Cost of material as a % to sales has increased to 58.88% in 2011 from 52.82 % in 2010.

Employee emoluments

Salaries, wages and other employees benefits were ₹ 2,422 Lacs in 2010 as against ₹ 3,074 Lacs in 2011. As a % of sales it has decreased from 12.08 % of sales in 2010 to 11.83 % of sales in 2011.

Operating and Other Expenses

Operating and other expenses amounted to ₹ 4,585 Lacs in 2011 as against ₹ 4,417 Lacs in 2010 .The expenses as a % to sales has decreased to 17.66 % in 2011 from 22.05 % in 2010.

Operating profit(PBDIT)

PBDIT has decreased to 14.42 % of sales in 2011 as against 16.65% of sales in 2010.

Interest and Finance Charges

The Financial Expenses has marginally increased to ₹ 675 Lacs in 2011 from ₹ 674 Lacs in 2010.

Depreciation

The depreciation charged to revenue has increased to ₹ 1,108 Lacs in 2011 as against ₹ 1,004 Lacs in 2010 due to the new machines added during the year.

Profit before Tax(PBT)

As a result of the foregoing, PBT for the year 2010-11 at ₹ 1,959 Lacs as against the previous year's PBT of ₹ 1,657 Lacs.

Provision for taxation :

There is no change in the net current year tax which is Nil in both the years. Provision for deferred tax has reduced from (₹ 125) Lacs in 2010 to (₹ 408) Lacs in 2011.

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

To The Members of Repro India Limited

1. We have audited the attached Balance Sheet of Repro India Limited ('the Company') as at March 31, 2011, the Profit and Loss account and the cash flow statement for the year ended on that date (all together referred to as 'the financial statements') annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

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

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

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

   iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;

   iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

   v. On the basis of the written representations received from the directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

   vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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, 2011;

      b) in the case of the profit and loss account, of the profit for the year ended on that date; and

      c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For S.R. Batliboi & Co.
Firm registration number: 301003E
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No.: 36738

Mumbai, Date: May 24, 2011

ANNEXURE TO THE AUDITORS' REPORT

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

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

(b) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

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

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

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

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

(iii) (a) According to the information and explanations given to us, 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, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon.

(b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(e) to (g) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.

(v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the register maintained under Section 301 have been so entered.

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

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

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

(viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 for the products of the Company.

(ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities *though there have been slight delays in few cases in payment of service tax and ESIC.*

Further, since the Central Government has till date not prescribed the amount of cess payable under Section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

(b) According to the information and explanations given to us, no material 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 records of the Company, the dues of works contract tax and excise duty which have not been deposited on account of any dispute are as follows:

ANNEXURE TO THE AUDITORS' REPORT (Contd.)

Name of the statute	Nature of the dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	17,340,854	April 2007 to December 2007	Office of Commissioner of Central Excise (Appeals) – II
Maharashtra Value Added Tax, 2002	Works Contract Tax	294,130	2004-05	Office of Joint Commissioner of Sales Tax (Appeal) – II

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

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

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

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

(xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.

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

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

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

For S.R. Batliboi & Co.
Firm registration number: 301003E
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No. 36738

Mumbai, Date: May 24, 2011

As at March 31, 2011

(All amounts in ₹)

	Schedule No.	As at March 31, 2011	As at March 31, 2010
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	105,598,640	104,951,490
Reserves and Surplus	B	1,288,684,083	1,129,914,958
		1,394,282,723	1,234,866,448
Loan Funds			
Secured Loans	C	1,560,864,118	1,353,104,108
Deferred Tax Liability		78,162,344	118,966,012
[Refer Note 2(m) and 10 of Schedule "S"]			
TOTAL		3,033,309,185	2,706,936,568
APPLICATIONS OF FUNDS			
Fixed Assets			
Gross Block	D	2,016,600,790	1,863,611,728
Less: Accumulated Depreciation and Amortisation		630,677,311	523,962,979
Net Block		1,385,923,479	1,339,648,749
Capital Work in Progress including capital advances		41,262,672	27,292,160
Investments	E	90,000,000	108,000,000
Current Assets, Loans and Advances			
Inventories	F	181,729,255	193,354,425
Sundry Debtors	G	830,826,771	668,394,991
Cash and Bank Balances	H	511,450,327	355,008,734
Other Current Assets	I	12,633,762	3,423,823
Loans and Advances	J	357,119,329	274,475,440
		1,893,759,444	1,494,657,413
Less: Current Liabilities and Provisions			
Current Liabilities	K	265,460,209	205,521,121
Provisions	L	112,176,201	57,140,633
		377,636,410	262,661,754
Net Current Assets		1,516,123,034	1,231,995,659
TOTAL		3,033,309,185	2,706,936,568
Notes to Accounts	S		

The Schedules referred to above and the notes to accounts form an integral part of the Balance Sheet.

As per our Report of even date

For S. R. Batliboi & Co.
Firm Registration No. 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No: 36738

Mumbai, Date : May 24, 2011

For and on behalf of the Board of Directors

Sanjeev Vohra Managing Director

Mukesh Dhruve Director

Madhavi Kulkarni Company Secretary

Mumbai, Date : May 24, 2011

For the year ended March 31, 2011

(All amounts in ₹)

	Schedule No.	Year ended March 31, 2011	Year ended March 31, 2010
INCOME			
Income from Operations	M	2,596,092,988	2,003,224,143
Less: Excise Duty		–	–
		2,596,092,988	2,003,224,143
Other Income	N	72,652,386	72,345,373
		2,668,745,374	2,075,569,516
EXPENDITURE			
Cost of Material	O	1,528,642,387	1,058,134,108
Personnel Expenses	P	307,376,154	242,187,231
Operating and Other Expenses	Q	458,497,985	441,714,391
Financial Expenses	R	67,512,644	67,408,568
Depreciation and Amortisation	D	110,783,729	100,438,460
		2,472,812,899	1,909,882,758
PROFIT BEFORE TAX FOR THE YEAR		195,932,475	165,686,758
Current Tax		–	–
Deferred Tax		(40,803,668)	(12,500,000)
Tax for earlier years		8,812,236	2,600,000
PROFIT AFTER TAX FOR THE YEAR		227,923,907	175,586,758
Balance brought forward from previous year		704,854,646	583,662,962
Profit available for appropriation		932,778,553	759,249,720
APPROPRIATIONS			
Transfer to General Reserve		22,792,391	17,558,676
Proposed Dividend		63,431,187	31,485,446
Tax on Dividend		10,292,095	5,350,952
Total Appropriation		96,515,673	54,395,074
BALANCE CARRIED TO BALANCE SHEET		836,262,880	704,854,646
Earnings Per Share			
[Refer Note 9 and 19 to Schedule "S"]			
Equity shares of Face value ₹ 10 per share			
- Basic (in ₹)		21.63	16.75
- Diluted (in ₹)		20.97	16.39
Number of shares for calculating EPS			
- Basic		10,536,893	10,483,149
- Diluted		10,870,178	10,712,149
Notes to Accounts	S		

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

As per our Report of even date

For S. R. Batliboi & Co.
Firm Registration No. 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No: 36738

Mumbai, Date : May 24, 2011

For and on behalf of the Board of Directors

Sanjeev Vohra Managing Director

Mukesh Dhruve Director

Madhavi Kulkarni Company Secretary

Mumbai, Date : May 24, 2011

For the year ended March 31, 2011

(All amounts in ₹)

		Year ended March 31, 2011		Year ended March 31, 2010
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Profit before taxation and extraordinary items		195,932,475		165,827,225
Adjustments for:				
Depreciation and Amortisation	110,783,729		100,438,460	
Interest income	(28,742,382)		(3,351,662)	
Exchange gain of prior year capitalised - reduced from reserve	(1,126,420)		(1,126,420)	
Profit or Loss on Sale of investments (net)	(8,550,738)		(713,479)	
Adjustment for Exchange difference	(16,121,779)		(57,509,343)	
(Profit)/Loss on sale of assets (net)	126,651		(3,272,402)	
Sundry balances/excess provisions written back	–		(16,773,290)	
Provision for Doubtful debts	(19,898,639)		68,149,540	
Bad debts	20,187,092		3,343,422	
Sundry balance written off	–		(111,052)	
Financial expenses	67,512,644		67,408,568	
		124,170,158		156,482,342
Operating Profit before working capital changes		320,102,633		322,309,567
(Increase)/Decrease in Inventories	11,625,170		(203,848)	
(Increase)/Decrease in Loans and Advances	(80,076,263)		41,773,120	
(Increase)/Decrease in Sundry debtors	(161,348,678)		175,608,667	
(Decrease)/Increase in Current Liabilities	44,604,537		(207,448,170)	
(Decrease)/Increase in Provisions	18,231,755		4,649,251	
		(166,963,479)		14,379,020
Cash generated from operations		153,139,154		336,688,587
Income taxes paid		(11,379,861)		(20,023,975)
Net Cash (used)/generated from operating activities		141,759,293		316,664,612
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of fixed assets including capital work in progress	(166,078,368)		(197,448,189)	
Proceed from sale of assets	8,413,741		40,156,495	
Investment in Mutual fund	(735,000,000)		(936,753,950)	
Proceeds of deposits matured (with maturity more than 3 months)	22,450,762		19,100,000	
Fixed Deposits (with maturity more than 3 months)	–		(12,329,706)	
Proceeds from sale of investments in Mutual fund	761,550,738		829,467,429	
Unamortised premium on forward contracts	(3,920,500)		–	
Interest received	23,452,943		3,487,267	
Net Cash (used)/generated in investing activities		(89,130,684)		(254,320,655)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of Working Capital Borrowings	(302,894,390)		(245,520,749)	
Repayment of bank borrowings - foreign currency borrowings	(80,357,992)		(43,741,865)	
Proceeds from Working Capital Borrowings	341,241,605		423,189,406	
Proceeds from bank borrowings - foreign currency borrowings	268,204,512		219,380,400	
Repayment of loan from finance companies	(4,073,755)		(3,994,993)	
Proceeds of loan from finance companies	–		2,850,720	
Proceeds from issue of Equity Shares	6,342,070		1,568,000	
Interest Paid	(65,278,837)		(74,436,572)	
Dividend Paid	(31,556,447)		(26,197,873)	
Dividend tax	(5,363,019)		(4,452,328)	
Net cash (used)/generated in financing activities		126,263,747		248,644,146

For the year ended March 31, 2011

(All amounts in ₹)

	Year ended March 31, 2011	Year ended March 31, 2010
Net increase/(decrease) in cash and cash equivalents	178,892,356	310,988,103
Cash and cash equivalents at beginning of the year	319,087,637	8,099,534
Cash and cash equivalents at end of the year (Refer Schedule "H")	497,979,993	319,087,637
Components of cash and cash equivalents		
Cash on Hand	741,411	871,582
Balances with Scheduled Banks :		
in Current Accounts	44,188,775	18,031,012
in Fixed deposits	452,700,000	300,000,000
as Margin Money in Fixed deposit	13,470,334	35,921,097
in Unpaid dividend accounts	349,807	185,043
Sub-total	511,450,327	355,008,734
Less : Margin Money not considered as cash equivalents	13,470,334	35,921,097
Cash and cash equivalent in cash flow statement	497,979,993	319,087,637

Notes :

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

As per our Report of even date

For S. R. Batliboi & Co.
Firm Registration No. 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No: 36738

Mumbai, Date : May 24, 2011

For and on behalf of the Board of Directors

Sanjeev Vohra Managing Director

Mukesh Dhruve Director

Madhavi Kulkarni Company Secretary

Mumbai, Date : May 24, 2011

Annexed to and forming part of Accounts for the year ended March 31, 2011

(All amounts in ₹)

	As at March 31, 2011	As at March 31, 2010
SCHEDULE "A"		
SHARE CAPITAL		
AUTHORISED		
25,000,000 (Previous year 25,000,000) Equity shares of ₹ 10 each	250,000,000	250,000,000
ISSUED, SUBSCRIBED AND PAID UP		
10,559,864 (Previous year 10,495,149) Equity shares of ₹ 10 each fully paid up	105,598,640	104,951,490
Of the above.		
5,524,688 (Previous year 5,516,092) Equity shares have been held by Reproductions Private Limited, the Holding Company		
80,715 Equity shares (Previous year 16,000) allotted as fully paid up shares pursuant to exercise of Employees Stock Option Scheme		
4,335,012 Equity shares are allotted as fully paid up bonus shares by capitalisation of profits (405,456 in December 1994 and 3,929,556 in March 2000)		
17,500 Equity shares are allotted as fully paid up pursuant to the scheme of amalgamation for consideration other than cash in March 2000		
	105,598,640	104,951,490
SCHEDULE "B"		
RESERVES AND SURPLUS		
Capital Reserve	124,467	124,467
Investment Allowance Reserve (utilized)	492,597	492,597
Securities Premium	357,499,984	356,091,984
Add: Premium @ ₹ 88 each on 64,715 (Previous year 16,000) shares issued under Employees Stock Option Scheme	5,694,920	1,408,000
	363,194,904	357,499,984
General Reserve		
As per last balance sheet	65,816,844	48,258,168
Add: Transferred from Profit and Loss Account	22,792,391	17,558,676
Less: Adjustment in respect of prior period AS-11	–	–
	88,609,235	65,816,844
Foreign Currency Monetary Item Translation		
As per last balance sheet	1,126,420	2,252,840
Add: Transferred from Profit and Loss Account	–	–
Less: Transferred to Profit and Loss Account	(1,126,420)	(1,126,420)
	–	1,126,420
Profit and Loss Account	836,262,880	704,854,646
	1,288,684,083	1,129,914,958
SCHEDULE "C"		
SECURED LOANS		
[Refer Note 5 to Schedule "S"]		
Foreign Currency loans from banks	680,267,727	495,862,900
[Repayable within one year ₹ 168,107,250 (Previous year ₹ 78,995,000)]		
Vehicle Loan	2,758,258	6,832,013
Working Capital Loans from Banks	624,491,453	521,537,850
Buyers Credit from Banks	253,346,680	328,871,345
	1,560,864,118	1,353,104,108

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

SCHEDULE "D"
FIXED ASSETS

(All amounts in ₹)

	ASSETS	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
		Cost as at April 1, 2010	Additions/ Adjustment	Sold/ Adjustment	As at March 31, 2011	Upto April 1, 2010	For the year ended March 31, 2011	On Sale/ Adjustment	As at March 31, 2011	As at March 31, 2011	As at March 31, 2010
A	**TANGIBLE ASSETS**										
1	Leasehold Land	45,804,674	22,000,000	–	67,804,674	2,586,931	578,996	–	3,165,927	64,638,747	43,217,743
2	Factory Building	209,579,600	3,230,800	–	212,810,400	45,427,693	7,326,584	–	52,754,277	160,056,123	164,151,907
3	Office Premises	8,336,300	11,062,000	8,336,300	11,062,000	963,710	143,270	1,066,820	40,160	11,021,840	7,372,590
4	Leasehold Improvements	22,348,016	–	–	22,348,016	19,893,296	2,454,720	–	22,348,016	–	2,454,720
5	Plant, Machinery and Computers	1,308,794,100	106,173,191	2,608,742	1,412,358,549	356,056,895	73,786,109	2,306,330	427,536,674	984,821,875	952,737,205
6	Air-conditioners	18,660,477	12,739,861	–	31,400,338	6,499,097	1,210,076	–	7,709,173	23,691,165	12,161,380
7	Office Equipment	21,159,635	3,743,968	34,130	24,869,473	7,523,578	929,100	2,493	8,450,185	16,419,288	13,636,057
8	Electric Installations and Fittings	36,140,436	279,883	–	36,420,319	10,811,246	1,888,123	–	12,699,369	23,720,950	25,329,190
9	Furniture and Fixtures	59,295,383	2,863,743	–	62,159,126	31,788,294	3,619,994	–	35,408,288	26,750,838	27,507,089
10	Vehicles #	40,744,320	146,000	1,630,617	39,259,703	15,649,548	3,432,882	693,754	18,388,676	20,871,027	25,094,772
B	**INTANGIBLE ASSET**	92,748,787	3,359,405	–	96,108,192	26,762,691	15,413,875	–	42,176,566	53,931,626	65,986,096
TOTAL ASSETS		1,863,611,728	165,598,851	12,609,789	2,016,600,790	523,962,979	110,783,729	4,069,397	630,677,311	1,385,923,479	1,339,648,749
PREVIOUS YEAR		1,676,883,017	246,107,324	59,378,613	1,863,611,728	446,019,039	100,438,460	22,494,520	523,962,979	1,339,648,749	1,230,863,978

\# The gross block includes assets acquired under Hire Purchase Scheme/Finance lease totalling to ₹ 17,353,664 (Previous Year ₹ 23,288,874) and that of net block ₹ 12,765,713 (Previous Year ₹ 18,372,587). [Refer Note 8 of Schedule "S"].

(1) Additions/adjustment to fixed assets/Capital Work-in-progress include adjustment on account of foreign exchange gain of ₹ 4,174,485 (Previous year ₹ 48,465,818). [Refer Note 16 c. of Schedule S].

(2) Leasehold land include:

- Land taken on lease from MIDC for a period of 95 years at Mahape with cost of ₹ 9,630,590 (Previous year ₹ 9,630,590) and WDV of ₹ 7,881,873 (Previous year ₹ 7,983,248) and
- Land taken on lease from Diamond and Gem Development Corporation Ltd for a period of 77 years for Surat with cost ₹ 58,174,084 (Previous year ₹ 36,174,084) and WDV of ₹ 34,764,704 (Previous year ₹ 56,756,876).

(3) Intangible Assets above represents software capitalised and expenses incurred for ERP implementation.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(All amounts in ₹)

	As at March 31, 2011	As at March 31, 2010
SCHEDULE "E"		
INVESTMENTS		
Current investments (at lower of cost and market value)		
(Non-Trade, Unquoted)		
Nil (Previous year 41,050.67) units in Templeton India Short Term Income Plan Institutional - Growth of ₹ 1,461.61 each fully paid	–	60,000,000
Nil (Previous year 4,746,647.68) units in Templeton India Income Opportunities Fund - Growth of ₹ 10.11 each fully paid	–	48,000,000
68,187.753 (Previous year Nil) units of ₹ 1,319.89 each fully paid up in UTI Treasury Advantage Fund - Institutional Plan (Growth Option)	90,000,000	–
[For investments purchased and squared off during the year, refer Note 11 of Schedule 'S']		
	90,000,000	108,000,000
SCHEDULE "F"		
INVENTORIES		
[For mode of valuation, refer Note 2 (f) to Schedule "S"]		
Raw Materials	99,688,779	127,584,498
[Includes Stock in Transit ₹ Nil (Previous Year ₹ 13,636,455)]		
Stores, Spares and Packing Materials	47,693,545	47,109,450
Work-in-progress	34,321,870	17,593,591
Finished Goods	25,061	1,066,886
	181,729,255	193,354,425
SCHEDULE "G"		
SUNDRY DEBTORS		
Debts outstanding for a period exceeding six months		
Unsecured, Considered good	108,280,897	86,154,097
Unsecured, Considered doubtful	48,250,901	68,149,540
	156,531,798	154,303,637
Other debts		
Unsecured, Considered good	722,545,874	582,240,894
	879,077,672	736,544,531
Less: Provision for Doubtful Debts	48,250,901	68,149,540
	830,826,771	668,394,991
SCHEDULE "H"		
CASH AND BANK BALANCES		
Cash on Hand	741,411	871,582
Balances with Scheduled Banks:		
in Current Accounts	44,188,775	18,031,012
in Fixed deposits	452,700,000	300,000,000
as Margin Money in Fixed deposits	13,470,334	35,921,097
in Unpaid dividend accounts	349,807	185,043
	511,450,327	355,008,734
SCHEDULE "I"		
OTHER CURRENT ASSETS		
Interest Receivable	5,331,495	42,056
Unamortised Premium on Forward contracts	7,302,267	3,381,767
	12,633,762	3,423,823

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(All amounts in ₹)

	As at March 31, 2011	As at March 31, 2010
SCHEDULE "J"		
LOANS AND ADVANCES		
(Unsecured, Considered good)		
Advance recoverable In cash or in kind or for value to be received	39,770,533	31,767,810
Inter-corporate deposits	86,180,980	6,432,056
Advances to suppliers	13,386,196	28,140,857
Export Incentives receivable	45,478,652	50,248,859
Balances with Customs, Excise, etc.	65,316,464	60,161,596
Deposits	67,635,736	60,941,119
Advance Income Tax Paid	39,350,768	36,783,143
Net of Provision for Tax of ₹ 50,247,784 (Previous year ₹ 66,482,578)		
	357,119,329	274,475,440
SCHEDULE "K"		
CURRENT LIABILITIES		
Acceptances	7,837,730	9,125,271
Sundry Creditors for Goods and Services		
Total outstanding dues of Micro and Small Enterprises	714,325	1,324,184
[Refer Note 14 of Schedule "S"]		
Total outstanding dues of Creditors other than Micro and Small Enterprises	187,374,079	150,769,480
	188,088,404	152,093,664
Sundry Creditors for Capital Goods	19,044,033	5,553,038
Book Overdraft	12,034,383	4,042,221
Advances from customers	22,441,891	18,734,685
Unclaimed Dividend	350,695	185,931
(Investor Education and Protection Fund shall be credited by this amount, as and when due)		
Interest accrued but not due	4,089,469	1,855,662
Other Liabilities	11,573,604	13,930,649
	265,460,209	205,521,121
SCHEDULE "L"		
PROVISIONS		
Provision for Gratuity	31,298,796	16,893,004
Provision for Leave Encashment	7,238,193	3,412,230
Proposed Dividend	63,359,184	31,484,447
Tax on Proposed Dividend	10,280,028	5,350,952
	112,176,201	57,140,633

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(All amounts in ₹)

	Year ended March 31, 2011	Year ended March 31, 2010
SCHEDULE "M"		
INCOME FROM OPERATIONS		
Sales [Refer Note 13 (b) of Schedule "S"]	2,554,198,725	1,978,925,010
Export Incentives	41,894,263	24,299,133
[(Including prior period ₹ Nil (Previous year ₹ 9,387,748 *)]		
* Pertains to export benefits under Focus Market Scheme for the year 2007-08 and 2008-09 claimed in 2009-10		
	2,596,092,988	2,003,224,143
SCHEDULE "N"		
OTHER INCOME		
Interest on:		
Bank Deposits	15,623,967	2,545,977
[Tax Deducted at Source ₹ 1,124,424 (Previous Year ₹ 74,239)]		
Inter-corporate deposits	10,605,016	805,685
[Tax Deducted at Source ₹ 898,347 (Previous Year ₹ 43,205)]		
Income Tax Refund	1,000,621	–
Others	1,512,777	–
Profit on sale of Current Non-Trade Investments (net)	8,550,738	713,479
Insurance Claim received	1,549,429	556,801
Bad Debts recovered and Other Sundry Balances written back (net)	–	111,052
Foreign Exchange Fluctuation (net)	30,694,446	41,191,721
Sales tax and Service tax refund	1,501,214	15,338,529
[(Including prior period ₹ Nil (Previous year ₹ 3,765,399 *)]		
* Pertains to Service tax credit on services for export of goods for the period from July 2008 to March 2009 claimed in 2009-10		
Miscellaneous Income	1,614,178	7,809,727
Profit on Sale of Assets (Net)	–	3,272,402
	72,652,386	72,345,373
SCHEDULE "O"		
COST OF MATERIALS		
Raw Materials consumed		
Opening Stock as at April 1, 2010	127,584,498	125,035,283
Add: Purchases	1,347,634,390	927,501,209
	1,475,218,888	1,052,536,492
Less: Closing Stock as at March 31, 2011	99,688,779	127,584,498
	1,375,530,109	924,951,994
Stores and Packing Material Consumed [Net of Packing Income]	168,798,732	124,179,444
[Refer Note 13 (a) and 17 (c) (ii) of Schedule "S"]		
(Increase)/ Decrease In Stock		
Opening Stock		
Finished Goods	1,066,886	3,399,601
Stock in Process	17,593,591	24,263,546
	18,660,477	27,663,147
Closing Stock		
Finished Goods	25,061	1,066,886
Stock in Process	34,321,870	17,593,591
	34,346,931	18,660,477
	(15,686,454)	9,002,670
	1,528,642,387	1,058,134,108

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(All amounts in ₹)

	Year ended March 31, 2011	Year ended March 31, 2010
SCHEDULE "P"		
PERSONNEL EXPENSES		
[Refer Note 17 (b) of Schedule "S"]		
Salaries, Wages and Bonus	262,015,438	214,188,079
Company's Contribution to Provident Fund and Other funds	12,280,358	9,737,277
Gratuity expenses	15,638,294	3,427,822
Leave Encashment	4,266,705	1,284,517
Staff welfare expenses	13,175,359	13,549,536
	307,376,154	242,187,231
SCHEDULE "Q"		
OPERATING AND OTHER EXPENSES		
Power and Fuel	55,439,822	38,413,852
Outsourcing Charges	71,760,347	45,789,282
Print on Demand Impression charges	27,828,658	19,107,375
Hire Charges	5,591,633	5,167,297
Sales and Business Promotion	43,149,311	37,643,271
Repairs and Maintenance:		
on Buildings	1,598,259	1,398,959
on Plant and Machinery	28,244,522	25,040,803
on Others	17,287,872	20,138,949
	47,130,653	46,578,711
Auditors' Remuneration:		
As Auditors	1,550,000	1,200,000
As advisor in respect of:		
Taxation matters	–	–
Company law matters	–	–
Management services	–	–
Other Matters	300,000	50,000
Out of Pocket Expenses (including service tax)	421,626	113,409
	2,271,626	1,363,409
Rent	26,331,374	28,452,058
Rates and Taxes	12,731,508	3,657,829
Legal, Professional and Consultancy charges	26,449,938	27,918,608
Travelling and Conveyance [Refer Note 16 (b) of Schedule "S"]	39,277,954	32,562,193
Transport and Courier Charges (Net of recoveries)	63,854,454	39,297,640
[Refer Note 13 (a) of Schedule "S"]		
Loading and unloading expenses	4,733,087	3,500,585
Telephone expenses	9,244,481	7,811,052
Insurance	5,104,133	3,838,385
Royalty	1,676,671	3,864,011
Directors' Sitting fees	656,500	529,635
Loss on Sale of Assets (net)	126,651	–
Artwork and Design charges	1,637,292	14,415,774

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(All amounts in ₹)

	Year ended March 31, 2011	Year ended March 31, 2010
SCHEDULE "Q"		
OPERATING AND OTHER EXPENSES (Contd.)		
Provision for Doubtful Debts	(19,898,639)	68,149,540
Bad Debts written off	20,187,092	3,343,422
	288,453	71,492,962
Donations	2,500,000	2,052,860
Miscellaneous Expenses	10,713,439	8,257,602
	458,497,985	441,714,391
SCHEDULE "R"		
INTEREST AND FINANCE CHARGES		
On Fixed Period Loans		
- From Banks	19,704,833	10,132,948
- From Others	544,828	914,382
On Cash credit/Overdraft facilities	13,975,263	14,843,197
Others	33,287,720	41,518,041
	67,512,644	67,408,568

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

SCHEDULE "S"

NOTES TO ACCOUNTS

1. **Nature of Operations**

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

2. **Significant Accounting Policies**

a. **Basis of preparation**

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

b. **Use of estimates**

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

c. **Fixed Assets and Depreciation**

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

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

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

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

d. **Impairment of assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

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

e. **Intangibles**

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

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

f. Inventories

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

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

g. Investments

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

h. Revenue recognition

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

Sale of Goods:

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

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

Barter Transactions:

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

Income from Services:

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

Interest:

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

Dividends:

Revenue is recognised when the shareholders right to receive payment is established by the balance sheet date.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

i. **Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

j. **Foreign Currency Transactions**

Initial Recognition:

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

Conversion:

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

Exchange Differences:

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

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

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

k. **Retirement and other employee benefits**

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

Gratuity liability is a defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

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

Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

l. **Leases**

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

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

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

m. Income Taxes

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

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

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

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

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

n. Employee Stock Option Plan

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

o. Segment Reporting Policies

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

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

p. **Earnings Per Share**

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

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

q. **Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

r. **Cash and Cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

s. **Derivative Instruments**

As per ICAI Announcement, accounting for derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the income statement. Net gains are ignored.

3. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 191,822,100 (Previous year ₹ 8,670,749).

4. Contingent liabilities

a. Guarantees given by banks on behalf of the Company ₹ 33,292,689 (Previous year ₹ 49,843,939).

b. Invoices factored and outstanding ₹ Nil (Previous year ₹ 379,964)

c. Letter of Credit opened during the year, remained unutilized as on March 31, 2011 ₹ 76,787,830 (Previous year ₹ 2,735,344)

d. Claim against the Company not acknowledged as debts pertaining to supply of raw material ₹ 1,770,882 (Previous year ₹ 1,770,882) plus interest not quantified and Claim against the Company not acknowledged as debts pertaining to realization of export invoices ₹ 6,514,445 (Previous year ₹ Nil) plus interest not quantified.

e. As against the Cenvat refund claim of ₹ 20,484,268 for the period April 2007 to December 2007, the Company received a refund of ₹ 17,340,854. The Company had preferred an appeal against the aforesaid deduction of ₹ 3,143,414 and subsequently, the appeal has also been initiated by the Excise Authorities for the refund so granted. The Cenvat Refund for the subsequent period from January 2008 to June 2010 aggregating to ₹ 39,987,258 is outstanding as receivable from Excise Authorities as on March 31, 2011. Based on the legal advice sought in this regard by the Company, the Company is confident of a favorable decision in respect of these litigations and does not foresee any liability in this regard and is accordingly confident of the full realization of the outstanding receivable. However, as a matter of abundant caution, pending final decision in this regard, the total amount of ₹ 57,328,112 (including the refund of ₹ 17,340,854, which has been received, and may have to be refunded in case of an unfavorable outcome) has been included under contingent liabilities.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

5. Particulars of security provided against secured loans

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

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

c. Limit of Letter of Credit ('LC') for Capital expenditures from Axis Bank Limited and Standard Chartered Bank are secured by pari passu first charge on all present and future movable fixed assets including plant and machinery and furniture & fixtures, to secure this LC Limit.

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

e. Buyers Credit is secured pari passu first charge on current assets of the company, both present and future.

6. Segment information

(i) Business Segment:

The Company operates in a single business segment of Value Added Print Solutions and hence there are no separate reportable segments for the Company.

(ii) Geographical Segment:

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

(Amount in ₹)

Particulars	In India	Outside India	Total
Revenue	1,134,162,302 (899,530,243)	1,461,930,686 (1,103,693,900)	2,596,092,988 (2,003,224,143)
Carrying amount of segment assets	2,933,159,931 (2,529,510,653)	477,785,664 (440,087,669)	3,410,945,595 (2,969,598,322)
Carrying amount of segment liabilities *	1,994,453,689 (1,719,478,991)	22,209,183 (15,252,883)	2,016,662,872 (1,734,731,874)
Additions to fixed assets including capital work-in-progress	179,569,363 (194,889,016)	– (–)	179,569,363 (194,889,016)

Figures in bracket represent amounts pertaining to previous year.

* The segment liabilities include deferred tax liability.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

7. Related party disclosures under Accounting Standard 18

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

Name of the Related party	Nature of Relationship
Holding Company	
Reproductions Private Limited (formely known as Repro Holding)	Holding Company
Key Management Personnel	
Mr. Vinod Vohra	Chairman
Mr. Sanjeev Vohra	Managing Director
Mr. Rajeev Vohra	Director
Mr. Mukesh Dhruve	Director
Mr. Pramod Khera	Director
Relatives of Key Management Personnel	
Mrs. Renu Sanjeev Vohra	Wife of Mr. Sanjeev Vohra
Ms. Natasha Vohra, Ms. Sonam Vohra, Ms. Trisha Vohra and Ms. Aanchal Sachdev	Daughters of Mr. Sanjeev Vohra
Master Nirbhay Sachdev	Son of Mr. Sanjeev Vohra
Mrs. Deepa Rajeev Vohra, Master Kunal Vohra and Ms. Tanya Vohra	Wife, Son and Daughter of Mr. Rajeev Vohra
Mrs. Renu Vinod Vohra, Mr. Abhinav Vohra and Master Rahul Vohra	Wife and Sons of Mr. Vinod Vohra
Mrs. Shruti Mukesh Dhruve, Mrs. Chandra Dhruve, Master Karan Dhruve and Master Nishant Dhruve	Wife, Mother and Sons of Mr. Mukesh Dhruve
Mr. Inderjit Vohra	Father of Mr. Sanjeev, Vinod and Rajeev Vohra
Mrs. Avinash Vohra	Mother of Mr. Sanjeev, Vinod and Rajeev Vohra
Mr. Rajeev Khera and Mrs. Sapna Khera	Brother of Mr. Pramod Khera and his Wife
Mrs. Nita Khera	Wife of Mr. Pramod Khera
Ms. Aksa Khera and Ms. Zoya Khera	Daughters of Mr. Pramod Khera
Mrs. Renu Minocha, Mrs. Anjana Kapoor, Mrs. Uma Nanda	Sisters of Mr. Pramod Khera
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	
Repro Knowledgecast Private Limited	
Repro Innovative Digiprint Private Limited	
MPR Consultants Private Limited	
Zoyaksa Consultants Private Limited	

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

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

(Amount in ₹)

Name	Key Management Personnel	Relative of Key Management Personnel	Enterprises significantly influenced by Key Management Personnel	Total	Outstanding Balance
Remuneration					
Mr. Vinod Vohra	3,899,050 (3,325,600)	– (–)	– (–)	3,899,050 (3,325,600)	– (787,870)
Mr. Sanjeev Vohra	4,117,150 (3,789,400)	– (–)	– (–)	4,117,150 (3,789,400)	– (225,000)
Mr. Rajeev Vohra	3,834,550 (3,265,600)	– (–)	– (–)	3,834,550 (3,265,600)	– (520,089)
Mr. Mukesh Dhruve	4,006,750 (3,679,000)	– (–)	– (–)	4,006,750 (3,679,000)	– (275,000)
Mr. Pramod Khera	4,746,600 (3,894,785)	– (–)	– (–)	4,746,600 (3,894,785)	– (–)
Mrs. Renu Sanjeev Vohra	– (–)	420,000 (–)	– (–)	420,000 (–)	– (–)
Ms. Sonam Vohra	– (–)	523,200 (523,200)	– (–)	523,200 (523,200)	– (–)
Total	**20,604,100 (17,954,385)**	**943,200 (523,200)**	**– (–)**	**21,547,300 (18,477,585)**	**– (1,807,959)**
Rent					
Mrs. Nita Khera	– (–)	849,996 (637,497)	– (–)	849,996 (637,497)	– (–)
Mrs. Renu Sanjeev Vohra	– (–)	3,600,000 (3,600,000)	– (–)	3,600,000 (3,600,000)	– (–)
Mr. Inderjit Narayan Vohra	– (–)	750,000 (–)	– (–)	750,000 (–)	– (–)
Mrs. Avinash Inderjit Vohra	– (–)	750,000 (–)	– (–)	750,000 (–)	– (–)
Total	**– (–)**	**5,949,996 (4,237,497)**	**– (–)**	**5,949,996 (4,237,497)**	**– (–)**
Deposits Given					
Mrs. Nita Khera	– (–)	1,350,000 (–)	– (–)	1,350,000 (–)	1,350,000 (–)
Mrs. Renu Sanjeev Vohra	– (–)	2,500,000 (15,000,000)	– (–)	2,500,000 (15,000,000)	28,500,000 (26,000,000)
Professional Fees					
Mrs. Nita Khera	– (–)	– (440,000)	– (–)	– (440,000)	– (–)
Mr. Rajeev Khera	252,000 (330,000)	– (–)	– (–)	252,000 (330,000)	– (–)
Total	**252,000 (330,000)**	**– (440,000)**	**– (–)**	**252,000 (770,000)**	**– (–)**

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

(Amount in ₹)

Name	Key Management Personnel	Relative of Key Management Personnel	Enterprises significantly influenced by Key Management Personnel	Total	Outstanding Balance
Reproductions Private Limited					
Loan Taken	– (–)	– (–)	5,688,851 (13,700,000)	5,688,851 (13,700,000)	– (–)
Loan Repaid	– (–)	– (–)	5,688,851 (13,700,000)	5,688,851 (13,700,000)	– (–)
Balance Receivable	– (–)	– (–)	– (–)	– (–)	– (–)

Figures in bracket represent amounts pertaining to previous year.

289,000 Employee stock options (Previous year 55,000 stock options) have been granted to Mr. Pramod Khera (Executive Director), of which 55,000 options granted during last year have vested during this year. There has been no exercise of options by Mr. Pramod Khera during the year.

8. Particulars of assets acquired under finance lease:

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

(Amount in ₹)

Particulars	As at March 31, 2011			
	Total up to the end of lease	Due not later than 1 year	Due later than 1 year and not later than 5 years	Due later than 5 years
Minimum lease payments	2,946,234 (7,575,404)	2,738,044 (4,558,759)	208,190 (3,013,569)	– (–)
Less: Unamortised finance charges	187,976 (743,391)	184,900 (551,723)	3,076 (188,592)	– (–)
Present value	2,758,258 (6,832,013)	2,553,144 (4,007,036)	205,114 (2,824,977)	– (–)

Figures in bracket represent amounts pertaining to previous year.

Notes:

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

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

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

c. The aggregate carrying amount of assets acquired under lease [class of asset – vehicles] after April 1, 2001 is ₹ 12,765,713 as at March 31, 2011 (Previous year ₹ 18,372,587).

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

9. Earnings per share

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Net profit for the year as per profit and loss account considered as numerator for calculating earnings per share	227,923,907	175,586,758
Weighted average number of equity shares		
- For Basic earnings per share	10,536,893	10,483,149
Add:- Equity shares arising on grant of stock options under ESOP	333,285	229,000
- For Diluted earning per share	10,870,178	10,712,149
Earnings per share – Basic	21.63	16.75
– Diluted	20.97	16.39
Face Value Per Share	10.00	10.00

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

(Amount in ₹)

Particulars	As at March 31, 2010	Current year charge/ (credit)	As at March 31, 2011
Difference between book and tax base of fixed assets	(152,208,468)	(7,596,366)	(159,804,834)
Provision for doubtful debts	23,164,029	(7,136,286)	16,027,743
Preliminary Expenses u/s 35D	1,469,408	(1,469,408)	–
Provision for gratuity and leave encashment	6,647,283	5,733,132	12,380,415
Pertaining to other liabilities	1,961,736	51,272,596	53,234,332
Total	(118,966,012)	40,803,668	(78,162,344)

11. Summary of Investment purchased / sold for the year 2010-11

Mutual Fund Name	**Purchases during the year**		**Redemption during the year**		**Closing Balance as on March 31, 2011**	
	No. of units	**Cost of Purchase (in ₹)**	**No. of units**	**Sales Value (in ₹)**	**No. of units**	**Amount**
Templeton India Income Opportunities Fund – Growth	–	–	4,746,648	50,859,855	–	–
Templeton India Short Term Income Plan Institutional – Growth	–	–	41,051	62,524,228	–	–
LIC MF Income Plus Fund - Growth Plan	12,117,198	150,000,000	12,117,198	150,291,182	–	–
Reliance Medium Term Fund - Retail Plan - Growth Option	7,852,375	150,000,000	7,852,375	150,085,073	–	–
BSL Floating Rate Fund - Long Term - Instl – Growth	4,610,887	50,000,000	4,610,887	50,237,912	–	–
Birla Sun Life Dynamic Bond Fund - Retail – Growth	3,219,098	50,000,000	3,219,098	51,298,262	–	–

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

Mutual Fund Name	Purchases during the year		Redemption during the year		Closing Balance as on March 31, 2011	
	No. of units	Cost of Purchase (in ₹)	No. of units	Sales Value (in ₹)	No. of units	Amount
Kotak Bond (Short Term) Growth	2,807,869	50,000,000	2,807,869	51,033,137	–	–
UTI Treasury Advantage Fund - Institutional Plan (Growth Option)	185,038	240,000,000	116,850	150,177,489	68,188	90,000,000
HDFC Cash Management Fund-Treasury Advantage Plan-Wholesale-Growth	2,188,826	45,000,000	2,188,826	45,043,600	–	–
Total	**32,981,291**	**735,000,000**	**37,700,802**	**761,550,738**	**68,188**	**90,000,000**
Closing Repurchase value						90,025,160

12. Derivative Instruments and Unhedged Foreign Currency Exposure

(a) Forward Contracts outstanding as at Balance Sheet date

Particulars	Forward (Sell)		
	No. of contracts	Amount in Foreign currency	Amount in ₹
Against Exports Debtors (USD Amount)	29 (23)	9,437,000 (8,434,154)	433,703,660 (395,486,314)
Against Exports Debtors (GBP Amounts)	9 (–)	593,000 (–)	43,624,519 (–)
Loan taken-(PCFC) (USD Amount)	22 (20)	11,594,379 (11,919,265)	528,072,947 (538,035,604)
Debtors-(PSFC) (USD Amount)	3 (–)	7,303 (–)	326,088 (–)
Loan taken (USD Amount)	– (3)	– (6,000,000)	– (274,350,000)

Premium on forward contract is amortized and included in exchange rate difference for the current Year ₹ 7,302,267 (Previous Year: ₹ 3,381,767)

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

Particulars	USD	SGD	CHF	GBP	Euro	CAD	JPY	Total Amount in ₹
Debtors	78,570 (–)	– (–)	– (–)	99,265 (653,542)	19,057 (32,628)	3,303 (15,870)	– (–)	12,005,119 (47,140,384)
Creditors	513,675 (239,165)	*4,916 (1,710)	– (–)	3,204 (–)	*8,567 (884)	– (–)	– (127,520)	22,451,293 (369,279)
Loan taken	15,235,000 (10,985,000)	– (–)	– (–)	– (–)	– (–)	– (–)	– (–)	680,267,727 (495,862,900)

Figures in bracket represents amount pertaining to previous year.

*Represents advance given to vendors.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

13. a. The Transport and Courier charges of ₹ 63,854,454 (Previous year ₹ 39,297,640) are net of recovery of ₹ 797,766 (Previous Year ₹ 276,182). Packing Material Consumed of ₹ 7,672,366 (Previous year ₹ 5,623,334) is net of packing income of ₹ Nil (Previous year ₹ 1,663,560).

b. Mailing expense recovery of ₹ 283,520 (Previous year ₹ 428,695) is net of recovery of ₹ 1,500,723 (Previous year ₹ 1,784,326).

14. The information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. The following suppliers are registered as Micro, Small, or Medium Enterprises as at March 31, 2011 in terms of provisions of 'The Micro Small and Medium Enterprises Development Act, 2006':

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

(Amount in ₹)

Particulars	March 31, 2011	March 31, 2010
Principal amount and interest due thereon remaining unpaid to any supplier as at March 31, 2011 *	714,325	Nil
Interest paid along with amounts of payment made to the supplier beyond the appointed day during the year	Nil	Nil
Interest due and payable for period of delay in making payment but without adding the interest specified	Nil	Nil
Interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
Amount of further Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil

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

15. The gross block of fixed assets as at March 31, 2011 of vehicles include ₹ 32,008,747 (Previous year ₹ 33,639,364) held in the names of employees for the beneficial interest of the Company.

(Amount in ₹)

Particulars	March 31, 2011	March 31, 2010
Gross Block	32,008,747	33,639,364
Accumulated depreciation	12,788,076	103,60,590
WDV	19,220,671	23,278,774

16. a. Fixed assets/ Capital work in progress includes personnel expenses capitalised of ₹ Nil (Previous year ₹ 18,918,717) for implementation of the ERP package.

b. Fixed assets/ Capital work in progress includes travelling and conveyance expenses capitalised of ₹ 1,353,628 (Previous year ₹ 10,323,789) for implementation of ERP package and Enterprise Content Management Project.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

c. The additions in fixed assets, comprises of following amount of exchange rate gain, decapitalised from each of the following block of assets:

(Amount in ₹)

Sr. No.	Particulars	March 31, 2011	March 31, 2010
1.	Factory Building	135,442	9,080,813
2.	Plant and Machinery	3,400,517	37,466,893
3.	Computers	104,523	426,389
4.	Air-conditioners	32,236	186,912
5.	Electric Installations and Fitting	1,917	100,169
6.	Office Equipment	80,663	45,241
7.	Furniture and Fixture	8,374	82,932
8.	Intangible Assets	410,813	1,076,469
	Total	4,174,485	48,465,818

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

a. Quantitative details of goods manufactured:

i. Particulars of goods manufactured

- Class of goods manufactured - Printed products include annual reports, calendars, house journals, magazines and other periodicals, IT books and other educational books, booklets and brochures, etc.
- The actual production of printed books during the year was 218,919,581 nos. (Previous year 77,270,922 nos.) and that of other printed material was 3,685,968 nos. (Previous year 2,093,930 nos.) This has been certified by the Management and accepted by the Auditors being a technical matter.
- Sales include major sales of printed books 218,919,581 nos. (Previous year 77,270,922 nos.) valuing ₹ 2,497,638,470 (Previous Year Rs 1,909,715,774) leaving balance sales of other printed and non printed material valuing ₹ 56,560,255 (Previous Year ₹ 69,209,236)

ii. Particulars of raw material consumed

(Amount in ₹)

Particulars	Unit	For the year ended March 31, 2011		For the year ended March 31, 2010	
		Quantity	Amount	Quantity	Amount
Paper	Kgs	31,091,663	1,345,485,892	23,306,589	907,519,064
Inks	Kgs	201,938	32,343,761	149,829	23,737,012
Others			9,017,621		1,268,834
Total			1,386,847,274		932,524,910
Sales tax set off			11,317,165		7,572,916
Total			1,375,530,109		924,951,994

iii. Licensed capacity, installed capacity and production: (as certified by Management)

The printing industry is delicensed. The installed capacity as on March 31, 2011, is approximately 34,000 MT (Previous year 31,000 MT) per annum considering 300 average working days per annum and considering average GSM paper consumed at various printing machines.

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

b. Remuneration to Directors

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Salary, allowances and benefits	18,175,000	16,333,125
Commission to Managing Director	–	-
Perquisites	2,429,100	1,621,260
Total	20,604,100	17,954,385

Computation of Net Profit in accordance with Section 349 of Companies Act, 1956

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Profit before Taxation (A)	195,932,475	165,686,758
Add: Depreciation as per Profit and Loss Account	110,783,729	100,438,460
Loss on Sales/ Discarding of Fixed Assets	126,651	(3,272,402)
Remuneration to Directors	20,604,100	17,954,385
Sub Total (B)	131,514,480	115,120,445
Less: Depreciation as per Section 350 of Companies Act, 1956	110,783,729	100,438,460
Profit on sale of investments	8,550,738	713,479
Sub Total (C)	119,334,467	101,151,939
Profit as per Section 349 of the Companies Act, 1956 (A+B-C)	208,112,488	179,655,264
Maximum Remuneration to Managing Director/Wholetime Director restricted to 5% of Net Profits as per Section 198 and 309 of Companies Act, 1956	10,405,624	8,982,763
Remuneration paid to Managing Director as per service agreement	4,117,150	3,789,400
Total Managerial remuneration to all the directors not to exceed 10% of the net profits of the Company as per Section 198 and 309 of the Companies Act, 1956.	20,811,249	17,965,526
Balance available for payment of incentive/commission to Managing Director/Whole Time Directors	207,149	11,139
Actual commission paid to Managing director	–	–

Future liability for gratuity of Directors is ascertained on actuarial basis. *Refer Note 18*

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

Particulars	For the year ended March 31, 2011		For the year ended March 31, 2010	
i. Raw materials:	₹	%	₹	%
Imported	239,866,566	17.30	558,907,316	59.93
Indigenous	1,146,980,708	82.70	373,617,594	40.07
Total	1,386,847,274	100.00	932,524,910	100.00
Less : Sales tax set off	11,317,165		7,572,916	
Total	1,375,530,109		924,951,994	

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

Particulars	For the year ended March 31, 2011		For the year ended March 31, 2010	
ii. Consumable stores and Packing materials: #	₹	%	₹	%
Imported	13,684,239	8.11	9,052,204	7.29
Indigenous	155,114,493	91.89	115,127,240	92.71
Total	168,798,732	100.00	124,179,444	100.00

Consumption of stores and packing materials above, is net of packing income of ₹ Nil (Previous year ₹ 1,663,560)

d. CIF value of imports

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Raw Material	175,551,251	562,043,614
Consumable stores and spare parts	16,784,198	18,732,556
Capital goods	81,455,754	173,256,378
Total	273,791,203	754,032,548

e. Expenditure in foreign currency (on accrual basis)

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Traveling expenses [including ₹ 877,722 (Previous Year ₹ 10,323,789) capitalised as fixed assets]	21,850,080	15,365,644
Royalty	1,676,671	3,864,011
Consultation	3,281,265	2,004,789
Professional Charges	4,547,995	5,832,826
Commission	90,156,415	48,259,735
Interest	36,594,584	27,517,027
Bank charges	18,995,447	21,957,814
Others	693,013	209,850
Total	177,795,470	125,011,696

f. Earnings in foreign exchange (on accrual basis)

(Amount in ₹)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
FOB value of Sales	1,461,930,686	1,103,693,900
Total	1,461,930,686	1,103,693,900

18. Details of Employee Benefits – Gratuity

(i) Defined Benefit Plans:

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

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

Profit and Loss account (Amount in ₹)

Net employee benefit expenses (recognized in Employee Cost)	March 31, 2011 (Funded)	March 31, 2010 (Funded)	March 31, 2011 (Unfunded)	March 31, 2010 (Unfunded)
Current service cost	2,802,461	2,562,206	–	–
Interest cost on benefit obligation	1,492,474	1,381,062	–	–
Expected return on plan assets	(141,033)	(143,421)	–	–
Past service cost*	–	–	8,698,956	–
Net actuarial loss/(gain) recognised during the year	2,672,388	(372,025)	–	–
Net Benefit expense	6,826,290	3,427,822	8,698,956	–
Actual return on plan assets	–	172,018	–	–

*Represents the future liability for gratuity of Directors.

Balance sheet (Amount in ₹)

Details of Provision for gratuity	March 31, 2011 (Funded)	March 31, 2010 (Funded)	March 31, 2011 (Unfunded)	March 31, 2010 (Unfunded)
Defined Benefit obligation	24,417,813	18,655,920	8,698,956	–
Fair value of plan assets	(1,817,973)	(1,762,916)	–	–
Plan Liability	22,599,840	16,893,004	8,698,956	–

Changes in the Present Value of the defined benefit obligation are as follows: (Amount in ₹)

Particulars	March 31, 2011 (Funded)	March 31, 2010 (Funded)	March 31, 2011 (Unfunded)	March 31, 2010 (Unfunded)
Opening defined benefit obligation	18,655,920	15,459,811	–	–
Interest Cost	1,492,474	1,381,062	–	–
Current service cost	2,802,461	2,562,206	–	–
Benefits paid	(1,066,039)	(403,731)	–	–
Past service Cost*	–	–	8,698,956	–
Actuarial (gains)/loss on obligation	2,532,997	(343,428)	–	–
Closing defined benefit obligation	24,417,813	18,655,920	8,698,956	–

*Represents the future liability for gratuity of Directors.

Changes in the Fair Value of Plan Assets are as follows: (Amount in ₹)

Particulars	March 31, 2011 (Funded)	March 31, 2010 (Funded)
Opening fair value of plan assets	1,762,916	1,831,409
Expected return	141,033	143,421
Contributions made by employer during the year	1,119,454	163,220
Benefits paid	(1,066,039)	(403,731)
Actuarial gains/(loss)	(139,391)	28,597
Closing fair value of plan assets	1,817,973	1,762,916

Particulars	Amount in ₹
Expected contribution to defined benefit plan for the year ended March 31, 2012	4,984,682

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

Particulars	March 31, 2011	March 31, 2010
Insurer Managed Funds (LIC)	100%	100%

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

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

The principal actuarial assumptions at the Balance Sheet date

Particulars	March 31, 2011	March 31, 2010	March 31, 2009
Discount rate	8.25%	8.00%	7.75%
Expected rate of return on plan assets	8.00%	8.00%	8.00%
Expected rate of salary increase	5.00%	5.00%	5.00%
Employee Turnover	2.00%	2.00%	2.00%
Mortality table	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate

Experience adjustment for current year for gratuity: (Amount in ₹)

Particulars	March 31, 2011	March 31, 2010	March 31, 2009
On plan assets loss/(gain)	(139,391)	(28,597)	(19,704)
On plan liabilities gain/(loss)	3,191,907	189,672	(1,072,091)

Notes:

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

(ii) Defined Contribution Plans

Amount of ₹ 12,280,358 (Previous Year: ₹ 9,737,277) is recognised as an expense and included in Schedule – 'Contribution to Provident and Other Funds' in the Profit and Loss account.

19. Employee Stock Option Plans (ESOPS)

The Company has provided two Employee Stock Option Plans namely Repro India Limited (Employee Stock Option Scheme), 2006 (Repro ESOS 2006) and Repro India Limited (Employee Stock Option Scheme), 2010 (Repro ESOS 2010) which were in operation during the year.

Particulars	**Repro ESOS 2006**	**Repro ESOS 2010**
Date of grant	May 14, 2007, December 24, 2009, June 8, 2010 and August 12, 2010	August 12, 2010
Date of Board Approval	July 24, 2006	May 6, 2010
Date of shareholder's approval	September 12, 2006	July 24, 2010
Number of options granted	500,000	200,000
Method of Settlement (Cash/ Equity)	Equity	Equity
Vesting period	Spread over 3 years for 371,000 options and 1 year for 129,000 options	One Year
Exercise Period	3 years from the date of vesting	3 years from the date of vesting
Vesting Conditions	NIL	NIL

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

The details of the activity under Repro ESOS 2006 have been summarized below:

Particulars	March 31, 2011		March 31, 2010	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	484,000	98	500,000	98
Granted during the year	74,000*	100	55,000	98
Forfeited during the year	–	–	–	–
Lapsed during the year	12,000	98	–	–
Exercised and allotted during the year	64,715	98	16,000	98
Expired during the year	–	–	–	–
Outstanding at the end of the year	407,285	98	484,000	98
Exercisable at the end of the year	333,285	98	229,000	98

* 34,000 options regranted @ ₹ 98 in June 2010 and 40,000 options regranted @ ₹ 101 in August 2010

The weighted average share price at the date of exercise for stock options was ₹ 98 with respect to Repro ESOS 2006.

The details of the activity under Repro ESOS 2010 have been summarized below:

Particulars	March 31, 2011		March 31, 2010	
	Number of options	Weighted Average Exercise Price (₹)	Number of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	–	–	–	–
Granted during the year	200,000	101	–	–
Forfeited during the year	–	–	–	–
Exercised during the year	–	–	–	–
Expired during the year	–	–	–	–
Outstanding at the end of the year	200,000	–	–	–
Exercisable at the end of the year	–	–	–	–

The details of exercise price for stock options outstanding at the end of the year under Repro ESOS 2006 are:

March 31, 2011

Range of exercise price	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price
98	278,285	1.37	98
98	55,000	2.79	98
98	34,000	3.30	98
101	40,000	3.47	101
	407,285		

March 31, 2010

Range of exercise price	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price
98	429,000	2.34	98
98	55,000	3.75	98
	484,000		

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

The weighted average fair value of options granted during the year was ₹ 60 (Rupees Sixty Only). The Black Scholes valuation model has been used for computing the weighted average fair value with respect to Repro Employee Stock Option Scheme ('ESOS') 2006 considering the following inputs:

Particulars	March 31, 2011	March 31, 2010
Weighted average share price (₹ per share)	98	98
Exercise Price (₹ per share)	98	98
Expected Volatility	67%	67%
Historical Volatility	67%	67%
Life of the options granted (Vesting and exercise period) in years	Vesting period + 3 years i.e. 3 years for each vesting tranche of 30%, 30% and 40% respectively	Vesting period + 3 years i.e. 3 years for each vesting tranche of 30%, 30% and 40% respectively
Expected Dividends	2.55% per annum	2.55% per annum
Average risk-free interest rate	8% per annum	8% per annum
Expected dividend rate	₹ 2.5 per share	₹ 2.5 per share

Since the enterprise has granted shares at a price equal to the closing market price on the date of the grant, there is no impact of ESOPs on the financial position.

The details of exercise price for stock options outstanding at the end of the year under Repro ESOS 2010 are:

March 31, 2011

Range of exercise price	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price
101-101	200,000	3.33	101
	200,000		

March 31, 2010

Range of exercise price	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price
Nil	Nil	Nil	Nil

The weighted average fair value of options granted during the year was ₹ 52 (Rupees Fifty Two Only). The Black Scholes valuation model has been used for computing the weighted average fair value with respect to Repro Employee Stock Option Scheme ('ESOS') 2010 considering the following inputs:

Particulars	March 31, 2011	March 31, 2010
Weighted average share price (₹ per share)	101	NA
Exercise Price (₹ per share)	101	NA
Expected Volatility	56%	NA
Historical Volatility	56%	NA
Life of the options granted (Vesting and exercise period) in years	Vesting period + 3 years i.e. 4 years for vesting tranche of 100%	NA
Expected Dividends	2.97% per annum	NA
Average risk-free interest rate	8% per annum	NA
Expected dividend rate	₹ 2.97 per share	NA

Annexed to and forming part of Accounts for the year ended March 31, 2011 (Contd.)

The expected volatility of the share price is measure of the amount by which the share price is expected to fluctuate during the period. The Company is listed and expected volatility was determined based on historical information of the movement of share price from which an estimate of expected volatility is calculated.

Since the enterprise has granted shares at a price equal to the closing market price on the date of the grant, there is no impact of ESOPs on the financial position.

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

Particulars	March 31, 2011	March 31, 2010
Net Profit/ (Loss) as reported	227,923,907	175,586,758
Add – Employee stock compensation under intrinsic value method	–	–
Less – Employee stock compensation under fair value method	(7,750,467)	(6,011,467)
Proforma Profit/(Loss)	220,173,440	169,575,291
Earnings per share (₹)		
Basic		
- as reported	21.63	16.75
- Proforma	20.90	16.18
Diluted		
- as reported	20.97	16.39
- Proforma	20.25	15.83

20. Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

As per our Report of even date

For S. R. Batliboi & Co.
Firm Registration No. 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No: 36738

Mumbai, Date : May 24, 2011

For and on behalf of the Board of Directors

Sanjeev Vohra Managing Director

Mukesh Dhruve Director

Madhavi Kulkarni Company Secretary

Mumbai, Date : May 24, 2011

BALANCE SHEET ABSTRACT

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

1. Registration Details

Registration No.	71431	State Code	11
Balance Sheet Date	31 (Date) 03 (Month) 2011 (Year)		

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

Public Issue	NIL	Bonus Issue	NIL
Rights Issue	NIL	Private Placement	NIL
Issue of shares under the Repro ESOS, 2006*	647		

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

Total Liabilities	3410946	Total Assets	3410946
Sources of Funds	78162		
Paid-up Capital	105598	Reserves and Surplus	1288664
Secured Loan	1560865	Unsecured Loans	NIL
Deferred Tax Liability	78162		
Application of Funds	1516123		
Net Fixed Assets	1427186	Investment	90000
Net Current Assets	1516123	Misc. Expenditure	NIL
Accumulated Losses	NIL		

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

Turnover (Total Income)	2596093	Total Expenditure	2472813
+ –	Profit/(Loss) Before Tax	+ –	Profit/(Loss) After Tax
✓ (+)	195932	✓ (+)	227924

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

Earning per Share (Rs.) (on profit after taxes)	20.97	Dividend Rate %	60

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

Item Code No. (ITC Code)	Product Description
49011002	BOOKLETS AND BROCHURES
49011001	PRINTED POSTERS AND ANNUAL REPORTS
49021002	JOURNALS AND CALENDARS

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

For and on behalf of the Board of Directors

SANJEEV VOHRA	Managing Director
MUKESH DHRUVE	Director
MADHAVI KULKARNI	Company Secretary

Mumbai, Date : May 24, 2011

NOTES

Corporate Office
Marathe Udyog Bhavan, 2nd Floor, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025. India.
Tel: +91-22-2431 3526 / 2431 3527. Fax: +91-22-2437 4531
www.reproindialtd.com

Facility 1
Plot No. 50/2, T.T.C. MIDC Industrial Area,
Mahape, Navi Mumbai - 400 710, India.
Tel: +91-22-27782011, Fax: +91-22-27782038

Facility 2
Plot No. 90 to 93, 165 Surat Special Economic Zone,
Road No. 11, GIDC, Sachin, Surat - 394 230, India.
Tel: +91-261-3226511 / 2398587
Fax: +91-261-2398030

Delhi
B-3/3, First Floor, Safdarjung Enclave,
New Delhi - 110 029.
Tel: +91-9811544995 / 9312703187

South Africa
Eliot Avenue, Epping II, Cape Town, 7460
Tel: +27 (0) 21 505 6100

Nigeria
Chanraj Nigeria Ltd., 7A, Sapara Williams Close,
Off Idowu, Martins Street, Victoria Island, Lagos, Nigeria.
Tel: +234-2623269 / 776 44 94

UK
6, Southwood Close, Christchurch,
BH23 5RW, England.
Tel: 01425 279022

THE CUSTOMER
Relying on Repro to get the product to the end user

THE END USER
The final target

REPRO
The solid pillar that holds together the customer and the end user

REPRO INDIA LIMITED

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Prabhadevi, Mumbai - 400 025. India.
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