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BOARD OF DIRECTORS

Vimal Kedia, Managing Director
Surendra Kedia, Executive Director & Compliance Officer
Rajat Kedia, Director
Ankit Kedia, Director
G. Vamanacharya, Director
R. P. Agarwal, Director
J. K. Singhanian, Director
N. K. Sarawgi, Director

COMPANY SECRETARY

Suresh Kumar Kayal

PRINCIPAL BANKERS

State Bank of India, Industrial Finance Branch
#61, Residency Plaza, Residency Road, Bangalore – 560 025

AUDITORS

Sharma & Pagaria,
Chartered Accountants,
8, 4th Floor, Lakshmi Complex,
40, K.R.Road, Bangalore – 560 002

REGISTRARS & SHARE TRANSFER AGENTS

Alpha Systems Private Limited
30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore - 560 003
Tel: (080) 2346 0815 / 0818 Fax: (080) 2346 0819
Email: alfint@vsnl.com

REGISTERED OFFICE & UNIT I

143C5, Bommasandra Industrial Area,
Hosur Road, Bangalore – 560 099 (Karnataka)
Tel: (080) 4343 6100 Fax: (080) 2783 3819
Email: infounit1@manjushreeindia.com
Website: www.manjushreeindia.com

INNOVATION DIVISION & UNIT II

60E & 60F, Bommasandra Industrial Area,
Hosur Road, Bangalore – 560 099 (Karnataka)
Tel: (080) 4343 6200 Fax: (080) 2783 2245
Email: manjushreeinnovation@vsnl.net

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have the pleasure of presenting the **Twenty Third Annual Report** of the Company together with the Audited Annual Accounts for the year ended 31st March, 2010.

PERFORMANCE HIGHLIGHTS

Pursuant to clause 41 of the Listing Agreement with Bombay Stock Exchange, the operating results of the Company for the year under review have been analysed hereunder:

(Rs. in lacs)

Particulars	FY 2010	FY 2009
Turnover - Domestic	15,254.59	11,248.17
- Exports	750.83	630.59
Total Turnover	16,005.42	11,878.76
Less: Cost of Sales		
Excise Duty	1,102.18	1,319.19
(Increase) / Decrease in Stocks	(942.69)	(79.30)
Materials Consumed	8,172.59	5,694.94
Other Expenditure	4,139.09	2,619.32
Sub Total	12,471.17	9,554.15
Gross Profit	3,534.25	2,324.61
Administrative and Selling Expenses	683.76	560.89
Operating Profit	2,850.49	1,763.72
Interest and Financial Charges	339.04	144.38
Depreciation / Write Offs	1,003.12	522.31
Profit after Interest and Depreciation	1,508.33	1,097.03
Other Income	49.21	49.39
Profit before Tax	1,557.54	1,146.42
Provision for Taxation	283.10	207.08
Deferred Tax (Provision) / Write Back	217.18	190.08
Net Profit after Tax	1,057.26	749.26
Proposed Dividend for the year (including taxes)	158.50	158.50
Retained Surplus	898.76	590.76
Add: Surplus brought forward from previous year	628.48	437.72
Less: Transfer to General Reserve	90.00	400.00
Net Surplus carried to Balance Sheet	1,437.24	628.48
Paid-up equity share capital (FV Rs.10 per equity share)	1,354.77	1,354.77
Reserves and Surplus (excluding revaluation reserves)	5,489.65	4,590.89
Weighted Average EPS – Fully Diluted (Rs.)	7.80	5.53
Book Value per share – Fully Diluted (Rs.)	50.10	43.26

The turnover for FY 2010 was higher at Rs.16,005.42lacs (2009 - Rs.11,878.76lacs) reflecting an increase of 35%. The gross profit during FY 2010 was higher at Rs3,534.25lacs (2009 - Rs.2,324.61lacs) reflecting an increase of 52%, while the operating profit showed a jump of 62% to Rs.2,850.49lacs (2009 - Rs.1,763.71lacs). The profit before tax during FY 2010 was also higher at Rs.1,557.54lacs (2009 - Rs.1,146.41lacs) reflecting an increase of 36%. After provision for taxation, the net surplus amounted to Rs1,057.26lacs (2009 - Rs.749.26lacs) resulting in a fully diluted EPS of Rs.7.80 (2009 - Rs.5.53). The notes on accounts referred to in Auditors' Report are self-explanatory and do not call for any further comments.

DIVIDEND

Your Directors recommend a dividend @Rs.1 per share being 10% on the face value of Rs.10 per equity share (involving an outflow of Rs.158.50lacs including dividend tax) which will be paid subject to approval by Shareholders in the Annual General Meeting, to the members whose names appear in the register of members on 31st August, 2010.

The dividend payout for the year under review has been formulated in accordance with the Company's policy of striving to pay stable dividend linked to long term performance and growth plans.

OPERATIONS

Overall installed capacity of plant has increased to 29,210 MTPA in view of expansion cum diversification project completed during the year, as compared to 21,740 MTPA as at the end of the previous year. The major expansion is for the manufacture of PET Preforms to the tune of 6,360 MTPA and the balance of 1,110 MTPA capacities have been added for the manufacture of containers. The actual production of containers and preforms during the year amounted to 10,827 MT (2009 - 6,782 MT) excluding conversion jobs of 10,944 MT (2009 - 2,587) resulting in a capacity utilisation of 75% of year-end installed capacity on absolute basis, (92% is the capacity utilisation in reality terms) which is due to the fact that the capacity additions have been made during the end of 3rd quarter of the financial year. The turnover of manufactured items was 9,711 MT (2009 - 7,199 MT). The Company continues to have a strong focus on innovation, research and development for sustained growth while enjoying a preferred supplier status with most of its esteemed clientele in FMCG, Pharma and allied sectors. It has a dedicated team of technically qualified / trained personnel and professionals controlling different operational segments in a decentralized environment.

FINANCE

During the year under review, the Company has continued to avail financial assistance from State Bank of India, its esteemed Bankers, by way of Rupee Term Loans and Cash Credit limits on extremely competitive terms for its operational and capital expenditure requirements. The Company has availed a term loan of Rs. 2,519.06lacs (sanctioned limit Rs. 8,200lacs) for the expansion cum diversification project, out of which Rs. 200lacs have since been repaid. The company has also availed trade credit of Rs.1,920.71lacs from its equipment supplier, which is repayable during the FY 2010-11 by utilisation of Rupee Term Loans sanctioned by State Bank of India. The Directors confirm that the funds obtained by the Company by way of term loans / working capital borrowings have been duly utilised for the purposes for which the same are meant.

EXPANSION CUM DIVERSIFICATION PROJECT:

The Company's expansion cum diversification project at an estimated outlay of Rs.5,370lacs, as envisaged in the composite issue has been duly completed in all respect.

During the financial year 2009 -10, the Company has further increased its manufacturing capacity to 29,210MTPA by adding two more machines for manufacture of PET Preforms. The capital requirement for the expansion has already been arranged through Term loan from the bank and from internal accruals. While internal accruals has already been ploughed back the disbursement from the Term loan will take place on the due dates during the current financial year i.e. 2011-12.

Your Company now, has made a further capacity expansion plan for the ensuing financial year, wherein the capacity will be further increased by 1200MTPA in the container segment. The Preform production capacity enhancement is also being drawn up, which is expected to be implemented during third quarter of this year. The Company is working with their banker for funding this expansion.

STATUS OF FUND DEPLOYMENT

The sources and utilisation of the funds raised for the expansion cum diversification project as on 31st March, 2010 are highlighted hereunder:

(Rs. in Lacs)

Sl. No.	Items	As per Prospectus	Actuals upto 31/03/2010
A.	Sources of Fund		
1	Proceeds of Rights Cum Public Issue of Shares	3,570.00	3,570.00
2	Project Term Loan from State Bank of India (SBI)	1,800.00	1,767.51
	TOTAL	5,370.00	5,337.51
B.	Deployment of Funds		
1	Capex on expansion cum diversification project	4,214.00	4,480.89
2	Expenses on Composite Issue of Equity Shares	286.00	141.92
3	Working Capital Funds / Margin Requirements	870.00	714.70
	TOTAL	5,370.00	5,337.51

DELISTING OF EQUITY SHARES FROM GUWAHATI, CALCUTTA AND AHMEDABAD STOCK EXCHANGES

The equity shares of the company have been delisted from Guwahati, Calcutta and Ahmedabad Stock Exchanges during the last financial year pursuant to special resolution passed by the members at the last annual general meeting. The equity shares of the company continue to be listed at Bombay Stock Exchange w.e.f. 28th February 2008 under scrip code: 532950 and scrip ID: MANJUSHRE on BOLT system. The company is also exploring the possibility of getting its equity shares listed at National Stock Exchange by complying with requisite preconditions.

CHANGE IN NAME OF THE COMPANY

Pursuant to approval of members at the last Annual General Meeting of the Company held on 30th August, 2008 and requisite approvals received from the appropriate government authorities and the Registrar of Companies, Karnataka, Bangalore (ROC), the name of the company has been changed to "Manjushree Technopack Limited" pursuant to a fresh Certificate of Incorporation dated 21st May, 2009 received from the ROC.

MANAGEMENT DISCUSSION AND ANALYSIS

An Annexure to this Report contains a detailed Management Discussion Analysis, which, inter-alia covers, the following aspects of Company's operations and prospects:

- Industry Structure and Development;
- Opportunities and threats, risks and concerns;
- Internal Control Systems and their adequacy;
- Human Resources and Industrial Relations;
- Discussion on financial performance with respect to operational performance;
- Outlook for the future.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreements with the Stock Exchanges, a detailed report on compliance of the Corporate Governance requirements is annexed to this report alongwith certification of Managing Director on the adherence to code of conduct. The Certificate from the Company's Statutory Auditors on the same is also attached to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors hereby confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to the material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs at the end of financial year and of the profit or loss for the period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rule, 1988 is annexed.

EMPLOYEES

None of the employees of the company is covered under the reporting requirements of section 217(2A) of The Companies Act, 1956.

DIRECTORS

In accordance with the Articles of Association of the Company, Smt. Savita Kedia and Smt. Sashi Kedia, both Directors, retire at the conclusion of the ensuing Annual General Meeting and being eligible, does not offer themselves for re-appointment. In place of these retiring directors, who does not offer to be re-appointed, the company recommends to appoint Mr. Rajat Kedia & Mr. Ankit Kedia as directors of the company.

AUDITORS

M/s Sharma & Pagaria, Chartered Accountants, the Statutory Auditors of the Company retire at the conclusions of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere gratitude for the co-operation, guidance, support and assistance provided during the year by its Bankers, Registrars and Share Transfer Agents, Industries Dept. of Govt. of Karnataka, Local Authorities, Suppliers, Contractors, Customers and Vendors. Your Directors also wish to express their deep sense of appreciation for the dedicated services rendered by the staff at all levels towards its successful operations. The Directors also thank the shareholders of the Company for reposing their faith in the Company and for giving their dedicated and ever-willing support towards taking the Company forward on the path of progress and growth.

For and on behalf of the Board

**Bangalore,
The 27th May, 2010**

**Vimal Kedia
Managing Director**

**Surendra Kedia
Executive Director**

**Information pursuant to Section 217(1) (e) of the Companies Act, 1956, to the extent applicable,
 in accordance with Companies (Disclosure of Particulars in the
 Report of Board of Directors) Rules, 1988 for the year ended March 31, 2010**

A. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken : The company is closely monitoring its energy consumption levels through in-house system as well as external agencies.
- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy. : No significant investment / proposal are envisaged in respect of reduction of present consumption levels of energy.
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods. : Not possible to identify specifically.
- (d) Total energy consumption and energy consumption per unit of production : As per Form 'A' hereunder.

FORM - A

Form for disclosure of particulars with respect to conservation of energy

I. POWER AND FUEL CONSUMPTION				
1. Electricity		31.03.2010	31.03.2009	
(a) Purchased				
No. of Units in lacs (KWH)		220.79	118.31	
Total Amount Rs. in lacs		1,091.68	535.39	
Rate / Unit (KWH) (Rs.)		4.94	4.53	
(b) Own Generation through Diesel Generator				
No. of Units (KWH) Generated in lacs		10.33	6.92	
Units Per Litre of diesel oil		2.90	3.25	
Cost / Unit in Rs.		10.84	9.94	
2. Coal		-	-	
3. Furnace Oil		-	-	
4. Others		-	-	
II. CONSUMPTION PER UNIT OF PRODUCTION (to the extent applicable)				
Particulars	Standard	Unit	31.03.2010	31.03.2009
Production (Containers & Preforms)	N.A.	MT	10827	6782
Production (Conversion)	N.A.	MT	10944	2587
Consumption of Electricity per ton (incl. own generation)	None	KWH	1062	1337
Consumption of Diesel Oil per ton	None	Kilo Litres	16	25

B. TECHNOLOGY ABSORPTION:

- (e) Efforts made in technology absorption as per Form - B is detailed hereunder:

FORM - B**Form for disclosure of particulars with respect to absorption****I. RESEARCH AND DEVELOPMENT (R & D)**

1. Specific areas in which R & D carried out by the company. : The company is making in-house R& D efforts for introduction/development of value added products.
2. Benefits derived as a result of the above R & D : New products have been introduced giving an edge to the company in present day competitive market.
3. Further Plan of action : The company intends to continue its R&D efforts.
4. Expenditure on R & D
 - (a) Capital : Not possible to identify.
 - (b) Recurring : - do -
 - (c) Total : - do -
 - (d) Total R & D expenditure as % of total turnover : - do -

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief made towards technology absorption, adaptation and innovation. : Does not arise.
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc. : Does not arise.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished:
 - (a) Technology imported : None
 - (b) Year of Import : N.A.
 - (c) Has technology been fully absorbed? : N.A.
 - (d) If not fully absorbed, area where this has not taken place reason thereof and future plan of action : N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- (f) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services; export plans. : The Company is continuing to make efforts on an ongoing basis to explore suitable export opportunities, as and when it arises for any particular application.

(Rs.in lacs)

(g) Total foreign exchange used and earned:	31.03.2010	31.03.2009
A. FOREIGN EXCHANGE EARNINGS:-		
Export Sales (including exchange difference & excluding Rupee exports)	552.37	545.78
B. FOREIGN EXCHANGE OUTGO:-		
- Capital Equipment	2,118.53	2,206.82
- Raw Materials	1,035.83	1,111.40
- Spares & Consumables	18.25	26.90
- Travelling Expenses	5.85	7.02
- Bank Charges (Import and FBC)	0.48	5.37
- Interest on FCNRB and PCFC Loans	35.67	22.08
- Machine Hire Rent Charges	18.05	8.10
- Miscellaneous Expenditure	0.40	0.43
Total (B)	3,233.02	3,388.12

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Annexed to the Directors' Report for the Year Ended 31st March 2010)

In line with best international practices, Manjushree Technopack Ltd. (referred to hereinafter as 'Manjushree' or 'Your Company') now reports the financial results and other corporate / market developments during the period April'09 to March'10 in respect of the Company.

INDUSTRY STRUCTURE AND DEVELOPMENT

Manjushree, an ISO 22000:2005 certified company, is today one of the largest producers of customized Blow and Injection Moulded Containers (Bottles and Jars ranging from 30 ml to 15 Ltrs in various sizes and designs) in PET, Multilayer, HDPE, PP and other variety of polymers employing state of the art Japanese and European technologies. The Company manufactures technologically advanced packaging materials for special applications in Food Products, Beverages, Pharmaceuticals, Cosmetics, Agro-chemicals, and allied sectors, which are different than a regular plastic container in terms of performance and quality.

The Plastic Containers industry is today growing with leaps and bounds in the country in terms of quantity as well as value, but the impact of economic slow down is very evident in the plastic industry as well. The growth in the plastic sector is projected at almost 8%-9% per annum in the coming financial year. Your Company is committed to improve the quality of the packaging medium being made available to its institutional customers as well as consumers in general, primarily in the categories of PET Containers, Multilayer Bottles, PET Preforms, Hot Fill Bottles and other customized containers. By sustaining quality vis-à-vis pricing, your company is contributing to industry specific as well as economic growth in general. Currently, your company caters to demand from reputed names such as Unilever, Tata Tea, Nestle, P&G, Glaxo Smithkline, Heinz, Cadburys, Britannia, Wrigley's, Coca Cola, PepsiCo, etc., just to name a few. The Company has been awarded World Star, Asia Star and India Star awards on various packaging innovations undertaken from time to time. Sri Vimal Kedia, Managing Director of the Company is also the recipient of President's Award for outstanding entrepreneurship.

Manjushree's business model is based on focussed growth across all territories driven by continuously improving value propositions to customers, market expansion and widening its retail reach, which ensures the Company's presence in varied product categories without any particular dependence. Almost all the segments that your Company is in at present are characterized by a large organised sector comprising of mainly institutional clients.

OPPORTUNITIES AND THREATS

Despite the competition and influence of external economic factors, your Company has continued to grow and maintain its market share / leadership. Competition remains a threat, which needs to be tackled on a continuous basis. Your Company, like many other players in the plastic segment, has been facing the menace of unfair competition from unorganized sector, manifesting itself in the form of duplicates, clones and pass offs and necessary measures have been initiated by the company to combat this menace by way of technology innovation, product upgradation, quality reorientation and field level market penetration.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Manjushree maintains adequate internal control systems and procedures for effective management of its business commensurate with its size and the nature and complexity of the organisation. The Top Management has vast experience in corporate affairs which is evident from their leadership, guidance and control. The Finance Department is well staffed with experienced personnel who play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements. The Audit Committee is well equipped to address significant issues raised by Auditors.

RISKS AND CONCERNS

Your Company has a well structured risk management system. An efficient management team identifies various risks and takes necessary mitigation action against the same. The inventories of risk affecting your company are:

- Macro economic factors like general economic slowdown, sluggish demand conditions, unforeseen political and social upheavals, natural calamities etc. are likely to affect the business prospects of your Company as also the industry at large.
- With competition intensifying in all segments of the industry, increasing the market share and consumer base is a continuing challenge. Developments in the technology - both 'hard' as also 'soft' are also other critical areas.
- Cost and availability of some key raw materials and consumables are an area of concern. Moreover, changes in statutory legislation also have a bearing on business performance.
- The use of plastic products on various issues is being discouraged in the country by various government / non-government organisations, which is an area of concern.

Your Company has, however, not been significantly impacted by these risk / concern factors due to the market equity commanded by the company through patronisation of its institutional customers, continuous introduction of technologically superior value added products and a strong marketing network backed by a technically strong management team.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is of the opinion that Corporate Social Responsibility is a necessity and not a choice. We believe that it is not just an obligation but a way of corporate life. As a responsible corporate citizen, the Company has put in place several initiatives to fulfil its social responsibility and contribute actively to society. Your Company has emphasized on eco-friendly packaging solutions, that is, packaging keeping in mind the economy as well as the environmental friendliness. The change in name of the Company to Manjushree Technopak Limited also signifies the zeal with which we want to adopt the latest and most advanced technology that ensures sustainable use of resources and recycling of waste. At the same time your company also contributes to a healthy corporate culture in our country.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your Company believes that competent and motivated manpower is an important factor for achieving goals. The Company ensures requisite steps for rationalisation of manpower as a cost control measure, while it keeps an eye on potentially bright people to motivate and retain them. Manjushree recognizes that nurturing and recruiting the best talent is vital to long term success of the enterprise. Employees are provided with continuous opportunities for active learning which are viewed as key drivers to personal growth and simultaneously the success of your company. The performance management system reinforces our work ethics.

FINANCIAL PERFORMANCE VIS-A-VIS OPERATIONAL PERFORMANCE

The turnover for FY 2010 was higher at Rs. 16,005.42lacs (2009 - Rs. 11,878.76lacs) reflecting an increase of 35%. The gross profit during FY 2010 was higher at Rs.3,534.25lacs (2009 - Rs.2,324.61lacs) reflecting an increase of 52%, while the operating profit showed a jump of 62% to Rs.2,850.49lacs (2009 - Rs.1,763.71lacs). The profit before tax during FY 2010 was also higher at Rs.1,557.54lacs (2009 - Rs.1,146.41lacs) reflecting an increase of 36%. After provision for taxation, the net surplus amounted to Rs.1,057.26lacs (2009 - Rs. 749.26lacs) resulting in a fully diluted EPS of Rs. 7.80 (2009 - Rs. 5.53)

OPERATIONS

Overall installed capacity of plant has gone upto 29,210 MTPA in view of expansion cum diversification project completed during the year, as compared to 21,740 MTPA as at previous year end. The major capacity additions have been for the manufacture of PET Preforms to the tune of 6,360 MTPA and the balance of 1,100 MTPA capacities have been added for the containers. The actual production of containers and preforms during the year amounted to 10,827 MT (2009 - 6,782 MT) excluding conversion jobs of 10,944 MT (2009 - 2,587) resulting in a capacity utilisation of 75% of year-end installed capacity on absolute basis, (92% is the

capacity utilisation in reality terms) which is due to the fact that the capacity additions have been made during the end of 3rd quarter of the financial year. The turnover of manufactured items was 9,710 MT (2009 – 7,198 MT).

COST STRUCTURE	% to Turnover	
	31.03.2010	31.03.2009
Material Consumed	45.17%	47.27%
Manufacturing Expenses	32.75%	33.16%
Depreciation	6.09%	4.16%
Administrative and Selling Expenses	4.45%	4.96%
Interest and Financial Expenses	2.12%	1.22%
Taxes (Income Tax and Deferred Tax)	3.13%	3.34%
Net operating Margin (PBIT)	11.85%	10.87%
Cash operating Margin (PBDIT)	17.94%	15.02%

CAPITAL UTILISATION

ROCE for the FY 2009-10 was higher at 15.98% as compared to 13.72% in FY 2008-09, which is largely attributable higher turnover with no major variations in cost structure. The Return on Net worth (RONW) is also higher at 15.58% during the year as compared to 12.79% during FY 2008-09.

The receivables turnover ratio was 61 days (Prev. Year - 49 days), inventory turnover ratio was at 85days (Prev. Year - 90days) and the NWC turnover ratio was at 57 days (LY - 62 days).

The Debt Equity ratio of 0.62 at the end of FY'09 has slightly gone up to 1.30 at the end of FY'10.

SEGMENTAL PERFORMANCE

The Company has only a single reportable segment, i.e. Manufacture of Plastics Containers in terms of AS - 17 issued by the Institute of Chartered Accountants of India.

OUTLOOK

Raw Material prices are expected to be, by and large, normal during the coming year as compared to the year under review. The new products' performance is expected to provide a fillip to the turnover and volume growth, pushing it into double-digit percentage for the year. PBT / ROCE is also expected to grow in line with growth in the turnover, barring unforeseen operating, economic and other factors having bearing on the operations of the Company.

CAUTIONARY STATEMENT

Some statements in the report describing the projections, estimates, expectations or outlook may be "forward looking" that set forth anticipated results based on management plan and assumptions. These statements are likely to address the Company's growth strategy, financial results, product approvals, product potential and development programs. Actual results may differ materially from those stated on account of internal factors affecting the Company's operations as well as external factors such as changes in government regulations, tax regimes, economic developments within India and the countries with which your Company conducts its business, exchange rate and interest rate movements, impact of competing products and their pricing, product demand and supply.

For and on behalf of the Board

Bangalore,
The 27th May, 2010

Vimal Kedia
Managing Director

Surendra Kedia
Executive Director

REPORT ON CORPORATE GOVERNANCE

In compliance to the requirement of clause 49 of Listing Agreement with the Bombay Stock Exchange, the Board of Directors of Manjushree Technopack Limited (Manjushree) is pleased to present the report on Corporate Governance hereunder:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is a set of principles, processes and systems to be followed by directors, management and all employees of the Company for enhancement of shareholders value, keeping in view interests of other stakeholders. Integrity, transparency and compliance with laws in dealings with government, customers, suppliers, employees and other stakeholders are the objective of good corporate governance.

At Manjushree, we view Corporate Governance in its widest sense, almost like a trusteeship. Corporate Governance is not simply a matter of creating checks and balances; it is about creating an outperforming organisation. The primary object is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness; and to develop capabilities and identify opportunities that best serve the goal of value creation. Corporate Governance is not merely compliance; it is ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. It involves, leveraging its resources and aligning its activities to consumer need, shareholder benefit and employees growth, thereby delighting all its stakeholders while minimising risk.

Manjushree believes that corporate governance is not an end in itself but is catalyst in the process towards maximization of shareholders value, which as an integral objective is interwoven into all aspects of corporate governance - underlying philosophy, development of roles, creation of structures and continuous compliance with standard practices.

The primary responsibility towards sustained high standards of Corporate Governance within the company lies with the Board of Directors, which has put in place appropriate policies relating to its membership, deliberations etc. The policies are set in a way that ensures full collaboration of everyone associated with the Company towards Corporate Governance. The Directors of Manjushree lead by example with high level of expertise and experience, active and regular participation in company affairs and full adherence to all the requirements that may lead to maximization of interests of the company and its stakeholders. Manjushree is committed to continually evolving and adopting appropriate corporate governance practices.

2. BOARD OF DIRECTORS

A. Composition and Category of Directors

The Board is structured with adequate blend of executive, non-executive and independent directors, which is imperative for a vital balanced perspective of the organization. Of the eight directors on the Board of Manjushree, four are promoter (non-independent) directors and the remaining four are professional (independent) directors. The Board has two executive directors and the rest are non-executive directors. The Board meets regularly and is responsible for proper direction and management of the company. All the directors have access to advice of Company Secretary, holding office at the relevant time, who is responsible to the board for ensuring that board procedures are followed and all the applicable rules and regulations are complied with.

B. Board's Functioning and Procedure

The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the management towards the set goals and also sets accountability with a view to ensure that the corporate philosophy and the mission, i.e., to create long term sustainable growth that translate itself into progress, prosperity and the fulfilment of stakeholders, are fully achieved.

During the financial year ended 31st March 2010, Seven Board Meetings were held on 03.04.2009, 27.06.2009, 31.07.2009, 07.08.2009, 29.10.2009, 23.12.2009 and 27.01.2010. The maximum gap between any two meetings was not more than four calendar months. The details of Board composition, Directors' attendance at Board Meetings and at previous Annual General Meeting, directorships in other companies and membership in other committees are as follows:

Name and Designation	Category*	No. of Shares held as on 31st March, 2010	Board Meeting		Attendance at last AGM on 31.08.2009	No. of other directorships	Membership in the Committees of other Companies	
			Held	Attended			Member	Chairman
Vimal Kedia, Managing Director	NI & WTD	468239	7	6	Yes	4	Nil	Nil
Surendra Kedia Executive Director	NI & WTD	474716	7	7	Yes	4	Nil	Nil
R.P. Agarwal Director	I & NED	Nil	7	7	Yes	5	Nil	Nil
J. K. Singhania Director	I & NED	Nil	7	0	No	2	Nil	Nil
N. K. Sarawgi Director	I & NED	Nil	7	7	Yes	2	Nil	Nil
G. Vamanacharya Director	I & NED	Nil	7	7	Yes	0	Nil	Nil
Savita Kedia Director	NI & NED	89000	7	7	Yes	0	Nil	Nil
Sashi Kedia Director	NI & NED	161300	7	7	Yes	2	Nil	Nil

* NI – Non Independent, I – Independent, WTD – Whole time Director, NED – Non Executive Director.

3. BOARD COMMITTEES

Presently, the Board has three committees; Audit cum Monitoring Committee, Remuneration Committee and Investor Grievance Committee. Members of Audit cum Monitoring Committee and that of Remuneration Committee consist of three Independent Non Executive Directors. The Investor Grievance Committee consists of two promoter directors and one independent director. The Company Secretary holding office at the relevant time is the ex-officio Secretary for all committees.

A. Audit cum Monitoring Committee:

Composition, details of meetings and attendance during the year.

SI	Name of Director and Designation	Category	No. of Meetings	
			Held	Attended
1	Sri G. Vamanacharya, Chairman	I & NED	4	4
2	Sri N. K. Sarawgi, Member	I & NED	4	4
3	Sri R. P. Agarwal, Member	I & NED	4	4

By invitation:

K. Sameernath	Asst. General Manager – Finance & Admn.
Kamal Sharma	Chief Manager – Accounts & Finance
D C Soni	Chief Manager – Accounts & Finance

The Chairman of the Audit cum Monitoring Committee, Mr. G. Vamanacharya, was present at the Annual General Meeting of Company held on 31st August, 2009.

Terms of reference:

- Oversight of Company's financial reporting process
- Recommendation of appointment of Statutory auditors and their remuneration
- Review of Quarterly, Half Yearly, Annual Financial Statements
- Review of Internal control systems, and Internal Audit Function
- Discussion with Statutory Auditors regarding nature and scope of audit, before and after to ascertain areas of concern.
- Review of the Company's Financial and Risk Management Policies
- Such other function as may be covered in the clause 49 of the Listing Agreement with Stock Exchange or as may be required pursuant to section 292A of the Companies Act, 1956 or any other amendment thereof, from time to time over and above any specific functions that may be requested by the Board of Directors.

B. Remuneration Committee:**Composition, details of meetings and attendance during the year.**

SI	Name of Director and Designation	Category	No. of Meetings	
			Held	Attended
1	Sri G. Vamanacharya, Chairman	I & NED	-	-
2	Sri N. K. Sarawgi, Member	I & NED	-	-
3	Sri R. P. Agarwal, Member	I & NED	-	-

Terms of reference:**Recommending or reviewing the terms of remuneration payable to executive directors**

Details of Remuneration paid to all the directors during 2009-10 are as follows:

(Rs.in lacs)

Name of the Director	Service Contract / notice period	Remuneration	
		Sitting Fees	Salary & Perquisites
Vimal Kedia	Agreement dated 16-03-2007 valid 31-03-2010. Six (6) months notice period and severance fees equivalent to salary and perquisites for the unexpired period of the Agreement.	-	21.95
Suredra Kedia	Agreement dated 16-03-2007 valid 31-03-2010. Six (6) months notice period and severance fees equivalent to salary and perquisites for the unexpired period of the Agreement.	-	16.92
R.P. Agarwal	Retirement by Rotation	-	-
J. K. Singhanian	Retirement by Rotation	-	-
N. K. Sarawgi	Retirement by Rotation	-	-
G. Vamanacharya	Retirement by Rotation	0.20	-
Savita Kedia	Retirement by Rotation	-	-
Sashi Kedia	Retirement by Rotation	-	-

C. Investor Grievance Committee:

Terms of Reference:

The Investor Grievance Committee has been constituted for redressal of Investor grievances. The Committee's primary responsibility is to implement a smooth share transfer process, minimize investor grievances and to strengthen investor relations.

Composition, details of meetings and attendance during the year:

SI	Name of Director and Designation	Category	No. of Meetings	
			Held	Attended
1	Sri G. Vamanacharya, Chairman	I & NED	7	7
2	Sri N. K. Sarawgi, Member	I & NED	7	7
3	Sri R. P. Agarwal, Member	I & NED	7	7

Name & designation of Compliance Officer: Surendra Kedia – Executive Director

c) Details of Complaints for the Year 2009 – 10:

No of Complaint Received	NIL
No of Complaints Resolved	NA

4. CODE OF CONDUCT:

The Board has laid down a code of conduct for all its members as well as members of the senior management, which has been posted on the company's website. The certificate from Managing Director with regard to compliance of code of conduct by board members and senior management is enclosed and forms part of this report.

Certificate of Code of Conduct

Manjushree is committed to conducting its business in accordance with the applicable laws, rules and regulations along with the highest standards of business ethics. The company has adopted a "Code of Conduct" which is applicable to all directors and members of senior management. I hereby certify that all the Board Members and senior Management have affirmed the compliance with the Code of Conduct.

Bangalore
27th May,2010

Vimal Kedia
Managing Director

5. SCHEDULE OF ANNUAL / EXTRAORDINARY GENERAL MEETINGS DURING LAST 3 YEARS

Date of AGM / EOGM	Venue	Time	Special resolutions
10 th May, 2010 (EGM)	143C-5 Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bangalore – 560 099	10.00 am	None
31 st August, 2009 (AGM)		10.00 am	None
30 th August, 2008 (AGM)		10.00 am	2
30 th June 2007 (AGM)		10.00 am	None
16 th March 2007 (EGM)		10.00 am	3

Special Resolution passed at AGM held on 30th August, 2008:

1. Special resolution passed for voluntary delisting of equity shares of the company from Guwahti, Calcutta and Ahmedabad stock exchanges.
2. Special resolution passed for effecting the change in the name of the company and accordingly its Articles and Memorandum of Association.

Special Resolution passed at EGM held on 16th March, 2007:

1. Special resolution passed for right and public issue of company shares to part finance the company's diversification / expansion plan.
2. Special resolution passed for reappointment of Sri.Vimal Kedia as company's Managing Director and variation in remuneration and perquisites.
3. Special resolution passed for reappointment of Sri.Surendra Kedia as company's Executive Director and variation in remuneration and perquisites.

No Resolution was circulated by postal ballot. The Resolutions are passed on show of hands with requisite majority. The venue of AGM has been chosen as per the requirement of Companies Act, 1956 and also due to its central location, prominence and capacity.

6. DISCLOSURES:

There are no materially significant related party transactions i.e. transactions with promoters, directors or the management, their subsidiaries or relatives that may have potential conflict with the interests of the Company at large. The Register of contracts containing transactions, in which Directors are interested, has been placed before the Board regularly. Transactions with the related parties, as per requirement of Accounting Standard 18, are disclosed in Notes on Account in the Annual Report.

During the last three years there have been no instances of non-compliances by the Company on any matter related to capital market. Hence, there were no penalties imposed on the Company either by the stock exchanges where the Company's shares are listed or SEBI or any statutory authority, on any matter related to capital market.

7. MEANS OF COMMUNICATION:

The quarterly / annual financial results and statutory notices are published in major newspapers including a national news paper and in a vernacular news paper. Manjushree has its own web-site and all vital information relating to the Company its performance and official press releases are posted on the Company's website www.manjushreeindia.com. Statutory communication to members is sent in the manner prescribed in Companies Act, 1956 while communications to the stock exchanges is made as per listing agreements / SEBI regulations.

8. MANAGEMENT DISCUSSION and ANALYSIS:

Management discussion and analysis of operational aspects forms part of Directors' Report.

GENERAL SHAREHOLDER INFORMATION

1. Name of the Company	: MANJUSHREE TECHNOPACK LIMITED(The name of the company has been changed from "Manjushree Extrusions Limited" to "Manjushree Technopack Limited" pursuant to a fresh Certificate of Incorporation dated 21st May, 2009 received from the Registrar of Companies, Karnataka, Bangalore).
2. Registered Office and Corporate Headquarters	: 143 C5, Bommasandra Industrial Area Hosur Road, Bangalore-560 099, Karnataka, India.Tel: 080 – 4343 6100 Fax: 080 -2783 3819 Email: infounit1@manjushreeindia.com Website: www. manjushreeindia.com
3. AGM (Date, time and venue)	: Tuesday, 31 st August 2010 at 10.00 am at Company's registered office at the address above.
4. Financial Calendar	: 1 st April to 31 st March
5. Date of Book Closure	: 17 th to 31 st August 2010 (both days inclusive)
6. Dividend Payment Date	: The dividend, if declared at the Annual General Meeting, shall be paid within the statutory time limit.
7. Listing on Stock Exchanges	: Bombay Stock Exchange Ltd., Mumbai (BSE)Stock Code / Symbol: 532950 / MANJUSHRE (Pursuant to special resolution passed in AGM held on 30th August 2008, the company has obtained approvals of Ahmedabad, Calcutta and Gauhati Stock Exchanges for delisting of its equity shares from the said exchanges. Post delisting, the equity shares are listed and traded only at the BSE).
8. Listing Fee	: Paid to the BSE for the FY 2009-10
9. Electronic Connectivity	: NSDL and CDSL - ISIN: INE 435H 01015
10. Registrar and Share Transfer Agents	: Alpha Systems Pvt. Ltd. 30, Ramana Residency, 4 th Cross, Sampige Road, Malleswaram, Bangalore – 560 003 Tel: 080-23460815 / 818 Fax: 080 – 23460819 E-mail: alfint@vsnl.com

11. Share Transfer system

Transfers in physical form are registered by the Registrar and Share Transfer Agents, Alpha Systems Pvt Ltd within 30 days of the receipt of completed documents. Invalid share transfers are returned within 15 days of the receipt. All requests for dematerialisation of shares are processed and the confirmation is given to respective Depositories i.e. NSDL and CDSL within the prescribed time frame.

12. Categories of Shareholding as on March 31, 2010

Category	No of Shareholders	No of Equity Shares held	% of Shareholding
Promoters	18	7742358	57.15
Mutual Funds	1	100000	0.74
Public	7743	3355244	24.77
Private Ltd. Cos.	245	2350098	17.35
Total	8007	13547700	100.00

13. Distribution of Shareholding as on March 31, 2010

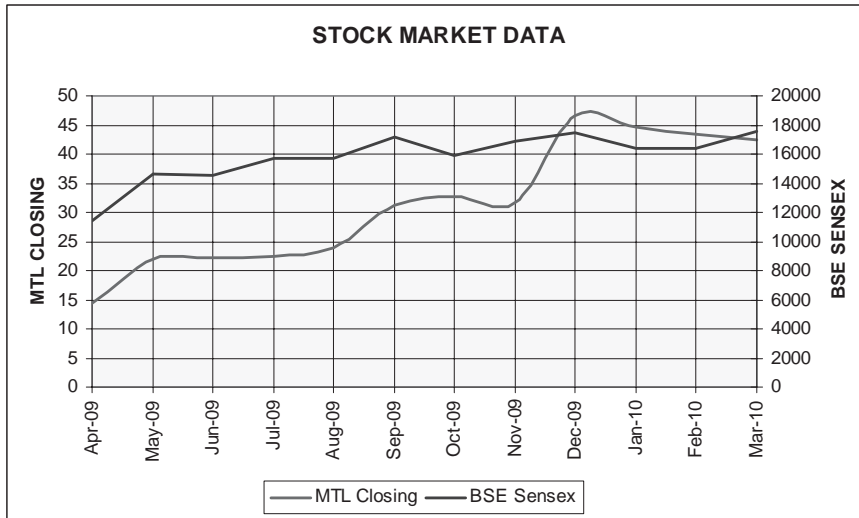
No. of Equity Shares held	No of Shareholders	% of Shareholders	No of Equity Shares	% of Shareholding
Upto 5,000	7904	98.71	2884593	21.29
5,001 - 10,000	41	0.51	339324	2.50
10,000 - 20,000	23	0.29	356674	2.63
20,001 - 30,000	7	0.09	165132	1.22
30,001 - 40,000	3	0.04	111234	0.82
40,001 - 50,000	2	0.02	99925	0.74
50,001 - 1,00,000	11	0.14	811482	5.99
1,00,001 and above	16	0.20	8779336	64.80
Total	8007	100.00	13547700	100.00

14.	Dematerialisation of Shares and Liquidity	As on 31st March 2010, 91.93% of Shareholding is held in dematerialised form with NSDL and CSDL.
15.	Out standing GDR / ADR / Warrant or any convertible instrument, conversion date and impact on equity	Your Company has not issued any GDR / ADR / Warrant or any convertible instruments so far.
16.	Plant Location	Unit I - 143C5, Bommasandra Industrial Area, Unit II - 60E & 60F, Bommasandra Industrial Area, Both on Hosur Road, Bangalore -560 099.

17. Stock Market Data

The monthly high, low and closing prices of equity shares of the Company traded on Bombay Stock Exchange (BSE) from April 1, 2009 to March 31, 2010 are given below:

Sl	Month	Volume	High	Low	Closing	Sensex
1.	April, 2009	56360	16.35	12.23	14.51	11403.25
2.	May, 2009	740418	23.00	13.50	21.88	14625.25
3.	June, 2009	291958	26.00	18.50	22.10	14493.84
4.	July, 2009	172586	24.45	21.10	22.35	15670.31
5.	August, 2009	263806	24.80	21.00	23.85	15666.64
6.	September, 2009	694432	32.25	23.00	31.10	17126.84
7.	October, 2009	564800	38.85	27.15	32.60	15896.28
8.	November, 2009	406582	35.00	30.00	31.70	16926.22
9.	December, 2009	1294620	46.55	29.50	46.55	17464.81
10.	January, 2010	4425930	60.25	41.85	44.65	16357.96
11.	February, 2010	510405	47.30	41.25	43.30	16429.55
12.	March, 2010	813348	50.05	41.00	42.50	17527.77



For and on behalf of the Board

Bangalore,
The 27th May, 2010

Vimal Kedia
Managing Director

Surendra Kedia
Executive Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,
Manjushree Technopack Limited,
143C5, Bommasandra Industrial Area,
Hosur Road, Bangalore - 560 099

1. We have examined the compliance of conditions of Corporate Governance by **Manjushree Technopack Limited**, for the year ended on 31st March 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SHARMA & PAGARIA**
Chartered Accountants

PAWAN PAGARIA
Partner
Membership No.201781

Bangalore, 27th May, 2010

CEO & CFO CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

We, Vimal Kedia, Managing Director and K. Sameernath Asst. General Managers - Finance & Admn. of **ManjushreeTechnopack Limited** ("Company") hereby Certify that:

- a) We have reviewed financial statements and the cash flow statement of the company for the financial year ended March 31, 2010 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Bangalore
27th May, 2010

Vimal Kedia
Managing Director

K. Sameernath
Asst. General Manager - Finance & Admn.

AUDITOR'S REPORT

To the members of
Manjushree Technopack Limited,

We have audited the attached Balance sheet of "MANJUSHREE TECHNOPACK LIMITED, BANGALORE as at 31.03.2010, the Profit and Loss Account and the Cash flow statement for the year ending on that date annexed thereto. These financial statements are the responsibility of the company management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is 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.

1. As required by Companies (Auditor's Report) Order 2003 as amended by Companies (Auditor's Report (Amendment) Order, 2004, issued by the Central Government of India in terms of Section 227 (4A) of Companies Act 1956, we enclose in the Annexure a statement as to matters specified in paragraphs 4 & 5 of the said order, to the extent the order is applicable to the company.
2. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by the law have been kept by the company so far as it appears from our examination of the books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the attached Balance Sheet and Profit & Loss account comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
 - e) On the Basis of written representations received by us from the directors of the company as on 31.03.2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2010 from being appointed as a director of the company under clause (g) of sub-section (1) of Section 274 of the Companies Act 1956.
 - f) 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.
 - i. In the case of Balance Sheet, of the state of affairs of Company as at 31.03.2010 and
 - ii. In the case of Profit and Loss account, of the Profit of the company for the year ended on that date.
 - iii. In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

For SHARMA & PAGARIA
Chartered Accountants

Bangalore.
27th May, 2010

PAWAN PAGARIA
Partner
Membership No. 201781

ANNEXURE TO AUDITORS REPORT

*Referred to in paragraph (1) of my Report of even date on the Accounts of **MANJUSHREE TECHNOPACK LIMITED**, Bangalore for the year ended **31st March, 2010***

1. a. In our opinion and according to the information given to us the company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
b. The Fixed Assets have been physically verified by the management at the year end as reported to us, and no material discrepancies was noticed on such verification.
c. The Company has not sold any significant fixed assets during the year, which might materially affect the going concern nature of the Company.
2. a. In our opinion the management has conducted physical verification in respect of finished goods, stores, spare parts and raw materials at reasonable intervals.
b. In our opinion and according to the information & explanation given to us the procedure of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
c. The company has maintained proper records of inventory and no material discrepancies was noticed on physical verification as compared to the book records as reported to us.
3. a. The company has not granted loans or advances in the nature of loans to parties covered in the register maintained under section 301 of the Companies Act, 1956, hence clause 3(a) to 3(d) are not applicable
e. The company has taken interest free loan from one person covered under the register maintained under section 301 of the Companies Act, 1956. The aggregate maximum amount involved during the year was Rs.432.50 lacs and the closing Balance is Rs. NIL.
f. The terms of loan in our opinion are not prejudicial to the interest of the company.
g. As the loan was repaid during the year no comment under this clause is required.
4. In our opinion, and according to the information and explanation 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 & Fixed assets & Sale of goods and services. During the course of the audit, we have not observed any continuing failure to correct any major weakness in the internal control system.
5. a. In our opinion and according to the information and explanation given to us all transactions that need to be entered in the register in pursuance of Section 301 of the act have been so entered.
b. In our opinion and according to the explanation given to us, the transactions made in pursuance of contracts/arrangements entered in the register maintained under section 301 of the companies Act, 1956 and exceeding the value of Rs. 500000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the company.
6. Based on our scrutiny of the Company's records and according to the information and explanations provided by the management, in our opinion the Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Sections 58A, 58AA and any other provisions of the Companies Act, 1956 and the rules framed thereunder are not applicable.
7. In our opinion and according to information and explanations given to us the Company has its own internal audit system, which is satisfactory considering the size of the Company.
8. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services carried out by the Company. Hence no comment on the same is required.
9. a. According to the records of the Company the Company is regular in depositing undisputed statutory dues including provident fund, state insurance, income tax, sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other statutory dues. According to the information and explanations given the records verified by us on the balance sheet date there were no arrears in statutory dues outstanding for the period of more than six months from the date when they became payable.

- b. Disputed liability as at the last date of year under audit towards custom duty on raw Materials in Bond – Rs. 2.85 lac pending settlement.

Name of the Statute	Nature of Dispute	Amount Involved	Period to which the amount relates	Forum where the Dispute is pending
Customs Act & Rules	Duty Demand for Bonded warehoused material	Rs.2.85 lacs	April, 2002	Asst. Commissioner of Customs (bonds)

10. The Company has no accumulated losses at the end of the financial period and it has not incurred cash losses in the financial period under the report and during the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures.
12. Based on our audit procedures and according to explanation given to us and based on the information available the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other investments.
13. In our opinion the Company is neither a chit fund, nidhi nor a mutual benefit fund nor a society. Accordingly, clause 4(xiii) of the order is not applicable.
14. According to information and explanation given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, clause 4(xiv) of the order is not applicable.
15. According to information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause 4(xv) of the order is not applicable.
16. The term loans raised by the company have been applied for the purposes for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has not used funds raised on short-term basis for long-term investment and vice versa.
18. According to the records of the company, no preferential allotments of shares have been made to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
19. According to the records of the Company, no debentures have been issued. Accordingly, clause 4(xix) of the order is not applicable.
20. The Company has not raised any money by public issues during the year. However due to a previous public issue it is required to disclose the application of fund till date, accordingly, the disclosure is made and the same for the current year has been verified by us and found correct.
21. On the basis of our examination and according to the information and explanation given to us no fraud on or by the Company has been noticed or reported during the period under report.

For SHARMA & PAGARIA
Chartered Accountants

Bangalore.
27th May, 2010

PAWAN PAGARIA
Partner
Membership No. 201781

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As at 31.03.2010	(Rs. in Lacs) As at 31.03.2009
SOURCES OF FUNDS			
SHAREHOLDERS' FUND			
Share Capital	A	1,354.77	1,354.77
Reserves & Surplus	B	5,489.65	4,590.89
		<u>6,844.42</u>	<u>5,945.66</u>
LOAN FUNDS			
Secured Loans	C	5,114.29	1,826.30
Unsecured Loans	D	1,984.36	1,116.30
		<u>7,098.64</u>	<u>2,942.61</u>
DEFERRED TAX LIABILITY		<u>576.29</u>	<u>359.11</u>
TOTAL		<u>14,519.36</u>	<u>9,247.38</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	E	13,279.19	8,915.44
Less: Depreciation		4,085.75	3,123.44
Net Block		<u>9,193.44</u>	<u>5,792.00</u>
Capital Work in Progress		6.37	-
		<u>9,199.81</u>	<u>5,792.00</u>
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	F	2,008.86	1,619.06
Sundry Debtors		2,692.30	1,586.27
Cash & Bank Balances		794.18	43.94
Loans & Advances		1,549.93	812.57
		<u>7,045.27</u>	<u>4,061.83</u>
LESS: CURRENT LIABILITIES & PROVISIONS	G	<u>1,782.49</u>	<u>691.61</u>
NET CURRENT ASSETS		<u>5,262.78</u>	<u>3,370.22</u>
MISCELLANEOUS EXPENDITURE	H	<u>56.77</u>	<u>85.15</u>
TOTAL		<u>14,519.36</u>	<u>9,247.38</u>
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS			
O			

The schedules referred to above form an integral part of the Balance Sheet.

As per our Report of even date attached
 For Sharma & Pagaria
 Chartered Accountants

For and on behalf of the Board

Pawan Pagaria
 Partner
 Membership No. 201781
 Bangalore,
 27th May, 2010

Suresh Kumar Kayal
 Company Secretary

Vimal Kedia
 Managing Director

Surendra Kedia
 Executive Director

PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH,2010

		(Rs. in Lacs)	
	Schedule	Year Ended 31.03.2010	Year Ended 31.03.2009
INCOME			
Gross Turnover			
- Domestic		15,254.59	11,248.17
- Exports		750.83	630.59
		<u>16,005.42</u>	<u>11,878.76</u>
Less: Central Excise Duty		1,102.18	1,319.19
Net Turnover		<u>14,903.24</u>	<u>10,559.57</u>
Other Income	I	49.21	49.39
Increase/ (Decrease) in Stocks	J	942.69	79.30
TOTAL		<u>15,895.15</u>	<u>10,688.26</u>
EXPENDITURE			
Raw Materials Consumed	K	8,172.59	5,694.94
Other Manufacturing Expenses	L	4,139.09	2,619.32
Administrative & Selling Expenses	M	683.76	560.89
Public Issue Expenses Written Off	H	28.38	28.38
		<u>13,023.83</u>	<u>8,903.53</u>
PROFIT BEFORE DEPRECIATION, INTEREST & TAXATION		<u>2,871.32</u>	<u>1,784.73</u>
Depreciation	E	974.74	493.92
PROFIT BEFORE INTEREST & TAXATION		<u>1,896.58</u>	<u>1,290.80</u>
Interest & Financial Charges	N	339.04	144.38
NET PROFIT BEFORE TAXATION		<u>1,557.54</u>	<u>1,146.42</u>
Provision for Taxation - Current Year		283.10	199.36
Provision for FBT - Current Year		-	5.03
Income Tax / FBT for earlier years		-	2.69
Provision for Deferred Tax		217.18	190.08
NET PROFIT AFTER TAX		<u>1,057.26</u>	<u>749.26</u>
Balance brought forward from previous year		628.48	437.72
Amount available for appropriations		<u>1,685.75</u>	<u>1,186.98</u>
APPROPRIATIONS			
Transfer to General Reserve		90.00	400.00
Proposed Dividend		135.48	135.48
Tax on Dividend		23.02	23.02
SURPLUS CARRIED TO SCHEDULE "B"		<u>1,437.24</u>	<u>628.48</u>
EARNINGS (BASIC AND DILUTED) PER SHARE (FACE VALUE OF RS. 10/- EACH)RUPEES		<u>7.80</u>	<u>5.53</u>

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**O**

The schedules referred to above form an integral part of the Profit & Loss Account.

As per our Report of even date attached

For Sharma & Pagaria
Chartered Accountants

For and on behalf of the Board

Pawan Pagaria
Partner
Membership No. 201781
Bangalore,
27th May, 2010Suresh Kumar Kayal
Company SecretaryVimal Kedia
Managing DirectorSurendra Kedia
Executive Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

PARTICULARS	(Rs.in Lacs)	
	As at 31.03.2010	As at 31.03.2009
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Interest & Income Tax	1,810.74	1,270.64
Adjustments (Net) for :		
1. Depreciation & writeoffs	1,003.12	522.30
2. Interest Income	(10.24)	(37.19)
3. Foreign Currency Gain/(Loss) on reinstatement of Loans payables & receivables as on 31/03/2010	(32.65)	
Operating profit before working capital changes	<u>2,770.98</u>	<u>1,755.75</u>
Adjustments (Net) for :		
1. Trade and other receivables	(1,107.86)	(176.60)
2. Inventories	(389.80)	(432.17)
3. Loans & Advances	(259.72)	(8.39)
4. Trade payable	338.70	(64.25)
Working Capital Changes	<u>(1,418.68)</u>	<u>(681.41)</u>
Cash generated from operations	<u>1,352.30</u>	<u>1,074.34</u>
Taxes Paid (Net)	283.97	207.07
NET CASH FROM OPERATING ACTIVITIES	<u>1,068.33</u>	<u>867.27</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Net)	(3,303.43)	(3,121.58)
Proceeds from sales of Fixed Assets	3.96	
Interest Income	10.24	37.19
NET CASH FROM INVESTING ACTIVITIES	<u>(3,289.23)</u>	<u>(3,084.39)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	3,406.50	1,618.04
Outflow for re-payment of Borrowings	(200.00)	
Interest on Borrowings	(235.36)	(124.22)
Dividend & tax thereon paid	-	(158.50)
NET CASH FROM FINANCING ACTIVITIES	<u>2,971.14</u>	<u>1,335.32</u>
Net Increase / (Decrease) in Cash and Cash Equivalents	<u>750.24</u>	<u>(881.80)</u>
Cash and Cash Equivalents as at 01.04.2009	43.94	925.74
Cash and Cash Equivalents as at 31.03.2010	<u>794.18</u>	<u>43.94</u>

- Notes:** 1. The above statement has been prepared in indirect method as prescribed in AS-3
 2. Purchases of Fixed Assets are shown inclusive of Capital Work in Progress.
 3. Cash & Cash equivalents represent Cash and Bank Balances only
 4. Previous periods figures have been regrouped/rearranged wherever necessary.

In terms of our report of even date attached

For SHARMA & PAGARIA
 Chartered Accountants

For and on behalf of the Board

Pawan Pagaria
 Partner
 Membership No. 201781
 Bangalore,
 27th May 2010

Suresh Kumar Kayal
 Company Secretary

Vimal Kedia
 Managing Director

Surendra Kedia
 Executive Director

SCHEDULES FORMING PART OF THE BALANCE SHEET

		(Rs. in Lacs)	
		As at	As at
		31.03.2010	31.03.2009
SCHEDULE "A" : SHARE CAPITAL			
Authorised Capital			
15,000,000 (15,000,000) Equity Shares of Rs.10/-each		<u>15,000.00</u>	<u>15,000.00</u>
Issued, Subscribed & Paid - up Capital			
13,547,700 (13,547,700) Equity Shares of Rs.10/-each			
Fully Paid up		<u>1,354.77</u>	<u>1,354.77</u>
	Total	<u>1,354.77</u>	<u>1,354.77</u>
SCHEDULE "B" : RESERVE & SURPLUS			
General Reserve	31-03-2010	31-03-2009	
As per last Balance Sheet	<u>1,210.00</u>	810.00	
Add: Transfer from P&L Account	<u>90.00</u>	<u>400.00</u>	<u>1,300.00</u>
Share Premium			2,735.32
Surplus as per Profit & Loss Account			628.48
Forfeited Share Reserve			<u>17.09</u>
	Total	<u>5,489.65</u>	<u>4,590.89</u>
SCHEDULE "C" : SECURED LOANS			
From Banks			
A. Term Loan			
Rupee Loan		1,180.74	53.90
FCNRB Loan		1,138.32	401.21
Interest accrued and due		<u>22.14</u>	<u>4.30</u>
	Total (A)	<u>2,341.20</u>	<u>459.41</u>
B. Working Capital Borrowings			
Cash Credit		1,313.69	1,341.49
FCNRB Loan (Cash Credit)		1,345.21	-
Export Packing Credit		<u>114.18</u>	<u>25.40</u>
	Total (B)	<u>2,773.09</u>	<u>1,366.89</u>
	Total (A+B)	<u>5,114.29</u>	<u>1,826.30</u>
 (Above facilities are secured by hypothecation of all movable assets, raw materials, finished goods, stores spare parts, book debts, pledge of fixed deposit receipts and first charge on fixed assets located at all units.)			
SCHEDULE "D" : UNSECURED LOANS			
Suppliers Credit towards machinery		1,920.71	989.01
(Repayable out of Term Loan Sanctioned by bankers)			
Credit under Sales tax Deferral Scheme		<u>63.65</u>	<u>127.29</u>
	Total	<u>1,984.36</u>	<u>1,116.30</u>

SCHEDULES TO ACCOUNTS (Contd...)
SCHEDULE "E" : FIXED ASSETS

(Rs. in Lacs)

Class of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 31.03.09	Addition	Deduction	As at 31.03.10	Up to 31.03.09	For the Year	Deduction	Up to 31.03.10	As at 31.03.10	As at 31.03.09
Freehold Land	87.89	436.52	-	524.42	-	-	-	-	524.42	87.89
Building & Civil Works	788.03	605.37	-	1,393.40	280.24	50.18	-	330.42	1,062.98	507.79
Plant & Machinery	7,311.96	2,823.97	16.84	10,119.09	2,542.93	830.42	5.32	3,368.03	6,751.06	4,769.03
Utility Installations	524.78	476.23	-	1,001.01	204.89	60.16	-	265.05	735.96	319.89
Misc. Fixed Assets										
Computer Systems	72.06	8.37	-	80.43	28.07	18.24	-	46.32	34.11	43.98
Furniture & Fixtures	21.99	1.27	-	23.26	14.49	1.39	-	15.88	7.38	7.51
Vehicles	88.99	9.25	7.92	90.32	42.98	12.42	7.11	48.30	42.03	46.01
Other Equipment	19.74	27.53	-	47.26	9.83	1.92	-	11.76	35.51	9.90
Sub Total	202.78	46.41	7.92	241.27	95.37	33.98	7.11	122.25	119.02	107.40
Total	8,915.44	4,388.51	24.76	13,279.19	3,123.44	974.74	12.43	4,085.75	9,193.44	5,792.00
Previous year	5,798.73	3,122.55	5.83	8,915.44	2,634.38	493.92	4.87	3,123.44	5,792.00	3,164.34
Capital Work in Progress									6.37	

SCHEDULES TO ACCOUNTS (Contd...)

	(Rs. in Lacs)	
	As at 31.03.2010	As at 31.03.2009
SCHEDULE "F" : CURRENT ASSETS, LOANS & ADVANCES		
I. CURRENT ASSETS		
A. Inventories		
(As taken, valued and certified by the management- At cost or net realisable value whichever is lower)		
- Raw Materials	517.52	1,082.85
- Finished Goods	1,440.77	498.08
- Stores, Spares & Packing Materials	50.57	38.13
Total (A)	<u>2,008.86</u>	<u>1,619.06</u>
B. Sundry Debtors		
(Unsecured - considered good)		
- Below 6 Months	2,580.44	1,478.72
- Others	111.86	107.56
Total (B)	<u>2,692.30</u>	<u>1,586.27</u>
C. Cash and Bank Balances		
- Cash in hand	11.88	5.26
- Cheques in hand	30.29	-
- Cash with Scheduled Banks		
- Current Accounts	16.39	28.60
- Margin Deposits against BG & LC	735.63	10.08
Total (C)	<u>794.18</u>	<u>43.94</u>
Total (I) (A+B+C)	<u>5,495.34</u>	<u>3,249.27</u>
II LOANS AND ADVANCES		
A. Advances recoverable in cash or in kind or for value to be received - Unsecured - considered good		
- To Suppliers / Contractors	699.90	445.78
- Others	139.62	46.65
	<u>839.52</u>	<u>492.42</u>
B. Security Deposits	104.44	70.28
C. Central Excise Duty Receivable	320.21	44.06
D. Advance Income Tax & Tax Deducted at Source	283.97	205.80
E. Income Tax refundable	1.80	-
Total (II) (A to E)	<u>1,549.93</u>	<u>812.57</u>
TOTAL CURRENT ASSETS, LOANS & ADVANCES (I + II)	<u>7,045.27</u>	<u>4,061.83</u>

SCHEDULES TO ACCOUNTS (Contd...)

		(Rs. in Lacs)	
		As at	As at
		31.03.2010	31.03.2009
SCHEDULE "G" : CURRENT LIABILITIES & PROVISIONS			
I. CURRENT LIABILITIES			
A. Sundry Creditors			
I. For Goods			
- Due to Micro, Small & Medium Enterprises		4.53	16.73
- Others		505.13	141.55
II. For Expenses		705.69	191.02
		<u>1,215.35</u>	<u>349.31</u>
B. Advance from Customers		125.54	137.92
	Total (I)	<u>1,340.89</u>	<u>487.23</u>
II. PROVISIONS			
- Income Tax		283.10	199.36
- FBT		-	5.03
- Dividend & Tax thereon		158.50	-
	Total (II)	<u>441.60</u>	<u>204.39</u>
TOTAL CURRENT LIABILITIES & PROVISIONS (I+II)		<u>1,782.49</u>	<u>691.62</u>
SCHEDULE "H" : MISCELLANEOUS EXPENDITURE			
Public Issue Expenses (b/f from previous year)		85.15	113.53
Less:Written Off during the Year		28.38	28.38
Net Carried to Balance Sheet		<u>56.77</u>	<u>85.15</u>

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

		Year Ended	Year Ended
		31.03.2010	31.03.2009
SCHEDULE "I" : OTHER INCOME			
A. Interest			
From Bank {TDS:Rs.1.43lacs(prev.yearRs.6.80lacs)}		7.28	33.70
From Deposits {TDS:Rs.0.66lacs(prev.year Rs.0.53lacs)}		2.96	2.41
	Total (A)	<u>10.24</u>	<u>36.12</u>
B. Others			
Profit on Sales of Fixed Assets		2.34	(0.22)
Dividend Income		-	1.07
Exchange Gain		29.97	-
Miscellaneous Receipts		6.66	12.42
	Total (B)	<u>38.97</u>	<u>13.27</u>
	Total (A+B)	<u>49.21</u>	<u>49.39</u>

SCHEDULES TO ACCOUNTS (Contd...)

	(Rs. in Lacs)	
	Year Ended 31.03.2010	Year Ended 31.03.2009
SCHEDULE "J" : INCREASE / (DECREASE) IN STOCKS		
Closing Stock of Finished Goods	1,440.77	498.08
Less: Opening Stock of Finished Goods	498.08	418.78
Net Increase / (Decrease)	942.69	79.30
SCHEDULE "K" : RAW MATERIALS CONSUMED		
Opening Stocks	1,082.85	736.34
Add: Purchases (Net of Returns)	7,607.26	6,041.45
	8,690.12	6,777.79
Less: Closing Stocks	517.52	1,082.85
Raw Materials Consumed	8,172.59	5,694.94
SCHEDULE "L" : MANUFACTURING EXPENSES		
Excise Duty on Stock Differential	96.62	-
Personnel Expenses		
- Salaries, Wages & Allowances	764.85	558.76
- Contribution to Provident & Other Funds	16.79	15.09
- Bonus	25.72	20.24
- Gratuity	8.41	10.21
- Staff Welfare Expenses	19.17	14.33
Job Work Charges	80.85	88.78
Water Charges	1.70	2.10
Fuel	111.96	66.62
Power Charges	1,091.68	535.39
Packing Materials	1,380.95	978.29
Consumable & Stores	215.95	180.66
Repairs & Maintenance		
- Building & Civil Works	37.10	28.93
- Plant & Machinery - Hire charges	36.01	2.33
- Plant & Machinery	96.56	28.12
- Other Assets	76.56	43.99
Transportation, Coolie & Cartage	78.19	45.50
Total	4,139.09	2,619.32

SCHEDULES TO ACCOUNTS (Contd...)

	(Rs. in Lacs)	
	Year Ended 31.03.2010	Year Ended 31.03.2009
SCHEDULE "M" : ADMINISTRATIVE & SELLING EXPENSES		
Directors' Remuneration	38.87	33.97
Rent	28.62	21.84
Rates, Taxes & Other Fees	11.14	9.55
Insurance Premium	10.32	36.10
Conveyance Expenses	6.46	3.01
Vehicle Running & Maintenance	14.50	16.78
Telephone Charges	14.37	12.36
Printing & Stationery	14.23	11.35
Postage & Telegrams	8.48	8.86
Legal & Professional Charges	35.45	32.72
Electricity Charges	1.61	0.50
Membership & Subscription	1.92	4.91
Miscellaneous Expenses	10.86	7.31
Computer Maintenance	33.01	5.78
Auditors Remuneration	2.36	1.65
Security Service Charges	11.93	9.10
Travelling Expenses	45.65	37.29
Bad Debts Written Off	10.53	-
Advertisement & Publicity	28.68	4.77
Seminar / Event expenses	31.36	-
Carriage Outwards	120.12	112.72
Discount & Trade Rebates	8.68	0.48
Directors' Sitting Fees	0.20	0.16
Sales Commission	181.50	178.29
Sales Promotion Expenses	12.90	11.37
Total	683.76	560.89
SCHEDULE "N" : INTEREST & FINANCIAL CHARGES		
Interest on Rupee Loans - Term Loans	67.51	47.98
- Working Capital	140.32	43.67
Interest on FCNRB Loans - Term Loans	30.40	26.90
- Working Capital	8.67	-
Interest on Export Packing Credit	6.30	5.66
Bank Commission & Charges	85.84	20.16
Total	339.04	144.38

SCHEDULES TO THE ACCOUNTS (Contd...)

SCHEDULE "O": SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONCEPTS

The financial statements have been prepared under the historical cost convention on accrual basis under Indian Generally Accepted Accounting Principles (GAAP). GAAP comprises Accounting Standards notified by the Central Government of India under Companies (Accounting Standard) Rules, 2006 and other pronouncements of the Institute of Chartered Accountants of India, and the provisions of the Companies Act, 1956.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. FIXED ASSETS

Tangible Assets

All assets are stated at historical cost (net of CENVAT wherever applicable) less accumulated depreciation. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use. Fixed assets taken on finance lease are capitalized.

Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization.

4. DEPRECIATION

Depreciation is provided for under written down value method at the rates prescribed under schedule VI of the Companies Act, 1956 for all categories of eligible assets on a proportionate basis depending on the period of use.

5. BORROWING COSTS

Borrowing Costs are capitalized as part of qualifying asset when it is possible that they will result in future economic benefits. Other borrowing costs are expensed.

6. VALUATION OF INVENTORIES

- (i) Raw material, packing material, Stores & Spares and consumables are valued at cost or market value whichever is less on the relevant valuation date.
- (ii) Finished Goods are valued at cost of manufacture or net realizable value whichever is lower and also includes the provision for excise duty likely to be payable upon clearance of the finished goods lying at the year end in factory/bonded premises.

7. FOREIGN CURRENCY TRANSACTION

Transactions denominated in foreign currencies are normally recorded at monthly standard rate. Exchange fluctuations arising on payment or realization are dealt within the profit and loss account. All monetary items are

restated at the yearend and non monetary items are at valuation date rate / transaction date as the case may be and any differences arising thereof have been dealt within the profit and loss account to the extent pertains to the current year.

Any income or expense on account of exchange difference either on settlement or on transaction is recognized in the Profit & Loss account.

8. REVENUE RECOGNITION

Revenue from sale is recognized on dispatch of goods. Gross Sales are inclusive of excise duty and are net of trade discounts/sales returns.

9. EMPLOYEE BENEFITS

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits, including accumulated compensated absences, at the balance sheet date, are recognized as an expense as per the Company's scheme based on expected obligations on undiscounted basis.

Defined Contribution Plans

Provident Fund

The company contributes to a government administered provident/pension fund in respect of all eligible employees. The fixed contributions to these funds are charged to Profit and Loss Account.

Gratuity

The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment. Liability with regard to gratuity plan is accrued based on an actuarial valuation at the balance sheet date carried out by the independent actuary and is funded by Aviva Life Insurance Company India Limited.

10. TAXES ON INCOME

Provision for Current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws. Provision for deferred tax is made for timing differences arising between the taxable income and accounting income computed using the tax rates and the laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognized only if there is a virtual certainty that they will be realized and reviewed for the appropriateness of their carrying values at each balance sheet date.

11. SHARE ISSUE EXPENSES

Expenses in connection with issue of shares are shown as Miscellaneous Expenditure in the balance sheet and is to be written-off over a period of 5 years in equal installments.

12. 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 assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

13. CONTINGENT LIABILITIES

Provisions are recognized only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.

B. NOTES ON ACCOUNTS

1. All the figures in the Financial Statement have been rounded off to the nearest rupees lacs. The previous year's figures have been regrouped / rearranged, wherever necessary, to facilitate comparison with current year's figures.
2. Balances in debtors, creditors and advances accounts as appearing in the books of account at the close of relevant accounting year are subjected to external confirmation/ reconciliation after the year end as per standard accounting practice followed by the company. In the opinion of the Board, all the current assets, loans and advances have a value on realization in the ordinary course of business of a sum at least equal to the amount at which they are stated in the books of account.
3. Pursuant to sales tax exemption and deferment certificate obtained by the company from the Government of Karnataka in respect of expansion of its plant capacity under various incentive scheme(s), the company has provided for its sales tax liability in the books of account under relevant provisions based on its own assessment, pending final assessment by appropriate authority. The company had availed tax deferment of Rs.190.93lacs which is repayable after expiry of a period of 7 years from 28.12.2001 in 3 yearly installments. The Company has already made payments of Rs.127.28lacs upto 31.3.2010 and the balance of Rs.63.65lacs is shown under the head "Unsecured Loans".
4. The company had raised Rs.3,570 Lacs during the FY 2007-08 through a composite issue of 93,36,900 equity shares, comprising of Rights Issue of 42,10,800 equity shares of the face value of Rs.10 each issued at a premium of Rs.20 per share and Public Issue of 51,26,100 equity shares of Rs.10 each issued at a premium of Rs.35 per share. The details of fund deployment are as under:

Sl. No.	Items	As per Prospectus		Upto 31/03/2010	
		Rs. in lacs	Total	Rs. in lacs	Total
A	Sources of Fund				
1	Proceeds of Rights Cum Public Issue of Equity Shares	3,570.00		3,570.00	
2	Project Term Loan from State Bank of India (SBI)	1,800.00	5,370.00	1,767.51	5,337.51
B	Deployment of Funds				
1	Capex on Expansion cum Diversification Project	4,214.00		4,480.89	
2	Expenses on Composite Issue of Equity Shares	286.00		141.92	
3	Working Capital Funds / Margin requirements	870.00	5,370.00	714.70	5,337.51

5. Estimated amount of contracts remaining to be executed on Capital Account but not provided for as on 31.3.2010 is Rs.764.60lacs (Previous year Rs.691.55lacs) against which advance of Rs.79.78lacs (previous year Rs.308.44lacs) has been made.

6. Contingent Liabilities not provided for::
(Rs. in Lacs)

Sl.No.	Particulars	As on 31.03.2010			As on 31.03.2009		
		Total Liability	Margin / Deposits	Net Liability	Total Liability	Margin / Deposits	Net Liability
1	Bank Guarantees outstanding	21.08	4.17	16.91	21.47	3.66	17.81
2	Bank LCs against procurement of raw materials outstanding	18.54	1.92	16.62	62.33	6.42	55.91
3	Bank LCs against capital equipment outstanding	1,978.25	724.32	1,253.93	989.01	-	989.01
4	Disputed liability towards customs duty under appeal	2.86	-	2.86	2.86	-	2.86
5	Customs duty on unfulfilled Export obligations against imports vide Advance/EPCG licenses	751.23		751.23	835.12		835.12
	Total	2,771.96	730.41	2,041.55	1,910.79	10.08	1,900.71

7. Details relating to dues to Micro, Small and Medium enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 on the basis of such parties having been identified by the Management and relied upon by the Auditors.
(Rs.in Lacs)

Particulars	31.03.2010	31.03.2009
1. Dues outstanding to MSMEs	50.43	16.73
2. Dues outstanding for more than 45days out of the above amounts	Nil	2.98

8. Particulars of Directors' Remuneration:
(Rs.in Lacs)

Items	31.03.2010	31.03.2009
1. Remuneration to Managing Director	10.20	9.60
2. Remuneration to Executive Director	9.60	9.00
3. Monetary Value of Perquisites	19.07	15.37
TOTAL	38.87	33.97

The aforesaid remuneration / perks have been allowed to the Managing Director and Executive Director as minimum remuneration pursuant to sections 269, 198 read with Schedule XIII and other applicable provisions of Companies Act, 1956 in accordance with special resolutions passed by members of company in Extraordinary General Meeting held on 16th March, 2007.

9. Particulars of Payments made to the Statutory Auditors: (Rs.in Lacs)

Items	31.03.2010	31.03.2009
Statutory Audit Fees	1.75	1.23
Tax Audit Fees	0.61	0.42
Fees for Certification and other services	1.72	2.34
Total	4.08	3.99

10. Additional information pursuant to the provision of paragraph 3, 4C & 4D of Part II of Schedule VI to the Companies Act, 1956:**(i) Particulars of Licensed and Installed Capacity:**

Class of Goods Manufactured	Licensed capacity* (MTPA)		Installed capacity**(MTPA)	
	31.3.2010	31.3.2009	31.3.2010	31.3.2009
i) PET Stretch Blow Moulded Containers	Not specified	Not specified	7,010	5,900
ii) Carboys, Bottles, Flasks, Preforms and similar articles of plastics	50,000	50,000	22,200	15,840

(*) Based on SAI Registrations obtained by the Company.

(**) Based on triple shift operation assuming 300 working days a year as certified by the Management, which has been relied upon by the Auditors being a technical matter.

(ii) Particulars of Production, Sales & Stocks of PET Preform & Containers: (Rs.in Lacs)

Items	31.03.2010		31.03.2009	
	Qty. (MT)	Value (Rs.)	Qty. (MT)	Value (Rs.)
Production	21,771.453	-	9,369.450	-
Opening Stock	1,354.183	498.08	459.318	418.78
Purchase of Trading Items	14.379	15.12	481.374	114.60
Closing Stock	3,426.853	1,440.77	1,354.183	498.08
Sales Turnover	19,713.162	14,776.68	8,955.959	11,558.04
Conversion Turnover	10,002.397	1,228.74	1,757.149	320.72

(iii) Particulars of Raw Materials Consumed: (Rs.in Lacs)

Items	31.03.2010		31.03.2009	
	Qty. (MT)	Value	Qty. (MT)	Value
PET Chips	9,830.08	5,748.96	5,893	3,608.93
PP Chips	23,76.576	1,653.04	1,832	1,394.27
Plastic Material	-	-	421	114.60
GPPS	0.15	0.08	60	39.42
Pet Preforms	815.389	135.08	124	144.78
Master Batch	30.004	94.24	21	46.41
Admer	39.651	55.08	32	35.12
EVOH	21.300	68.39	21	58.62
Labels	-	147.26	-	82.58
Vads	-	114.71	-	81.14
Others	-	155.75	-	89.07
Total	-	8,172.59	-	5,694.94

(iv) Break-up of Raw Materials consumed: *(Rs.in Lacs)*

Items	%	Value	%	Value
Imported	16%	1,298.23	15%	854.89
Indigenous	84%	6,874.36	85%	4,840.05
Total	100%	8,172.59	100%	5,694.94

(v) Break-up of Stores & Spares Consumed: *(Rs.in Lacs)*

Items	%	Value	%	Value
Imported	11%	24.36	12%	21.08
Indigenous	89%	191.59	88%	159.58
Total	100%	215.95	100%	180.66

(vi) Value of Imports (CIF Value): *(Rs.in Lacs)*

Items	31.03.2010	31.03.2009
Raw Materials	1,035.83	1,111.40
Spares & Consumables	18.25	26.90
Capital Equipment	2,118.53	2,206.82

(vii) Expenditure in foreign currency: *(Rs.in Lacs)*

Items	31.03.2010	31.03.2009
Traveling Expenses	5.85	7.02
Bank Charges (Import & FBC)	0.48	5.37
Interest on FCNRB and PCFC Loans	35.67	22.08
Machine Hire Charges	18.05	8.10
Miscellaneous Expenses	0.40	0.43

(viii) Earning in foreign currency: *(Rs.in Lacs)*

Items	31.03.2010	31.03.2009
FOB Value of Exports	552.37	545.78
Note: Excludes exports in Rupee terms of Rs. 198.46 lacs (previous year Rs.84.81 lacs)		

11. Disclosure in respect of Derivatives: *(Rs.in Lacs)*

Particulars	Currency	31.03.2010	31.03.2009
(a) Quantum of derivatives (all of which identified as hedged) outstanding Forward Exchange Contracts	US\$	36.83	1,048.24
(b) Foreign currency exposure not hedged by a derivative instrument or otherwise	US\$	1,982.02	27.16

12. Disclosure required by AS-15(R):

(Rs.in Lacs)

Particulars	31.03.2010
i. Projected Benefit obligation as at the beginning of the year	28.97
Service Cost	6.86
Interest Cost	2.32
Actuarial Losses / (Gains)	(3.06)
Benefits Paid	1.43
Projected Benefit obligation as at the end of the year	33.66
ii Change in Plan Asset:	
Plans assets at period beginning, at fair value	22.53
Expected return on plan assets	1.13
Actuarial gain / (loss)	3.62
Contributions	15.60
Benefit paid	1.43
Plan assets at period end, at fair value	41.45
iii Amount recognized in the Balance Sheet:	
Projected Benefit obligation at the end of the year	33.66
Fair Value of the plan assets at the end of the year	41.45
(Liability) / Assets recognized in the Balance Sheet (being excess amount paid written off to Profit & Loss Account)	7.79
iv Cost of the defined plan of the year:	
Current Service Cost	6.86
Interest on Obligation	2.32
Expected return on Plan assets	1.13
Net actuarial losses / (gains) recognized in the year	(6.69)
Net cost recognized in the Profit and Loss account	8.41
v Assumption:	
Rate of Mortality	As per LIC Mortality rate (1994-96)
Discount Rate	8%
Expected rate of return	5%

13. The Company is engaged in the manufacture and sale (both Domestic & Exports) of "PET / Plastics Preforms & Containers," which constitutes single business segment. As per Management perspective the risks and returns from its sales do not materially vary geographically. Accordingly, there are no other business / geographically segments to be reported under AS 17.

14. Disclosure in respect of related parties pursuant to AS 18 issued by ICAI:

(i) List of related parties

Name of the related parties	Nature of relationship
Mphinite Technologies Pvt. Ltd.	Associate
Mphinite Solutions Pvt. Ltd.	Associate
Vimal Kedia	Key Management personnel
Surendra Kedia	Key Management Personnel

(ii) Disclosure of transactions with related parties:		<i>(Rs.in Lacs)</i>	
Nature of transactions	31.03.2010	31.03.2009	
Unsecured loan taken:			
Mphinite Technologies Pvt. Ltd.	939.55	336.20	
Mphinite Solutions Pvt. Ltd	Nil	163.00	
Unsecured loan repayment:			
Mphinite Technologies Pvt. Ltd.	939.55	336.20	
Mphinite Solutions Pvt. Ltd	Nil	163.00	
Directors Remuneration			
Vimal Kedia	21.95	16.26	
Surendra Kedia	16.92	17.87	

15. Components of net Deferred Tax Asset / Liability: *(Rs.in Lacs)*

Particulars	31.03.2010	31.03.2009	
Opening balance as at the beginning of the year	359.11	169.03	
Add: Deferred tax liability arising on account of Depreciation for the year.	217.18	190.08	
Net Deferred Tax Liability at the end of the year	576.29	359.11	

16. Pursuant to special resolutions passed in AGM held on 30.08.2008, the company has:

- a) Obtained approvals of Ahmedabad, Calcutta and Guwahati Stock Exchanges for delisting of its equity shares from the said exchanges. Post delisting, the equity shares are listed and traded only at the Bombay Stock Exchange.
- b) The name of the company has been changed to "Manjushree Technopack Limited" pursuant to a fresh Certificate of Incorporation dated 21st May 2009 received from the Registrar of Companies, Karnataka, Bangalore.

17. Previous year figures have been re-grouped, re-arranged and re-casted wherever considered necessary.

18. Schedules "A" to "O" form part of the Accounts.

In terms of our report of even date annexed

For SHARMA & PAGARIA
 Chartered Accountants

For and on behalf of the Board

Pawan Pagaria
 Partner
 Membership No. 201781
 Bangalore,
 27th May, 2010

Suresh Kumar Kayal
 Company Secretary

Vimal Kedia
 Managing Director

Surendra Kedia
 Executive Director

**Additional Information pursuant to provisions of Part IV of Schedule VI to the Companies Act, 1956,
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

(i) Registration Detail

Registration No.	:	032636
State Code	:	08

Balance Sheet Date	:	31.03.2010
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(ii) Capital Raised during the year**(Rs. in Lacs)**

Public Issue	:	NIL
Bonus Issue	:	NIL

Rights Issue	:	NIL
Private Placement	:	NIL

(iii) Position of Mobilization and Deployment of Funds**(Rs. in Lacs)**

Total Liabilities	:	16,301.85
Sources of Funds		
Paid Up Capital	:	1,354.77
Reserves and Surplus	:	5,489.65
Secured Loans	:	5,114.29
Unsecured Loans	:	1,984.36
Deferred Tax Liability	:	576.29

Total Assets	:	16,301.85
Application of Funds		
Net Fixed Assets	:	9,199.81
Investments	:	NIL
Net Current Assets	:	5,262.78
Misc. Expenditure	:	56.77

(iv) Performance of the Company**(Rs. in Lacs)**

Turnover / Other Income	:	15,895.15
Profit / (Loss) before Tax	:	1,557.54
Earning Per Share (Rs.)	:	7.80

Total Expenditure	:	14,337.61
Profit / (Loss) after Tax	:	1,057.26
Dividend Per Share (Rs.)	:	1.00

(v) Generic Names of Principal Products of Company:

Product Description	ITC Code No.
PET Stretch Blow Moulded Containers	: 39076000
Carboys, Bottles, Flasks and Similar Articles of Plastics	: 39233000

In terms of our report of even date annexed
For SHARMA & PAGARIA
Chartered Accountants

For and on behalf of the Board

Pawan Pagaria
Partner
Membership No. 201781
Bangalore,
27th May, 2010

Suresh Kumar Kayal
Company Secretary

Vimal Kedia
Managing Director

Surendra Kedia
Executive Director

MANJUSHREE TECHNOPACK LIMITED
AUDITED PROFIT & LOSS ANALYSIS
Rs. in Lacs)

ITEMS	31.03.10	31.03.09	31.03.08	31.03.07	31.03.06	31.03.05	31.03.04	31.03.03	31.03.02
INCOME									
Gross Turnover	16,005.42	11,878.76	8,518.44	7,997.24	6,532.43	5,150.14	3,658.72	2,771.57	1,910.19
Less: Central Excise Duty	1,102.18	1,319.19	1,143.95	961.11	927.78	727.68	492.46	405.91	262.07
Net	14,903.24	10,559.57	7,374.49	7,036.13	5,604.65	4,422.46	3,166.26	2,365.66	1,648.12
Other Income	49.21	49.39	25.52	5.63	6.11	2.43	5.04	3.56	5.31
Increase / (Decrease) in Stocks	942.69	79.30	185.90	(54.44)	43.84	104.37	11.75	50.25	12.56
Total	15,895.15	10,688.26	7,585.91	6,987.32	5,654.61	4,529.26	3,183.05	2,419.47	1,665.99
EXPENDITURE									
Raw Materials Consumed	8,172.59	5,694.94	4,005.42	4,063.94	3,045.20	2,402.69	1,546.81	1,271.10	871.38
Manufacturing Expenses	3,323.33	2,015.03	1,369.15	1,359.81	1,308.32	1,033.12	723.33	500.58	333.54
Salary & Wages	815.76	604.29	448.38	311.78	220.62	151.21	122.89	85.57	61.87
Operating Cost	12,311.68	8,314.26	5,822.95	5,735.53	4,574.14	3,587.02	2,393.03	1,857.25	1,266.79
Administrative & Selling Expenses	683.76	560.89	541.42	375.02	347.03	312.09	228.67	243.03	167.60
Interest & Financial Charges	339.04	144.38	168.00	162.23	132.81	111.84	93.66	37.26	33.26
Depreciation & Write offs	1,003.12	522.31	364.37	275.32	337.84	343.74	314.80	166.59	119.34
Total Cost	14,337.60	9,541.83	6,896.74	6,548.10	5,391.82	4,354.69	3,030.16	2,304.13	1,586.99
NET PROFIT FOR THE YEAR	1,557.54	1,146.42	689.17	439.22	262.78	174.57	152.89	115.34	79.00
Exceptional Items	-	-	(12.18)	(4.16)	(49.50)	2.78	(0.60)	(0.97)	(14.50)
PROFIT BEFOR TAXATION	1,557.54	1,146.42	676.99	435.06	213.28	177.35	152.29	114.37	64.50
Provision for Taxation	283.10	207.08	150.45	156.92	84.62	39.30	15.43	10.67	21.14
Deferred Tax Provision	217.18	190.08	86.37	(4.18)	(8.46)	25.63	39.09	30.58	-
NET PROFIT AFTER TAXATION	1,057.26	749.26	440.17	282.32	137.12	112.42	97.77	73.12	43.36
Less: Dividends & Tax thereon	158.50	158.50	49.26	48.01	48.01	47.61	-	-	-
Profits after Dividends	898.76	590.76	390.91	234.31	89.11	64.81	97.77	73.12	43.36
Surplus brought forward from PY	628.49	437.73	846.82	612.51	523.40	458.59	360.82	287.70	244.34
Less: Transfer to General Reserve	90.00	400.00	800.00	-	-	-	-	-	-
NET SURPLUS CARRIED TO BS	1,437.26	628.49	437.73	846.82	612.51	523.40	458.59	360.82	287.70
PAT / Net Sales	0.07	0.07	0.06	0.04	0.02	0.03	0.03	0.03	0.03
PBT / Net Sales	0.10	0.11	0.09	0.06	0.04	0.04	0.05	0.05	0.04
PBDIT / Net Sales	0.19	0.17	0.17	0.12	0.13	0.14	0.18	0.13	0.14
Earning per share (FV: Rs. 10)	7.80	5.53	3.25	6.70	3.26	2.67	2.32	1.74	1.03
Cash Accruals	2,060.39	1,271.57	804.54	557.64	474.96	456.16	412.57	239.71	162.70

MANJUSHREE TECHNOPACK LIMITED
AUDITED BALANCE SHEET ANALYSIS

(Rs. in Lacs)

ITEMS	31.03.10	31.03.09	31.03.08	31.03.07	31.03.06	31.03.05	31.03.04	31.03.03	31.03.02
SHAREHOLDERS' FUNDS									
Share Capital	1,354.77	1,354.77	1,354.77	421.08	421.08	421.08	421.08	421.08	421.08
Reserves & Surplus	5,489.65	4,590.89	4,000.13	972.93	738.62	649.51	584.70	486.93	413.81
Share Issue Expenses	(56.77)	(85.15)	(113.53)	-	-	-	(4.11)	(8.21)	(12.32)
Net Worth	6,787.65	5,860.51	5,241.37	1,394.01	1,159.70	1,070.59	1,001.67	899.80	822.57
DEFERRED TAX PROVISION	576.29	359.11	169.03	82.66	86.84	95.30	69.67	30.58	0.00
LOAN FUNDS									
Term Loans	2,341.20	459.41	633.00	753.91	957.73	852.25	735.00	453.39	143.00
Unsecured Loans	1,984.36	1,116.30	190.93	846.42	340.71	288.99	166.01	160.58	100.59
Long Term Debt	4,325.56	1,575.71	823.93	1,600.33	1,298.44	1,141.24	901.01	613.97	243.59
Cash Credit Limit	2,773.09	1,366.89	500.64	83.07	810.35	769.77	600.69	267.10	170.65
Overall Debt	7,098.65	2,942.60	1,324.57	1,683.40	2,108.79	1,911.01	1,501.70	881.07	414.24
TOTAL	14,462.59	9,162.22	6,734.97	3,160.07	3,355.33	3,076.90	2,573.04	1,811.45	1,236.81
APPLICATION OF FUNDS									
FIXED ASSETS									
Gross Block	13,285.56	8,915.44	5,798.73	4,355.70	3,840.91	3,318.32	2,859.64	2,219.99	1,557.09
Less : Depreciation to date	4,085.75	3,123.44	2,634.38	2,301.30	2,030.79	1,694.35	1,357.85	1,047.16	884.68
Net Block	9,199.81	5,792.00	3,164.35	2,054.40	1,810.12	1,623.97	1,501.79	1,172.83	672.41
INVESTMENTS	-	-	-	-	-	-	4.10	4.10	4.10
CURRENT ASSETS, LOANS & ADVANCES									
Inventories	2,008.86	1,619.06	1,186.89	678.39	688.86	630.47	479.87	351.36	202.48
Sundry Debtors	2,692.30	1,586.27	1,409.68	934.54	884.22	784.31	599.22	328.38	354.02
Other Current Assets	2,344.11	878.73	1,752.13	999.12	445.90	327.71	203.72	210.96	193.27
	7,045.27	4,084.06	4,348.70	2,612.05	2,018.98	1,742.49	1,282.81	890.70	749.77
Current Liabilities & Provisions	1,782.49	713.83	778.08	1,506.38	473.77	289.56	215.66	256.18	189.47
Net Current Assets	5,262.78	3,370.23	3,570.62	1,105.67	1,545.21	1,452.93	1,067.15	634.52	560.30
TOTAL	14,462.59	9,162.23	6,734.97	3,160.07	3,355.33	3,076.90	2,573.04	1,811.45	1,236.81
Current Ratio	1.55	1.96	3.40	1.64	1.57	1.64	1.57	1.70	2.08
Long Term Debt / Net Worth	0.64	0.27	0.16	1.15	1.12	1.07	0.90	0.68	0.30
Overall Debt / Net Worth	1.30	0.61	0.39	2.29	2.23	2.06	1.71	1.25	0.72
Total Assets / Net Worth	2.39	1.69	1.43	3.35	3.30	3.14	2.78	2.30	1.73
Book Value Per Share (fv: Rs. 10)	50.10	43.26	38.69	33.11	27.54	25.42	23.79	21.37	19.53

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the Members of **MANJUSHREE TECHNOPACK LIMITED** will be held on **Tuesday, the 31st day of August 2010 at 10.00 a.m.** at the registered office of the company at #143C5, Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bangalore – 560 099 (Karnataka) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2010, Audited Profit & Loss Account and the Audited Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' reports thereon.
2. To declare a dividend on equity shares .
3. To appoint a Director in place of Smt. Savita Kedia, who retires by rotation and does not offers herself for reappointment.
4. To appoint a Director in place of Smt. Sashi Kedia, who retires by rotation and does not offers herself for reappointment.
5. To reappoint auditors and to fix their remuneration.

SPECIAL BUSINESS:

6. To appoint Mr. Rajat Kedia as a Director liable to retire by rotation and also as a whole time Director designated as "Director" and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sec.257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Sri. Rajat Kedia be and is hereby appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956 and all other applicable provisions read with the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation".

"RESOLVED FURTHER THAT in accordance with the provisions of section 198,269,309,310,311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof , approval of the Company be and is hereby accorded to the appointment of Sri. Rajat Kedia as the Wholetime Director of the Company for a period of Five years with the effect from 27th May, 2010 till 26th May, 2015 on the following terms and conditions and that the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorised to effect such modifications(s) in terms and conditions of the said appointment and / or remuneration payable to Sri Rajat Kedia as may be approved by the Board and Sri Rajat Kedia :-

- a) **Salary** : Rs.1,00,000/-(Rs.One Lacs only) per month (in the scale of Rs.1,00,000- 15,000-1,60,000 as annual increase)
- b) **Perquisite & Allowance** : Value restricted to 100% of the Salary Amount;The perquisite and allowances shall include accommodation or house rent allowance @50% of salary in lieu thereof, reimbursement of house maintenance expenses in respect of utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, club fees, medical insurance and such other perquisites and/or allowances upto the amounts specified above as may be mutually agreed, subject to overall ceiling remuneration stipulated in the aforesaid provisions of the Companies Act, 1956. The perquisites shall be evaluated as per the Income Tax Act, 1961 or any rules there under (including any statutory

modification(s) or re-enactment thereof, for the time being in force). However, the company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of limits for the remuneration which includes salary and perquisites.

- c) **Minimum Remuneration** : Notwithstanding anything to the contrary herein confirmed, where, in any financial year, during the currency of the tenure of the appointee, the company has no profits or the profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.
- d) **Termination of the Agreement** : Either party may terminate the agreement by giving six months notice or payment of equivalent salary in lieu thereof. In the event of loss of office as director Sri Rajat Kedia shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956."

7. To appoint Mr. Ankit Kedia as a Director liable to retire by rotation and also as a whole time Director designated as "Director" and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sec.257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Sri. Ankit Kedia be and is hereby appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956 and all other applicable provisions read with the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation".

"RESOLVED FURTHER THAT in accordance with the provisions of section 198,269,309,310,311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, approval of the Company be and is hereby accorded to the appointment of Sri. Rajat Kedia as the Wholetime Director of the Company for the period of Five years with the effect from 27th May, 2010 till 26th May, 2015 on the following terms and conditions and that the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorised to effect such modifications(s) in terms and conditions of the said appointment and / or remuneration payable to Sri Ankit Kedia as may be approved by the Board and Sri Ankit Kedia :-

- e) **Salary** : Rs.1,00,000/-(Rs.One Lacs only) per month (in the scale of Rs.1,00,000- 15,000-1,60,000 as annual increase)
- f) **Perquisite & Allowance** : Value restricted to 100% of the Salary Amount;The perquisite and allowances shall include accommodation or house rent allowance @50% of salary in lieu thereof, reimbursement of house maintenance expenses in respect of utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, club fees, medical insurance and such other perquisites and/or allowances upto the amounts specified above as may be mutually agreed, subject to overall ceiling remuneration stipulated in the aforesaid provisions of the Companies Act, 1956. The perquisites shall be evaluated as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of limits for the remuneration which includes salary and perquisites.

- g) **Minimum Remuneration** : Notwithstanding anything to the contrary herein confirmed, where, in any financial year, during the currency of the tenure of the appointee, the company has no profits or the profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.
- h) **Termination of the Agreement** : Either party may terminate the agreement by giving six months notice or payment of equivalent salary in lieu thereof. In the event of loss of office as director Sri Ankit Kedia shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956."
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT in partial modification of the resolution passed at the Extra – Ordinary General Meeting of the Company held on 16.03.2007 and subject to the provisions of section 198,269,309,310,311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, the Company do hereby accord its approval to the reappointment and variation in remuneration and perquisites to Sri. Vimal Kedia as the **Managing Director** of the Company for the period of Five years with the effect from 1st April, 2010 till 31st March, 2015 on the following terms and conditions and that the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorised to effect such modifications(s) in terms and conditions of the said appointment and / or remuneration payable to Sri Vimal Kedia as may be approved by the Board and Sri Vimal Kedia :-
- i) **Salary** : Rs.2,25,000/-(Rs.Two Lacs Twenty Five thousand only) per month (in the scale of Rs.2,25,000- 45,000-4,05,000 as annual increase)
- j) **Perquisite & Allowance** : Value restricted to 100% of the Salary Amount;The perquisite and allowances shall include accommodation or house rent allowance @50% of salary in lieu thereof, reimbursement of house maintenance expenses in respect of utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, club fees, medical insurance and such other perquisites and/or allowances upto the amounts specified above as may be mutually agreed, subject to overall ceiling remuneration stipulated in the aforesaid provisions of the Companies Act, 1956. The perquisites shall be evaluated as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of limits for the remuneration which includes salary and perquisites.
- k) **Minimum Remuneration** : Notwithstanding anything to the contrary herein confirmed, where, in any financial year, during the currency of the tenure of the appointee, the company has no profits or the profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.
- l) **Termination of the Agreement** : Either party may terminate the agreement by giving six months notice or payment of equivalent salary in lieu thereof. In the event of loss of office as managing director Sri Vimal Kedia shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of the resolution passed at the Extra – Ordinary General Meeting of the Company held on 16.03.2007 and subject to the provisions of section 198,269,309,310,311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, the Company do hereby accord its approval to the reappointment and variation in remuneration and perquisites to **Sri. Surendra Kedia** as the **Executive Director** of the Company for the period of **Five** years with the effect from 1st April, 2010 till 31st March, 2015 on the following terms and conditions and that the Board of Directors (hereinafter referred to as "Board" which terms shall be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorised to effect such modifications(s) in terms and conditions of the said appointment and / or remuneration payable to Sri Surendra Kedia as may be approved by the Board and Sri Surendra Kedia :-

- a) **Salary** : Rs.1,75,000/- (Rs.One Lacs Seventy Five thousand only) per month.(in the scale of Rs.1,75,000-35,000-3,15,000 as annual increase)
- b) **Perquisite & Allowance** : Value restricted to 100% of the Salary Amount;The perquisite and allowances shall include accommodation or house rent allowance @50% of salary in lieu thereof, reimbursement of house maintenance expenses in respect of utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, club fees, medical insurance and such other perquisites and/or allowances upto the amounts specified above as may be mutually agreed, subject to overall ceiling remuneration stipulated in the aforesaid provisions of the Companies Act, 1956. The perquisites shall be evaluated as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company, shall not be included in the computation of limits for the remuneration which includes salary and perquisites.
- c) **Minimum Remuneration** : Notwithstanding anything to the contrary herein confirmed, where, in any financial year, during the currency of the tenure of the appointee, the company has no profits or the profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.
- d) **Termination of the Agreement** : Either party may terminate the agreement by giving six months notice or payment of equivalent salary in lieu thereof. In the event of loss of office as Executive director, Sri Surendra Kedia shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956."

- 10 To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the Members of the Company at the Extra –Ordinary General Meeting held on 16th March, 2007 and subject to provision of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, that the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgage / charge / hypothecation in addition to the mortgage / charge / hypothecation already created or to be created by the company in such form and manner and with such rankings and at such time and on such terms as the Board may determine on all or any of the movables or immovable properties

and assets of all kinds of the company, both present and future, and/or the whole or any part of the undertakings of the company in certain events of default in the form of first and/or second and/or pari-passu / subservient mortgage / charge and/or floating charge to secure in favor of any financial institution, bank, lender, agent and trustee for securing the borrowing of the company availed or to be availed by way of loans or debt instruments issued by the company from time to time and working capital facilities, sanctioned or to be sanctioned by the bankers together with interest at agreed rates, additional interest or compound interest in case of default, accumulate interest, all other cost, charges and expenses incurred in terms of the loan agreement / borrowing and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lender(s) within the overall limit of Rs.300 crores (Rupees Three Hundred crores only).

"RESOLVED FURTHER THAT The Board of Directors be and are hereby authorized to do and execute documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may necessary, usual or proper for implementing the this resolution."

- 11 To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the resolution passed at the Extra- Ordinary General Meeting of the Company held on 16th March, 2007 and subject to the provisions of section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, that the consent of the company be and is hereby accorded to the Board of Directors of the Company to borrow for and on behalf of the Company, monies in any manner from any Bank(s) and / or public financial institution(s) as defined under section 4A of the Companies Act, 1956 and/or any Foreign Financial Institution(s) and /or any entity / entities or authority / authorities and / or through suppliers credit, securities, instruments such as floating rate , Fixed Rates Bond, Syndicated Loans etc., and / or by way of commercial borrowings from the private sector window of Multilaterals financial institution either in Rupees or in such other Foreign Currency as may be permitted by law from time to time and as may be required in future for the Company's activities and / or for general corporate purposes including Capital Expenditure, working capital requirements, strategic investment, any mergers, demergers, amalgamations acquisitions, reconstruction or re-arrangements or any other reorganizations as the Board may deem fit for the purpose of the company and whether the same be secured or not and if secured whether by way of mortgage, charge, hypothecation, pledge or otherwise in any manner whatsoever in respect all or any of the Company's assets and properties, book debt and stock-in-trade including raw materials, stores, parts components in stock or in transit, notwithstanding that monies so borrowed together with the monies already borrowed by the company (apart from temporary loan obtained from the companies bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.300 Crores (Rupees Three Hundred Crores Only) or equivalent thereof in Foreign Exchange (inclusive of such premium as may be fixed on the securities)".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute such deeds of mortgages, charges, hypothecation, lien and / or promissory notes, deposits, receipts, instruments, writings and others whatsoever as may be deemed expedient and containing such conditions and covenants as they may deem fit to give effect to the above resolution."

Bangalore,
The 27th day of May 2010

By order of the Board
Vimal Kedia
Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll in his stead and the proxy need not be a member of the Company. Proxy, in order to be effective, must reach the registered office of the Company not less than 48 hours before the time fixed for the meeting. A Proxy form is enclosed.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under item No. 6 to 11 are annexed hereto.
3. The register of members and share transfer books of the company shall remain closed from 17th day of August 2010 to 31st day of August 2010 (both days inclusive).
4. Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should also bring the printed attendance slip duly filled in for attending the meeting.
5. Members are requested to intimate to the company their queries, if any, regarding the accounts / report atleast ten days before that date of ensuing Annual General Meeting to enable the management to keep the information readily available at the meeting.
6. Members are requested to quote the folio number in correspondence with the Company. Member who are holding equity shares in identical order of names in more than one folio are requested to write to the Registrars and Share Transfer Agents of the Company to enable the company to consolidate their holdings in one folio.
7. All the requests for transfer of shares alongwith relevant transfer deeds and share certificates besides intimation of any change in their address or non receipt of dividend etc. may be sent by the members either to the Company at its registered office or to the Registrars and Share Transfer Agents at the address given below:

Alpha Systems Private Limited
(Unit: MANJUSHREE TECHNOPACK LTD)
30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore - 560 003
Tel: 080-23460815 / 818 Fax: 080-23460819
Email: alfint@vsnl.com

8. The company's existing equity shares are approved for dematerialization by NSDL and CDSL under ISIN: INE435H01015 and the members are requested to avail the DEMAT facility in respect of such shares through their respective DP's.
9. Subject to the provisions of Section 206A of the Companies Act, 1956, Dividend on Equity Shares as recommended by the Directors, if approved at the meeting, will be payable to those eligible Members whose name appear:
 - a) as Beneficial Owners, as on August 17, 2010 as per list to be furnished by National Securities Depository Limited and Central Depository Services(India) Limited in respect of shares held in electronic form, and
 - b) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before August 17, 2010.
10. Members who have not received dividends in respect of earlier years may contact Alpha Systems Pvt. Ltd., Registrars of the company, giving details of such dividends in order to enable the Registrars to issue fresh / revalidated dividend warrants.

11. Members are informed that in accordance with the provisions of Section 205A of the Companies Act, 1956, the amount of unclaimed dividend will be transferred to the credit of Investor's Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. Shareholders who have not yet encashed their Dividend Warrant for the said period are requested to forward their claims in Form II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the Registrar of Companies, Karnataka. Dividend which remain unpaid / unclaimed for a period of 7(seven) years will be transferred by the Company to the IEPF pursuant to the said provisions of the Act. Accordingly, all unclaimed / unpaid dividends of Manjushree Technopack Limited in respect of financial year ending 31.03.2002 has been transferred to IEPF. Members who have not encashed their dividend warrant for the year F.Y 2002- 2003 or thereafter are requested to write to the Company's Registrar and Share Transfer Agents.
12. The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange (BSE) w.e.f 28th February, 2008 under scrip code:532950 and scrip ID: MANJUSHRE on BOLT system. Annual Listing Fees has been duly paid to BSE for the year 2009-10.
13. The Particulars of newly appointed Additional Directors liable to retire by rotation are following:-

Information Pursuant to Listing Agreement

Name of Director	Sri. Rajat Kedia	Sri. Ankit Kedia
Date of Birth	23.01.1981	07.04.1984
Date of Appointment:	27.05.2010	27.05.2010
Qualification	MBA	MBA
Directorship in other Companies:	1. Mphinite Solutions Pvt. Ltd. 2. Mphinite Technologies Pvt. Ltd. 3. Hitech Creations Pvt. Ltd.	1. Hitech Creations Pvt. Ltd.
Chairman / Member of Committees of other Companies:	Nil	Nil
No. of Shares held	12100	16600

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in accompanying Notice:

Item No.6 & 7

The Board of Directors of the Company (the "Board"), at its meeting held on May27, 2010 appointed Sri. Rajat Kedia & Sri. Ankit Kedia as an additional director pursuant to the provisions of Section 260 of the Companies Act, 1956 (the "Act") read with Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Sri. Rajat Kedia & Sri. Ankit Kedia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith deposit of Rs.500/- each for proposing the candidature of Sri. Rajat Kedia and Sri. Ankit Kedia for the office of Directors of the Company under the provisions of Sec. 257 of the Companies Act, 1956.

Sri. Rajat Kedia and Sri. Ankit Kedia is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act.

Further, the Board also appointed, subject to the approval of Members, Sri. Rajat Kedia and Sri. Ankit Kedia as Wholetime Director of the Company, for a period of Five years with effect from May 27, 2010.

It is proposed to seek Members approval for the appointment of and remuneration payable to Sri. Rajat Kedia & Sri. Ankit Kedia as Wholetime Director, in terms of the applicable provisions of the Act.

The draft agreements relating to terms & conditions of appointment, between the Company and Sri. Rajat Kedia and Sri. Ankit Kedia respectively available for inspection by the member of the Company at the Registered Office of the Company between 10.00 am to 1.00 pm on working days.

It is in the above circumstances that the Resolution mentioned in this item of the notice is proposed to be passed and commended for your acceptance.

None of the Directors, except Sri. Rajat Kedia, Sri. Ankit Kedia and Sri. Vimal Kedia are concerned or interested in the above resolution.

Item No. 8 & 9

The Board of Directors Company recommends the reappointment of Sri. Vimal Kedia as the Managing Director and Sri. Surendra Kedia as the Executive Director of the Company for a further period of 5 years with the effect from 1st April, 2010, at the remuneration and on terms and conditions as approved by the shareholders in the ensuing Annual General Meeting.

Sri. Vimal Kedia, B.Com., aged 53 years is having over three decades of experience in Plastics Industry and commands extensive knowledge of the various technical, marketing, commercial and financial aspects of management right since inception of the company, which has led to its phenomenal growth over the years. Sri. Vimal Kedia has participated in various trade fairs exhibitions all over the world in pursuit of his executive skills and also received various awards and citations in commendation of the company's performance from various industry associations, bodies and organization as well as the Hon'ble President of India for entrepreneurship. Sri. Vimal Kedia is associated as Director with Manjushree Fincap Pvt. Ltd., Shruti Financial Pvt. Ltd., Mphinite Solutions Pvt. Ltd. and Mphinite Technologies Pvt. Ltd., all associate companies in same group, as Director.

Sri. Surendra Kedia, B.E.(Chem.),aged 46 years is related to Sri.Vimal Kedia as brother, and is also having over two decades experience in Plastic Industry being associated with the company right since its inception. He is actively looking after all the technical, commercial, marketing, operations, human resources and other managerial aspects of the company. Sri. Surendra Kedia is associated as Director with Manjushree Fincap Pvt. Ltd., Shruti Financial Pvt. Ltd., Mphinite Solutions Pvt. Ltd. and Mphinite Technologies Pvt. Ltd., all associate companies in same group, as Director.

The major contribution in terms of managerial and organizational inputs from both the directors has played crucial role in

consistently improving and expanding the operations of the Company for the last 20 years under their stewardship have seen phenomenal growth in the financial health of the company and with the industrial and economic scenario showing signs of further improvement; the company is expected to grow by leaps and bounds. Further inputs from the Managing Director and the Executive Director will be necessary to ensure continuous growth within the domestic and exports markets and in the continuous quest for the company to be internationally competitive.

The Board of Directors of the Company at its meeting held on 27th May, 2010 revised the remuneration of Sri. Vimal Kedia, Managing Director and Sri. Surendra Kedia, Executive Director with effect from 1st April, 2010 for the remainder of the tenure of their appointment, subject to approval of the members of the company in General Meeting. Their remuneration needs a review since it does not appear to be in line with current market trends and is lower than current market scenario.

The draft agreements relating to variation in terms and condition of appointment, between the company and Sri. Vimal Kedia, Managing Director and Sri. Surendra Kedia, Executive Director respectively are available for inspection by the member of the company at the Registered office of the Company between 10.00 A.M. to 1.00 P.M. on all working days.

Both the Directors are related to each other and also to Sri. Rajat Kedia and Sri. Ankit Kedia, Directors, and all of them may be regarded as concerned or interested in the resolutions. No other Director is concerned or interested in the said resolutions. The statement may be regarded as an abstract of the variation in terms of appointment and memorandum of interest pursuant to section 302 of Companies Act, 1956.

The Board recommends the resolution for the approvals of members, as Ordinary Resolution.

Item N. 10

The Company proposes a resolution authorizing Board to borrow loan upto a Maximum of Rs.300 crores (Rupees Three Hundred Crores Only) from Bank, Public Financial Institutions, Foreign Financial Institutions etc. This delegation is require to meet the company financial requirement for its continuous expansion. The Board also needs authorization to mortgage / hypothecate the assets of the company as security / collateral security. In order to mortgage or hypothecate the assets of the company the consent of the shareholders in the General Body Meeting is required under section 293(1)(a) of Companies Act, 1956 authorising the Board of Directors with necessary powers.

None of the Directors of the company are interested or concerned in any way of the proposed resolution.

The Board therefore recommends the proposed resolution for approval.

Item No.11

In view of the Company's increased activities , it is considered desirable to borrow funds from the Banks, Bodies Corporate, Public financial Institutions, Foreign Financial Institutions etc. whenever the need arises. Therefore in terms of Sec.293(1)(d) of the Companies Act, 1956, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan and temporary loans, if any, obtained from its bankers), in excess of the paid-up capital of the Bank and its free reserves, that is to say, reserves not set apart for any specific purpose, require the approval of the Members.

The Members had accorded their consent under Section 293(1)(d) of the Companies Act, 1956 for borrowing of sum up to an amount not exceeding Rs.200 Crore by the Board of Directors at the Extra – Ordinary General Meeting held on March 16, 2007. Considering the substantial growth in operations, present borrowings and future requirements, it is recommended that the limit of total amount of the outstanding borrowing be raised to Rs.300 Crore (Rupees Three Hundred Crore Only). The Resolution is proposed to meet this objective.

Your Directors recommended approval of the resolution for delegation of borrowing powers to the Board of Directors.

None of the Directors on the Board is in anyway interested or concerned in the above resolution.

**Bangalore,
The 27th day of May, 2010**

**By order of the Board
Vimal Kedia
Managing Director**

MANJUSHREE TECHNOPACK LIMITED
(Formerly: Manjushree Extrusions Limited)
Regd. Office: #143C5, Bommasandra Industrial Area,
Hosur Road, Bangalore – 560 099 (Karnataka)

PROXY FORM

Folio No.:

No. of Share(s) held:

I/We..... R/O.....
being a member(s) of **MANJUSHREE TECHNOPACK LIMITED** do hereby appoint Mr. / Mrs. / Miss
..... R/O
and failing him / her, Mr. / Mrs. / Miss R/O
to vote for me / us and on my / our behalf at the 23rd Annual General Meeting of the Company to be held on Tuesday,
the 31st day of August 2010 at 10.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____, 2010

Affix a Re.1/-
Revenue
Stamp and
sign. thereon

Notes:

1. The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
2. The form should be signed as per specimen signature registered with the Company.
3. A proxy need not be a member of the Company.

MANJUSHREE TECHNOPACK LIMITED
(Formerly: Manjushree Extrusions Limited)
Regd. Office: #143C5, Bommasandra Industrial Area,
Hosur Road, Bangalore – 560 099 (Karnataka)

ATTENDANCE SLIP

(To be signed and handed over at the Registration Counter)

Folio No.:

No. of Share(s) held:

I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Tuesday, the 31st day of August 2010 at 10.00 a.m. at the registered office of the company at #143C5, Bommasandra Industrial Area, Hosur Road, Bangalore – 560 099.

(All Particulars should conform with that of Company's Record)

Member's Name (in block Letters) :
Father's/Husband's Name :
Complete Address :
Proxy's Name :

Member's / Proxy's Signature