EDUCATIONAL CONTENT MANAGEMENT TO DELIVERY SOLUTIONS

August 5, 2019

To,

BSE Limited,
P. J. Towers,
Dalal Street,
Mumbai – 400 001
**(SCRIP CODE : 532687)**

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra- Kurla Complex,
Bandra, Mumbai- 400 051
**(Scrip Symbol – REPRO)**

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year 2018-2019**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of the Company for the Financial Year 2018-19.

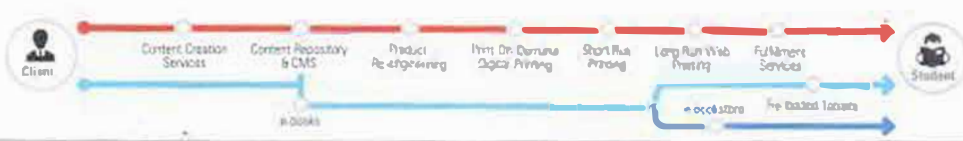
This is for your information and records.

Thanking you,

Yours faithfully,
For **REPRO INDIA LIMITED,**

KAJAL DAMANIA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As Above





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REPRO©

BOOKS ON DEMAND. ANYTIME, ANYWHERE

ANNUAL REPORT 2019

# BOOKS WITHOUT BOUNDARIES

Any book! Anytime! Anywhere!

# BOOKS WITHOUT BOUNDARIES

**Boundaries of Geography.**
**Boundaries of Choice.**
**Boundaries of Time.**

Technology has allowed us to crash these boundaries. Repro's tech platform is bringing millions of publishers closer to millions of readers.

**Making any book, available to any reader, Anytime, Anywhere.**

Repro India, as a Content Aggregator, bridges the miles between content owners (Publishers) and their end customer. Repro's clients who are publishers all over the world own content which requires to be delivered to their customers – who are students or readers. These physical books or e-books need to be delivered on any media (book, computers, tablets or mobiles). Repro India bridges this requirement by delivering the books in the required time, at the required price, anywhere in the world to students or readers.

Repro offers services which range from Content Designing to Digital Warehousing – from Content Adaptation to Multimedia Enhancements and from producing millions of books for students – to just One Book on Demand for the e-Commerce/e-tailers' customer. Repro has a presence across India, Africa, US and UK and has been partnering with publishers all over the world for over 2 decades, pioneering unique solutions required in the Industry.

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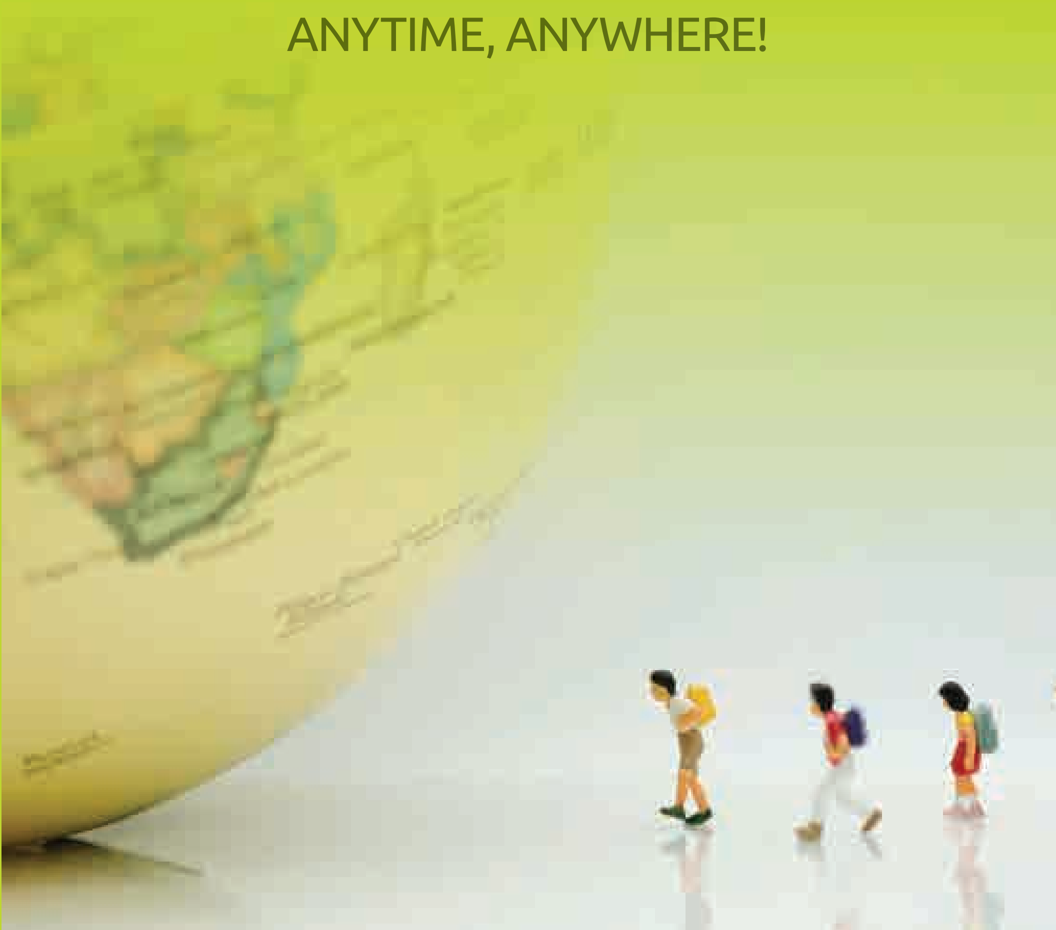
A complete version of this Annual report is available at www.reproindialtd.com



# Contents

# BOOKS WITHOUT BOUNDARIES

The last decade has seen more change than perhaps the last entire century. And this change has been primarily driven by the digital revolution. Digital platforms like Uber and Airbnb have created new paradigms. Online marketplaces like Amazon have disrupted the way people shop and live.

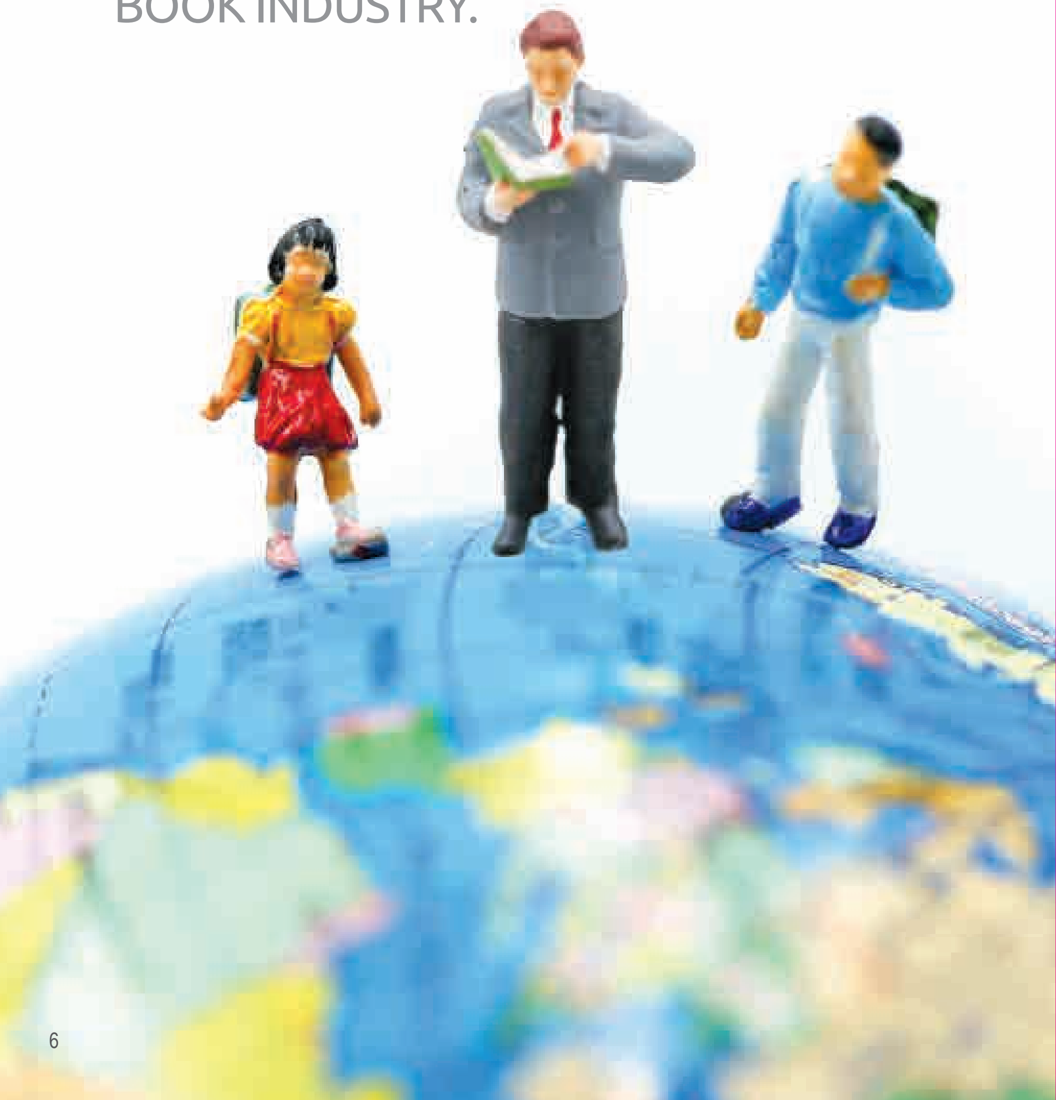
**Repro is bringing about this same positive disruption in the area of publishing.**

The crashing of barriers thanks to technology and the internet have changed the playing field. Age-old distribution models are giving way to the e-retail model. More and more retailers are converting to e-sales and selling books online. Readers too are getting increasingly acclimatised to buying online.

This is where Repro has seen the opportunity and need. Its tech platform is breaking the boundaries of geography and time. By offering a path breaking print-on-demand solution wherein by producing a book after the customer has bought it, Repro eliminates the logistic challenges publishers face, while getting more books, to more readers… anytime…anywhere!

# A BORDERLESS WORLD

SOMEWHERE IN THE WORLD, A READER IS BUYING A BOOK... AND ADDING TO THE GLOBAL BOOK INDUSTRY.



# The retail revolution is well truly here.

## The online retail force has arrived bringing with it unimaginable possibilities.

Products and services cross continents, offer pricing options, make available incredible choices and reach customers in the farthest corner of the world.

## A NEW KIND OF SHOPPER

Thanks to this revolution, the internet has created an entirely new kind of shopper – and an entirely new kind of marketer too! Statistics tell us that it takes a new e-commerce marketer only about 30 minutes to register as a seller on any e-commerce site and upload the products he or she wants to sell. Imagine the opportunities to reach new customers.

**Potential shopping formats may well increase to 800 and beyond.**

A recent survey of trends in retail shopping indicates that e-commerce has added on more than 40 new buying options for the digital shopper. This is on the rise. With networked connections of people, process and data exploding, it is expected that potential shopping formats may well increase to 800 and beyond. Just some of the kind of options we could see are mobile devices with live web engagements; checkout optimisation; mobile payments; augmented reality and drone delivery. Some of these have already started in a small way. Social media too, is playing an enormous role in creating awareness of new products and services to potential customers.

## TECHNOLOGY DISRUPTING BUYING PATTERNS

Buying on mobile phones is yet another phenomenon that is increasing as we speak. With networked connections of people, process and data exploding, potential shopping formats are exploding at the same rate. Social scientists expect these to increase to many multiple formats. Most of these facts point to the fact that e-commerce is here to stay – and that it is the prime platform for businesses to grow. The next decade is likely to see online shopping increase to the point that almost everything is bought online – even the 'touch-feel' products. This is primarily thanks to the fact that technology is enabling quicker checkout times, the ability to compare prices, and safer payment gateways.

> **THE PUBLISHING INDUSTRY TOO, IS BEING DRAMATICALLY IMPACTED BY THE RAPID GROWTH OF E-COMMERCE.**

This sweeping digital transformation has dramatically changed the shopping behaviour of consumers. Because of this, retailers are re-defining business models, re-thinking strategies and re-learning traditional customer segmentation. The publishing industry too, is being dramatically impacted by the rapid growth of e-commerce

# CRASHING BARRIERS

MILLIONS OF READERS IN INDIA, ARE MAKING IT THE WORLD'S SIXTH LARGEST BOOK MARKET.

# India is one of the world's fastest growing e-commerce market places.

## Millions of internet users are being added on every day.

The internet is an intrinsic part of life. And buying products online – specially books – is a trend that is here to stay!

## SELLING BOOKS ONLINE – A GROWING TREND

There are various factors that are driving the growth of e-commerce. Declining broadband subscription prices, the proliferation of 3G and 4G services, a rapidly changing urban lifestyle, and the sheer convenience of online shopping – all these factors are rapidly making Indian citizens into 'netizens'.

This is leading to one overriding outcome. Brick and mortar retail is becoming difficult for both retailers and customers. With real estate being expensive and infrastructure in a state of flux, retailers are opting for the e-model.

In just last few years, online transactions have grown to a massive magnitude. Forecasts indicate that India's online shoppers are likely to grow manifold. This is primarily driven by the fact that almost 90 percent of India's online population is aged between 25-44 years. Another trend we are seeing is that online sales are increasing from tier two and tier three cities as well – besides the larger cities.

**Indian citizens are rapidly becoming 'netizens'.**

Since the book publishing industry in India is growing, e-commerce trends are creating disruption and changing the way books are bought, produced and distributed.

Recognising this trend, most publishers are rushing to get their books digitised and on digital storefronts. As it stands today, India has approximately 9000 organised publishers. Surveys suggest that a lot of publishers are waking up to the fact that their content needs to be digitised and made available to online shoppers.

## A NEW BOOK HABIT

This has led to one of the most significant aspects for publishing – which is that books remain among the highest in online sales – as compared to other products. The habit of buying a book online, and having it delivered home, is one that is catching on fast. This could also be due to innovations that e-retailers offer – for example offering a sample to read, views of the content etc. This assures the potential reader that he or she is indeed making a considered choice, thus making them more confident of their purchase.

**FORECASTS INDICATE THAT INDIA'S ONLINE SHOPPERS ARE LIKELY TO GROW MANIFOLD.**

And making the process of choosing a book online more pleasurable and convenient.

To summarise, the publishing industry, in which Repro operates, is undergoing significant changes due to the disruption in the e-retail environment. With books being among the largest component of items sold on e-commerce sites, the opportunity in this space is clearly enormous

# REDEFINING PUBLISHING

## NEW MARKETS, NEW MINDSETS, NEW METHODS...CHANGE IS HERE!

# The publishing industry is changing at a never before pace.

## New reading and buying habits are driving the change.

Readers are getting accustomed to getting a greater choice, at better prices and faster speeds.

And age old systems are giving way to newer processes, bringing tremendous benefits to readers and publishers alike.

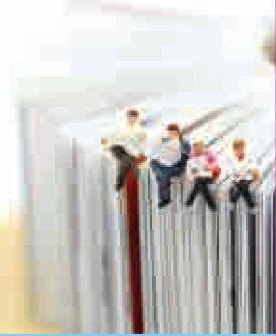
## DISRUPTION OF TRADITIONAL PROCESSES

Publishing is undergoing significant changes due to the disruption in the e-retail environment. With books being among the largest component of items sold on e-commerce sites, the opportunity in this space is clearly enormous. Thanks to advances in information and communication technologies, business strategies such as mass customisation, globalisation and shorter production cycles are coming into play creating new paradigms and opening up new channels of distribution.

Over the years and particularly in recent years, the publishing industry has been plagued with logistics and supply chain challenges. Other changes have altered the DNA of the industry. For example, self-publishing today, is a segment that is growing in popularity. All these factors are making the traditional supply chain obsolete.

The traditional publishing process is often unwieldy and unorganised, leading to many inefficiencies. The issue of returns is also a pressing one with most retailers only willing to stock on a consignment basis. The issue of piracy and long credit cycles compounds the problem.

**Various factors are making the traditional publishing supply chain obsolete.**



## REDUCED 'TIME-TO-CUSTOMER'

The new e-commerce trends are creating disruption and changing the way books are bought, produced and distributed.

With 'time-to-customer' reducing as readers become more discerning and demanding, smaller players are finding it difficult to meet the speed of response the e-world demands. Warehousing and large inventories are becoming more difficult to manage and commercially unfeasible. Digital platforms are edging out the older traditional supply chains and taking over the process of content, production and distribution.

**DIGITAL PLATFORMS ARE EDGING OUT THE OLDER TRADITIONAL SUPPLY CHAINS AND TAKING OVER THE PROCESS OF CONTENT, PRODUCTION AND DISTRIBUTION.**

## THE DIGITAL EDGE – REACHING NEW READERS

In this environment, the players with the wherewithal to master and grow in the digital world, gain the edge. More and more publishers are looking for solutions that will help them take advantage of the opportunity that e-commerce has thrown up.

These challenges, alongside the digital revolution, are giving rise to a new readership and market. Repro has stayed abreast of technology in order to provide publishers with the solutions for taking advantage of this e-commerce opportunity. And this is what Repro is capitalising on

# CREATING THE NEW NORMAL

THE REPRO TECH PLATFORM IS DISRUPTING THE PUBLISHING PROCESS TO GET MORE BOOKS, TO MORE READERS WITH A PATH BREAKING PRINT-ON-DEMAND SOLUTION – CREATING A NEW NORMAL.

## The e-retail bug has clearly bitten the publishing industry.

### Purchasing habits are changing dramatically and many publishers are left floundering.

Publishers are rushing to digitise and get on the e-retail bandwagon. This is where the Repro tech platform comes into play, with a solution that is able to offer books on demand… anytime… anywhere.

## A DISRUPTIVE SOLUTION

To capitalise on the increasing demand of readership, and to bring back profitability in the value chain, at Repro we have focused on developing a tech platform that helps publishers ride the e-retail revolution to great benefit.

With innovation in process and the application of relevant technology for production and distribution – we are helping crash barriers between publishers and their readers – existing and new.

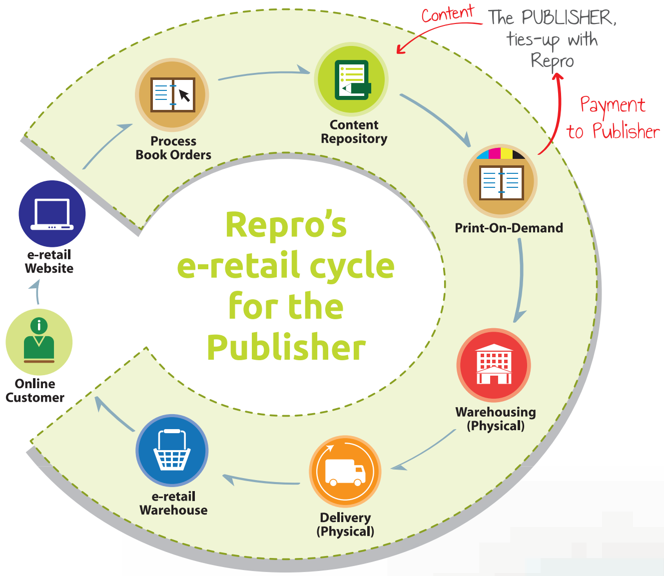
The Repro solution extends from the first mile of a publisher's content assets to the last mile of content delivery to the end user anywhere in the world.

**Repro is helping crash barriers between publishers and their readers, and getting books to more readers, through more channels, anytime, anywhere.**

## AGGREGATING CONTENT

We aggregate content from the publisher (the content owners) and archive it in our digital warehouse; we then access it on demand when an order is placed through an e-retail channel; we then produce, fulfill and deliver it 'just-in-time' to the end user – in India and across the world. We have further extended the solution to distribution and collection – right up to collection of royalties which we then give publishers for each book purchased and produced.

Since the book is produced after it has been bought, it results in benefits for publishers including:




- Zero up-front investment
- Zero inventory
- Zero forecasting
- Zero freight costs
- Zero returns
- Zero obsolescence
- Zero warehousing costs
- Zero loss in sales

The solution is designed to reach the readers with the books they want – wherever and whenever they want!

Repro has designed this solution so that publishers can reach their readers, students and avail of many new channels to increase their sales while being cost effective.


**Books on demand... Anytime, Anywhere!**

Since a book is produced after it has been bought, it eliminates the challenges of the traditional publishing supply chain.

## A PLATFORM FOR CONTENT AGGREGATION

Thanks to our long standing relationships with multinational and Indian publishers, we have built a platform for Content Aggregation with over a million books already in our repository from large Indian and global publishers.

By placing books on these channels, the global market is opened up to every publishers' books. Orders for books placed on these channels, are fulfilled comprehensively by Repro.

**SINCE A BOOK IS PRODUCED AFTER IT HAS BEEN BOUGHT, IT ELIMINATES THE CHALLENGES OF THE TRADITIONAL PUBLISHING SUPPLY CHAIN.**

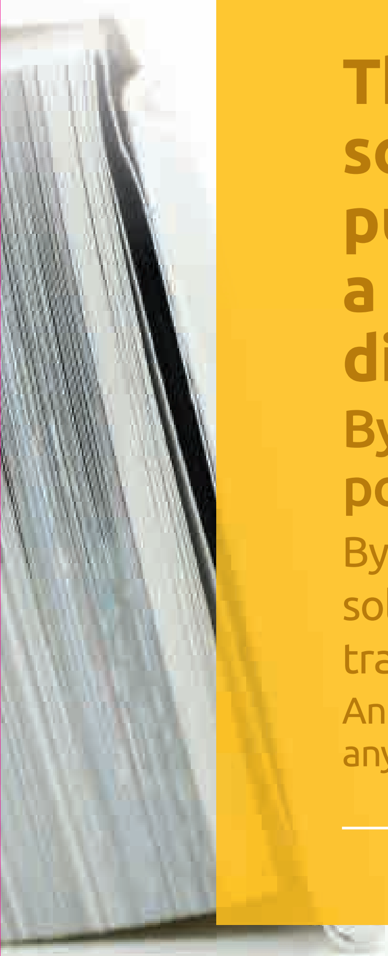
## A COMPLETE PRODUCT MIX

The market's greatest demand has traditionally been general trade books comprising fiction, non-fiction and non-educational children's books. E-commerce has opened up a new demand that has changed this product mix. K-12 and higher education, as we have seen, is garnering a larger share of the e-commerce book market, touching almost nearly 70% of the market. Higher education books account for another 20%.

Both these segments are in Repro's traditional strength areas. We therefore today have a comprehensive product mix, that includes general trade as well as children's and higher education books, including test preps

# OPENING UP ONLINE GATEWAYS

## REPRO'S POD SOLUTION ENABLES PUBLISHERS ACCESS A GLOBAL READERSHIP



## The Repro solution is helping publishers enter a new phase of digitisation.

### By widening their potential reader base.

By enabling a print-on-demand solution. By eliminating the traditional challenges.

And thus reaching more readers, anytime, anywhere.

## A TECH PLATFORM TO REACH READERS GLOBALLY

Thanks to e-commerce, today's online consumer explores all sorts of never-before channels to find the product she or he is looking for. There are many e-retailers who are reaching newer unexplored markets and readers – even in far flung destinations.

The Repro solution fulfills the demand through various channels – by aggregating, digitising, listing titles on online storefronts, producing on demand, delivering anywhere in the world. Repro has done this through tie-ups with the world's largest e-retailers – including Amazon, Flipkart, Paytm, Infybeam, Rediff, Snapdeal etc.

This solution has disrupted the traditional publishing supply chain and brought to publishers a slew of benefits.

- Publishers can get their books to reach more readers through multiple online channels thanks to our tie-ups with e-tail giants
- By producing books after they have been bought – we ensure zero loss in sales
- Publishers can access new markets at the click of a button ensuring a wider reach of front list titles
- This solution enables publishers to easily revive backlist titles

# PUBLISHERS CAN ACCESS NEW MARKETS AT THE CLICK OF A BUTTON ENSURING A WIDER REACH OF FRONT LIST TITLES

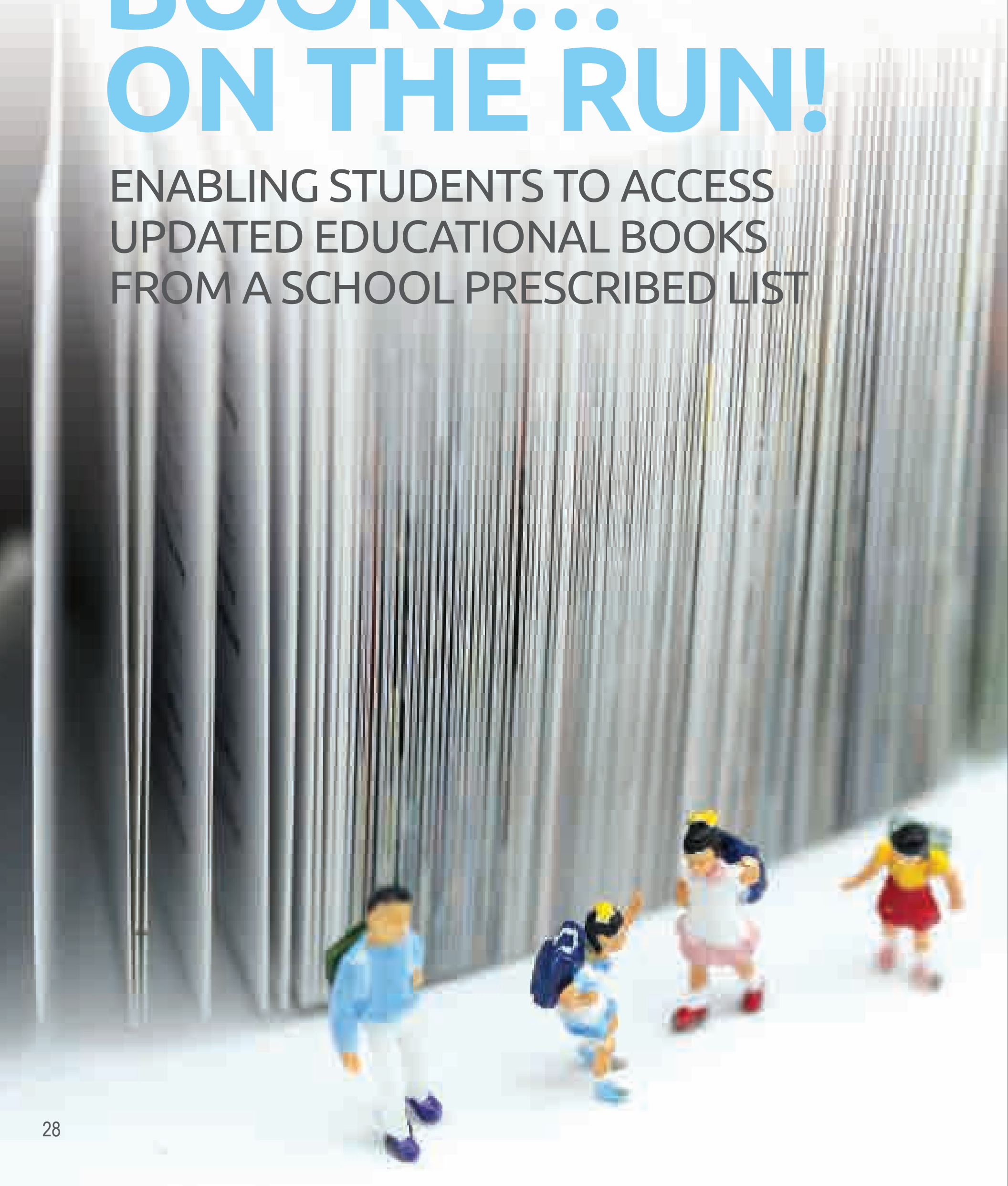
- The benefit of production and fulfilment through the POD facility, ensures the lowest production costs, zero up-front investment, zero inventory, zero forecasting, zero freight costs and zero returns.

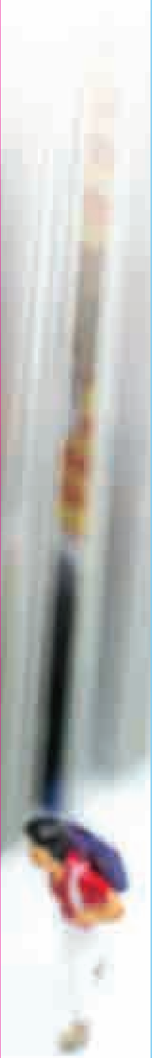
## TIE-UP WITH A GLOBAL LEADER

Our solution in this space has been further strengthened with our tie-up with the Ingram Content Group. Ingram is one of the world's largest content aggregators. With more than 14 million titles in their repository, and the trust of over 40,000 distribution partners – both e-tail and physical, Ingram offers customers a total solution, encompassing the print, digital and distribution areas. The vision remains to empower publishers with a solution that enables them to reach their books to readers anywhere in the world

# UPDATED EDUCATIONAL BOOKS... ON THE RUN!

## ENABLING STUDENTS TO ACCESS UPDATED EDUCATIONAL BOOKS FROM A SCHOOL PRESCRIBED LIST





# **Every new term brings with it administrative challenges.** Schools, parents and students gear up for long **queues.** Anxiety builds up for getting the prescribed books. The process adds challenges to an already stressful time.

## GETTING THE LATEST BOOKS TO STUDENTS

Prescribing and being able to offer the latest educational material to students every year, can be a challenging task for administrators and schools. Recognising the challenges that parents and students face at the beginning of every new school year, Repro has put into place a tech based platform that takes text books and other educational books directly to students – right to their doorstep.

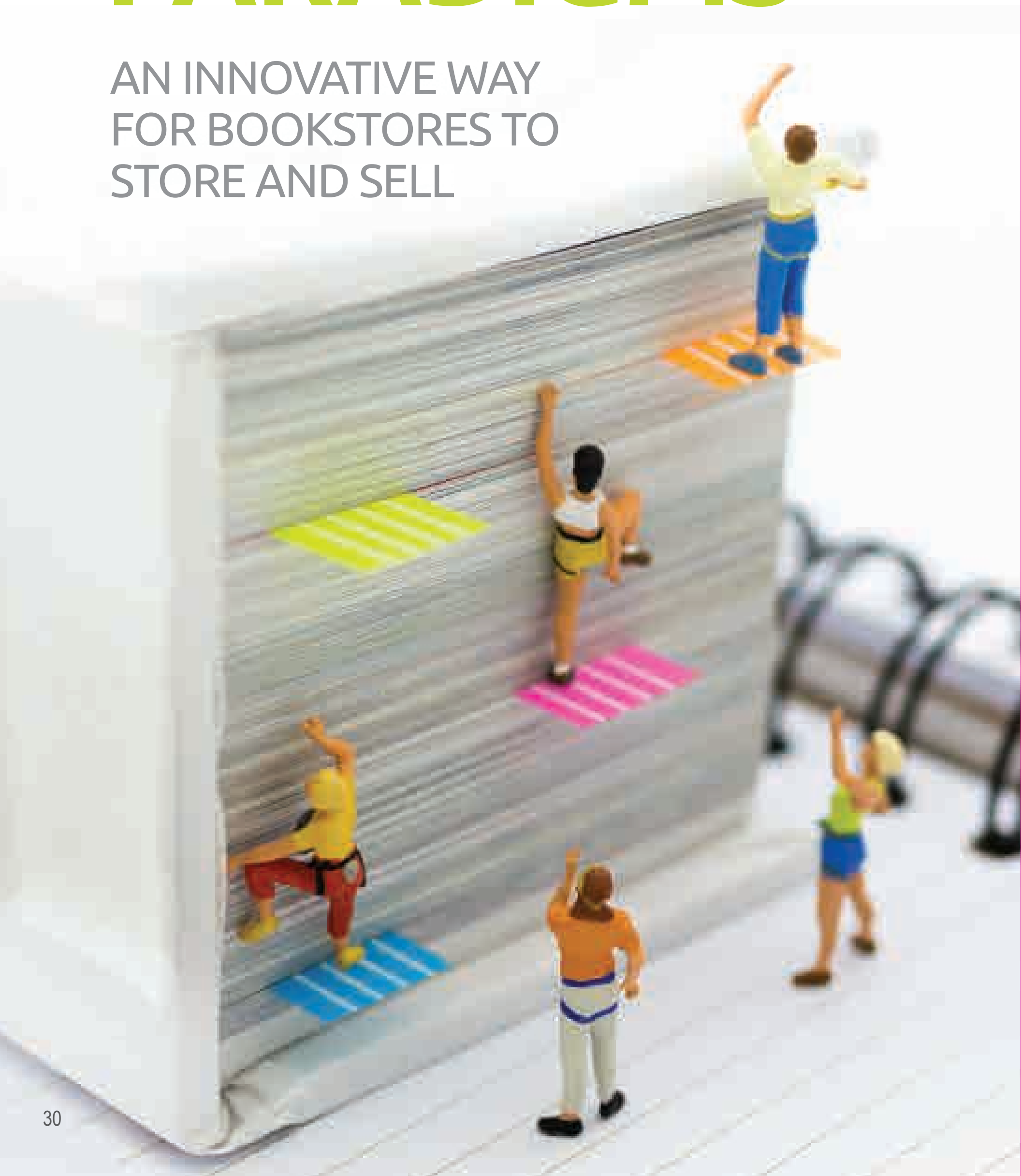
With strong relationships with numerous schools, Repro discovers the books that a school is prescribing. It then aggregates those books from publishers and stores them in digital archives, ready for print when an order is placed.

These books are also listed on preferred e-retail channels. When orders are placed by students or parents, Repro produces and fulfills the order, delivering the books directly to students.

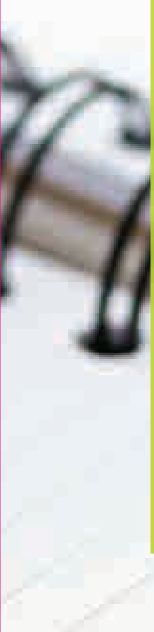
For parents and students it means no more rushing to bookstores, or finding books out of stock. For publishers it means increased sales with minimised logistics and a wider reach

# CREATING NEW PARADIGMS

## AN INNOVATIVE WAY FOR BOOKSTORES TO STORE AND SELL



**Minimising inventory and maximising sales is the mantra for all bookshops.** Repro makes it possible with a new age solution. Creating a new way to store and sell. By producing a book after it has been bought.



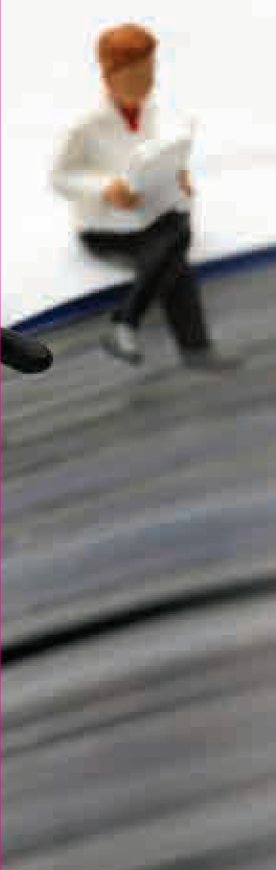
### A WHOLE NEW WAY TO STORE AND SELL

Physical retailers and bookshops everywhere face the same issues. Expensive real estate, damaged inventory, out-of-stock titles, lost sales, declining shelf space… the list goes on. The Repro solution handles all these issues.

- Repro lists and makes available all the books the bookstore has in its inventory.
- Bookstores need to keep only the minimum quantity required of each title in stock.
- As soon as a book is sold, Repro ensures the book is replaced at the bookstore.
- This solution ensures that there are no lost sales as publishers can make front lists as well as back lists available to bookstores

# NO MORE WAITING

## ANY BOOK A READER WANTS…
## IS NOW A CLICK AWAY



# Wherever in the world a reader is, he or she can now access a book.

## Whether it's the latest bestseller -

or a textbook they badly need.

Repro gets it to them, anytime, anywhere.

### FRONT LISTS, BACK LISTS... ALL AVAILABLE

Thanks to our tie ups with major e-retailers like Amazon and Flipkart, we are able to list the titles on all the leading storefronts and make them visible and accessible to readers everywhere.

In addition, our tie up with the Ingram Content Group has given us access to the 14 million plus titles that Ingram has in its repository. We make these titles available to customers.

With our longstanding relationship with publishers in India and all over the world, we list a plethora of books to build a vast list of titles across variety of categories and genres that readers can access.

Giving readers a never before choice

# ONE BOOK... OR A MILLION... PRODUCED AND DELIVERED

## MEETING THE NEEDS OF PUBLISHERS – GLOBALLY

**Repro's focus has been to work synergistically with customers to increase their business.**

**And toward this end, its various initiatives have opened the gateway to increased business.**

Repro has strong relationships with Educational Publishers. Having understood the requirements of world's largest publishers, Repro's business encompasses solutions for educational publishers in India and Africa – where it has developed a position of strength.

## FUNCTIONING AS A GATEWAY TO INCREASED BUSINESS

A large number of India's largest publishers – both Indian and multinational – have already tied in with Repro to avail of this solution and are reaching their books to a wider readership than ever before.

Repro meets the content, print and digital requirements of some of the largest educational publishers – delivering millions of books in optimum time frames, cost effectively.

**Expensive real estate, damaged inventory, out-of-stock titles, lost sales, declining shelf space**

The vision has always been to partner customers and enable them to deliver quality educational material to the customers' end users i.e., students.

- Repro already has a strong presence in 22 countries across Africa, where we produce educational books for Governments as well as schools in large numbers. Strategic relationships with several MNC publishers through an integrated value added print and fulfillment offering, enable a growth in that segment as well.
- Repro partners publishers by planning and mass producing the right product, at the right price, in the required time – and reaching it anywhere in India.
- The product range includes textbooks, supplementary books, higher education books, distance learning and vocational courseware.

# REPRO HAS A LARGE CUSTOMER BASE OF SOME OF THE WORLD'S LARGEST MULTINATIONAL PUBLISHERS, AS WELL AS LEADING INDIAN PUBLISHERS

Since Repro offers customised solutions and often of a contractual nature, the long term relationships result in benefits for all stakeholders – and some of these include:

- **Partnership** rather than transactional business
- **Understanding of business – value added services**
- Tied-in to relationship – **long-term view and planning**
- **Predictable Annual business** – aids optimal planning
- **More value** for a service based model for clients

# POWER OF TECHNOLOGY

## BRINGING TIME AND COST BENEFITS TO READERS AND PUBLISHERS ALIKE

# A custom built infrastructure.

## Backed by the latest technology.

And driven by highly trained manpower. This is what gives Repro the edge.

Repro's infrastructure has been custom built to meet the needs of the growing on-demand segments, while also meeting the massive needs of educational publishers in India and globally.

## STATE-OF-THE-ART POD TECHNOLOGY

We have invested in state-of-the-art digital Print On Demand (POD) technology that ensures that client needs for even a single copy are met cost effectively. We are increasing capacities for geographical reach and cost effectiveness by setting up facilities in North and South India – so supplementing the facility in Bhiwandi, Mumbai.

Repro has also invested in infrastructure in an SEZ in Surat to meet the unique needs of publishers in specifically identified segments of operations. Hence we are capable of producing one to a million books for different market segments.

**Repro has put into place a tech-based platform that takes text books and other educational books directly to students.**

## SEAMLESS WORKFLOWS

Repro's IT systems have been configured to enable seamless work flows and give clients a window to relevant operations. Ensuring security of data is a focus.

A high-end-industry specific ERP solution, helps manage new and ongoing job requests flowing in from the Enterprise Content Management system.

## ENTERPRISE CONTENT MANAGEMENT SYSTEM

Repro uses an Enterprise Content Management (ECM) system to manage publishers' content through its life cycle. ECM has enabled us put in place a project management based approach for managing all content related activities. XML files are securely stored in and accessed from the ECM. Publishers have access to their files. When needed, they can update the content.

## DIGITAL STOREFRONTS

Publishers working with Repro, have access to a digital storefront, from where they can place repeat orders for books and e-books. The orders once approved are automatically scheduled for production. This minimises turnaround time. Publishers, bookstores and retail partners can access title lists and can order them at the click of a button. This triggers an order which then gets produced and delivered to the end customer

# THE FUTURE...

## THE OPPORTUNITY IS WAITING

# The opportunity is waiting. The future is here.

## It's a period of change and excitement. The opportunity is exploding and the need is there.

The strategy is in place and the stage is set. The future that we have all planned for… is here.

The digital economy has brought about a never before scale of opportunity. Repro has kept its ear to the ground and anticipated and planned for the change that the digital economy has brought about. By investing in cutting edge technology, and skilled manpower, Repro is poised to take advantage of this opportunity.

It's an exciting time. And we're happy to be in it

# BOARD OF DIRECTORS

The Board of Directors has among its members distinguished personalities from different walks of life, who have shared their experience and expertise and helped make Repro a leading publishing solutions company.

## Executive Directors


Vinod Vohra
Chairman


Sanjeev Vohra
Managing Director


Mukesh Dhruve


Rajeev Vohra


Pramod Khera

## Non-Executive Directors


Alyque Padamsee*


Dr. Jamshed J. Irani**


Ullal R. Bhat


Dushyant Mehta


P. Krishnamurthy


Mahalakshmi Ramadorai


Bhumika Batra

* from 06 May 1994 to 17 November 2018. ** from 15 September 2005 to 4 January 2019.

**COMPANY SECRETARY & COMPLIANCE OFFICER**
Kajal Damania

**AUDITORS:**
**BSR & Co. LLP,** Chartered Accountants

**BANKERS**
HDFC Bank | Indusind Bank | RBL Bank Ltd
Yes Bank | Standard Chartered Bank | State Bank of India

**SOLICITORS**
Crawford Bayley & Co., Solicitors and Advocates

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E-mail: rnt.helpdesk@linkintime.co.in

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**REPRO BOOKS LIMITED**
(formerly known as Repro Knowledgecast Ltd)
Unit No. 001, of Pre-Engineered Building No. WA-V,
in Renaissance Industrial Smart City, Village – Vashere,
Taluka Bhiwandi, Thane – 421302.
Tel: 0252-2282614, 0252-2282615
Email: info@reproindialtd.com

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Dharuhera, Rewari, Haryana – 123401, India

Website: **www.reproindialtd.com**

# STRATEGY OF GROWTH

## DEAR SHAREHOLDERS,

The last few years have heralded the age of the digital platform economy. Companies such as Amazon, Google and Uber have created online structures that are enabling a wide range of human activities. This has opened the path for radical changes in how we work, socialise and create value in the economy. The end result for the consumer is life changing. Whether it's food, movie tickets, flights, hotel bookings or even grocery, an entire world resides in the confines of the computer – all accessible at the click of a button.

For us at Repro, in the area of publishing, the opportunity and impact of the platform economy has been just as dramatic.

## THE PLATFORM ECONOMY IN INDIA

It's been recognised the world over that India is one of the world's fastest growing e-commerce market places. India is believed to have the second largest user base in the world, behind China. A rapidly growing economy and the robust demographics suggest a growing trend in e-commerce. The e-commerce market in India is expected to grow to become the fourth largest in the world – and this is despite the fact that internet penetration still has scope to go deeper into India.

When one co-relates this potential to books, the opportunity is staggering. We know that books account for approx 15% of the overall e-retail trade. At this present time, Indians spend a whopping amount on books every year. And this is the opportunity that we are tapping into.

## A DIGITAL MODEL FOR THE BOOK INDUSTRY

One of the most exciting outcomes of disruptive technologies, for both publishers and readers is the accessibility of content. Books can be bought at a click of a button, enabling publishers to reach millions of readers, anywhere in the world.

By moving out of our traditional business model, we have entered an exciting space in the new playing field of the digital marketplace. So that any reader can get the book of his choice; and any publisher, anywhere in the world, can reach a reader, anywhere in the world.

## DISRUPTING THE TRADITIONAL – WITH BOOKS ON DEMAND

The traditional publishing process can be rather unwieldy. Obsolete content, piled up inventory, warehousing costs, logistic issues and often a long and frustrating collection cycle – all these are the issues that plague publishers in India.

At Repro, our POD books-on-demand tech solution eliminates these issues – enabling publishers take their content online and reach it to more readers everywhere. Our tech platform ensures the zero-headache solution for publishers, with zero inventory, zero obsolescence and zero returns. This is possible because the Repro solution enables a book to be printed after it has been bought.

To meet these objectives, we have focused aggressively on our strategy of content aggregation and dissemination. We aggregate publishers' books in our digital warehouses, and make them available to readers online through e-retailers like Amazon and Flipkart. We have achieved positions of strength by partnering with these e-retail giants.

## CONTINUING A STRATEGY OF GROWTH

To add greater momentum to our growth strategy, we continue to add titles in our content repository. This gives publishers in India a global reach. Parallely, as part of Ingram's Global Connect Program, we continue to offer customers in India access to millions of international titles.

In addition, our solution and strategy reaches all stakeholders in the publishing value chain. We reach school books directly to students by aggregating and archiving prescribed books on digital storefronts; we offer bookstores visibility to digital storefronts so that they need to store less books and are never out-of-stock; and we offer publishers online channels to sell and distribute printed inventory.

## STRENGTHENING CURRENT BUSINESSES

Our traditional businesses continue to grow ensuring greater predictability and realisations. We continue to strengthen our relationships with our customers, offering them greater value while opening up gateways to enhanced business growth for them. Our longstanding partnerships with Indian and multinational publishers, enable us to achieve greater efficiencies, through predictable volume planning. In Africa, a reviving market is enabling us drive increased businesses in the key 22 countries – while also adding newer clients to our portfolio.

## THE FUTURE

As we enter a new year, and a new phase of our growth, we are well on our way to entrenching ourselves in the digital era. We are continually planning for the next wave that is required with the rapidly changing environment. We are building newer platforms and planning to be future ready so that we can seize the enormous business opportunities that will appear in this digital world.

Our investment strategy is helping us build an effective pan-India presence so that we are able to service all regions with greater efficiency and ease.

The future is exciting, and we are ready for it. I thank you all for your support in the last year and look forward to another year of our shared success.

Thank you!
**Vinod Vohra**

# DIRECTORS’ REPORT

To
The Members,

Your Directors take pleasure in presenting the Twenty-Sixth Annual Report of your Company together with the Audited Financial Statements for the financial year ended on March 31, 2019.

## REACHING MORE BOOKS TO MORE READERS, THROUGH REPRO’S TECH PLATFORM

Repro India, as a Book Aggregator, bridges the miles between content owners (publishers) and their end customers. Repro’s clients, global publishers, own content which requires to be delivered to their customers. Your Company bridges this requirement by producing and delivering the books in the required time, at the required price, anywhere in the world to students or readers.

The last few years have seen a dramatic and sustained growth in the area of e-commerce and digital retail activity. Your Company has a focussed business strategy based on the Print On Demand (POD) model which it has been following over the last few years. These strategies have been showing results and your Company is now moving forward on the path of accelerated growth. The strategic route of Content Aggregation that was adopted, has set your Company well on the path to a rapidly growing business opportunity.

With e-commerce changing the global scenario so rapidly, your Company’s clients, need to reach their titles to readers all over the world. Sometimes, with just a single book directly to the reader. Further, with the growth of the book industry in India and the rapid growth of e-commerce, your Company sees the continued and sustained growth of this business and is focusing on innovating and building technology platforms to meet the current and future needs of the industry.

As Uber has done with the passenger transport industry and Airbnb has done with the hospitality industry, your Company has disrupted the book publishing industry. Your Company aggregates books and reaches millions of readers all over the world, with the books they want – anytime, anywhere. Your Company has been able to change the business paradigm in the publishing industry by opening up various online channels for its publisher clients – increasing their reach and revenues – while decreasing their costs. Thus, your Company aggregates publishers’ books and lists them online for sale – often producing books after they have been bought by customers online.

Your Company has already tied up with online giants such as Amazon, Flipkart, Paytm and many others to reach readers in the fastest time possible and in the most cost-effective manner. Your Company has also tied up with the Ingram Content Group Inc. to become a part of the Ingram Content Group's Global Connect program.

Your Company also further reduced the operational and financial costs, borrowings and debtors – thus ensuring that the financial consolidation is now at an optimum level.

## FINANCIAL RESULTS

The summarised financial results of the Company for the Financial Year ended March 31, 2019 are presented below:

**STANDALONE** **(₹ in Lakhs)**

| | Financial Year | |
|---|---|---|
| **Particulars** | **2018-19** | **2017-18** |
| Revenue from operations | 26145.00 | 23288.51 |
| Profit before interest, depreciation and taxation | 4972.78 | 4441.62 |
| Financial Expenses (net of interest income) | 540.03 | 293.81 |
| Depreciation | 1316.30 | 1275.40 |
| Profit before tax | 2304.93 | 2872.41 |
| Tax Expenses | 368.11 | 148.63 |
| Profit after Tax | 2673.04 | 3021.04 |
| Transfer to General Reserve | - | - |
| Proposed Dividend | - | - |
| Tax on Dividend | - | - |

**CONSOLIDATED** **(₹ in Lakhs)**

| | Financial Year | |
|---|---|---|
| **Particulars** | **2018-19** | **2017-18** |
| Revenue from operations | 39948.72 | 29931.28 |
| Profit before interest, depreciation and taxation | 4425.48 | 3577.65 |
| Financial Expenses (net of interest income) | 1024.88 | 669.97 |
| Depreciation | 1483.80 | 1417.15 |
| Profit before tax | 1905.93 | 1490.53 |
| Tax Expenses | 452.01 | 148.63 |
| Profit after Tax | 2357.94 | 1639.16 |
| Transfer to General Reserve | - | - |
| Proposed Dividend | - | - |
| Tax on Dividend | - | - |

Note: Previous year's figures have been regrouped/reclassified, wherever necessary to correspond with the current year classification/disclosure.

## PERFORMANCE OVERVIEW

The highlights of the Company's Standalone and Consolidated performance are as under:

**Standalone:** During the year there has been a 12.26% increment in the revenues from ₹ 23288.51 Lakhs to ₹ 26145.00 Lakhs. The Company's profit for the financial year is ₹ 2304.93 Lakhs whereas, in the last year, the profit before tax was ₹ 2872.41 Lakhs.

**Consolidated:** During the year there has been an increase in revenue by 33.47% from ₹ 29931.28 Lakhs to ₹ 39948.72 Lakhs. The Company's profit for the financial year is ₹ 1905.93 whereas, in the last year, the profit before tax was ₹ 1490.53 Lakhs.

## CONSOLIDATED FINANCIAL ACCOUNTS

In compliance with the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, (hereinafter referred to as 'the Listing Regulations'), the Consolidated Financial Statement of the Company and its subsidiaries have been prepared for the year under report as per Ind AS applicable to the Company. The Audited Consolidated Financial Statement along with the Auditors Report thereon form part of this Annual Report. The Consolidated Financial Statement presented by the Company include the financial results of all the subsidiaries. The Audited Financial Statement of these entities have been reviewed by the Audit Committee.

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, your Company has two Subsidiary Companies, viz Repro Books Limited (formerly known as Repro Knowledgecast Limited) and Repro Innovative Digiprint Limited. In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Repro Books Limited being wholly owned subsidiary of Repro India Limited is a material subsidiary company as its turnover exceeds 10% of consolidated turnover of Repro India Limited in the immediately preceding accounting year. The Board has approved a Policy for determining material subsidiaries. The same is also available on the website of the Company at www.reproindialtd.com

A separate statement containing the salient features of financial statements of Subsidiary Companies forms part of the consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the Subsidiary Companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except

Saturdays, Sundays and National holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of your Company. In accordance with Section 136 of the Companies Act, 2013, the financial statements including the consolidated financial statements, financial statements of Subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company www.reproindialtd.com

A statement containing the salient features of the financial performance of each of the Subsidiaries are included in the consolidated financial statements of your Company is set out in the **"Annexure A"** to this Report.

During the year, no Companies have become or ceased to be the Subsidiaries, Associates and Joint ventures during the year.

## BUSINESS HIGHLIGHTS

The last year has seen your Company continue its focus on growing the Print on Demand (POD) business and to riding the digital wave, which the e-commerce boom has presented.

**A global opportunity**

The concept of book aggregation combined with the e-retail boom has disrupted the publishing supply chain. This means that books can be bought at a click of a button, enabling publishers to reach millions of readers, anywhere in the world. Thus enabling a reader to have access to the latest title, as soon as it is out.

It is this opportunity that your Company focused on. By moving out of the traditional business model, your Company is paving the way for an exciting future – by entering the new playing field of the digital marketplace. So that any reader can get the book of his choice; and any publisher, anywhere in the world, can reach a reader, anywhere in the world.

In India – as in the rest of the world, the reading habit is on the increase. The book market has been growing and India is also adapting to the digital change very rapidly. Fuelling this growth potential, e-commerce trends are creating disruption and changing the way books are bought, produced and distributed. This disruption has also been felt in the publishing industry with the emergence of an entirely new kind of shopper.

Today's online consumer explores all sorts of never-before channels to find the product she or he is looking for. This sweeping digital transformation has dramatically changed the shopping behaviour of consumers. This has led to e-retailers re-defining business models, re-thinking strategies, and re-learning traditional customer segmentation.

Perhaps the most significant fact is that books remain among the highest in online sales – as compared to other products. The habit of buying a book at the click of a button, and having it delivered home, is one that is catching on fast.

**Disrupting the traditional chain through technology and innovation**

Like other industries, publishers too are struggling to explore new markets and new ways of doing business, in response to forces such as advances in information and communication technologies, business strategies such as mass customisation, globalisation and shorter production cycles.

The publishing industry, in which Repro operates, is thus undergoing significant changes due to the disruption in the e-retail environment. With books being among the largest component of items sold on e-commerce sites, the opportunity in this space is clearly enormous.

The traditional publishing process is frequently unwieldy. Publishers deal with obsolete content, complex inventory, warehousing costs, logistic issues and often a long and frustrating collection cycle. The issue of returns is also a pressing one, with most retailers only willing to stock on a consignment basis. The issue of piracy and long credit cycles compounds the problem.

Additionally, making books visible to readers poses a challenge, with publishers' reach restricted to physical distribution and sales channels. But the crashing of barriers thanks to technology and the internet are changing the playing field. Age-old distribution models are giving way to the e-retail model. Many more retailers are converting to e-sales and selling books online. The outcome is that more customers choose to buy through digital platforms because they get a larger choice – without the inconvenience of going to bookstores and then finding a book is out of stock. And so, with a larger choice, and instant gratification, customers too are demanding more books… in a shorter timeframe… And at a lower cost!

However, with customers becoming more demanding, publishers are finding it difficult to meet the speed of response that the e-world demands. Warehousing and large inventories are becoming more difficult to manage and commercially unfeasible, now more than ever. Digital platforms and models are edging older traditional supply chains, and taking over the process of content, production and distribution.

**Pioneering a tech solution**

Against this background, your Company has made tremendous strides in innovating a technology solution that enables publishers all around the world to reach readers all over the world. This has enabled your Company to carve out a space at the forefront of the e-revolution in publishing.

Building on traditional strengths, your Company has invested time and resources in developing a customised model that specifically caters to the newly emerging e-retail business. As a content aggregation and dissemination company, your Company is today pioneering the way in e-retail solutions in India.

Your Company aggregates content from the publisher (the content owners) and archives it in a digital warehouse; accesses it on demand when an order is placed through an e-retail channel; produces, fulfills and delivers it 'just-in-time' to the end-user – in India and across the world. The solution even extends to distribution and collection – and then payment to the publisher for each book bought. Your Company works with publishers in the Trade market, the Higher Education market, the Test Prep market and with Children's books.

Your Company's longstanding relationships with major publishers have allowed the company to build a large repository of book titles for print-on-demand use. An investment in the latest POD technology gives your Company the ability to print on demand as low as 1 copy per title, with a rapid turnaround time.

This solution benefits not just readers everywhere as they get access to more books – anywhere in the world. But the largest and most significant benefit is to publishers.

By producing books after they have been bought – Repro enables zero loss in sales. Publishers can access new markets at the click of a button ensuring a wider reach of frontlist titles. It enables revival of backlist titles. The benefit of the technology solution, ensures the lowest production costs, zero up-front investment, zero inventory, zero forecasting, zero freight costs and zero returns.

**Collaborations with world leaders**

The contractual arrangement your Company has entered with Ingram Content Group enables your Company's clients to reach many more readers at the click of a button. The Ingram Content Group is one of the world's largest content aggregators with more than 14 million titles in their repository. With this tie-up, publisher's books can be reached all over the world through the Ingram Global Connect programme.

Making the process completely seamless, your Company also has tie-ups with e-tailers like Amazon and Flipkart to enable the listing of publishers' titles on e-tail sites, giving the readers access to global titles with significantly reduced lead times and price. This entire value chain enables your Company to partner publishers to increase their revenues and reach their e-tail customers by providing a complete solution.

**Innovative solutions for the School market**

With its focus on education, your Company has created a solution that ensures that publishers' titles reach the student directly at home. Your Company aggregates books required by students from publishers and lists them online on school-specific pages. Once the order is placed by the student, your Company ensures that the student receives the kit at home.

This solution opens up newer markets for the publisher and there is an increase in sales while the logistics are minimised. The school benefits as it does not have the challenges of organising thousands of physical books to be sold from the school. Also, the school, parents and students can avail of the benefits of technology to have books delivered at home at the click of a button.

**Enabling publishers grow their business – from one book to a million**

Your Company, has for a long time, been partnering with customers right from creating and managing content; to producing it in the required format, print or digital; to ensuring books or e-books reach the end-user anywhere in the world.

By leveraging its strong relationships with publishers, your Company has become one of India's largest aggregators of content with the end delivery being millions of printed books. Through this solution, your Company offers publishers multiple opportunities to the publishers with the same content.

In the traditional education space, your Company continues to consolidate its position of strength with the existing customer base, while increasing its value-added services to each of its key clients. This value addition and the spirit of a business partnership with key publishers and MNC clients, enables your Company to stay ahead by ensuring predictability of business, focus on the right products and value engineering to ensure the optimal value chain.

Over the last several years, your Company has built enduring relationships with key publishers in 22 countries across Africa. Your Company also has understood the nuances of the publishing process in Africa, as well as the process of Government tenders. This has helped your Company become the partner of choice for most leading publishers. Your Company has focused on ensuring the 'right' product' with the 'right client' strategy. In the UK and USA where your Company has built strong relationships with multinational publishers, the e-commerce solution will help further expand the scope of services in this segment too.

With these strategies in place, your Company continues to remain a long term partner for creating, producing and delivering the books anywhere in the world.

## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report on the operations of the Company forms an integral part of this Report and gives detail of the overall industry structure, developments, performance and state of affairs of the Company's various businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2018-19 under review and the same is given in a separate section of this Annual Report.

## EMPLOYEE STOCK OPTIONS SCHEMES (ESOP)

The Nomination and Remuneration Committee of the Board of Directors (NRC) of the Company, inter alia, administers and monitors the Employee Stock Option Scheme 2010 ("ESOS 2010" or "Scheme") of the Company in accordance with the SEBI Regulations.

During the year under review, there has been no exercise of ESOPs and hence, there is no allotment.

## SHARE CAPITAL

During the year under review, there is no change in the paid-up share capital of the Company and hence paid-up share capital stands at ₹ 11,49,63,510/- comprising of 1,14,96,351 equity shares of ₹ 10/- each fully paid up as at March 31, 2019.

## TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve.

## PUBLIC DEPOSITS

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

## DIVIDEND

During the current financial year, your Directors have not recommended dividend for the financial year under review because the Company has start-up with new plant for expansion of its business to reach out to new market segment and also, Company require funds for growth.

## AUDITOR'S AND AUDITOR'S REPORT

The matters related to Auditors and their Reports are as under:

## STATUTORY AUDITOR

The observation made in the Auditors' Report on the Company's financial statements for the financial year ended March 31, 2019 are self-explanatory and therefore do not require for any further comments/information. The Auditors’ Report does not contain any qualification or adverse remarks.

## SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, M/s. Yogesh Patel & Associates, Practicing Company Secretaries had been appointed to undertake the Secretarial Audit of the Company for the year ended March 31, 2019. The Secretarial Audit Report is set out in the **“Annexure B-1”** which forms an integral part of this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except the following: Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive - Independent Director is disqualified by Registrar of Companies u/s 164 (2), however he has filed petition before the Hon’ble High Court, for removal of his disqualification. The remark is self explanatory and does not require any further clarification.

In terms of Section 204 of the Companies Act, 2013, the Audit Committee recommended and the Board of Directors of the Company have appointed M/s. Yogesh Patel & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for the financial year ending March 31, 2020. The Company has received their consent for the said appointment.

Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 issued by SEBI, the Company has obtained the Annual Secretarial Compliance Report, thereby confirming compliance of the applicable SEBI Regulations and circulars /guidelines issued thereunder, on behalf of the Company.

In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the material unlisted subsidiary company i.e. Repro Books Limited (formerly known as Repro Knowledgecast Limited) appointed M/s. HD & Associates, to undertake the Secretarial Audit of the Company for the year ended March 31, 2019. The material subsidiary Secretarial Audit Report is also set out in the **“Annexure B-2”** which forms an integral part of this report. The said report does not contain any qualification, adverse remark or disclaimer.

## PROPOSED MERGER

With a view to improve productivity and strengthen to further efficiency, the Company has initiated a Scheme of Arrangement (the “Scheme”) involving merger of Repro Innovative Digiprint Limited (the wholly owned subsidiary) print business into the Company.

The Board of Directors of the Company has approved the Scheme of Arrangement between Repro Innovative Digiprint Limited (the wholly owned subsidiary) under Sections 230 to 232 of the Companies Act, 2013 in its meeting held on May 28, 2019. Pursuant to the proposed Scheme, the print business of Repro Innovative Digiprint Limited shall merge with the Company. The approval of this Scheme by the Board of Directors was duly reported to the Stock Exchanges and the Scheme has been uploaded on the Company website of the Company. This Scheme has been filed with the Honorable National Company Law Tribunal ("NCLT"), Mumbai.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return of the Company in Form MGT- 9 in accordance with Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, are set out in the **"Annexure C"** to this Report.

## INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account created by the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends during the financial year 2018-19. Further, the corresponding shares are also transferred as per the requirements of the IEPF rules, details of which are provided on our website at www.reproindialtd.com

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a policy on related party transactions which is also available on Company's website at www.reproindialtd.com

Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of the Listing Regulations, all related party transactions were placed before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions for their review and approval.

Contracts/arrangements/transactions entered by the Company during the financial year with related parties were on an arm's length basis and largely in the ordinary course of business. All related party transactions are placed for approval before the Audit Committee and also before the Board wherever necessary in compliance with the provisions of the Act and Listing Regulations. During the year, the Company has not entered into any contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on material related party transactions or under Section 188(1) of the Companies Act, 2013. Accordingly, there are no particulars to report in Form AOC- 2.

## INVESTMENTS, LOANS, GUARANTEE AND SECURITY

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the financial statement forms part of this Annual Report.

## DISCLOSURES UNDER SECTION 134(3)(l) OF THE COMPANIES ACT, 2013

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

## RISK MANAGEMENT

Your Company continues to focus on a system based approach to business risk management. The Company has in place comprehensive risk assessment and minimisation procedures, which have been reviewed by the Board periodically.

Your Company recognises that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

There are no risks which in the opinion of the management threaten the existence of your Company.

However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

## PROHIBITION OF INSIDER TRADING

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' and 'Code of Fair Disclosure' of Unpublished Price Sensitive Information to ensure prohibition of insider trading in the organisation. The said codes are available on Company's website at www.reproindialtd.com. The 'Trading Window' is closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. The Company Secretary of the Company has been designated as Compliance Officer to administer the Code of Conduct and other requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015.

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed Companies. All our corporate governance policies are available on our website.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism to provide avenues to the Directors and employees to bring to the attention of the management.

Your Company is committed to highest standards of ethical, moral and legal business conduct. Your Company has Vigil Mechanism/Whistle Blower Policy as per provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimisation or any other unfair practice being adopted against them. More details on the Vigil Mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.

## CORPORATE SOCIAL RESPONSIBILITY

As a part of its Corporate Social Responsibility (CSR) initiative, the Company has undertaken CSR projects and programs. Your Company with the focus area being education and providing education tools and enhancing education. These activities are in accordance with CSR activities as defined under the act. The company has a CSR Committee of Directors. Details about the Committee, CSR activities and the amount spent during the year, as required under Section 135 of the Act and the related Rules, reasons and other details are given in the CSR Report as **"Annexure D"** forming part of this Report.

The Company has framed a CSR Policy in compliance with the provisions of the Act and the same is placed on the Company's website www.reproindialtd.com. The CSR Policy lays down areas of activities, types of projects, programs, mode of undertaking projects / programs resources, etc.

## DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Alyque Padamsee, erstwhile Non-Executive Independent Director of the Company, left for heavenly abode on November 11, 2018, after a long term illness. The Board of Directors of the Company express their deep condolences and pay tribute to late Mr. Alyque Padamsee.

Dr. Jamshed Irani Non-Executive Independent Director of the Company resigned as a Board Member w.e.f. January 4, 2019 due to other commitments and personal reasons. The Board placed on record its sincere appreciation for his valuable guidance and contribution during his tenure as a Board Member.

As per the provisions of Section 152 of the Companies Act, 2013, two-third of the total number of Directors, other than Independent Directors should be liable to retire by rotation. One-third of these Directors are required to retire every year and if eligible, these Directors qualify for re-appointment. Dr. Pramod Khera (DIN: 00235308), Director is liable to retire by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee re-designated Mr. Dushyant Mehta (DIN: 00126977) as Non-Executive Independent Director of the Company effective from December 29, 2018 subject to approval of shareholders at ensuing Annual General Meeting of the Company and has been included at Item no. 3 in the Notice of the forthcoming AGM of the Company.

Re-appointment of Mrs. Mahalakshmi Ramadorai and Mr. Ullal Bhat as Non-Executive Independent Director of the Company to hold office for another term of five consecutive years from the date of AGM as mentioned in the Resolution seeking Members’ approval at the ensuing AGM. Necessary information are given in the said Resolution and the explanatory statement included in the Notice convening the ensuing AGM. Details about the Directors are given in the accompanying Notice of AGM and Corporate Governance Report.

The aforementioned appointments were based on outcome of performance evaluation exercise, experience and contributions made by Mrs. Mahalakshmi Ramadorai and Mr. Ullal Bhat in their previous tenure.

The Nomination and Remuneration Committee and Board of Directors of the Company have recommended the reappointment of Mr. Vinod Vohra as a Whole-time Director designated as Chairman, Mr. Sanjeev Vohra as a Whole-time Director designated as Managing Director, Mr. Rajeev Vohra and Mr. Mukesh Dhruve as a Whole-time Director of the Company upon expiry of their present term of office, for a further period of 3 years as mentioned in the Resolution seeking Members’ approval at the ensuing AGM. Necessary information including the applicable terms and conditions and the proposed remuneration is given in the said Resolution and the explanatory statement included in the Notice convening the ensuing AGM. Details about the Directors are given in the accompanying Notice of AGM and Corporate Governance Report.

Ms. Kajal Damania act as a Company Secretary, Compliance Officer and Key Managerial Personnel of the Company.

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

The information on conservation of energy and technology absorption and foreign exchange earnings & outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as **"Annexure E"** to this Report.

## CORPORATE GOVERNANCE REPORT AND CERTIFICATE

In compliance with Regulation 34 read with Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance and the certificate as required under Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to this report.

The declaration by the Managing Director regarding compliance by Board Members and Senior Management Personnel with the code of conduct also forms a part of the Annual Report.

## DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The Managing Director of your Company does not receive remuneration from any of the Subsidiaries of your Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, employees of your Company is set out in **"Annexure F"** to this Report.

## DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Company's Act, 2013, that he/she meets the criteria of independence laid down in compliance with Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been taken on record from all Independent Directors of the Company.

## BOARD EVALUATION

Pursuant to the provisions of Section 134(3), Section 149(8) and Schedule IV of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Annual Performance Evaluation of the Board, the Directors as well as Committees of the Board has been carried out. The performance evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board which in detail has been provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors in their separate meeting.

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarisation Programme seeks to update the Independent Directors on various matters covering Company's strategy, to understand the business functionaries, business model, operations, organisation structure, finance, risk management, etc. It also seeks to update the Independent Directors with their roles, rights, responsibilities, duties under the Companies Act, 2013 and other statutes.

The policy and details of familiarisation programme imparted to the Independent Directors of the Company has been kept on the website of the Company www.reproindialtd.com

## NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEE

### MEETINGS OF THE BOARD

During the year, your Board met 4 (Four) times, the details of which are available in the Corporate Governance Report annexed to this report.

### AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The constitution and other relevant details of the Audit Committee are given in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board has been constituted in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The constitution and other relevant details of the Committee are given in the Corporate Governance Report.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The Nomination and Remuneration Policy can be accessed on the Company's website at the link: http://www.repro.in/investors/overview

## COMMITTEES OF THE BOARD

A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report, which forms part of this report.

## INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS AND ITS ADEQUACY

Your Company has a proper and adequate internal financial control system, to ensure that all assets are safeguarded and protected against loss from unauthorised use.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors of your Company confirm that:

(a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

(b) 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 of your Company as at March 31, 2019 and of the profit and loss of the Company for the financial year ended March 31, 2019;

(c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the annual accounts have been prepared on a 'going concern' basis;

(e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f ) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## HUMAN RESOURCES MANAGEMENT

The Human Resources Management (HRM) function has driven changes in the way Human Resources (HR) are managed and developed, striking a balance between business needs and individual aspiration. HRM has now become business partner and is taking key decision not just with respect to HR but businesses as whole. It focuses on improving the way of life work culture, employee engagement, productivity, effectiveness and efficiency.

Your Company initiated multiple actions to keep the workforce engaged. The HR Department is continuously looking at expanding opportunities for growth. The broader our employees’ experience, education and background, the more diverse their opinions and insights, the deeper your Company’s collective understanding grows. The result is a collaborative environment that respects individual needs and promotes ongoing development.

## SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

## SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has in place policy on Prevention, Prohibition and Redressal of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder, for which your Company formed an Internal Complaints Committee. There was no complaint about sexual harassment during the year under review.

## SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards.

## APPRECIATION

Your Directors express their deep sense of appreciation and extend their sincere thanks to every executive, employee and associates for their dedicated and sustained contribution and they look forward the continuance of the same in future.

## ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continuous assistance, support and co-operation received from all the stakeholders viz. financial institutions, banks, governments, authorities, shareholders, clients, suppliers, customers and associates.

For and on behalf of the Board of Directors

**VINOD VOHRA**
DIN: 00112245
Chairman

Address: 11th Floor,
Sun Paradise Business Plaza, B Wing,
Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013

Place: Mumbai
Date: May 28, 2019

# ANNEXURE A – DIRECTORS' REPORT

Statement containing salient features of the financials statements of Subsidiaries/Associate Companies/Joint Ventures

The financial performances of each of the Subsidiaries included in the consolidated financial statements are detailed below:

(₹ in Lakhs)

| Sl. No. | Name of the Subsidiary | Turnover | | | Profit/(Loss) Before Tax | | | Profit/(Loss) After Tax | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Current Period | Previous Period | Growth (%) | Current Period | Previous Period | Growth (%) | Current Period | Previous Period | Growth (%) |
| 1 | Repro Innovative Digiprint Limited | 26.74 | 39.36 | (32%) | (153.88) | (727.54) | (79%) | (153.88) | (727.54) | (79%) |
| 2 | Repro Books Limited (Formerly Known as Repro Knowledgecast Limited) | 15918.40 | 6812.92 | 134% | (245.12) | (638.12) | (62%) | (161.23) | (638.12) | (75%) |

For and on behalf of the Board of Directors

**Vinod Vohra**
Chairman
Place: Mumbai
Date: May 28, 2019

**Sanjeev Vohra**
Managing Director

**Kajal Damania**
Company Secretary & Compliance Officer

# ANNEXURE B-1 – DIRECTORS' REPORT

## FORM NO. MR.3
## SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
**REPRO INDIA LIMITED**
11th Floor, Sun Paradise Business Plaza,
B Wing Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Repro India Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 **(the Act)** and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowing (Foreign Direct Investments and Overseas Direct Investments are not applicable during the audit period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period)

(i) The Securities and Exchange Board of India (Listing and Obligation Disclosure Requirements) Regulations, 2015

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Listing Agreements entered with Stock Exchange.

**I further report that,** having regard to the Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the following law applicable specifically to the Company:

- The Special Economic Zone Act, 2005
- The Press and Registration of Books Act, 1867

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive - Independent Director is disqualified by Registrar of Companies u/s 164 (2), however as represented by the Company he has filed petition before the Hon'ble High Court, for removal of his disqualification.

Mr. Dushyant Rajnikant Mehta (DIN: 00126977) who was Non-Executive Director on the board of the Company, has been appointed as Non-Executive - Independent Director w.e.f. 29th December, 2018. The Company has received declaration of Independence & other disclosures from Mr. Mehta for change in his designation to Independent Director shall subject to approval of member at forthcoming general meeting.

Adequate notice is given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Yogesh Patel & Associates**
Company Secretaries

**Yogesh Patel**
ACS No. 28275
CP No. 20553

Place: Mumbai
Date: 28th May, 2019

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

# 'ANNEXURE A'

To,
The Members,
**REPRO INDIA LIMITED**
11th Floor, Sun Paradise Business Plaza,
B Wing Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Yogesh Patel & Associates**
Company Secretaries

**Yogesh Patel**
ACS No. 28275
CP No. 20553

Place: Mumbai
Date: 28th May, 2019

# ANNEXURE B-2 – DIRECTORS' REPORT

**FORM NO. MR.3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Repro Books Limited
CIN: U22212MH2009PLC191532
11th Floor, Sun Paradise Business Plaza,
B Wing Senapati Bapat Marg, Lower Parel
Mumbai 400013

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Repro Books Limited (CIN: U22212MH2009PLC191532 )** (hereinafter called the "Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's statutory books, legal papers, minute books, forms and returns filed and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the above mentioned books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 and made available to me, according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings, as applicable;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

   e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

vi. Other specific business/industry related laws applicable to the Company - The Company has complied with the provisions of the Maharashtra Contract Labour (Regulation and Abolition) Rules, 1971, Maharashtra Plastic Carry Bags (Manufacture and Usage) Rules, 2006, Maharashtra State Tax on Professions, Trades, Callings And Employments Act, 1975, Maharashtra State Tax on Professions, Trades, Callings And Employments Rules, 1975, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Environment (Protection) Act, 1986, E-Waste (Management and Handling) Rules, 2011, Maharashtra Shops and Establishments Act, 1948, Maharashtra Apartment Ownership Act,1970, Bombay Lift Act, 1939, Bombay Lift Rules, 1958, The Trade Marks Act, 1999, The Prevention of Food Adulteration Act, 1954, Essential Commodities Act, 1955, Food Safety and Standards Act, 2006 and applicable general business laws, rules, regulations and guidelines.

We have also examined compliance with the applicable clauses of:

i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and

ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, there were no events / actions in pursuance of:

a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 requiring compliance thereof by the Company during the Audit period.

During the period under review the Company has complied with the provisions of the above mentioned Act, Rules, Regulations, Guidelines and Standards mentioned above subject to the following observation:

- The Company has complied with the provisions related to appointment of Key Managerial Personnel in terms of the provisions of Section 203 of the Companies Act, 2013 and Rules 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to communication received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**FOR HD AND ASSOCIATES**
COMPANY SECRETARIES

**HARDIK DARJI**
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS No. 47700 C.P. No.: 21073

PLACE: MUMBAI
DATE: 21ST MAY, 2019

# 'ANNEXURE A'

To,
The Members
Repro Books Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

4. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR HD AND ASSOCIATES**
COMPANY SECRETARIES

**HARDIK DARJI**
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS No. 47700 C.P. No.: 21073

PLACE: MUMBAI
DATE: 21ST MAY, 2019

# ANNEXURE C – DIRECTORS' REPORT

**EXTRACT OF ANNUAL RETURN**
**as on the Financial Year ended March 31, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

**FORM NO. MGT - 9**

## I. REGISTRATION AND OTHER DETAILS

| | | |
|---|---|---|
| i | CIN | L22200MH1993PLC071431 |
| ii | Registration Date | April 1, 1993 |
| iii | Name of the Company | Repro India Limited |
| iv | Category of the Company | Public Company |
| | Sub-category of the Company | Public Non-Government Company limited by shares |
| v | Address of the Registered Office & contact details: | |
| | Address : | 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 |
| | Town / City : | Mumbai |
| | State : | Maharashtra |
| | Country Name : | India |
| | Telephone (with STD Code) : | 022-71914000 |
| | Fax Number : | 022-71914001 |
| | Email Address : | investor@reproindialtd.com |
| | Website, if any : | www.reproindialtd.com |
| vi | Whether listed company | Yes |
| vii | Name and Address of Registrar & Transfer Agents (RTA): | |
| | Name of RTA: | Link Intime India Private Limited |
| | Address : | C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 |
| | Town/City : | Mumbai |
| | State : | Maharashtra |
| | Telephone (with STD Code) : | 022-49186000 |
| | Fax Number : | 022-49186060 |
| | Email Address : | rnt.helpdesk@linkintime.co.in |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

| Sl. No. | Name and Description of main Products/Services | NIC Code of the Product/Service | % to total turnover of the Company |
|---|---|---|---|
| 1 | Printing of magazines and other periodicals, books and brochures, maps, atlases, posters, etc. | 18112 | 100% |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name of the Company | Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---|---|---|---|---|---|---|
| 1 | Repro Enterprises Private Limited | 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel Mumbai - 400 013 | U22200MH2006PTC158959 | Holding | 48.17 | 2(46) |
| 2 | Repro Books Limited (Formerly known as Repro Knowledgecast Limited) | 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel Mumbai - 400 013 | U22212MH2009PLC191532 | Subsidiary | 100.00 | 2(87) |
| 3 | Repro Innovative Digiprint Limited | 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel Mumbai - 400 013 | U22200MH2009PLC191090 | Subsidiary | 100.00 | 2(87) |

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i Category-wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year (as on April 1, 2018) | | | | No. of Shares held at the end of the year (as on March 31, 2019) | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. Promoter and Promoter Group** | | | | | | | | | |
| **(1) Indian** | | | | | | | | | |
| a) Individual/HUF | 821538 | 0 | 821538 | 7.15 | 823767 | 0 | 823767 | 7.16 | 0.01 |
| b) Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Bodies Corporate | 5537643 | 0 | 5537643 | 48.17 | 5537643 | 0 | 5537643 | 48.17 | 0.00 |
| e) Banks / Financial Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f ) Any other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| **Sub-Total A(1)** | **6359181** | **0** | **6359181** | **55.32** | **6361410** | **0** | **6361410** | **55.33** | **0.01** |
| **(2) Foreign** | | | | | | | | | |
| a) NRI - Individual | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Other - Individual | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Banks/Financial Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any Others | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| **Sub-Total A(2)** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** |
| **Total Shareholding of Promoter and Promoter Group A = A(1)+A(2)** | **6359181** | **0** | **6359181** | **55.32** | **6361410** | **0** | **6361410** | **55.33** | **0.01** |
| **B. Public Shareholding** | | | | | | | | | |
| **1. Institutions** | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Banks/Financial Institutions | 10379 | 0 | 10379 | 0.09 | 7238 | 0 | 7238 | 0.06 | -0.03 |
| c) Central Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |

| Category of Shareholders | No. of Shares held at the beginning of the year (as on April 1, 2018) | | | | No. of Shares held at the end of the year (as on March 31, 2019) | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| f ) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) Foreign Portfolio Investors | 1331123 | 0 | 1331123 | 11.58 | 1552757 | 0 | 1552757 | 13.51 | 1.93 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Alternate Investment Funds | 88889 | 0 | 88889 | 0.77 | 88889 | 0 | 88889 | 0.77 | 0.00 |
| j) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Trust | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| **Sub-Total B(1):** | **1430391** | **0** | **1430391** | **12.44** | **1648884** | **0** | **1648884** | **14.34** | **1.90** |
| **2. Non-Institutions** | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 1273829 | 6961 | 1280790 | 11.14 | 1179784 | 6811 | 1186595 | 10.32 | -0.82 |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 1307977 | 0 | 1307977 | 11.38 | 1309330 | 0 | 1309330 | 11.39 | 0.01 |
| c) NBFCs registered with RBI | 0 | 0 | 0 | 0.00 | 3769 | 0 | 3769 | 0.03 | 0.03 |
| d) Others (specify) | | | | | | | | | |
| i) Clearing Member | 55482 | 0 | 55482 | 0.48 | 47588 | 0 | 47588 | 0.41 | -0.07 |
| ii) Non Resident Indians | 153270 | 0 | 153270 | 1.33 | 120990 | 0 | 120990 | 1.05 | -0.28 |
| iii) Directors and their Relatives | 116300 | 0 | 116300 | 1.01 | 116300 | 0 | 116300 | 1.01 | 0.00 |
| iv) Trust | 5792 | 0 | 5792 | 0.05 | 5792 | 0 | 5792 | 0.05 | 0.00 |
| v) Office Bearers | 2722 | 11950 | 14672 | 0.13 | 2730 | 9700 | 12430 | 0.11 | -0.02 |
| vi) HUF | 89985 | 0 | 89985 | 0.78 | 100462 | 0 | 100462 | 0.88 | 0.10 |
| vii) IEPF | 2646 | 0 | 2646 | 0.02 | 2972 | 0 | 2972 | 0.03 | 0.01 |
| viii) Bodies Corporate | 679865 | 0 | 679865 | 5.91 | 579829 | 0 | 579829 | 5.04 | -0.87 |
| **Sub-Total B(2):** | **3687868** | **18911** | **3706779** | **32.23** | **3469546** | **16511** | **3486057** | **30.32** | **-1.91** |
| **Total Public Shareholding B=B(1)+ B(2)** | **5118259** | **18911** | **5137170** | **44.68** | **5118430** | **16511** | **5134941** | **44.67** | **-0.01** |
| **C. Shares held by Custodian for GDRs and ADRs** | **0** | **0** | **0** | **0.00** | **0** | **0** | **0** | **0.00** | **0.00** |
| **Grand Total (A+B+C)** | **11477440** | **18911** | **11496351** | **100.00** | **11479840** | **16511** | **11496351** | **100.00** | **0.00** |

## ii Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (as on April 1, 2018) | | | Shareholding at the end of the year (as on March 31, 2019) | | | % change in share holding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | %of Shares Pledged / encumbered to total shares | |
| 1 | Repro Enterprises Private Ltd. | 5537643 | 48.17 | 0.00 | 5537643 | 48.17 | 0.00 | 0.00 |
| 2 | Sanjeev Vohra | 3050 | 0.03 | 0.00 | 3050 | 0.03 | 0.00 | 0.00 |
| 3 | Mukesh Dhruve | 200500 | 1.75 | 0.00 | 200500 | 1.75 | 0.00 | 0.00 |
| 4 | Abhinav Vohra | 0 | 0.00 | 0.00 | Nil | 0.00 | 0.00 | 0.00 |
| 5 | Natasha Vohra | 72737 | 0.63 | 0.00 | 72737 | 0.63 | 0.00 | 0.00 |
| 6 | Trisha Vohra | 57000 | 0.50 | 0.00 | 57000 | 0.50 | 0.00 | 0.00 |
| 7 | Sonam Parekh | 287000 | 2.50 | 0.00 | 287000 | 2.50 | 0.00 | 0.00 |
| 8 | Tanya Vohra | 35000 | 0.30 | 0.00 | 35000 | 0.30 | 0.00 | 0.00 |
| 9 | Kunal Vohra | 35000 | 0.30 | 0.00 | 35000 | 0.30 | 0.00 | 0.00 |
| 10 | Rahul Vohra | 37112 | 0.32 | 0.00 | 37112 | 0.32 | 0.00 | 0.00 |
| 11 | Deepa Vohra | 44100 | 0.38 | 0.00 | 44100 | 0.38 | 0.00 | 0.00 |
| 12 | Renu Vinod Vohra | 8920 | 0.08 | 0.00 | 8920 | 0.08 | 0.00 | 0.00 |
| 13 | Avinash Vohra | 0 | 0.00 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| 14 | Shruti Dhruve | 7799 | 0.07 | 0.00 | 7799 | 0.07 | 0.00 | 0.00 |
| 15 | Aanchal Sachdev | 3320 | 0.03 | 0.00 | 3320 | 0.03 | 0.00 | 0.00 |
| 16 | Renu Sanjeev Vohra | 25000 | 0.22 | 0.00 | 30000 | 0.25 | 0.00 | 0.03 |
| 17 | Nirbhay Sachdev | 5000 | 0.04 | 0.00 | 2229 | 0.02 | 0.00 | -0.02 |
| | **TOTAL** | **6359181** | **55.32** | **0.00** | **6361410** | **55.33** | **0.00** | **0.01** |

### iii Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Increase/ (Decrease) in Shareholding | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company |
| 1 | Repro Enterprises Private Limited | | | | | |
| | At the beginning of the year | 5537643 | 48.17 | | | |
| | At the end of the year | | | | 5537643 | 48.17 |
| 2 | Sanjeev Vohra | | | | | |
| | At the beginning of the year | 3050 | 0.03 | | | |
| | At the end of the year | | | | 3050 | 0.03 |
| 3 | Mukesh Dhruve | | | | | |
| | At the beginning of the year | 200500 | 1.75 | | | |
| | At the end of the year | | | | 200500 | 1.75 |
| 4 | Natasha Vohra | | | | | |
| | At the beginning of the year | 72737 | 0.63 | | | |
| | At the end of the year | | | | 72737 | 0.63 |
| 5 | Abhinav Vohra | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| 6 | Sonam Parekh | | | | | |
| | At the beginning of the year | 287000 | 2.50 | | | |
| | At the end of the year | | | | 287000 | 2.50 |

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Increase/ (Decrease) in Shareholding | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company |
| 7 | Kunal Vohra | | | | | |
| | At the beginning of the year | 35000 | 0.30 | | | |
| | At the end of the year | | | | 35000 | 0.30 |
| 8 | Trisha Vohra | | | | | |
| | At the beginning of the year | 57000 | 0.50 | | | |
| | At the end of the year | | | | 57000 | 0.50 |
| 9 | Tanya Vohra | | | | | |
| | At the beginning of the year | 35000 | 0.30 | | | |
| | At the end of the year | | | | 35000 | 0.30 |
| 10 | Rahul Vohra | | | | | |
| | At the beginning of the year | 37112 | 0.32 | | | |
| | At the end of the year | | | | 37112 | 0.32 |
| 11 | Renu Sanjeev Vohra | | | | | |
| | At the beginning of the year | 25000 | 0.22 | | | |
| | Purchase of shares on April 6, 2018 | | | 5000 | | |
| | At the end of the year | | | | 30000 | 0.25 |
| 12 | Deepa Vohra | | | | | |
| | At the beginning of the year | 44100 | 0.38 | | | |
| | At the end of the year | | | | 44100 | 0.38 |

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Increase/ (Decrease) in Shareholding | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company |
| 13 | Renu Vinod Vohra | | | | | |
| | At the beginning of the year | 8920 | 0.08 | | | |
| | At the end of the year | | | | 8920 | 0.08 |
| 14 | Avinash Vohra | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| 15 | Shruti Dhruve | | | | | |
| | At the beginning of the year | 7799 | 0.07 | | | |
| | At the end of the year | | | | 7799 | 0.07 |
| 16 | Aanchal Sachdev | | | | | |
| | At the beginning of the year | 3320 | 0.03 | | | |
| | At the end of the year | | | | 3320 | 0.03 |
| 17 | Nirbhay Sachdev | | | | | |
| | At the beginning of the year | 5000 | 0.04 | | | |
| | Sale of shares on September 7, 2018 | | | -2771 | | |
| | At the end of the year | | | | 2229 | 0.02 |
| | **Total** | | | | **6361410** | **55.33** |

### iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares at the beginning (01.04.2018) / end of the year (31.03.2019) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Vijay Kishanlal Kedia | 738928 | 6.43 | 01.04.2018 | | | 738928 | 6.43 |
| | | | | 03.08.2018 | 5000 | Purchase | 743928 | 6.47 |
| | | | | 10.08.2018 | 5000 | Purchase | 748928 | 6.51 |
| | | 748928 | 6.51 | 31.03.2019 | | | 748928 | 6.51 |
| | | | | | | | | |
| 2 | Malabar India Fund Limited | 429629 | 3.74 | 01.04.2018 | | | 429629 | 3.74 |
| | | 429629 | 3.74 | 31.03.2019 | | | 429629 | 3.74 |
| | | | | | | | | |
| 3 | University Of Notre Dame Du Lac | 350224 | 3.05 | 01.04.2018 | | | 350224 | 3.05 |
| | | | | 06.04.2018 | 6874 | Purchase | 357098 | 3.11 |
| | | | | 18.05.2018 | 5921 | Purchase | 363019 | 3.16 |
| | | | | 25.05.2018 | 6049 | Purchase | 369068 | 3.21 |
| | | | | 06.07.2018 | 3335 | Purchase | 372403 | 3.24 |
| | | | | 14.09.2018 | 1504 | Purchase | 373907 | 3.25 |
| | | | | 21.09.2018 | 8795 | Purchase | 382702 | 3.33 |
| | | | | 29.09.2018 | 11299 | Purchase | 394001 | 3.43 |
| | | | | 05.10.2018 | 9640 | Purchase | 403641 | 3.51 |
| | | | | 02.11.2018 | 766 | Purchase | 404407 | 3.52 |
| | | 404407 | 3.52 | 31.03.2019 | | | 404407 | 3.52 |

| Sl. No. | Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares at the beginning (01.04.2018) / end of the year (31.03.2019) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 4 | Pivotal Business Managers LLP | 281800 | 2.45 | 01.04.2018 | | | 281800 | 2.45 |
| | | 281800 | 2.45 | 31.03.2019 | | | 281800 | 2.45 |
| | | | | | | | | |
| 5 | Mukul Mahavirprasad Agrawal | 275000 | 2.39 | 01.04.2018 | | | 275000 | 2.39 |
| | | 275000 | 2.39 | 31.03.2019 | | | 275000 | 2.39 |
| | | | | | | | | |
| 6 | Washington University -Chanakya Capital Partners | 235614 | 2.05 | 01.04.2018 | | | 235614 | 2.05 |
| | | | | 06.07.2018 | 1629 | Purchase | 237243 | 2.06 |
| | | | | 21.09.2018 | 4613 | Purchase | 241856 | 2.10 |
| | | | | 29.09.2018 | 7428 | Purchase | 249284 | 2.17 |
| | | | | 05.10.2018 | 6474 | Purchase | 255758 | 2.22 |
| | | | | 02.11.2018 | 485 | Purchase | 256243 | 2.23 |
| | | | | 07.12.2018 | 2800 | Purchase | 259043 | 2.25 |
| | | | | 25.01.2019 | 1990 | Purchase | 261033 | 2.27 |
| | | | | 01.02.2019 | 8074 | Purchase | 269107 | 2.34 |
| | | | | 01.03.2019 | 2662 | Purchase | 271769 | 2.36 |
| | | 271769 | 2.36 | 31.03.2019 | | | 271769 | 2.36 |
| | | | | | | | | |
| 7 | Premier Investment Fund Limited | 171511 | 1.49 | 01.04.2018 | | | 171511 | 1.49 |
| | | 171511 | 1.49 | 31.03.2019 | | | 171511 | 1.49 |
| | | | | | | | | |

| Sl. No. | Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares at the beginning (01.04.2018) / end of the year (31.03.2019) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 8 | Nita Pramod Khera | 151301 | 1.32 | 01.04.2018 | | | 151301 | 1.32 |
| | | 151301 | 1.32 | 31.03.2019 | | | 151301 | 1.32 |
| | | | | | | | | |
| 9 | The Ram Fund, LP | 0 | 0 | 01.05.2018 | | | 0 | 0 |
| | | | | 08.06.2018 | 44630 | Purchase | 44630 | 0.39 |
| | | | | 15.06.2018 | 18156 | Purchase | 62786 | 0.55 |
| | | | | 22.06.2018 | 15890 | Purchase | 78676 | 0.68 |
| | | | | 30.06.2018 | 16419 | Purchase | 95095 | 0.83 |
| | | | | 06.07.2018 | 1711 | Purchase | 96806 | 0.84 |
| | | | | 13.07.2018 | 734 | Purchase | 97540 | 0.85 |
| | | | | 20.07.2018 | 2375 | Purchase | 99915 | 0.87 |
| | | | | 21.09.2018 | 1952 | Purchase | 101867 | 0.89 |
| | | | | 29.09.2018 | 3731 | Purchase | 105598 | 0.92 |
| | | | | 05.10.2018 | 2568 | Purchase | 108166 | 0.94 |
| | | | | 02.11.2018 | 646 | Purchase | 108812 | 0.95 |
| | | | | 07.12.2018 | 980 | Purchase | 109792 | 0.96 |
| | | | | 25.01.2019 | 663 | Purchase | 110455 | 0.96 |
| | | | | 01.02.2019 | 2316 | Purchase | 112771 | 0.98 |
| | | | | 01.03.2019 | 1735 | Purchase | 114506 | 1.00 |
| | | 114506 | 1.00 | 31.03.2019 | | | 114506 | 1.00 |

| Sl. No. | Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares at the beginning (01.04.2018) / end of the year (31.03.2019) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 10 | GP Emerging Markets Strategies, LP | 74373 | 0.65 | 01.04.2018 | | | 74373 | 0.65 |
| | | | | 06.07.2018 | 207 | Purchase | 74580 | 0.65 |
| | | | | 21.09.2018 | 702 | Purchase | 75282 | 0.65 |
| | | | | 29.09.2018 | 1439 | Purchase | 76721 | 0.67 |
| | | | | 05.10.2018 | 1891 | Purchase | 78612 | 0.68 |
| | | | | 02.11.2018 | 199 | Purchase | 78811 | 0.69 |
| | | | | 16.11.2018 | 4833 | Purchase | 83644 | 0.73 |
| | | | | 30.11.2018 | 1186 | Purchase | 84830 | 0.74 |
| | | | | 07.12.2018 | 3013 | Purchase | 87843 | 0.76 |
| | | | | 01.02.2019 | 2422 | Purchase | 90265 | 0.79 |
| | | | | 01.03.2019 | 457 | Purchase | 90722 | 0.79 |
| | | 90722 | 0.79 | 31.03.2019 | | | 90722 | 0.79 |

**v. Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Increase/ (Decrease) in Shareholding | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company |
| **A. DIRECTORS** | | | | | | |
| 1 | **Sanjeev Vohra** | | | | | |
| | At the beginning of the year | 3050 | 0.03 | | | |
| | At the end of the year | | | | 3050 | 0.03 |
| 2 | **Mukesh Dhruve** | | | | | |
| | At the beginning of the year | 200500 | 1.75 | | | |
| | At the end of the year | | | | 200500 | 1.75 |
| 3 | **Pramod Khera** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| 4 | **Ullal Bhat** | | | | | |
| | At the beginning of the year | 10000 | 0.09 | | | |
| | At the end of the year | | | | 10000 | 0.09 |
| 5 | **Dushyant Mehta** | | | | | |
| | At the beginning of the year | 25800 | 0.22 | | | |
| | At the end of the year | | | | 25800 | 0.22 |
| 6 | **Mahalakshmi Ramadorai** | | | | | |
| | At the beginning of the year | 2500 | 0.02 | | | |
| | At the end of the year | | | | 2500 | 0.02 |
| 7 | **Vinod Vohra** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| 8 | **Rajeev Vohra** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Increase/ (Decrease) in Shareholding | Cumulative Shareholding during the year (01.04.2018 to 31.03.2019) | |
|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company |
| **9** | **P. Krishnamurthy** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| **10** | ***Jamshed Irani** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| **11** | ****Alyque Padamsee** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| **12** | **Bhumika Batra** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |
| **B. KEY MANAGERIAL PERSONNEL** | | | | | | |
| **1** | **Kajal Damania** | | | | | |
| | At the beginning of the year | 0 | 0.00 | | | |
| | At the end of the year | | | | 0 | 0.00 |

*Resigned w.e.f. January 4, 2019

** Ceased to be a Director w.e.f. November 17, 2018

## V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment** (₹ in Lakhs)

| Indebtedness at the beginning of the Financial Year | Secured Loans excluding Deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| i) Principal Amount | 14344.88 | - | - | 14344.88 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 33.37 | - | - | 33.37 |
| **Total (i + ii + iii)** | **14378.25** | **-** | **-** | **14378.25** |
| **Change in Indebtedness during the financial year** | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtedness** |
| * Addition | 2430.07 | - | - | 2430.07 |
| * Reduction | 1739.44 | - | - | 1739.44 |
| Net Change | 690.63 | - | - | 690.63 |
| **Indebtedness at the end of the Financial Year** | **Secured Loans excluding Deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtedness** |
| i) Principal Amount | 15035.18 | - | - | 15035.18 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 33.70 | - | - | 33.70 |
| **Total (i+ii+iii)** | **15068.88** | **-** | **-** | **15068.88** |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | | Total Amount |
|---|---|---|---|---|---|---|---|
| | | Mukesh Rajnikant Dhruve | Rajeev Inderjit Vohra | Vinod Inderjit Vohra | Sanjeev Inderjit Vohra | Pramod Krishnagopal Khera | |
| 1 | Gross salary | 51.13 | 60.49 | 0 | 60.49 | 59.73 | 231.84 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 50.73 | 60.09 | 0 | 60.09 | 51.60 | 222.51 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.40 | 0.40 | 0 | 0.40 | 8.13 | 9.33 |
| | (c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961 | - | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - | - |
| | - as % of profit | - | - | - | - | - | - |
| | - others, specify | - | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - | - |
| | **Total** | **51.13** | **60.49** | **0** | **60.49** | **59.73** | **231.84** |

**B. Remuneration to other Directors:**

Remuneration paid to the Executive Directors is within the ceiling provided under Section 197 of the Companies Act, 2013

(₹ in Lakhs)

| Sl. No. | Name of Director | Fee for attending Board/ Committee Meetings | Commission | Total |
|---|---|---|---|---|
| | **Independent Directors:** | | | |
| 1 | U R Bhat | 1.20 | 0 | 1.20 |
| 2 | *Jamshed J Irani | 0.75 | 0 | 0.75 |
| 3 | **Alyque Padamsee | 0.42 | 0 | 0.42 |
| 4 | Mahalakshmi Ramadorai | 0.75 | 0 | 0.75 |
| 5 | P Krishnamurthy | 1.80 | 0 | 1.80 |
| 6 | Bhumika Batra | 1.00 | 0 | 1.00 |
| 7 | Dushyant Mehta | 0.95 | 0 | 0.95 |
| | **Total** | | | **6.87** |
| Ceiling as per the Act: ₹ 1 lakh per meeting of Board and Committees | | | | |

*Resigned w.e.f. January 4, 2019

**Ceased to be a Director w.e.f. November 17, 2018

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(₹ in Lakhs)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---|---|---|---|---|---|
| | | CEO | Company Secretary (Kajal Damania) | CFO | Total |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 0 | 14.85 | 50.73 | 65.58 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0.40 | 0.40 |
| | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | 0 | 0 | | 0 |
| 2 | Stock Option | 0 | 0 | | 0 |
| 3 | Sweat Equity | 0 | 0 | | 0 |
| 4 | Commission | 0 | 0 | | 0 |
| | - as % of profit | 0 | 0 | | 0 |
| | - others, specify… | 0 | 0 | | 0 |
| 5 | Others, please specify | 0 | 0 | | 0 |
| | **Total** | **0** | **14.85** | **51.13** | **65.98** |

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Authority [RD / NCLT/ COURT] | Appeal made, if any | Details of Penalty / Punishment/ Compounding fees imposed | | |
|---|---|---|---|---|---|---|---|
| | | | | | Company | Directors | KMP |
| Penalty | Nil | Nil | Nil | Nil | 0 | 0 | 0 |
| Punishment | Nil | Nil | Nil | Nil | 0 | 0 | 0 |
| Compounding | Nil | Nil | Nil | Nil | 0 | 0 | 0 |

# ANNEXURE D – DIRECTORS' REPORT

Corporate Social Responsibility (CSR) activities pursuant to Section 135 of the Companies Act, 2013

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects and programs.**

   Pursuant to Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013. The said policy is placed on the website and is available on the following weblink: http://www.reproindialtd.com

   In line with CSR Policy and in accordance with Schedule VII to the Act, the Company has undertaken the following CSR projects:

   a) Promoting Education

   b) Technical / Skill Education

   c) Support to Education Institution: Government Schools

   d) Capacity building of teachers and infrastructure of school facilities

   e) Academic education by way of financial assistance to Primary, Middle and Higher Secondary Schools.

   The Company has undertaken the above CSR activities directly.

2. **The Composition of the CSR Committee**

   Mr. Mahalaxmi Damodar, Chairman

   Mr. Dushyant Mehta, Director

   Mr. Vinod Vohra, Director

   Mr. U. R. Bhatt, Director

3. **Average Net Profit of the Company for preceding three financial years**

   ₹ 55,336,761

4. **Prescribed CSR Expenditure spent (2% of the Average net profit)**

   ₹ 1,106,735

**5. Details of CSR spent during the financial year**

(a) Total amount spent for the financial year - ₹ 700,000

(b) Amount unspent, if any – ₹ 406,735

(c) Manner in which the amount is spent – Manner in which the amount is spent is detailed below:

| CSR project or activity identified | Sector in which the project is covered | Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs were undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure up to the reporting period | Amount spent Direct or through implementation agency |
|---|---|---|---|---|---|---|
| Promoting education by providing educational books | Promoting Education | Maharashtra (Kalyan, Navi Mumbai) Karnataka (Bengaluru) | 700,000 | 700,000 | 700,000 | Direct Project |
| TOTAL | | | 700,000 | 700,000 | 700,000 | |

The Company has spent considerable amount towards CSR activities during the year. The Company is evaluating more CSR programmes, activities and initiatives for further CSR spending. The Company couldn't spent towards due CSR amount keeping in view to make contribution to areas where it can make ample impact and would attempt to find out more areas in future where the spending would really make a difference. The Company is also in dialogue with some CSR agencies and NGOs for implementing of the Company's CSR policy over a period of time.

CSR Committees states that the CSR activities being undertaken/ proposed will be implemented and monitored as per CSR Policy and is in compliance with CSR objectives and policy of the Company.

# ANNEXURE E – DIRECTORS' REPORT

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

**Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014**

## CONSERVATION OF ENERGY

**A. The steps taken or impact on conservation of energy:**

All the manufacturing facilities continued their efforts to reduce the specific energy consumption. Specific and total energy consumption is tracked on daily basis at individual factory/block level and also at consolidated manufacturing level. Energy audits are conducted at all the manufacturing units periodically and findings of the audit are implemented.

During the year, the Company has not taken any new initiative in connection with the Conservation of Energy. The measures taken at Company's manufacturing units are briefly enumerated as below:

- Replacement of MHL by LED is going on in manufacturing facility at Surat.
- Fixed 16 nos. of LED Medium bay Fixtures & 40 nos. of LED tube lights in newly constructed warehouse for storing paper reels as well as cut sheets.
- Fixed transparent sheets on roofs as well as side walls to maximise use of day lights in warehouse.
- Installed Shaft Less Goss Magnum Press at Surat plant which is of latest technology and has Servo Motors in each unit. This press is equipped with Quadtech Control system (Parent company in USA) for registration control & Baldwin Spray Dampening System (Parent company in UK).
- Installed UV Curing system of GEW – UK this press enable to print heavy inking jobs equivalent to Heat Set quality on Cold set press.
- Installed Automatic Cold lamination machine as a replacement of manual cold lamination machine for increasing output & also for improving lamination quality as well as reducing wastage.
- Installed Sheeter at Surat facility for cutting sheets of paper of required size from paper reel. This is for reducing inventory of cut sheets & also for increasing flexibility in system to handle multiple sizes of cut sheets.

**B. The steps taken by the Company for utilising alternate sources of energy:**

All the manufacturing units continue to put in effort to reduce specific energy consumption. The Company is evaluating other sources of energy such as solar energy.

Shaft Less Goss Magnum Press systems are for reducing paper wastage & also for improving print quality.

## TECHNOLOGY ABSORPTION

i) The efforts made by the Company towards technology absorption and

ii) The benefits derived like product improvement, cost reduction, product development or import substitution

## RE-ENGINEERING

Successfully completed various projects of Indigenisation of imported spares.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of expenditure and earnings in foreign currencies are given under Notes 36 and 37 in the financial statements.

# ANNEXURE F – DIRECTORS' REPORT

**INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No. | Name of Directors/ KMP | Remuneration of Director/ KMP for the Financial Year 2017-18 (₹) | % Increase in Remuneration in the Financial Year 2018-19 | Remuneration of Director/ KMP for the Financial Year 2018-19 (₹) | Ratio of Remuneration of each Director/ to median Remuneration of Employees |
|---|---|---|---|---|---|
| 1 | Mr. Vinod Vohra (Chairman) | Nil | Nil | Nil | NA |
| 2 | Mr. Sanjeev Vohra (Managing Director) | 3,024,300 | 100 | 6,048,600 | 16.96 |
| 3 | Mr. Rajeev Vohra (Executive Director) | 3,024,300 | 100 | 6,048,600 | 16.96 |
| 4 | Mr. Mukesh Dhruve (Executive Director) | 2,556,300 | 100 | 5,112,600 | 14.34 |
| 5 | Mr. Pramod Khera (Executive Director) | 5,973,000 | Nil | 5,973,000 | 16.75 |
| 6 | Ms. Kajal Damania (Company Secretary & Compliance Officer) | 768,382 | 10 | 1,485,000 | 4.16 |

2) The median remuneration of employees of the Company during the financial year under review was ₹ 356,567;

3) In the financial year, there was an increase of 26.47% in the median remuneration of employees as compared of the immediate preceding financial year;

4) There were 350 permanent employees on the rolls of Company as on March 31, 2019;

5) Average percentage decrease in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was 28%. There was no exceptional circumstances for increase in the managerial remuneration in the last financial year.

6) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

7) Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

    1. List of employees of the Company employed throughout the financial year 2018-19 and were paid remuneration not less than ₹ 1.2 Crore per annum or in excess of that drawn by a Whole-time Director - Nil

    2. Employees employed for the part of the year and were paid remuneration during the financial year 2018-19 at a rate which in aggregate was not less than ₹ 8.5 lakhs per month: Nil.

# CORPORATE GOVERNANCE REPORT

## OUR CORPORATE GOVERNANCE PHILOSOPHY

The Company strongly believes that business excellence is a reflection of the professionalism, conduct and ethical values of its management and employees. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stakeholders.

The Company aims to adhere highest standards of transparency, integrity and accountability towards all its stakeholders by following professionally acknowledged good governance policies. Thus meeting its obligations to all stakeholders in a balanced and accountable manner and enhancing ethical corporate behavior and fairness to all stakeholders comprising regulators, customers, vendors, investors and the society at large. The Corporate Governance framework can be summarised as under:

- Communicate, externally and truthfully, about how the Company is run internally.
- Ensure transparency and maintain a high level of disclosures.
- The protection of the rights and interests of all stakeholders.
- The Management is the trustee of the shareholders capital and not the owner.
- A simple and transparent corporate structure driven solely by business needs.

We believe and continuously endeavor to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with the employees, shareholders, clients and community at large.

The Board of Directors represents the interest of the Company's stakeholders for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance of Code of Conduct adopted by the Company.

The Company ensures compliance with the requirements of Corporate Governance listed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as 'the Listing Regulations').

A report on compliance with the principal of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations forms part of this report.

## BOARD OF DIRECTORS

The members of the Board of Directors of the Company are eminent personalities from various fields who bring in a wide range of skills and experience to the Board and they are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company.

Pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company shall have an optimum combination of Executive and Non- Executive Directors with at least 1 (One) Woman Director and not less than 50% of the Board of Directors comprising of Non-Executive Directors. In your Company, 5( Five) out of 10 ( Ten) Directors are Non-Executive and hence the Company is complying with the aforesaid requirement.

The Board of Directors as on March 31, 2019 consists of 10 (Ten) Directors. This includes 1 (One) Executive Chairman and 9 (Nine) other Directors. These (Nine) Directors comprise of 1 (One) Managing Director, 3 (Three) Whole-time Directors and 5 (Five) Non-Executive Independent Directors.

### Relationship inter-se

The following Directors of the Company are related to each other in the manner mentioned below:

| Sr. No. | Name of the Director | Relationship inter-se |
|---|---|---|
| 1 | Mr. Vinod Inderjit Vohra | Brother of Mr. Sanjeev Inderjit Vohra and Mr. Rajeev Inderjit Vohra |
| 2 | Mr. Sanjeev Inderjit Vohra | Brother of Mr. Vinod Inderjit Vohra and Mr. Rajeev Inderjit Vohra |
| 3 | Mr. Rajeev Inderjit Vohra | Brother of Mr. Vinod Inderjit Vohra and Mr. Sanjeev Inderjit Vohra |

No Directors, other than those mentioned above, are in anyway related to each other.

### Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive Independent Directors are independent in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Name of the Director | Designation | Nature of Directorship | Attendance Particulars | | No. of other Directorships and Committee Members/Chairmanships | | |
|---|---|---|---|---|---|---|---|
| | | | Board Meeting | AGM | Directorships* | Committee Memberships** | Chairmanships** |
| Mr. Vinod Vohra | Chairman | Executive/ Promoter | 4 | Present | 3 | Nil | Nil |
| Mr. Sanjeev Vohra | Managing Director | Executive/ Promoter | 4 | Present | 3 | Nil | Nil |
| Mr. Mukesh Dhruve | Whole-time Director | Executive/ Promoter | 4 | Present | 3 | Nil | Nil |
| Mr. Rajeev Vohra | Whole-time Director | Executive/ Promoter | 4 | Present | 3 | Nil | Nil |
| Dr. Pramod Khera | Whole-time Director | Executive | 4 | Present | 2 | Nil | Nil |
| Mr. Ullal R. Bhat | Director | Non-Executive Independent | 4 | Present | 4 | 9 | Nil |
| #Dr. Jamshed J. Irani | Director | Non-Executive Independent | 3 | Present | 2 | 2 | Nil |
| Mr. P. Krishnamurthy | Director | Non-Executive Independent | 4 | Present | 2 | 2 | 1 |
| Mr. Dushyant Mehta | Director | Non-Executive Independent | 4 | Present | 2 | 3 | 1 |
| ##Mr. Alyque Padamsee | Director | Non-Executive Independent | 0 | Absent | Nil | Nil | Nil |
| Mrs. Mahalakshmi Ramadorai | Director | Non-Executive Independent | 3 | Present | Nil | Nil | Nil |
| Ms. Bhumika Batra | Director | Non-Executive Independent | 4 | Present | 8 | 9 | 2 |

* Excludes Directorship in Repro India Limited. The Directorship held by the Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.

** For the purpose of considering the limit of the Committee Memberships and Chairmanships for a Director, the Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of all other Public Limited Companies have been considered.

# Resigned w.e.f. January 4, 2019.
## Ceased to be a Director w.e.f. November 17, 2018.

Details of directorship in other listed companies and the category of directorship as on March 31, 2019 are as under:

| Name of Director | Name of other listed entities | Category of Directorship |
|---|---|---|
| Mr. Vinod Vohra | Nil | NA |
| Mr. Sanjeev Vohra | Nil | NA |
| Mr. Mukesh Dhruve | Nil | NA |
| Mr. Rajeev Vohra | Nil | NA |

| Name of Director | Name of other listed entities | Category of Directorship |
|---|---|---|
| Dr. Pramod Khera | Nil | NA |
| Mr. Ullal R. Bhat | Karnataka Bank Limited<br>Speciality Restaurants Limited | Non-Executive Independent Director<br>Non-Executive Independent Director |
| Mr. P. Krishnamurthy | Nil | NA |
| Mr. Dushyant Mehta | Speciality Restaurants Limited | Non-Executive Independent Director |
| Mrs. Mahalakshmi Ramadorai | Nil | NA |
| Ms. Bhumika Batra | Kesar Enterprises Limited<br>Jyothy Laboratories Limited<br>Sharp India Limited<br>Hinduja Ventures Limited<br>Patel Integrated Logistics Limited (Cn) | Non-Executive Independent Director<br>Non-Executive Independent Director<br>Non-Executive Independent Director<br>Non-Executive Independent Director<br>Non-Executive Independent Director |

**A Chart / Matrix setting out the skills / expertise / competence of the Board of Directors:**

The list of core skills / expertise / competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board are as follows:

| Director | Qualification | Skills / expertise / competencies / experience |
|---|---|---|
| Mr. Vinod Vohra | Science Graduate | • Expertise in marketing and planning.<br>• Being keenly interested in technology, he was among the few people to recognise the potential of the Apple Macintosh computer and use it for Graphic Desktop Publishing and Multimedia applications.<br>• Responsible for the planning and setting up of Company's Print and fulfilment facility, and currently keeps in tune with the technology required to enhance the business infrastructure as well as to plan the infrastructure for Company's foray into newer business lines. |

| Director | Qualification | Skills / expertise / competencies / experience |
|---|---|---|
| Mr. Sanjeev Vohra | Graduated in Economics and Finance | • Expertise in management, investment strategy<br>• Significantly responsible for the investment strategy of the Company that has driven the Company into the field of value added print solutions and now the e-initiatives.<br>• Through his direction, guidance and efficient resource management, he has taken the Company into high growth business areas, which have resulted in niche and specialized segments of growth. |
| Mr. Mukesh Dhruve | B.Com, FCA | • Expertise in accounts, financial statements, accounting standards and auditing.<br>• Experience in the field of Accounts, Finance, Legal, Operations and Investor Relations.<br>• Played a critical role in exports into Africa and the expansion therein. In addition to being responsible for building relationships with financial institutions and banks, he also directs Repro's finance, legal, statutory operations as well as the investor relations activities. |
| Mr. Rajeev Vohra | B.Com | • Expertise in Digital Printing Business.<br>• Experience in manufacturing, both on the technical and management front.<br>• He has introduced efficient technology processes in the Company. His skills were acknowledged when he was nominated for the India Young Business Achiever Award instituted by Sistas Worldcom Inc. and the Indian Express Group in 1997. |
| Dr. Pramod Khera | B.Tech from IIT Delhi; PGDIM from IIM Bangalore and Ph.D. in "Knowledge Management" from Pune University | • Expertise in global business development, operation strategy, new business and marketing.<br>• Experience in the global operations of the company, which included the education brands, overseeing the China JV, On-line Learning, On-line Testing and Corporate Training businesses of Aptech<br>• Worked with Aptech Limited, NIIT and Calico Mills. He has authored a book titled, "Franchising - The Route Map to Rapid Business Excellence", published by Tata McGraw Hill. He was also the National Vice-President of The Franchising Association of India. He had participated in various forums on IT, Education, Franchising and Strategy in India and abroad. Dr. Khera was also instrumental in pioneering Tele-Shopping in India when he set up Tele-Shopping Network (a UTV venture) as its CEO during 1994-96. |

| Director | Qualification | Skills / expertise / competencies / experience |
|---|---|---|
| Mr. Ullal R. Bhat | M.Sc. from IIT, Kanpur and attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London. | • Expertise in investment advisors.<br>• He is one of India's well known investment advisors having been the Chief Investment Officer of Jardine Fleming in India for 7 years advising the Indian investments of the Flemings group and subsequently of JP Morgan, of over US$ 1 billion.<br>• He has been writing a well-regarded monthly editorial column for the last 7 years in the Economic Times. |
| Mr. P. Krishnamurthy | B.Com (Hons), St. Xavier's College, University of Calcutta and Chartered Accountant | • Expertise in Accounts and Finance. He is a national rank holder Chartered Accountant from Institute of Chartered Accountants of India.<br>• He has been the Corporate Advisor to Tractors & Farm Equipment Ltd (TAFE) since 2004 and to SETCO Automotive Ltd. since 2010.<br>• Experience of over 40 years in Corporate Management and Strategy, Restructuring, Mergers & Acquisitions, International Business and Joint Ventures including managing and supervising business units in India and abroad. |
| Mr. Dushyant Mehta | MBA in Marketing | • Expertise in marketing, advertising and sales with a focus on brand building, strategy and account planning.<br>• Has launched and built several FMCG and media brands at a national level. He headed Contract Advertising and Lintas in Mumbai; he also led the strategic and account planning team at Clarion Advertising.<br>• Helped to build the multi-million dollar brand Cello. He has also conceptualized and launched national programmes like the Bournvita Quiz Contest, Say Cello not Hello! amongst others. Served on the jury for the prestigious ABBY Awards and also taken sessions on Management at various institutions. Founded and is the Chairman of Quadrum Solutions, a uniquely positioned content company with global clients. |

| Director | Qualification | Skills / expertise / competencies / experience |
|---|---|---|
| Mrs. Mahalakshmi Ramadorai | Post-Graduate Diploma in Counseling Psychology; Master's Degree in Education; Bachelor of Arts in History; Master of Arts in Hindustani Classical Music. | • Expertise in the field of teaching and training.<br>• Experienced as a teacher and administrator in Campion school and Bombay International school – Bombay and 6 years as Head Training at Schoolnet India.<br>• She is the Chairperson for The Citi Academy for Special Education-offering Educational Therapy to Children with Learning Disabilities – a part of the Children's Orthopedic Hospital (SRCC Trust), She is the Trustee on the Board of – Bai Kabi bai and Hansraj Morarji Public Schools – Mumbai; She is the Trustee on the Board of 'Reach to Teach' a UK based NGO; She is Chairing the Advisory Committee of the Bala Janaagraha, Bangalore; She is part of the Advisory Committee on Indian Music at the National Center for the performing Arts, Mumbai. |
| Ms. Bhumika Batra | Masters in Law, CS | • Expertise in legal and compliance.<br>• Experience in the field of Corporate Law. She is a Company Secretary and Member of Bar Council of Maharashtra and Goa.<br>• She is an Associate Partner of M/s. Crawford Bayley & Co. She has assisted in various Publications such as: Company Law Ready Reckoner - 2014; Transfer and Transmission of Shares – A treatise – 2005; Asia Business Law Journal - 2007 |

The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management.

Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided – During the year, Dr. Jamshed Irani Non-Executive Independent Director of the Company resigned as a Board Member w.e.f. January 4, 2019 due to other commitments and personal reasons and there are no other material reasons other than those provided herein.

During the Financial Year ended March 31, 2019, 4 (Four) Board Meetings were held on the following dates: May 24, 2018, August 01, 2018, October 31, 2018, and February 11, 2019. The Company has held at least 1 (One) Board Meeting in every quarter and the maximum time gap of one hundred and twenty days between any two meetings.

All the Directors have informed the Company periodically about their Directorship and Membership on the Board/Committees of the Board of other Companies. As per the disclosures received, none of the Directors of the

Company hold membership in more than 10 (Ten) Committees or act as the Chairman of more than 5 (Five) Committees across all Companies in which he/she is a Director.

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

The Board meets at least once in a quarter to review the quarterly Financial Results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the business. The tentative annual calendar of Board Meetings for the ensuing year is decided well in advance by the Board and is published as part of the Annual Report. Presentations are made by the Executive Directors and Senior Management of the Company on the Company's performance, operations, plans and other matters on a periodic basis.

**Familiarisation Programme for Independent Directors:**

The Company believes that the Board be continuously empowered with the knowledge of the latest developments in the Company's business and the external environment affecting the industry as a whole.

The Company has conducted a familiarisation programme for all its Directors including the Independent Directors. The Company through such programme familiarized the Independent Directors with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by insiders, etc.

The Managing Director, Chief Financial Officer (CFO), Company Secretary, Business Heads and other Senior Officials of the Company make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The familiarisation programme for Independent Directors in terms of provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is uploaded on the website of the Company and can be accessed through the following weblink: (http://www.repro.in/investors/overview).

**Separate Independent Directors' Meeting:**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) & (4) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, it mandate that the Independent Directors of the Company hold at least 1 (One) meeting in a year, without the presence of Non-Independent Directors and members of the management. It is recommended that all the Independent Directors of the Company be present at such meetings. These meetings are expected to review the performance of the Non-Independent Directors and the Board as a whole, as well as the performance of the Chairman of the Board, taking into account the views of the Executive Directors and Non-Executive Directors. The Board of Directors also discussed about the quality, quantity and timelines of the flow of information from the Management to the Board and its Committees, which is necessary to perform reasonably and discharge their duties.

During the year under review, the Independent Directors of the Company met on February 11, 2019, without the attendance of Non-Independent Directors and members of the Management.

**Board Members Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 read with Rules issued there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, one of the key functions of the Board is to monitor and review the Board evaluation framework. A Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee and by the Board. The Board carried out an annual performance evaluation of its own performance, which was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution. The Board appraised the Independent Directors individually as well as evaluated the working of the Committee of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony.

## COMMITTEES OF THE BOARD

There are 4 (Four) Committees of the Board namely: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

### 1. AUDIT COMMITTEE

The Company has a qualified and Independent Audit Committee which has been formed in pursuance of Regulation 18 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting.

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

1. Mr. P. Krishnamurthy : Chairman (Non-Executive Independent Director)
2. Mr. Ullal R. Bhat : Member (Non-Executive Independent Director)
3. Mr. Dushyant Mehta : Member (Non-Executive Independent Director)
4. Mr. Mukesh Dhruve : Member (Executive Director)

There has been change in the composition of the Committee during the year due to demise of Mr. Alyque Padamsee and hence, Audit Committee was reconstituted on December 27, 2018.

The Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed.

The powers, role and terms of reference of the Audit Committee includes the matters as specified under the Act and the Listing Regulations, besides other terms as referred by the Board. The broad terms of reference include; oversight of financial reporting process, review financial results and related information, approval to related party transactions, review internal financial controls, risk management, performance of statutory and internal auditors, audit process, relevant compliances, appointment and payments to auditors.

The Audit Committee is constituted and functions in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

During the year under review the Board of Directors of the Company has accepted all the recommendation of the Audit Committee. The Audit Committee met 4 (Four) times during the Financial Year - May 24, 2018, August 01, 2018, October 31, 2018 and February 11, 2019.

Necessary quorum was present at all these meetings.

| Name | No. of Meetings | | Nature of Membership | Category of Directorship |
|---|---|---|---|---|
| | Held | Attended | | |
| Mr. P. Krishnamurthy | 4 | 4 | Chairman | Non-Executive Independent Director |
| #Mr. Alyque Padamsee | 3 | 3 | Member | Non-Executive Independent Director |
| *Mr. Ullal R. Bhat | 1 | 1 | Member | Non-Executive Independent Director |
| *Mr. Dushyant Mehta | 1 | 1 | Member | Non-Executive Independent Director |
| Mr. Mukesh Dhruve | 4 | 4 | Member | Executive Director |

#Ceased to be a Director w.e.f. November 17, 2018.

*Appointed as on December 27, 2018.

## 2. NOMINATION AND REMUNERATION COMMITTEE

The purpose of this Committee is to screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors and also designs benchmarks and continuously reviews the compensation program for our Executive Directors, Managing Director and Senior Executives.

The Nomination and Remuneration Committee coordinates and oversees the annual self-evaluation of the Board and of the individual Directors. It may also regularly evaluate the usefulness of such performance parameters and make necessary amendments.

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

1. Mr. P. Krishnamurthy : Chairman (Non-Executive Independent Director)
2. Mr. Dushyant Mehta : Member (Non-Executive Independent Director)
3. Mr. Mukesh Dhruve : Member (Non-Executive Independent Director)

There has been change in the composition of the Committee during the year due to demise of Mr. Alyque Padamsee and hence, Nomination and Remuneration Committee was reconstituted on December 27, 2018.

The powers, role and terms of reference of the Nomination and Remuneration Committee includes the matters as specified under the Companies Act, 2013 and the Listing Regulations, besides other terms as referred by the Board. The broad terms of reference include formulation of remuneration policy, set criteria for determining qualifications, positive attributes and independence of a Director, formulation of criteria for evaluation of Independent Directors and the Board and criteria for appointment of Directors and Senior Management.

The Nomination and Remuneration Committee is constituted and functions in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee met 2 (Two) times during the Financial Year - May 24, 2018, and February 11, 2019.

Necessary quorum was present at all these meetings.

| Name | No. of Meetings | | Nature of Membership | Category of Directorship |
|---|---|---|---|---|
| | Held | Attended | | |
| Mr. P. Krishnamurthy | 2 | 2 | Chairman | Non-Executive Independent Director |
| Mr. Dushyant Mehta | 1 | 1 | Member | Non-Executive Independent Director |
| #Mr. Alyque Padamsee | 1 | 0 | Member | Non-Executive Independent Director |
| *Ms. Bhumika Batra | 1 | 1 | Member | Non-Executive Independent Director |

#Ceased to be a Director w.e.f. November 17, 2018.

* Appointed as on December 27, 2018.

**Performance evaluation criteria for Independent Director:**

The performance evaluation for Independent Directors is determined by the Nomination and Remuneration Committee. Factors that were evaluated includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

**Nomination and Remuneration Policy of the Company:**

The Nomination and Remuneration Committee is entrusted inter-alia with the responsibility of formulating a policy for payment of remuneration to Directors, Key Managerial Personnel and Senior Management of the Company.

The Nomination and Remuneration Policy provides appropriate composition of Executive, Non-Executive and Independent Directors on the Board of the

Company along with criteria for appointment and remuneration including determination of qualification, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013.

This Policy applies to Directors, Senior Management including its Key Managerial Personnel.

**3. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee, oversees, inter-alia, timely redressal of shareholders' grievance such as issues involving transfer and transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate Share Certificates, recording dematerialization/re-materialization, general meetings, etc. The Committee also reviews the systems and procedures followed to resolve investor complaints and suggest several measures for improvement as may be necessary.

The Committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

The Stakeholders Relationship Committee constituted by the Board comprises of Ms. Bhumika Batra - Non-Executive Independent Director as Chairman and Mr. Vinod Vohra and Mr. Mukesh Dhruve - Executive Directors as its members. The Board has designated Ms. Kajal Damania - Company Secretary & Compliance Officer of the Company as the Secretary of the Committee.

The Committee acts in accordance with the terms of reference specified by the Board from time to time which, inter alia, includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievance of the security holders.

During the year, the Company has not received any complaint, and hence there was no investor complaint pending as on March 31, 2019. The status of complaints, if any, is periodically reported to the Committee.

Ms. Kajal Damania - Company Secretary is the Compliance Officer nominated for this purpose under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She looks into the investor grievances and co-ordinates with the Registrar & Share Transfer Agents, M/s Link Intime India Private Limited for redressal of grievances. The Company as per Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013, has a dedicated email id: investor@reproindialtd.com for the investor related queries and the same have been posted on the website of the Company as well.

The Committee met once during the Financial Year - February 11, 2019.

Necessary quorum was present at the meeting.

| Name | No. of Meetings | | Nature of Membership | Category of Directorship |
|---|---|---|---|---|
| | Held | Attended | | |
| #Mr. Alyque Padamsee | 0 | 0 | Chairman | Non-Executive Independent Director |
| *Ms. Bhumika Batra | 1 | 1 | Chairman | Non-Executive Independent Director |
| Mr. Vinod Vohra | 1 | 1 | Member | Executive Director |
| Mr. Mukesh Dhruve | 1 | 1 | Member | Executive Director |

#Ceased to be a Director w.e.f. November 17, 2018.

* Appointed as on December 27, 2018.

There has been change in the composition of the committee during the year due to demise of Mr. Alyque Padamsee and hence, Stakeholders Relationship Committee was reconstituted on December 27, 2018.

**4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility (CSR) Committee oversees Corporate Social Responsibility, Corporate Governance and other matters as may be referred by the Board of Directors. As per Section 135 of the Companies Act, 2013 this Committee discharges the role of CSR Committee which includes formulating and recommending to the Board a CSR Policy, indicating the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013 recommending the amount of expenditure to be incurred and monitoring the CSR Policy of the Company.

The Committee has been formed in conformity with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR committee is empowered pursuant to its terms of reference includes:

(i) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

(ii) Recommend the amount of expenditure to be incurred on the activities.

(iii) Monitor the CSR policy of the Company from time to time.

(iv) Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and such other activities as the Board of Directors may determine from time to time.

(v) To implement its CSR initiatives.

The Committee met once during the Financial Year: February 11, 2019. Necessary quorum was present at the meeting.

| Name | Meeting(s) details | | Nature of Membership | Category of Directorship |
|---|---|---|---|---|
| | Held | Attended | | |
| #Dr. Jamshed J. Irani | 0 | 0 | Chairman | Non-Executive Independent Director |
| *Mrs. Mahalakshmi Ramadorai | 1 | 1 | Chairman | Non-Executive Independent Director |
| Mr. Ullal R. Bhat | 1 | 1 | Member | Non-Executive Independent Director |
| Mr. Dushyant Mehta | 1 | 1 | Member | Non-Executive Independent Director |
| Mr. Vinod Vohra | 1 | 1 | Member | Executive Director |

#Resigned w.e.f. January 4, 2019

*Appointed as a Chairman w.e.f. February 11, 2019

There has been change in the composition of the committee during the year due to resignation of Dr. Jamshed J. Irani on January 4, 2019 and hence, Mrs. Mahalakshmi Ramadorai was appointed as a Chairman of the Committee, Ms. Kajal Damania - Company Secretary, acts as a Secretary to the Committee.

In years to come, your Company looks forward to be proactively engaged with employees, customers and the communities on a larger scale where the CSR creates a footprint and attains the level of 'Value creation' promoting sustainable business model.

During the year 2018-2019, the Company has spend ₹ 7 lakhs on CSR activity.

The CSR Policy has been placed on the website of the Company and can be accessed through the following weblink: (http://www.repro.in/investors/overview).

## SUBSIDIARY COMPANY

Company does have one material non-listed Indian Subsidiary Company i.e. Repro Books Limited (formerly known as Repro Knowledgecast Limited) in terms of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The minutes of the Board Meetings of the Subsidiary Companies are placed at the meeting of the Board of Directors of the Company on periodical basis. The Audit Committee reviews the financial statements including investments made by the unlisted Subsidiary Companies of the Company.

The policy for determining "material" subsidiaries has been placed on the website of the Company and can be accessed through the following weblink: (http://www.repro.in/ investors/overview).

## RELATED PARTY TRANSACTIONS (RPTS)

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the website of the Company and can be accessed through the following weblink: (http://www.repro.in/investors/overview).

The transactions with Related Parties are referred to the Audit Committee for its approval at the scheduled quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

During the financial year ended March 31, 2019, the Company has entered into RPTs in the ordinary course of business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Policy of the Company on dealing with RPTs. During the financial year ended March 31, 2019, there are no transactions with related parties which qualify as a material transaction in terms of the applicable provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the RPTs are set out in the Financial Statements forming part of this Annual Report.

The details of the remuneration paid to the Key Managerial Personnel appointed by the Company in accordance with the provisions of Section 203 of the Companies Act, 2013, is set out in the Board's Report forming part of this Annual Report.

Details of employees, who are relatives of the Directors, holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013 are set out in the Financial Statements forming part of this Annual Report.

In terms of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the appointment and remuneration payable to the aforesaid is approved by the Audit Committee and noted by the Board of Directors of the Company and are at arm's length and in ordinary course of business of the Company.

**Directors with materially significant, pecuniary or business relationship with the Company:**

There is no materially significant pecuniary or business relationship between the Non- Executive/Independent Directors and the Company, except for the sitting fees payable to them in accordance with the applicable laws. A declaration to this effect is also submitted by all the Directors, at the beginning of each financial year.

## DISCLOSURES BY MANAGEMENT

1) **Disclosures on materially significant Related Party Transactions that is transactions of the Company of material nature, with its Promoters, the Directors or the Management, their relatives or Subsidiaries, etc. that may have potential conflict with the interest of the Company at large.**

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

2) There were no cases of non-compliance with Stock Exchanges or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 nor any cases of penalties or strictures imposed by any Stock Exchanges or SEBI or any other statutory authority for any violation related to the capital market during the last three years.

3) **Vigil Mechanism and Whistle Blower Policy**

   The Vigil Mechanism provides a formal mechanism for all Directors and Employees of the Company to approach the Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company.

   The ‘Whistle Blower’ Policy adopted by the Company provides a ready mechanism for reporting violations of laws, rules, regulations or unethical conduct. The confidentiality of the ‘Whistle Blower’ is maintained and he/she is not subjected to any victimization and/or harassment. The present Whistle Blower Policy is in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. Every employee of the Company has been provided access to the Audit Committee Chairman through email/correspondence address, should they desire to avail of the Vigil Mechanism.

   Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted a Whistle Blower Policy with an objective to provide its employees and a mechanism whereby concerns can be raised in line with the Company’s commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

**Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has zero tolerance towards Sexual Harassment of Women at Workplace and has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace in the line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint about sexual harassment during the year under review.

**4) Code of Conduct**

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). The Code is applicable to the members of the Board, the Executive Officers and all the Employees of the Company.

The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2019. The declaration to this effect signed by Mr. Sanjeev Vohra, Managing Director of the Company forms part of the report.

**5) Code of Conduct for Prevention of Insider Trading**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insider under the SEBI (Prohibition of Insider Trading) Regulation, 2015. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure.

Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, Senior Management Personnel, persons forming part of Promoter(s)/Promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, Senior Management Personnel, persons forming part of Promoter(s)/ Promoter group(s), designated employees, etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during certain periods known as "Trading Window Closure Period". All the Directors, Senior Management Personnel, persons forming part of Promoter(s)/ Promoter group(s) and other designated employees of the Company are restricted from entering into opposite transaction, i.e., buy or sell any number of shares during the next six months following the prior transaction. The policy is available on our website; the same can be accessed through the following weblink: (http://www.repro.in/investors/overview).

**6)** All the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with and the Company has presently not adopted any of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**7)** Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A):

There was no Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) during the financial year 2018-19.

**8)** A Certificate has been received from M/s Yogesh Patel & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority except Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive - Independent Director is disqualified by Registrar of Companies u/s 164 (2), however he has filed petition before the Hon'ble High Court, for removal of his disqualification.

**9)** Disclosure of instances along with the reasons, where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the financial year 2018-19, provided that the clause shall only apply where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations:

There was no instance during the financial year 2018-19, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

**10)** Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:

Refer Note 31(a) on Payments to Auditors in Standalone Financial Statements for total payment / accrual of fees charged by B S R & Co. LLP. other than that, Statutory Auditors of the Company have not provided any service to the Company or its Subsidiaries.

## REMUNERATION OF DIRECTORS

The aggregate value of salary and perquisites for the year ended March 31, 2019 to the Managing Director and Whole time Directors are as follows:

(₹ in Lakhs)

| Name of the Director | Designation | Salary (₹) | Perquisites (₹) | Total (₹) |
|---|---|---|---|---|
| Mr. Vinod Vohra | Chairman | Nil | Nil | Nil |
| Mr. Sanjeev Vohra | Managing Director | 60.09 | 0.40 | 60.49 |
| Mr. Mukesh Dhruve | Whole-time Director | 50.73 | 0.40 | 51.13 |
| Mr. Rajeev Vohra | Whole-time Director | 60.09 | 0.40 | 60.49 |
| Dr. Pramod Khera | Whole-time Director | 51.60 | 8.13 | 59.73 |

The Non-Executive Directors are paid sitting fees of ₹ 25,000/- per meeting for attending each meeting of the Board of Directors and ₹ 20,000/- for Audit Committee Meetings. The Non-Executive Directors do not draw any other remuneration from the Company.

The aggregate value of sitting fees paid to the Non-Executive Directors for the year ended March 31, 2019 are as follows:

(₹ in Lakhs)

| Name of the Director | Sitting fees paid (₹) |
|---|---|
| *Dr. Jamshed J. Irani | 0.75 |
| Mr. P. Krishnamurthy | 1.80 |
| **Mr. Alyque Padamsee | 0.42 |
| Mr. Ullal R. Bhat | 1.20 |
| Mr. Dushyant Mehta | 0.95 |
| Mrs. Mahalakshmi Ramadorai | 0.75 |
| Ms. Bhumika Batra | 1.00 |
| **Total** | **6.87** |

*Resigned w.e.f. January 4, 2019

**Ceased to be a Director w.e.f. November 17, 2018

**Shareholding of Non-Executive/Independent Directors of the Company as on March 31, 2019**

| Director | No. of Shares | Percentage |
|---|---|---|
| Mr. Ullal R. Bhat | 10000 | 0.0870 |
| Mr. P. Krishnamurthy | Nil | 0.00 |
| *Dr. Jamshed J. Irani | Nil | 0.00 |
| Mr. Dushyant Mehta | 25800 | 0.2244 |
| Mrs. Mahalakshmi Ramadorai | 2500 | 0.2175 |
| **Mr. Alyque Padamsee | Nil | 0.00 |
| Ms. Bhumika Batra | Nil | 0.00 |

*Resigned w.e.f. January 4, 2019

**Ceased to be a Director w.e.f. November 17, 2018

The Company has not issued any convertible instruments.

## CEO AND CFO CERTIFICATION

As required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chief Financial Officer (CFO) i.e. the Executive Director in charge of Finance, give annual certification on financial reporting and internal controls to the Board Regulations, 2015. The CFO also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## GENERAL BODY MEETINGS

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

| Year | Date | Time | Location |
|---|---|---|---|
| 2017-18 | August 01, 2018 | 11.30 a.m. | M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 |
| 2016-17 | August 30, 2017 | 03.30 p.m. | M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 |
| 2015-16 | August 06, 2016 | 11.30 a.m. | The Club – Colonial Hall, 197, D.N. Nagar, Andheri (W), Mumbai-400053 |

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

During the year, there was no special resolution passed through postal ballot.

## MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results of the Company are normally published in 'Business Standard' and 'Tarun Bharat'. These results are simultaneously posted on the Company's website: www.reproindialtd.com. Official news releases, presentations made for the analysts, investors, etc. transcript of the conference calls had with the analysts, investors, etc. are displayed on the Company's website www.reproindialtd.com.

The Company's website www.reproindialtd.com contains a separate dedicated section "Investor Relations" where shareholders information is made available. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014 and other applicable provisions, if any of the Companies Act, 2013, Companies can serve documents to its Shareholders through electronic transmission. Accordingly, your Company shall be sending the documents like General Meeting Notices, Audited Financial Statement, Directors' Report, Auditor's Report, etc. to the Shareholders in the electronic form to the e-mail addresses so provided by the shareholder and made available to us by the Depositories, NSDL and CDSL using data maintained by the Depository Participants.

Your Company encourages its shareholders to participate in the cause of Green Initiative by opting to receive communications from the Company in electronic form by registering their e-mail addresses:

(a) in case the shares are held in electronic form (Demat) with the Depository Participant.

(b) in case the shares are held in physical form with the Company or its Registrar & Transfer Agent, Link Intime India Private Limited.

## GENERAL SHAREHOLDERS' INFORMATION

1. **Annual General Meeting (AGM)**

   The Twenty Sixth (26th) AGM of the Company will be held on Saturday, August 31, 2019 at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai - 400 051 at 11.30 a.m. for the Financial Year 2018-19.

2. **Book Closure Dates:** August 25, 2019 to August 31, 2019 (both days inclusive)

3. **Financial Calendar (tentative):**

   AGM – Last week of September, 2020

   **Quarterly Results:**

   First Quarter ending on June 30, 2019 – Mid week of August 2019

   Second Quarter ending on September 30, 2019 – Mid week of November 2019

   Third Quarter ending on December 31, 2019 – Mid week of February 2020

   Year ending on March 31, 2020 – Last week of May 2020

4. **Listing of Shares on Stock Exchanges**

   The shares of the Company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 and The National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

   Annual Listing fees as prescribed for the year 2019-20 have been paid to the Stock Exchanges.

## 5. Stock Code

Scrip Code on BSE is 532687

Trading Symbol on NSE is "REPRO"

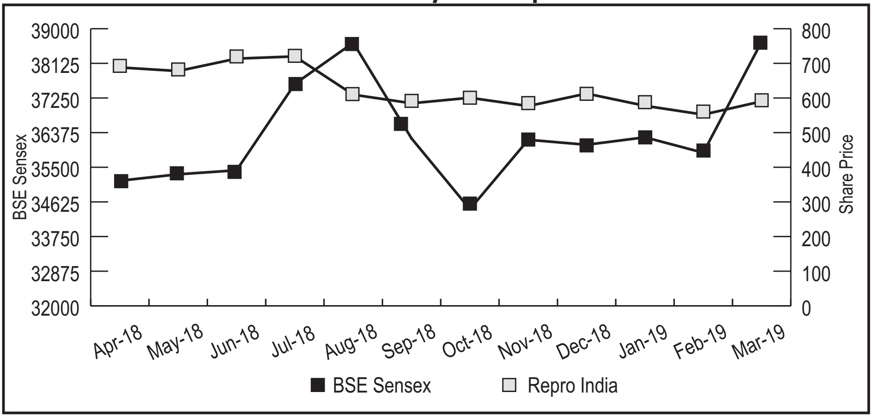
Demat ISIN No: INE461B01014

## 6. (a) Market Price Data: High, Low during each month in last financial year:

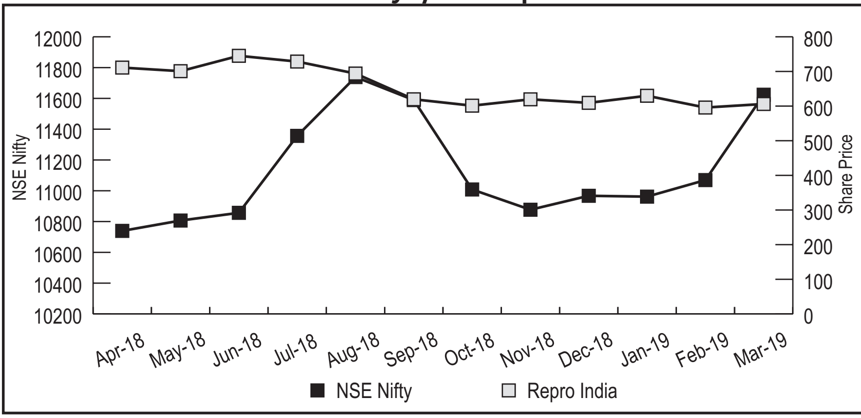
| Month | BSE Share Price | | NSE Share Price | |
|---|---|---|---|---|
| | High | Low | High | Low |
| April 2018 | 746.25 | 630.00 | 744.30 | 630.20 |
| May 2018 | 713.45 | 605.00 | 711.00 | 602.60 |
| June 2018 | 760.00 | 625.05 | 774.00 | 625.00 |
| July 2018 | 741.70 | 650.00 | 743.30 | 661.50 |
| August 2018 | 746.00 | 598.05 | 749.95 | 593.10 |
| September 2018 | 666.00 | 581.30 | 627.00 | 575.30 |
| October 2018 | 615.00 | 523.00 | 613.90 | 527.00 |
| November 2018 | 633.75 | 550.50 | 627.95 | 556.10 |
| December 2018 | 630.00 | 569.55 | 618.75 | 564.00 |
| January 2019 | 645.65 | 553.60 | 647.65 | 552.90 |
| February 2019 | 594.95 | 533.00 | 598.90 | 532.60 |
| March 2019 | 635.15 | 558.10 | 630.70 | 557.00 |

### (b) Share price performance in comparison to broad-based indices - BSE Sensex & NIFTY

**BSE Sensex v/s Share price**



NSE Nifty v/s Share price




7. **Registrar to an issue and Share Transfer Agent:**

M/s Link Intime India Pvt. Ltd.
C – 101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai – 400 083
Phone: +91 22 49186270
Fax : +91 22 49186060
Website: www.linkintime.co.in
E-mail: rnt.helpdesk@linkintime.co.in

8. **Share Transfer System**

The Board has delegated the authority for approving share transfer, transmission, etc. of the Company's securities to the Stakeholders Relationships Committee. All requests pertaining to shares held in physical form as well as requests for dematerialisation/ rematerialisation are processed within the prescribed time limit. A summary of transfer/ transmission of securities of the Company so approved by the Committee is placed before at the following Board Meeting.

The Company has obtained half yearly certificates from Practicing Company Secretary for compliance of share transfer formalities as required under Regulation 40(9) of the Listing Regulations and the same were submitted to the Stock Exchanges.

The Company has also submitted Reconciliation of Share Capital Audit Report on a quarterly basis as required under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

## 9. Distribution schedule as on March 31, 2019

| No. of equity shares held | No. of shareholders | % to total shareholders | No. of shares | % to total shares |
|---|---|---|---|---|
| 1-500 | 6595 | 90.8653 | 528029 | 4.5930 |
| 501-1000 | 295 | 4.0645 | 219919 | 1.9129 |
| 1001-2000 | 193 | 2.6591 | 290101 | 2.5234 |
| 2001-3000 | 56 | 0.7716 | 143556 | 1.2487 |
| 3001-4000 | 20 | 0.2756 | 70484 | 0.6131 |
| 4001-5000 | 17 | 0.2342 | 78706 | 0.6846 |
| 5001-10000 | 39 | 0.5373 | 290052 | 2.5230 |
| 10001 & above | 43 | 0.5924 | 9875504 | 85.9012 |
| **TOTAL** | **7258** | **100.0000** | **11496351** | **100.0000** |

## 10. Shareholding Pattern as on March 31, 2019

| Category | No. of shares | % of holding | Shares pledged or otherwise encumbered |
|---|---|---|---|
| Promoters | 6361410 | 55.3342 | - |
| Mutual Funds/Non Nationalised Banks | Nil | Nil | NA |
| Financial Institutions | 7238 | 0.0630 | NA |
| NBFC | 3769 | 0.0328 | NA |
| Alternate Investment Fund | 88889 | 0.7732 | NA |
| Trusts | 5792 | 0.0504 | NA |
| HUF | 100462 | 0.8739 | NA |
| Office Bearers | 12430 | 0.1081 | NA |
| Bodies Corporate | 579829 | 5.0436 | NA |
| Individuals | 2495925 | 21.7106 | NA |
| Clearing Members | 47588 | 0.4139 | NA |
| NRI | 120990 | 1.0525 | NA |
| Directors & Relatives | 116300 | 1.0116 | NA |
| Foreign Portfolio Investor | 1552757 | 13.5065 | NA |
| IEPF | 2972 | 0.0259 | NA |
| **TOTAL** | **11496351** | **100.00** | **-** |

## 11. Dematerialisation of shares and liquidity

As on March 31, 2019, 99.86% of the shares of the Company are in dematerialised form. Shares of the Company can be traded only in demat form on Stock Exchanges. Shares of the Company are traded on BSE and NSE and hence ensure good liquidity for the investors.

Following are the details pertaining to shares of the public issue which were unclaimed and hence transferred to a separate Demat Suspense Account.

| | No. of shareholders | No. of shares |
|---|---|---|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year | 1 | 40 |
| Number of shareholders who approached issuer for transfer of shares from suspense account during the year | - | - |
| Number of shareholders to whom shares were transferred from suspense account during the year | - | - |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year | 1 | 40 |

The voting rights on the shares outstanding in the Suspense Account shall remain frozen till the rightful owner of such shares claims the shares.

**12. Unclaimed Dividends**

The Company is required to transfer dividends which have remained unpaid/ unclaimed for a period of 7 (seven) years from the date the dividend has become due for payment to the Investor Education & Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends pertaining to the financial year 2010-2011 has been transferred to IEPF.

Before transferring to IEPF, individual letters had been sent to those Members whose unclaimed dividends were due for transfer so as to enable them to claim the dividends before the due date. The information on unclaimed dividend is also posted on the website of the Company www.reproindialtd.com.

Shareholders who have not so far encashed their dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company immediately.

**13. Transfer of 'Underlying Shares' into Investor Education and Protection Fund (IEPF) (in cases where unclaimed dividends have been transferred to IEPF for a consecutive period of seven years)**

In terms of Section 125(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPF Account, pursuant to the said Rules to take immediate action in the matter.

However, in case the concerned shareholders wish to claim the shares after transfer to IEPF, a separate application has to be made to the IEPF Authority in Form IEPF-5, as prescribed under the Rules and the same is available at IEPF website i.e., www.iepf.gov.in.

**14. GDRs /ADRs / Warrants or any convertible instruments, conversion dates and likely impact on Equity**

There are no ADRs/GDRs/Warrants or any convertible instruments issued by the Company during the Financial Year 2018-2019.

**15. Commodity price risk or foreign exchange risk and hedging activities**

NIL

**16. Plant Locations**

Surat SEZ Facility: Plot No. 90 to 93 and 165, Surat Special Economic Zone, Sachin, Surat - 394230, Gujarat.

Haryana Facility: Khasra No. 13/19, 22, 17/1/1, 9/1/1, Village Malpura, Tehsil Dharuhera, Rewari, Haryana - 123401.

**17. Address for Correspondence**

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

Repro India Ltd.
CIN - L22200MH1993PLC071431

Ms. Kajal Damania
Company Secretary & Compliance Officer,
11th Floor, Sun Paradise Business Plaza,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Tel: +91-022-71914000; Fax : +91-022-71914001
Email id exclusively for investor related queries:
investor@reproindialtd.com

**18. Credit Rating obtained during the financial year**

During the financial year 2018-19, the Company has not obtained credit ratings from any credit rating agencies.

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

**Vinod Vohra**
Chairman

Place: Mumbai
Date: May 28, 2019

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

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

I confirm that the Company has in respect of the financial year ended March 31, 2019, received from the Senior Managerial Personnel of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Managerial Personnel means the employees in the cadre of Senior Vice President, Vice President, Associate Vice President and Company Secretary as on March 31, 2019.

For **REPRO INDIA LIMITED**

**Sanjeev Vohra**
Managing Director

Place: Mumbai
Dated: May 28, 2019

# CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

To,
The Members of Repro India Limited

We have examined the compliance of conditions of corporate governance by Repro India Limited ("the Company") for the year ended 31st March, 2019, as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations").

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

In our opinion and to the best of our information and according to the examination of relevant records and the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**FOR DM & ASSOCIATES COMPANY SECRETARIES LLP**
**COMPANY SECRETARIES**
**UNIQUE CODE: L2017MH003500**

**DINESH KUMAR DEORA PARTNER**
**Membership No.: FCS 5683**
**COP No 4119**

Place: Mumbai
Date: 28-05-2019

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors take pleasure in presenting the Management Discussion and Analysis Report for the year ended March 31, 2019.

## 1. OVERVIEW AND DEVELOPMENTS DURING THIS YEAR:

### AN EXPLODING ONLINE BOOK OPPORTUNITY

The internet has created an entirely new kind of shopper. The digital transformation that the internet has brought about has changed the way business is conducted. This has driven global change in the way people live, work, transact business and shop. Further, the infrastructure to support this revolution has improved significantly, accessibility for the common man has increased, enabling digital transactions and an exchange of information like never before.

E-retailers are now witnessing a growth of transactions and are offering a range of goods and services that are not restricted by geographical boundaries. Newer delivery models are cropping up and the mobile is emerging as a popular device for shopping. With networked connections of people, processes and data exploding, it is expected that potential shopping formats will increase manifold.

India is one of the world's fastest growing e-retail markets. Total internet users in India are expected to grow even more rapidly – with a young Indian population that is riding the digital wave and embracing the digital way of life. Further, smartphones, shopping on-the-go and new technologies are creating a virtual marketplace.

The digital revolution is clearly here to stay. And getting its product online is the fastest way for any company to grow.

All these factors have also led to the emergence of a revolutionised book industry – and also the way books are bought all over the world. A staggering 15 % of all online sales are books, making it a huge number. Currently, India is the 6th largest book market in the world and with the total number of internet users in India expected to grow rapidly, the number of people expected to buy books online is increasing every day.

And so, what readers want, is the latest book, in the fastest time, at the lowest cost. To help publishers and readers ride the digital opportunity, your Company has developed a tech platform that helps publishers and readers tap into this Global and India opportunity even as it unfolds. Your Company's mission is to get more books.. to more readers… through more channels… anywhere in the world.

### REPRO – RESPONDING TO AN EXPLODING OPPORTUNITY

India is adapting to this change faster than can be imagined. Buying a book online has opened up never before opportunities – both for the reader as well as the publisher. Readers now get exactly the title they want, right at their doorstep. And publishers now have their books on e-bookstores and reach readers anywhere in the world, thus expanding their market exponentially.

Recognising the need and potential of the market, getting titles on e-platforms so that they are visible to millions of potential readers, is the task at hand for all publishers.

To help ride the digital opportunity, your Company has built tech platforms that disrupt – the traditional way of doing business in the publishing industry - offering a specialised solution created to help tap into this booming India opportunity even as it unfolds… recognising that the time to tap into this opportunity is now!

**INNOVATING NEW AGE**

The tech platform your Company has created, enables a publisher to access markets that otherwise would not have been accessed. By digitising and making titles available online, and printing them on-demand to reach a reader anywhere, your Company's solution is disrupting an age-old publishing process. And enabling publishers to take advantage of the massive opportunity the internet has thrown their way.

Your Company has identified the requirements of this changing paradigm to address the key issues that the publishers face. Some of these challenges are :

- Inefficient and very high costs and wastage of warehousing and inventory.
- The rate of obsolescence, particularly in education books, resulting in hard to sell inventory.
- The completely un-organised printing and publishing industry.
- The limited reach of the traditional distributors and distribution system.
- And finally the problem of returns and collections that is ingrained in the retail distribution system.

Your Company has customised a solution to enable publishers to eliminate the challenges of the traditional processes. The solution has been designed so that every publisher can reach his reader, without any of the headaches associated with the traditional way of doing business in the publishing industry.

**CREATING CHANNELS THAT REACH READERS – ANYTIME, ANYWHERE**

Publishers can now take full advantage of the online revolution with our tech platform and reach readers all over the world. The content is aggregated from the publisher (the content owners) and it is archived in a digital warehouse. The Repro solution ensures that publishers' get their books to their readers through:

- Online channels – by aggregating, digitising, listing titles on online stores, producing on-demand and delivering anywhere. When an order is placed, your Company accesses the soft copy of the title from its content repository and produces it in the state-of-the-art one book factory and dispatches it to the customer within the shortest possible time. Your Company has further extended the solution to distribution and collection – right up to the collection of royalties which are given to the publishers for each book purchased and produced.

This business model has grown rapidly in the last year and presents a tremendous opportunity. Your Company also offers publishers the solution of listing their physical stock online, so that they can sell their inventory to an audience all over the world.

- Schools – by reaching K-12 students through online storefronts and delivering educational books directly to their doorstep. Your Company understands the needs of school administrations, parents and students. Making textbooks available to students through a direct online purchase addresses an avoidable pain area that parents face. Once the order is placed the books are delivered right to their doorstep.
- Bookshops – by offering a unique solution that helps minimise bookstore inventory, while maximising sales. Your Company has also created a 'just in time' fulfilment by offering retailers an innovative way to resolve all these issues. Your Company lists and makes available all the books to the bookstore to sell and store. Physical retailers and books shops everywhere, face the same issues. Expensive real estate, damaged inventory, out-of-stock lost sales, maintaining shelf space etc. The Repro solution lists all books that the retailer has in his inventory and replenishes the book stock once a book is sold. This ensures no lost sales for the book store while minimising the cost of the inventory he has to carry.

To reach readers and students all over the world and as quickly as possible, your Company has tied up with e-retailers like Amazon, Flipkart, Paytm, Snapdeal and Infibeam among others, so that publishers' books are available on these sites.

In addition, your Company has entered into a contractual arrangement with Ingram Content Group – which is one of the world's largest content aggregation and dissemination companies. Your Company will have access and thus make available to Indian readers, the global books residing on Ingram's content repository. In turn, your Company can make available Indian publisher's content to a larger global readership.

**GROWING EXISTING BUSINESSES :**

Your Company has strategic relationships with MNC publishers and Indian publishers for whom they print large quantities of books. Your Company understands their annual requirements and then pre-plans the raw material requirements, production and deliveries of these books all over the world.

This leads to better planning that comes from predictability of business. This also enables the team to plan for value creation for the Publisher by offering newer products, formats and paper options. The result of this understanding is a cost-effective solution for the publisher and better realisations for your Company.

A large number of publishers have already tied into avail of this solution and their books are being reached to a wider student base than ever before. Your Company has a strong presence in 22 countries across Africa, for whom books are produced in millions. In India too, your Company has a large and loyal customer base of some of the world's largest multinational publishers, as well as leading Indian publishers for whom books are produced and delivered.

**CUSTOM BUILT BACK-END SOLUTIONS**

At the back end too, your Company has been creating custom-built facilities. A State-of-the-art facility has been set up for the e-retail segment with sophisticated machines that are configured to print, bind, collate and despatch the specific quantities that online customers require. A particular focus in infrastructure has been on digital Print-on-Demand machines that give customers the advantage of printing small volumes in order to minimise obsolescence.

Publishers working with your Company, have access to a digital storefront, from where they can place repeat orders for books and e-books. The orders once approved are automatically scheduled for production. This minimises turnaround time.

With an additional large facility in an SEZ, your Company offers the publishers a solution for optimum pricing and fastest time to market, by passing on the benefits of the SEZ. Hence, publishers can avail the benefits of time and cost that further positively impacts their pricing strategies.

## 2. ACHIEVEMENTS, CERTIFICATIONS AND AWARDS

**Certifications:**

**ISO9001:2015 :** Our Surat facility is undergoing conversion of ISO9001:2008 to ISO9001:2015 and our audit scheduled on 25th and 26th June 2019.

**ISO14001:2015 :** We have planned our conversion of ISO14001:2004 to ISO14001:2015 in month of August-2019.

**ISO27001:2013 :** We successfully completed Surveillance audit of Information Security Management System without any non-conformities.

**FSC (Forest Stewardship Council) :** We have successfully completed Surveillance audit of FSC certification and continued with certification without any major non-conformities.

**Disney CoC :** Our Surat facility had undergone Disney Code of Conduct audit which is basically a social compliance audit and successfully complied with the requirements.

**Participation in Quality Circle Forum of India's Annual Chapter Convention on Quality Concepts:**

Our **Repro Deluxe** team from Surat participated in above annual convention and presented Kaizen project on and got **SILVER trophy** award. In this event many industry conglomerates like Tatas, Reliance, Adani Group companies, CEAT, Mahindra, Mazgaon Dock Ltd., RCF, etc., are participating and Repro was competing with them.

Following were the team members.

| | | |
|---|---|---|
| **Team Leader** | **:** | Suresh Wadne<br>Bibhuprasad Sataphathy<br>Rabindra Mistry |
| **Facilitator** | **:** | Ashish Rout |
| **Mentor** | **:** | Rajaram Khose |

**Celebration of Printers Quality Month:**

Since last 7 years Reproites are expressing their gratitude towards the father of Printing – Johannes Gutenberg on 24th February which is celebrated as Printer's Day worldwide to commemorate birth anniversary of Johannes Gutenberg.

Various programmes were arranged to celebrate this event viz. technical sessions from industry experts, elocution competition, essay competition, etc.

## 3. OPPORTUNITIES AND THREATS

The future of the opportunities thrown up by the e-retail space are growing and the focus of keeping up with the innovations to meet those changes is crucial to capitalising on these opportunities. Never before has the landscape been so vast, so without any boundaries and so all-encompassing, in terms of reaching customers all across the world.

Your Company has been able to envision and set up the business model, the partnerships, the teams and skills and the infrastructure to meet these changing needs. However, the challenge is to remain alert to newer technologies and models. Your Company is aware of this and is continuously innovating by staying in touch with the latest trends in the publishing industry.

The objective of the business model is to keep anticipating the changing needs and to build solutions to meet those requirements.

## 4. RISKS AND CONCERN AND RISK MITIGATION

Your Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks.

Your Company's traditional market has always been focused on the Publishing Industry. Though this is stable, the normal risks of prices of raw material, foreign exchange fluctuation, fluctuating interest rates, political instability, Government policies, competitive forces, changing technology and obsolescence remain.

Your Company has adopted the following strategies to minimise the risks involved in the business:

- Investment in a new online model that moves your Company into the new age digital space, while riding on its inherent strengths.
- Market innovation to constantly build newer platforms, reach newer markets and build with publishers to find more opportunities to create growth.
- Building partnerships with the leading organisations to offer innovative solutions that result in growth.
- A greater focus on building predictability so that business and operations are better planned.
- A continuous focus on innovation – in product, technology and process, so that efficiencies are continually enhanced.
- Strategic investments in technology that will enhance both efficiencies and keep your Company at the cutting edge.
- A reduction of wastage by deploying IT systems and processes that are customised to the industry.
- Greater focus on raw material negotiations, the benefits of which are passed onto the customer.

## 5. FUTURE STRATEGY AND VISION PERTAINING TO MARKETING AND SALES

Your Company is in an exciting space as it is looking at the rapidly growing online book Industry. This focus has enabled it to grow along with publishers who wish to reach their readers in all corners of the world in an optimum time and at an optimum cost.

Your Company has invested in the technology, infrastructure and skills to ensure that growth-oriented strategies that have been adopted will continue to flourish and grow. Your Company will continue its focus on building platforms to avail of the growth for publishers and will continue to be the gateway to increased business for publishers. Book aggregation, production and distribution to ensure books reach readers anytime and anywhere in the world will continue to remain a focus. This is a mission that enables your Company to participate in the process of spreading education, making content available to more readers and enabling customer growth.

The focus of partnering publishers to explore growth in Global and Indian markets through technology platforms will drive the vision and direction of the exciting future that awaits your Company.

## 6. INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS AND ITS ADEQUACY

Your Company has put in place adequate internal financial controls with reference to the financial statements managed by qualified and experienced personnel. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

Internal audits covering all the operations i.e., manufacturing, sales and distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

## 7. HUMAN RESOURCES MANAGEMENT

The primary role of the Human Resources Management (HRM) function has been to transition the change management process and effectively collaborate with departments and stakeholders to drive organisational excellence. The HRM function has driven changes in the way the human assets are managed and developed, striking a balance between business needs and individual aspiration.

HRM has now become a business partner and is taking key decisions, not just with respect to Human Resource (HR) but also businesses as a whole. It focuses on improving the way of life, work culture, employee engagement, productivity, effectiveness and efficiency.

Your Company initiated multiple actions to keep the workforce engaged. The HR Department is continuously looking at expanding opportunities for growth. The broader the employees' experience, education and background, the more diverse their opinions and insights, the deeper the Company's collective understanding grows. The result is a collaborative environment that respects individual needs and promotes ongoing development.

## 8. DISCUSSION ON FINANCIAL PERFORMANCE (CONSOLIDATED) WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year, your Company has focused on the strategic objective of investing in the new digital initiative; Rapples and the e-tail segment. These expenses have been charged to Profit and Loss Account, although the segments are not fully commercially operational. Your Company has balanced it with a focus on decreasing debt through collections and mitigating potential risks in financial terms.

### REVENUE

Sales/Income from operation increase by 33% from ₹ 229.31 Crore in 2018 to ₹ 399.49 Crore in 2019.

### EXPENDITURES

**Cost of Materials**

Cost of material was at ₹ 159.16 Crore in 2018 as against ₹ 239.61 Crore in 2019. Cost of material as a percentage to sales has increased to 59.98% in 2019 from 53.17% in 2018.

**Employee Emoluments**

Salaries, wages and other employees benefits were ₹ 34.42 Crore in 2019 as against ₹ 43.25 Crore in 2018. As a percentage of sales, it has decreased to 8.62% in 2019 from 14.45% in 2018.

**Operating and Other Expenses**

Operating and other expenses amounted to ₹ 102.41 Crore in 2019 as against ₹ 79.65 Crore in 2018. The expenses as a percentage to sales has decreased from 26.61% in 2018 to 25.63% in 2019.

**Operating Profit (PBDIT)**

PBDIT has decreased to 11% of sales in 2019 as against 14% of sales in 2018.

**Interest and Finance Charges**

The financial expenses has decreased to ₹ 10.36 Crore in 2019 from ₹ 12.80 Crore in 2018.

**Depreciation**

The depreciation charged to revenue has increased to ₹ 14.84 Crore in 2019 as against ₹ 14.17 Crore in 2018.

**Profit before Tax (PBT)**

Your Company has made a profit of ₹ 19.06 Crore for the year 2018-19 as against the previous year's Profit Before Tax of ₹ 14.91 Crore.

**Profit after Tax (PAT)**

Your Company has made a profit of ₹ 23.58 Crore for the year 2018-19 as against the previous year's Profit After Tax of ₹ 16.39 Crore.

As always, your Company looks forward to do well in the year ahead and is optimistic of its abilities to address the set of opportunities and challenges that the coming year will present.

## 9. SIGNIFICANT CHANGE OF KEY FINANCIAL RATIOS

There is no significant change in key financial ratios as compared to the ratios of previous financial year.

## 10. CHANGE IN RETURN ON NET WORTH

The return of Net Worth for the financial year 2018-19 has increased by 11.21% on account of profit made during the year.

## CAUTIONARY STATEMENT

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put into to realise certain goals. The success in realising these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgments.

# INDEPENDENT AUDITOR'S REPORT

To the Members of
Repro India Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Repro India Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2019, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herewith referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Description of Key Audit Matter**

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| **Investments in and loans given to subsidiaries**<br><br>Investments in subsidiaries aggregating to Rs. 491.13 lakhs as at 31 March 2019 are accounted for at cost less provision for impairment, if any. The Company has outstanding loans aggregating Rs. 8,216.45 lakhs given to subsidiaries which are accounted for on amortised cost basis.<br><br>Determination of whether there exists an impairment in the value of above investments and deposits is subject to significant level of judgment. There is, therefore, a risk that the carrying value of investments in subsidiaries and inter-corporate deposits may be misstated. Refer note 4b and 13 to the standalone financial statements. | Our audit procedures focused on evaluating and challenging the key assumptions used by management in conducting the impairment review. These procedures included:<br><br>● Comparing the carrying amount of investments with the net-worth of subsidiaries to identify whether their net assets, being an approximation of their minimum recoverable amount, were in excess of their carrying amount and assessing whether those<br><br>● Inquiring on the profitability of the subsidiaries;<br><br>● For the investments where the carrying amount exceeded the net asset value, comparing the carrying amount of the investment with the expected value of the business based on discounted cash flow analysis;<br><br>● Testing the assumptions and understanding the cash flows based on our knowledge of the subsidiaries and the markets in which the subsidiaries operate; and<br><br>● Considering the adequacy of disclosures in the standalone financial statements relating to the valuation of investments in subsidiaries. |

<table>
<tr><th>The key audit matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>Impairment of trade receivables<br><br>The Company’s export revenue to certain overseas markets gave rise to significant overdue trade receivable balances as at the reporting date. As at 31 March 2019, trade receivables and gross amounts due from overseas customers aggregates to Rs. 63.49 Crores, which represented significant portion of the total trade receivables of the Company as at that date. Provision for trade receivables is created as per expected credit loss model under Ind AS 109 Financial Instruments.<br><br>We regarded allowances for trade receivables as a key audit matter because of the significance of the overdue balances of trade receivables and the significant management judgment required in estimating the allowances for trade receivable at the reporting date, which can be inherently uncertain.</td><td>Our audit procedures to assess the allowances for doubtful debts included the following:<ul><li>Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and recognising allowances for doubtful debts;</li><li>Comparing, on a sample basis, the accuracy of trade receivables ageing report with invoices raised and other relevant underlying documentation;</li><li>Inquiring of management about the recoverability of material individual balances</li><li>Testing the adequacy of provisions against trade receivables computed using expected credit loss model as per Ind AS 109 - Financial Instruments.</li><li>Inspecting cash receipts, on a sample basis, from customers subsequent to the financial year end relating to trade receivable balances and gross amounts due from customers as at 31 March 2019.</li></ul></td></tr>
</table>

**Other Information**

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditors’ report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

    (A) As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

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

    c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act except that one Director has not provided such representation to the Company. Accordingly, we are unable to comment as to whether the aforesaid individual was disqualified as on 31 March 2019 form being appointed as a director in terms of Section 164(2) of the Act;

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 41 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019; and

iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
28 May 2019

# ‘ANNEXURE A’ TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements’ Section of our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report the following:

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

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, some assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than leasehold land) as disclosed in Note 4a to the standalone financial statements, are held in the name of the Company and in respect of leasehold lands, we have verified the lease agreements duly registered with the appropriate authorities.

(ii) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such physical verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.

(iii) The Company has granted unsecured loans to two companies covered in the register maintained under Section 189 of the Companies Act, 2013 (‘the Act’). The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or other parties covered in the register required to be maintained under Section 189 of the Act.

(a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the rate of interest and other terms and conditions of unsecured loans granted by the Company to companies covered in the register required to be maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, the unsecured loans granted to companies and interest thereon are repayable on demand. The borrowers have been regular in payment of principal and interest as demanded.

(c) There are no overdue amounts of more than 90 days in respect of the unsecured loans granted to companies and limited liability partnerships by the Company.

(iv) In our opinion and according to the information and explanation given to us, the Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with provision of Section 186 of the Act in respect of guarantees and loans given and investments made.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year as per the directives issued by the Reserve Bank of India and in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under the Section 148 of the Act for any of the goods sold and services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Duty of customs, Goods and service tax, Cess and other material statutory dues have been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income-tax, Duty of Customs, Goods and service tax, cess and any other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable. Also refer Note 41(5) to the standalone financial statements.

(viii) According to the information and explanations given to us, there are no dues of Income tax, Goods and service tax and duty of customs which have not been deposited with the appropriate authorities on accounts of any disputes, except as stated below:

| Name of the statute | Nature of dues | Period to which the amount relates | Forum where dispute is pending | Amounts ₹ in lakhs |
|---|---|---|---|---|
| The Income Tax Act, 1961 | Tax and interest | 2010-11 and 2011-12 | Commissioner (Appeals) | 34.12 |
| | | | Commissioner of Customs (Import) | 3,176.07 |
| Customs Act, 1962 | Custom Duty | 2006-2009 | Customs, Excise & Service Tax Appellate Tribunal | 874.13 |

(ix) According to the information and explanations given to us, the Company has not defaulted in repayments of dues to its bankers. The Company did not have any outstanding dues to any financial institution, government or debenture holders during the year.

(x) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.

(xi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

(xii) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xiii) In or opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules 2014, are not applicable to the Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable, and the details have been disclosed in the standalone financial statements as required by the applicable Ind AS.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any private placement of fully or partly convertible debentures during the year.

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.

(xvii) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

**For B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
28 May 2019

# 'ANNEXURE B' TO THE INDEPENDENT AUDITOR'S REPORT

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of Repro India Limited Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
28 May 2019

# STANDALONE BALANCE SHEET
# AS AT MARCH 31, 2019

All amounts are in ₹ in Lakhs unless otherwise stated

| | Notes | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| a) Property, Plant and Equipment | 4a | 20,270.92 | 20,775.31 |
| b) Capital work-in-progress | 4a | - | 96.08 |
| c) Other Intangible assets | 4b | 419.35 | 406.98 |
| d) Financial Assets | | | |
| i) Investments in subsidiaries | 5 | 491.13 | 491.13 |
| ii) Loans | 6 | 194.96 | 183.35 |
| e) Deferred tax assets (net) | 32 | 2,747.56 | 2,385.33 |
| f) Income tax assets (net) | 7 | 750.92 | 531.38 |
| g) Other non-current assets | 8 | 488.09 | 410.29 |
| **Total Non-current assets** | | **25,362.93** | **25,279.85** |
| **Current Assets** | | | |
| a) Inventories | 9 | 4,064.01 | 3,349.17 |
| b) Financial Assets | | | |
| i) Trade receivables | 10 | 7,402.47 | 7,782.57 |
| ii) Cash and cash equivalents | 11 | 150.82 | 130.05 |
| iii) Bank balance other than (ii) above | 12 | 185.03 | 58.26 |
| iv) Loans | 13 | 8,238.37 | 5,130.06 |
| v) Other financial assets | 14 | 937.66 | 192.55 |
| c) Other current assets | 15 | 770.51 | 737.40 |
| **Total current assets** | | **21,748.87** | **17,380.06** |
| **TOTAL ASSETS** | | **47,111.80** | **42,659.91** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| a) Equity share capital | 16 | 1,149.64 | 1,149.64 |
| b) Other equity | 17 | 26,563.70 | 23,721.47 |
| c) Money received against share warrants | | 1,000.00 | 1,000.00 |
| **Total equity** | | **28,713.34** | **25,871.11** |
| **Non current liabilities** | | | |
| a) Financial liabilities | | | |
| Borrowings | 18 | 2,085.81 | 2,391.35 |
| b) Provisions | 19 | 431.28 | 388.98 |
| **Total non current liabilities** | | **2,517.09** | **2,780.33** |
| **Current liabilities** | | | |
| a) Financial liabilities | | | |
| i) Borrowings | 20 | 10,816.70 | 8,503.12 |
| ii) Trade payables | 21 | | |
| - total outstanding dues of micro and small enterprise. | | 15.79 | 0.40 |
| - total outstanding dues of creditors others than micro and small enterprises. | | 3,039.69 | 2,237.92 |
| iii) Other financial Liabilities | 22 | 1,194.59 | 2,698.41 |
| b) Other current liabilities | 23 | 709.69 | 440.52 |
| c) Provisions | 24 | 88.07 | 111.26 |
| d) Liabilities for current tax (net) | | 16.84 | 16.84 |
| **Total current liabilities** | | **15,881.37** | **14,008.47** |
| **Total liabilities** | | **18,398.46** | **16,788.80** |
| **TOTAL EQUITY AND LIABILITIES** | | **47,111.80** | **42,659.91** |
| See accompanying notes forming part of the standalone financial statements | 1-47 | | |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

All amounts are in ₹ in Lakhs except earning per equity share

| | | Notes | For the year ended March 31,2019 | For the year ended March 31,2018 |
|---|---|---|---|---|
| **Revenue** | | | | |
| 1. | Revenue from Operations | 25 | 26,145.00 | 23,288.51 |
| 2. | Other income | 26 | 476.99 | 3,128.19 |
| **3.** | **Total Income (1+2)** | | **26,621.99** | **26,416.70** |
| **4.** | **Expenses** | | | |
| | Cost of materials consumed | 27 | 14,719.31 | 12,030.83 |
| | Changes in inventories of finished goods, work-in-progress | 28 | (385.06) | 458.75 |
| | Employee Benefits Expenses | 29 | 2,465.01 | 3,190.91 |
| | Finance costs | 30 | 983.44 | 1,154.76 |
| | Depreciation and Amortization Expenses | 4 | 1,316.30 | 1,275.40 |
| | Other Expenses | 31 | 5,218.06 | 5,433.64 |
| **Total Expenses (4)** | | | **24,317.06** | **23,544.29** |
| **5.** | **Profit before Tax (4-3)** | | **2,304.93** | **2,872.42** |
| **6.** | **Tax Expense** | | | |
| | Current Tax | | - | - |
| | Deferred Tax | 32 | (368.11) | (148.63) |
| **7.** | **Profit for the year (6-7)** | | **2,673.04** | **3,021.05** |
| **8.** | **Other comprehensive income** | | | |
| | Items that will not be reclassified to profit or loss | 32 | 17.09 | 16.36 |
| | Income tax related to items that will not be reclassified to profit or loss | | (5.89) | - |
| | | | **11.20** | **16.36** |
| **Total comprehensive income for the year** | | | **2,684.24** | **3,037.40** |
| **Earnings per equity share** | | 33 | | |
| | Basic earnings per share | | 23.25 | 27.12 |
| | Diluted earnings per share | | 23.25 | 27.12 |
| See accompanying notes forming part of the standalone financial statements | | 1-47 | | |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

All amounts are in ₹ in Lakhs unless otherwise stated

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit before tax | 2,304.93 | 2,872.42 |
| **Adjustments to reconcile profit before tax to net cash used in operating** | | |
| Depreciation and amortisation | 1,316.30 | 1,275.40 |
| Profit on sale of property, plant and equipment | (4.78) | (71.85) |
| Unrealized foreign exchange Gain | (251.27) | (188.20) |
| Provision for Loss Allowance for Trade Receivable | (2,175.44) | (1,913.62) |
| Trade Receivable Written off | 2,245.92 | - |
| Expenses on Employee stock options | 158.00 | 140.50 |
| Interest expense | 909.10 | 1,051.49 |
| Other finance cost | 73.54 | 188.36 |
| Interest income | (443.41) | (920.26) |
| **Operating Profit before working capital changes** | **4,132.89** | **2,434.26** |
| **Working capital adjustments** | | |
| Increase/(Decrease) in trade payables | 817.15 | (438.94) |
| (Decrease) in provisions | (23.19) | (44.00) |
| Increase/(Decrease) in non-current provisions | 59.39 | (73.06) |
| Increase in other current liabilities | 269.17 | 11.43 |
| (Decrease) in other financial liabilities | (1,503.49) | (95.97) |
| (Increase)/ Decrease in other bank balances | (126.77) | 54.04 |
| Decrease in trade receivables | 380.10 | 2,595.41 |
| (Decrease) in Inventories | (714.85) | (178.85) |
| Decrease in Long-Term Loans and Advances | - | 2,086.31 |
| (Increase) in loans and advances | (3,108.31) | (1,850.01) |
| (Increase/Decrease in other assets | (745.11) | 75.01 |
| (Increase)/ Decrease in other current assets | (42.44) | 371.55 |
| (Increase)/Decrease in Other Non-Current Assets | (68.47) | 406.17 |
| (Increase)/Decrease in Other financial Assets | (11.62) | 20.08 |
| **Cash used in / generated from operations** | **(685.54)** | **5,373.43** |
| Income tax paid | **(219.54)** | **(8.79)** |
| **Net cash flow used in / generated from operating activities** | **(905.08)** | **5,364.64** |
| **Cash flows from investing activities** | | |
| Purchase of property, plant and equipment (including Intangible assets), Capital work in progress and Capital advances | (542.64) | (1,099.16) |
| Proceeds from Sale of property, plant and equipment | - | 417.68 |
| (Investment) in Subsidiary | - | (3.02) |
| Interest received | 443.41 | 920.26 |
| **Net Cash Flow used in / generated from Investing Activities (B)** | **(99.23)** | **235.76** |

# STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

All amounts are in ₹ in Lakhs unless otherwise stated

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Cash flows from financing activities** | | |
| Money received against share warrants | - | 1,000.00 |
| Proceeds fro issuance of share capital | - | 3,898.32 |
| (Repayment) of long-term borrowings | (305.54) | (2,450.98) |
| Proceeds from /(Repayment) of short-term borrowings | 2,313.59 | (6,733.36) |
| Interest paid | (909.43) | (1,051.49) |
| Other finance cost | (73.54) | (188.36) |
| **Net cash flow generated from / used in from financing activities** | **1,025.08** | **(5,525.87)** |
| Net increase in cash and cash equivalents | 20.77 | 74.52 |
| Cash and cash equivalents at the beginning of the year | 130.05 | 55.53 |
| **Cash and cash equivalents at the end of the year** | **150.82** | **130.05** |
| **Components of cash and cash equivalents** | | |
| Cash on hand | 15.33 | 23.83 |
| - on current account | 135.49 | 106.23 |
| **Total Cash and Cash equivalents (Note 11)** | **150.82** | **130.05** |

**Significant accounting policies**

1. The above Cash flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7- Cash Flow statements prescribed under Section 133 of the Companies Act, 2013.
2. Disclosure of changes in other assets and liabilities

| | March 31, 2018 | Cash Flows | Non-Cash adjustments | March 31, 2019 |
|---|---|---|---|---|
| Long-Term Borrowing | 2,391.35 | (305.54) | - | 2,085.81 |
| Short-Term Borrowing | 8,503.12 | 2,313.58 | | 10,816.70 |

The notes referred to above form an integral part of the financial statements

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

**(a) Equity share capital**

₹ In Lakhs

| | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| Balance at the beginning of the reporting period | 11,496,351 | 1,149.64 | 10,903,759 | 1,090.38 |
| Changes in equity share capital during the year | - | - | 592,592 | 59.26 |
| **Balance at the end of the reporting year** | **11,496,351** | **1,149.64** | **11,496,351** | **1,149.64** |

**(b) Other equity**

| Particulars | Reserves & Surplus | | | | | | |
|---|---|---|---|---|---|---|---|
| | Security premium account | Capital Reserve | General reserve | Surplus (Profit and loss balance) | Employee stock option reserve | Special Economic Zone Re-investment Reserve Account | Total Equity |
| **As at April 01, 2017** | 3,936.28 | 1.24 | 2,020.17 | 10,746.80 | - | - | 16,704.50 |
| Profit for the year | - | - | - | 3,021.04 | - | - | 3,021.04 |
| Other comprehensive income for the year | - | - | - | 16.36 | - | - | 16.36 |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **3,037.40** | **-** | **-** | **3,037.40** |
| Issue of equity shares net of expenses on issue | 3,839.07 | - | - | - | - | - | 3,839.07 |
| Employee stock option granted during the year | - | - | - | - | 140.50 | - | 140.50 |
| **Balance at March 31, 2018** | **7,775.35** | **1.24** | **2,020.17** | **13,784.20** | **140.50** | **-** | **23,721.47** |
| Profit for the year | - | - | - | 2,673.04 | 158.00 | - | 2,831.04 |
| Transfer to Special Economic Zone Re-investment Reserve Account | - | - | - | (500.00) | - | 500.00 | - |
| Other comprehensive income for the year | - | - | - | 11.20 | - | - | 11.20 |
| **Balance at March 31, 2019** | **7,775.35** | **1.24** | **2,020.17** | **15,968.43** | **298.50** | **500.00** | **26,563.71** |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

Mumbai
Date: May 28, 2019

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

**Kajal Damania**
Company Secretary
Membership No: 29764

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## SIGNIFICANT ACCOUNTING POLICIES

### 1 Reporting entity

Repro India Limited (“the Company”) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The Company provides print solutions to clients, which mainly includes value engineering, creative designing, pre-press, printing, post-press, knitting and assembly, warehousing, dispatch, database management, sourcing and procurement, localization and web based services.

### 2 Basis of preparation

### A. Statement of compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

These standalone financials statements have been approved for issue by the Board of Directors at their meeting held on May 28, 2019.

### B. Functional and presentation currency

"The standalone financial statements are presented in Indian Rupees (INR), which is also the entity's functional currency.
All amounts have been rounded off to the nearest rupees in lakhs unless otherwise indicated."

### C. Basis of preparation and measurement

The standalone financial statements have been prepared under the historical cost convention unless otherwise indicated. All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, and the criteria set out in schedule III to the Act of the Companies Act, 2013. Based on the nature of products and time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

## D. Key estimates and assumptions

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized prospectively.

**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties is included in the following notes:

Note 3.4 – Useful Lives of Property, Plant and Equipment

Note 3.12 – Measurement of defined benefit obligations: key actuarial assumptions

Note 3.13 – Recognition and measurement of provisions and contingencies

Note 3.14 – Recognition of Deferred Tax Assets

Note 3.1 – Provision for doubtful debts with expected credit loss module

Note F - Impairment of Investments.

## E. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

"Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)."

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The Company has recognized certain assets at fair value and further information is included in the relevant notes.

**F. Impairment of investments**

The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

## 3 Significant accounting policies

### 3.1 Financial assets

**(i) Initial recognition and measurement**

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

**(ii) Classification and subsequent measurement**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both:

(a) business model for managing the financial assets, and

(b) the contractual cash flow characteristics of the financial asset.

A Financial Asset is measured at amortised cost if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through other comprehensive income (OCI) if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(iii) Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

**(iv) Impairment of Financial Asset**

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of assets is impaired and impairment losses are incurred only if objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event or (events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments- for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk of trade receivable. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**3.2 Financial liabilities**

**(i) Initial recognition and measurement**

A financial liability is recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition.

**(ii) Subsequent measurement**

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss.

**(iii) Derecognition**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

**(iv) Classification as Debt or Equity:**

Debt and equity instruments, issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument as laid down in Ind AS 109 Financial instruments.

**(v) Financial guarantee contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are measured at their fair values and recognised as income in the Statement of Profit and Loss. Where guarantees in relation to loans or other payables of group companies are provided for no compensation, the fair value are accounted for as contributions and recognised as part of cost of investment.

## 3.3 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## 3.4 Property, Plant and Equipment

### (i) Recognition and measurement

Property plant and equipment are initially recognised at cost. The initial cost of Property plant and equipment comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of Property plant and equipment includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets. Subsequent to initial recognition, Property plant and equipment are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in Standalone financial statements.

Stores and spares includes tangible items and are expected to be used for a period more than 1 year.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress”.

Advances paid towards the acquisition of Property plant and equipment outstanding at each reporting date are classified as capital advances under Other Non-Current Assets.

**(ii) Subsequent expenditure**

Subsequent expenditure is capitalized only if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably entity.

**(iii) Depreciation and amortisation**

Depreciation on property, plant and equipment is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II.The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

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

Leasehold land is amortized on a straight line basis over the period of lease (95 years for land at Mahape, 77 years for land at Surat and 71 years for Land at Ginza Surat).

The Company has used the following useful lives of the property, plant and equipment to provide depreciation.

| Sr. No. | Nature of Assets | Estimated useful life of the Assets |
|---|---|---|
| 1 | Leasehold land | as per lease period |
| 2 | Buildings | 30 years |
| 3 | Plant and machinery | 15 years |
| 4 | Office equipments | 5 years |
| 5 | Furniture and fixtures | 10 years |
| 6 | Vehicles | 10 years |
| 7 | Leasehold improvements | as per lease period |
| 8 | Stores and Spares | 5 years |

### 3.5 Intangible assets

#### (i) Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### (ii) Subsequent expenditure

After initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

#### (iii) Amortization

Intangible assets are amortized on a straight line basis over the estimated useful life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The estimated useful life of the assets are as follows

| Asset | Useful life in (years) |
|---|---|
| Software | 6 |

**3.6 Inventories**

Raw materials, packing material, stores and spares have been valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a FIFO basis.

Work-in-progress and finished goods has been valued at lower of cost and net realizable value. Cost includes materials and labour and a proportion of manufacturing overheads based on normal capacity. Cost is determined on FIFO basis.

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

**3.7 Investments**

Investments in subsidiaries carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**3.8 Revenue and other income**

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Company has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognised at the date of initial application (i.e. 1 April, 2018). Accordingly, the comparative information in the Standalone Statement of profit and loss is not restated. Impact on adoption of Ind AS 115 is not material.

**(i) Sale of goods**

Revenue from sale of goods is recognised at a point in time when property in the goods or all significant risks and rewards of their ownership are transferred to the customer and it is probable that future economic benefits will flow to the entity. The Company collects applicable taxes on behalf of the government and therefore, these are not economic benefits flowing to the Company.

**(ii) Rendering of services**

Income recognition for services takes place as and when the services are performed in accordance with IND AS 115- Revenue from contracts with the customers.

**(iii) Export Incentives**

Export incentive principally comprises of duty drawback, Merchandise Exports from India scheme, focus market scheme and other benefits available to the Company based on guidelines formulated for the respective schemes by the government authorities. These incentives are recognized on accrual basis to the extent it is probable that realization is certain.

**(iv) Recognition of dividend income, interest income**

Dividend income is recognized in profit or loss on the date on which the Company's right to receive payment is established.

Interest income is recognised on accrual basis as per terms of relevant contracts or by using effective interest method, where applicable.

**3.9 Government Grants**

Government Grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

**3.10 Borrowing cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from short term foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they are incurred.

The cost incurred for obtaining financing are deferred and amortised to interest expense using the effective interest method over the life of the related financing arrangement

**3.11 Foreign currency transactions**

**(i) Initial recognition**

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

**(ii) Conversion**

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

**(iii) Exchange difference**

All exchange differences are accounted for in the Standalone Statement of Profit and Loss in the period in which they arise.

**3.12 Employee benefits**

**(i) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified short-term employee benefits and they are recognized in the year in which the employee renders the related services. For the amount expected to be paid, the Company recognize an undiscounted liability if they have a present legal or constructive obligation to pay the amount as a result of past service provided by employees, and the obligation can be estimated reliably.

**(ii) Post-employment benefits**

Contributions payable to Government administered provident fund scheme, approved superannuation scheme, which are a defined contribution schemes, are charged to the standalone statement of profit and loss as incurred.

The Company's gratuity scheme with Life Insurance Corporation of India is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary at balance sheet date using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the balance sheet date. When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Other Comprehensive Income such accumulated re-measurement balances are never reclassified into the Statement of Profit and Loss subsequently.

**(iii) Other long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognized as a liability at the present value of the estimated liability for leave as a result of services rendered by employees, which is determined at each balance sheet date based on an actuarial valuation by an independent actuary using the projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employee benefits, are based on the market yields on Government of India securities as at the balance sheet date. Re-measurement gains and losses are recognized immediately in the Statement of profit and loss.

**(iv) Employee Stock Option Plan**

Employees Stock Options Plans ("ESOPs"): The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "Employee Stock Options Outstanding reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

### 3.13 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

### 3.14 Income Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### (i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred Tax

Deferred tax is recognized in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

**(iii) Minimum Alternate Tax (MAT)**

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence, it is presented as Deferred Tax Asset.

## 3.15 Operating segments

### Identification of segments

Operating results are regularly reviewed by the Chief Operating decision maker ('CODM') who makes decision about resources to be allocated to the segments and assess its performance.

The Company operates in a single business segment in view of the nature of products and services provided. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company.

### 3.16 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

### 3.17 Operating leases

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

### 3.18 Impairment of non-Financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the

Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 3.19 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new Ind AS which the Company has not applied as it is effective for annual periods beginning on or after April 1, 2019.

**Ind AS -Leases**

The new standard on leases sets out the principles for the recognition, measurement, presentation and disclosure of the leases. The core objective of this standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represent those transactions.
The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on balance sheet lease accounting model for

lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases."

The Company has completed an initial assessment of the potential impact on its standalone financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the standalone financial statements in the period of initial application is not reasonably estimable as at present.

- the total assets and liabilities on the balance sheet will increase with a decrease in net total assets, due to the depreciation of right of use assets being on a straight-line basis whilst the lease liability reduces by the principal amount of repayments;
- Interest expense will increase due to the unwinding of the effective interest rate implicit in the lease liability.
  Interest expense will be greater earlier in a lease's life, due to the higher principal value, causing profit variability over the term of lease. This effect may be partially mitigated due to the number of leases held by the Company at various stages of their terms; and
- operating cash flows will be higher and financing cash flows will be lower, as repayment of the principal portion of all lease liabilities will be classified as financing activities.

The Company plans to apply Ind AS 116 initially on 1, April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

In addition to the above, the following amendments to existing standards have been issued, are not yet effective and are not expected to have a significant impact on the Company's standalone financial statements:

- Amendments to Ind AS 103, Business Combinations, and Ind AS 111, Joint Arrangements. This interpretation clarifies how an entity accounts for increasing its interest in a joint operation that meets the definition of a business."

- Amendments to Ind AS 109, Financial Instruments: amendments relating to the classification of particular pre payable financial assets.
- Amendments to Ind AS 12, Income Taxes, clarify that all income tax consequences of dividends (including payments on financial instruments classified as equity) are recognized consistently with the transactions that generated the distributable profits – i.e. in profit or loss, other comprehensive income or equity. Further, uncertainty over income tax treatments has been added to clarify how entities should reflect uncertainties over income tax treatments, in particular when assessing the outcome a tax authority might reach with full knowledge and information if it were to make an examination."
- Amendment to Ind AS 19, Employee Benefits - The amendment to Ind AS 19 clarifies that on amendment, curtailment or settlement of a defined benefit plan, the current service cost and net interest for the remainder of the annual reporting period are calculated using updated actuarial assumptions – i.e. consistent with the calculation of a gain or loss on the plan amendment, curtailment or settlement. This amendment also clarifies that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. The entity then determines the effect of the asset ceiling after plan amendment, curtailment or settlement. Any change in that effect is recognized in other comprehensive income (except for amounts included in net interest).
- Amendments to Ind AS 23, Borrowing Costs, clarify that the general borrowings pool used to calculate eligible borrowing costs excludes only borrowings that specifically finance qualifying assets that are still under development or construction.
  Impact on adoption of above changes in standards is not expected to be material based on preliminary assessment performed by the Management.

**3.20 Business Combination**

Business combinations of entities under common control are accounted using the "pooling of interests" method and assets and liabilities are reflected at the predecessor carrying values and the only adjustments that are made are to harmonise accounting policies. The figures for the previous periods are restated as if the business combination had occurred at the beginning of the preceding period irrespective of the actual date of the combination.

## Note No. 4a

All amounts are in ₹ in Lakhs unless otherwise stated

| Description | Leasehold Land * | Buildings | Plant and Machineries | Office Equipments | Furniture and Fixtures | Vehicles ** | Leasehold Improvements | TOTAL |
|---|---|---|---|---|---|---|---|---|
| **Cost as at April 1, 2018** | 12,472.36 | 2,808.31 | 5,953.70 | 154.20 | 72.78 | 22.45 | 1,399.25 | 22,883.04 |
| Additions | - | 31.02 | 479.54 | 33.13 | 83.85 | 9.79 | 22.96 | 660.29 |
| Deletions | - | - | - | 0.18 | - | 2.34 | - | 2.53 |
| **Cost as at March 31, 2019** | **12,472.36** | **2,839.33** | **6,433.23** | **187.14** | **156.63** | **29.90** | **1,422.21** | **23,540.80** |
| **Accumulated depreciation as at April 1, 2017** | 82.88 | 146.41 | 510.05 | 25.42 | 8.07 | 3.64 | 284.86 | 1,061.33 |
| Depreciation and amortisation | 163.12 | 148.87 | 374.58 | 30.33 | 8.74 | 3.09 | 334.08 | 1,062.83 |
| Deletions | - | 3.00 | 13.00 | 0.44 | - | - | - | 16.44 |
| **Accumulated depreciation as at March 31, 2018** | **246.00** | **292.28** | **871.64** | **55.32** | **16.82** | **6.73** | **618.94** | **2,107.72** |
| Depreciation and amortisation | 168.70 | 146.25 | 495.33 | 27.86 | 9.96 | 2.74 | 312.00 | 1,162.85 |
| Deletions | - | - | - | 0.18 | - | 0.51 | - | 0.69 |
| **Accumulated depreciation as at March 31, 2019** | **414.70** | **438.52** | **1,366.97** | **83.00** | **26.78** | **8.96** | **930.95** | **3,269.88** |
| **Net carrying amount as at March 31, 2019** | **12,057.66** | **2,400.81** | **5,066.27** | **104.14** | **129.85** | **20.94** | **491.26** | **20,270.92** |
| **Net carrying amount as at March 31, 2018** | **12,226.36** | **2,516.03** | **5,082.06** | **98.88** | **55.96** | **15.72** | **780.30** | **20,775.31** |

*Leasehold land includes land taken on lease from MIDC for a period of 95 years at Mahape at gross block of ₹ 6394.68 (31 March 2018: 6394.68) and WDV of ₹ 6231.15 (31 March 2018: 6316.13) and land taken on lease from Diamond and Gem Development Corporation Ltd for a period 77 years at Surat at gross block of ₹ 4,577.68 (31 March 2018: ₹ 4,577.68, ) and WDV of ₹ 4,388.15 (31 March 2018: ₹ 4451.32) and land taken on lease from Diamond and Gem Development Corporation Ltd at Ginza for a period of 71 years of ₹ 1,500 (31 March 2018 ) and WDV of ₹ 1,438.35 ( 31 March 2018 : ₹ 1,458.90)

** Vehicles includes assets held in the name of employees for the beneficial interest of the Company deemed cost ₹ 20.93 (31 March 2018: ₹ 15.72)

### Capital work in progress

| Description | March 31,2019 | March 31,2018 |
|---|---|---|
| Plant & Machinery and other works | - | 96.08 |

**Other Intangible assets**

**Note No. 4b**

₹ In Lakhs

| Description | Amount |
|---|---|
| **Cost as at April 1, 2017** | 833.85 |
| Additions | - |
| Deletions | - |
| **Cost as at April 01, 2018** | 833.85 |
| Additions | 165.82 |
| Deletions | - |
| **Cost as at March 31, 2019** | **999.67** |
| **Accumulated amortisation as at April 1, 2018** | 426.87 |
| Amortisation | 153.45 |
| Deletions | - |
| **Accumulated amortisation as at March 31, 2019** | **580.32** |
| **Net carrying amount as at March 31, 2019** | **419.35** |
| **Net carrying amount as at March 31, 2018** | **406.98** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31 2019 | As at March 31 2018 |
|---|---|---|---|
| 5 | **Investment in Subsidiaries** | | |
| | **Measured at cost** | | |
| | **Investment in equity shares** | | |
| | 99,994 (31 March 2018: 99,994) Equity shares of ₹ 10 each fully paid up in Repro Innovative Digiprint Limited | 10.50 | 10.50 |
| | 4,000,000 (31 March 2018: 4,000,000 ) Equity shares of ₹ 10 each fully paid up in Repro Books Limited (Formerly known as "Repro Knowledgecast Limited") | 480.63 | 480.63 |
| | | **491.13** | **491.13** |
| | Aggregate value of unquoted investments | **491.13** | **491.13** |
| 6 | **Loans** | | |
| | Security deposits | 194.96 | 183.35 |
| | | **194.96** | **183.35** |
| 7 | **Income tax asset** | | |
| | Income tax asset (net of provision) | 750.92 | 531.38 |
| | | **750.92** | **531.38** |
| 8 | **Other non-current assets** | | |
| | Capital advances | 251.30 | 45.21 |
| | Balances with government authorities | 236.80 | 365.08 |
| | | **488.09** | **410.29** |
| 9 | **Inventories (valued at lower of cost and net realisable value)** | | |
| | Raw materials and packing materials[includes Stock In Transit ₹ 289.29 (31 March 2018: Nil) | 2,115.15 | 1,850.90 |
| | Work-in-progress | 1,569.45 | 1,200.76 |
| | Finished goods | 172.08 | 155.71 |
| | Stores and spares | 207.33 | 141.80 |
| | | **4,064.01** | **3,349.17** |
| | In the year ended March 31, 2019, the provision for slow moving inventory amounted to ₹ Nil, (March 31 2018 ₹ 146.91). | | |
| 10 | **Trade receivables** | | |
| | - Unsecured, Considered good | 7,402.47 | 7,782.57 |
| | - Credit Impaired | 1,135.60 | 3,312.30 |
| | | **8,538.07** | **11,094.87** |
| | - Loss Allowance | (1,135.60) | (3,312.30) |
| | | **7,402.47** | **7,782.57** |

Notes:

a) The credit period ranges from 15 days to 180 days.

b) Before accepting any new customer, the Company assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed annually. The credit risk in respect of these customers is mitigated by export credit guarantee. There are no customer who represent more than 5% of the total balance of trade receivable.

c) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31 2019 | As at March 31 2018 |
|---|---|---|---|
| **11** | **Cash and cash equivalents** | | |
| | Balance with banks | | |
| | In current account | 135.49 | 106.22 |
| | Cash on hand | 15.33 | 23.83 |
| | | **150.82** | **130.05** |
| **12** | **Other bank balances** | | |
| | Unpaid dividend | 8.58 | 9.12 |
| | Margin money deposit against Letter of Credit - original maturity more than 3 months and less than 12 months | 176.45 | 49.14 |
| | | **185.03** | **58.26** |
| **13** | **Loans : current** | | |
| | Inter-corporate deposits (refer note 34) | 8,216.45 | 5,084.18 |
| | Loans to employees | 21.92 | 45.88 |
| | | **8,238.37** | **5,130.06** |
| **14** | **Other current financial assets** | | |
| | Other receivables-scrap and miscellaneous sales | 141.36 | 192.55 |
| | Other receivables-Reimbursement of expenses | 793.64 | - |
| | Interest accrued on fixed deposits | 2.66 | - |
| | | **937.66** | **192.55** |
| **15** | **Other current assets** | | |
| | Prepaid expenses | 78.01 | 72.14 |
| | Advance to suppliers | 356.10 | 297.50 |
| | Other advances | 16.74 | 9.33 |
| | Export incentive receivable | 319.66 | 358.43 |
| | | **770.51** | **737.40** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| 16 | **Share Capital** | | |
| a | **Authorised :** | | |
| | 25,000,000 (31 March 2018: 25,000,000) equity shares of ₹ 10 each | 2,500.00 | 2,500.00 |
| | **TOTAL** | **2,500.00** | **2,500.00** |
| b | **Issued and Subscribed and Paid up:** | | |
| | 11,496,351 (31 March 2018: 11,496,351) equity shares of ₹ 10 each fully paid up | 1,149.64 | 1,149.64 |
| | **TOTAL** | **1,149.64** | **1,149.64** |

**c Reconciliation of number of shares outstanding at the beginning and end of the year :**

| Equity share : | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| Outstanding at the beginning of the year | 11,496,351 | 10,903,759 |
| Equity Shares issued during the year in consideration for cash | - | 592,592 |
| Outstanding at the end of the year | **11,496,351** | **11,496,351** |

**d. Terms / Rights attached to equity shares**

**1. Terms / Rights attached to equity shares**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all Preferential amounts in proportion to the number of equity shares held.

**e. Shares held by holding/ultimate holding company and/or their subsidiaries/associates**

| Equity share | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| Repro Enterprises Private Limited, Holding Company | 5,537,643 | 553.76 | 5,537,643 | 553.76 |

**Shareholders holding more than 5% shares in the company are set out below:**

| Equity share | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Repro Enterprises Private Limited, holding company | 5,537,643 | 48.17% | 5,537,643 | 50.79% |
| Vijay Kishanlal Kedia | 748,928 | 6.51% | 738,928 | 6.43% |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|---|
| **17** | **Other equity** | | | |
| | **A)** | **Security premium reserve** | | |
| | | Balance at the beginning of the year | **7,775.35** | **3,936.29** |
| | | Add: Shares issued | - | 3,940.74 |
| | | Less: share issue expenses | - | (101.68) |
| | | Balance at the end of the year | 7,775.35 | 7,775.35 |
| | **B)** | **Capital Reserve** | 1.24 | 1.24 |
| | **C)** | **General reserve** | 2,020.17 | 2,020.17 |
| | **D)** | **Special economic zone Re-investment Reserve Account** | **500.00** | |
| | **E)** | **Employee Stock option reserve** | | - |
| | | Balance at the beginning of the year | **140.50** | **-** |
| | | Share based payment to employee (Refer note 35) | **158.00** | **140.50** |
| | | Balance at the end of the year | **798.50** | **140.50** |
| | **F)** | **Retained Earnings** | | |
| | | Balance at the beginning of the year | 13,784.20 | 10,746.80 |
| | | Profit for the year | 2,684.23 | 3,037.40 |
| | | Special Economic Zone Re-investment Reserve Account | (500.00) | |
| | **Balance at the end of the year** | | **15,968.43** | **13,784.20** |
| | | | **26,563.70** | **23,721.47** |

**Nature and purpose of reserves**

**Capital reserve**

The reserve comprises of profits/gains of capital nature earned by the Company and credited directly to such reserve

**Security Premium**

Security premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act 2013.

**General Reserve**

General reserve forms part of retained earnings and is permitted to be distributed to shareholders as part of dividend.

Special economic zone Re-investment Reserve Account - The same is required as per Income Tax Act, 1961, for claiming tax exemption.

**Employee Stock option reserve**

The Company has established equity settled share based payment plan for certain categories of employee of the Company. Refer note 35 for further details on these plan.

**Retained Earnings**

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

**Dividends**

The Board Of Directors have not recommended any dividend for the year 31st March 2019 and 31st March 2018.

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **18** | **Borrowings** | | |
| | Term loans (Secured) | | |
| | Foreign currency loan from banks ( refer note below) | 1,736.16 | 2,385.61 |
| | Equipment loan | 334.51 | - |
| | Vehicle Loans ( refer note below) | 15.14 | 5.74 |
| | | **2,085.81** | **2,391.35** |

| Security | Rate of Interest | Repayment Schedule | Loan Period |
|---|---|---|---|
| **External commercial borrowings:** Pari-passu first charge on movable property, plant and equipment assets of the Company, both present and future and also mortgage of Land and Buildings at Surat / Undertaking from the Company to not to mortgage / dispose any property of the Company without prior consent of the lender. | 3 months Libor + 2.40% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| **External commercial borrowings:** Pari-passu first charge on movable property, plant and equipment of the Company, both present and future and also mortgage of Land and Building at Surat / Undertaking from the Company | 3 months Libor + 2.10% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| **Long term loan:** Pari first Passu charge on moveable property, plant and equipment of the Company both present and future. Undertaking from the Company not to mortgage / dispose any property of the Company without prior consent of the lender. | 3 months Libor + 3.00% p.a. | 16 equal quarterly instalments with moratorium period of 12 months | 5 years |
| **Long term loan:** Pari-passu first charge on movable fixed assets of the Company, both present and future / Undertaking from the Company not to mortgage / dispose any property of the Company without prior consent of the lender. | 3 months Libor + 3.00% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| **Equipment Loans** Exclusive charge over the assets acquired out of the loans | 9.75% | 54 Months | 54 equal monthly instalments |
| **Vehicle loans from banks:** | | | |
| Security | Rate of Interest | Repayment Schedule | loan period |
| | 10.25% | 60 EMI of ₹ 0.20 | 5 years |
| Secured against vehicles acquired under the said loans | 10.25% | 60 EMI of ₹ 0.85 | 5 years |

For current maturities of the above borrowings, refer note 22.

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **19** | **Non-current provisions** | | |
| | Provision for employee benefits | | |
| | Gratuity (refer note 38) | 337.81 | 311.67 |
| | Leave benefits (refer note 38) | 93.47 | 77.31 |
| | | **431.28** | **388.98** |
| **20** | **Current Financial Liabilities - Borrowings** | | |
| | **Loans repayable on demand** | | |
| | Working capital demand loan ( refer note a & b) | 4,334.01 | 1,600.00 |
| | Cash credit and overdraft facilities from banks ( refer note a & c) | 1,328.56 | 1,517.32 |
| | Letter of credit from banks ( refer note a & d) | 3,004.13 | 1,353.26 |
| | Packing credit loan from banks ( refer note a & e) | 1,800.00 | 3,435.27 |
| | Unsecured Loans | 350.00 | - |
| | Buyers credit from banks ( refer note a & f) | - | 597.27 |
| | | **10,816.70** | **8,503.12** |

Notes :

a. Short Term Borrowings from Banks are secured by hypothecation of stock, receivables and other current assets of the Company both present and future ranking pari passu with all banks

b. Working capital credit facility from State Bank of India is partly secured by second charge on the fixed assets of the Company

c. Cash credit, bank overdraft and working capital demand loans from banks are repayable on demand and carry interest @ 9.60 % to 12.05 p.a

d. Letter of credit are repayable within 90 days.

e. Packing credit loans are repayable within 180 days and carry interest rates @ 2.50% to 4.30%

f. Buyers credit from banks carry interest @ LIBOR Plus 0.55% to 2.5% and repayable within 180 days

g. Unsecured loan repayable on demand and carry interest @ 12% p.a.

h. Bills discounted from banks carry interest @ 9.55% to 10.40% p.a and repayable within 90 days.

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **21** | **Trade payables** | | |
| | total outstanding dues of micro and small enterprises (refer note 42) | 15.79 | 0.40 |
| | total outstanding dues of creditors other than micro and small enterprises (refer note 42) | 3,039.69 | 2,237.92 |
| | (payable to related parties ₹ 182.5 lakhs, March 31 2018 ₹ 0.50 lakhs. ) | **3,055.48** | **2,238.32** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **22** | **Current - Other financial liabilities** | | |
| | Current maturities of long-term loans from banks | 819.53 | 2,511.77 |
| | Interest accrued but not due on borrowings | 33.70 | 33.37 |
| | Unclaimed dividend | 8.58 | 9.12 |
| | Unsecured Loans | | - |
| | Employee Benefits Payable | 136.79 | 97.73 |
| | Creditors for capital goods | 191.34 | 21.77 |
| | Interest free security deposits from customers | 4.65 | 24.65 |
| | | **1,194.59** | **2,698.41** |
| **23** | **Other current liabilities** | | |
| | Advance from customers | 454.80 | 157.71 |
| | TDS payable | 33.80 | 26.77 |
| | Employee related statutory dues payable | 14.66 | 20.28 |
| | Unearned income | - | 13.61 |
| | Statutory dues payable ( includes GST of ₹ 206.13 lakhs) | 206.43 | 222.15 |
| | | **709.69** | **440.52** |
| **24** | **Current provisions** | | |
| | Provision for employee benefits | | |
| | - Gratuity ( refer note 38) | 73.19 | 99.09 |
| | - Leave benefits ( refer note 38) | 14.88 | 12.17 |
| | | **88.07** | **111.26** |
| **25** | **Revenue from operations** | | |
| | **Revenue from contracts with customers** | | |
| | **A. Sale of products and Services** | | |
| | Sale of products (net) | 25,152.95 | 22,762.99 |
| | Sale of services | 10.57 | 8.59 |
| | | **25,163.52** | **22,771.58** |
| | **B. Other operating revenue** | | |
| | Scrap sales | 825.38 | 413.88 |
| | Export incentives | 156.10 | 103.05 |
| | | **981.48** | **516.93** |
| | **Total** | **26,145.00** | **23,288.51** |

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

| | March 31 2019 | March 31 2018 |
|---|---|---|
| Revenue as per contracted price | 25,163.52 | 22,771.58 |
| Adjustments | | |
| Sales return & Expiries | - | - |
| Revenue from contract with customers | 25,163.52 | 22,771.58 |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31,2019 | March 31,2018 |
|---|---|---|---|
| **26** | **Other income** | | |
| | Insurance claim received | 11.06 | 14.44 |
| | Reversal of loss allowance of trade receivables benefits | - | 1,913.62 |
| | Gain on sale of property, plant and equipment | 4.78 | 71.85 |
| | Reversal of provision for Leave benefits | - | 22.61 |
| | Other non operating income | 4.09 | 39.78 |
| | Exchange difference (net) | - | 103.76 |
| | Guarantee commission | 13.65 | 16.08 |
| | **Interest income on financials assets measured at amortised cost** | | |
| | Bank deposits | 11.12 | 13.92 |
| | Inter corporate deposit | 432.29 | 340.30 |
| | Security deposit | - | 566.03 |
| | Income tax refund | - | 25.80 |
| | | **476.99** | **3,128.19** |
| **27** | **Cost of raw materials and packing materials consumed** | | |
| | Opening Stock | 1,850.90 | 1,276.29 |
| | Add: Purchases | 14,983.56 | 12,605.44 |
| | | **16,834.46** | **13,881.73** |
| | Closing Stock | 2,115.15 | 1,850.90 |
| | | **14,719.31** | **12,030.83** |
| **28** | **Changes in inventories of finished goods and work in progress** | | |
| | Opening Stock : | | |
| | Work in progress ( refer note 9) | 1,200.76 | 153.07 |
| | Finished goods ( refer note 9) | 155.71 | 1,662.15 |
| | | **1,356.47** | **1,815.22** |
| | Less : | | |
| | **Closing Stock** | | |
| | Work in progress ( refer note 9) | 1,569.45 | 1,200.76 |
| | Finished goods ( refer note 9) | 172.08 | 155.71 |
| | | **1,741.53** | **1,356.47** |
| | **Changes in Inventories :** | | |
| | Work in progress ( refer note 9) | (368.69) | (1,047.69) |
| | Finished goods ( refer note 9) | (16.37) | 1,506.44 |
| | | **(385.06)** | **458.75** |
| | | **(385.06)** | **458.75** |

Note: Inventory of finished goods and Work-in-progress primarily represents printed books and tablets

| | | March 31,2019 | March 31,2018 |
|---|---|---|---|
| **29** | **Employee benefits expense** | | |
| | Salaries, wages and bonus | 2,107.73 | 2,838.49 |
| | Leave benefits | 31.93 | - |
| | Contribution to provident fund and other funds (refer note 38) | 109.07 | 131.67 |
| | Share based payments expenses (Refer note 35) | 158.00 | 140.50 |
| | Staff welfare expenses | 58.28 | 80.25 |
| | | **2,465.01** | **3,190.91** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | | March 31,2019 | March 31,2018 |
|---|---|---|---|---|
| **30** | **Finance Costs** | | | |
| | Interest expenses on financial liabilities measured at amortised cost | | 909.89 | 1,106.34 |
| | Exchange difference to the extent considered as an adjustment to borrowing costs | | 73.55 | 48.42 |
| | | | **983.44** | **1,154.76** |
| **31** | **Other expenses** | | | |
| | Consumption of stores and spares | | 185.21 | 182.33 |
| | Power and fuel | | 352.89 | 342.59 |
| | Outsourcing charges | | 1,693.21 | 1,316.27 |
| | Print on demand impression charges | | - | 1.68 |
| | Hire charges | | 27.75 | 28.67 |
| | Commission on sales | | 369.05 | 330.89 |
| | Advertising and sales promotion | | 305.10 | 155.45 |
| | Repairs and maintenance: | | | |
| | Buildings | | 4.77 | 3.89 |
| | Plant and Machinery | | 214.53 | 196.62 |
| | Others | | 223.52 | 206.92 |
| | Payment to auditors (Refer Note (a) below) | | 26.56 | 29.48 |
| | Rates and taxes | | 28.47 | 18.48 |
| | Operating lease rent (Refer note 39) | | 362.48 | 964.01 |
| | Legal, professional and consultancy charges | | 168.64 | 186.57 |
| | Travelling and conveyance | | 232.89 | 217.86 |
| | Freight and forwarding charges | | 548.20 | 584.25 |
| | Loading and unloading expenses | | 22.18 | 17.77 |
| | Telephone charges | | 37.99 | 44.77 |
| | Insurance charges | | 33.12 | 59.47 |
| | ECGC Expenses | | 35.41 | 14.80 |
| | Royalty | | - | 0.43 |
| | Directors' sitting fees | | 8.14 | 9.80 |
| | Loss on sale of property, plant and equipment (net) | | - | - |
| | Artwork and design charges | | 38.32 | 49.00 |
| | Exchange difference (net) | | 69.28 | - |
| | Loss allowance for trade receivable | | 69.23 | - |
| | Export Incentives written off | | - | 197.15 |
| | Bad debts written off | 2,245.92 | | - |
| | Reversal of provision for doubtful debts | (2,245.92) | - | - |
| | Bank charges | | 73.54 | 85.10 |
| | Miscellaneous expenses | | 87.57 | 189.38 |
| | | | **5,218.06** | **5,433.64** |
| **(a)** | **Payment to auditors** | | | |
| | As auditor: | | | |
| | Fees for Statutory Audit | | 13.80 | 13.80 |
| | Fees for Limited Reviews | | 10.35 | 10.35 |
| | Fees for certification | | 1.51 | 1.51 |
| | Reimbursement of out of pocket expenses | | 0.90 | 3.82 |
| | | | **26.56** | **29.48** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|
| **32** | **Income taxes** | | |
| | **Tax expense** | | |
| | **(a) Amounts recognised in profit and loss** | | |
| | **Current income tax** | - | - |
| | Deferred tax expense | (368.11) | (148.63) |
| | **Tax expense for the year** | **(368.11)** | **(148.63)** |

**(b) Amounts recognised in other comprehensive income**

| | For the year ended March 31, 2019 | | | For the year ended March 31, 2018 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) benefit | Net of tax | Before tax | Tax (expense) benefit | Tax (expense) benefit |
| **Items that will not be reclassified to profit or loss** | | | | | | |
| Remeasurements of the defined benefit plans | 17.09 | (5.89) | 11.20 | 16.36 | - | - |
| **Items that will be reclassified to profit or loss** | | | - | | | |
| | **17.09** | **(5.89)** | **11.20** | **16.36** | **-** | **-** |

**(c) Reconciliation of effective tax rate**

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Profit before tax** | **2,304.93** | **2,872.42** |
| Tax using the Company's domestic tax rate (March 31, 2019: 34.61%, March 31, 2018 : 34.61%) | 797.69 | 994.08 |
| **Tax effect of:** | | |
| Tax exempt income | (103.23) | (122.18) |
| Permanent differences | - | - |
| Others | (1,062.58) | (1,020.55) |
| **Tax expense as per profit or loss** | **(368.11)** | **(148.63)** |

## 32 Income taxes (continued)

### (d) Movement in deferred tax balances

| | | | | For the year ended March 31, 2019 | | |
|---|---|---|---|---|---|---|
| | Net balance April 1, 2018 | Recognised in profit or loss | Recognised in OCI | Net deferred tax asset/liability | Deferred tax asset | Deferred tax liability |
| **Deferred tax liability** | | | | | | |
| Property, plant and equipment | 119.82 | 220.26 | - | 334.19 | 334.19 | - |
| **Deferred tax asset** | | | | | | |
| Provision for doubtful debts | 133.74 | 258.08 | - | 391.82 | 391.82 | - |
| Provision for employee benefit expenses | 166.82 | (81.02) | - | 85.80 | 85.80 | - |
| Losses carry forward | 59.64 | | - | 59.64 | 59.64 | - |
| MAT credit entitlement | 1,663.93 | - | - | 1,663.93 | 1,663.93 | - |
| Others | 241.38 | (29.21) | - | 212.17 | 212.18 | - |
| **Tax assets (Liabilities)** | **2,385.33** | **368.11** | **-** | **2,747.55** | **2,747.56** | **-** |
| Set off tax | - | - | - | - | - | |
| **Net tax assets** | **2,385.33** | **368.11** | **-** | **2,747.55** | **2,747.56** | **-** |

## 32 Income taxes (continued)

### (d) Movement in deferred tax balances

| | Net balance April 1, 2017 | Recognised in profit or loss | Recognised in OCI | For the year ended March 31, 2018<br>Net deferred tax asset/liability | Deferred tax asset | Deferred tax liability |
|---|---|---|---|---|---|---|
| **Deferred tax liability** | | | | | | |
| Property, plant and equipment | (3,227.09) | 3,346.92 | - | 119.82 | 119.82 | - |
| **Deferred tax asset** | | | | | | |
| Provision for doubtful debts | 2,399.29 | (2,265.54) | - | 133.74 | 133.74 | - |
| Provision for employee benefit expenses | 240.94 | (74.11) | - | 166.82 | 166.82 | - |
| Losses carry forward | 456.50 | (396.85) | - | 59.64 | 59.64 | - |
| MAT credit entitlement | 1,663.93 | - | - | 1,663.93 | 1,663.93 | - |
| Others | 703.13 | (461.79) | - | 241.38 | 241.38 | - |
| **Tax assets (Liabilities)** | **2,236.70** | **148.63** | **-** | **2,385.33** | **2,385.33** | **-** |
| Set off tax | - | - | - | - | - | |
| **Net tax assets** | **2,236.70** | **148.63** | **-** | **2,385.33** | **2,385.33** | **-** |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

During the year, the Company has unused tax credits in respect of Minimum Alternative Tax (MAT credit) of ₹ 1663.93 (March 31, 2018: ₹ 1,663.93) . The Company is reasonably certain of availing the said MAT credit in future years against the normal tax expected to be paid in those years.

SEZ unit at Surat is subject to tax benefits under Income Tax Act, 1961 till 31st March 2024, subject to creation of SEZ reserve which need to be utilised for re-investment in plant and machinery within in 3 years of creation of the reserve.

**Tax losses carried forward**

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unabsorbed depreciation and tax losses can be utilised. Accordingly, in view of uncertainty, Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future capital gains profit /taxable profits will be available against which the Group can use the benefits therefrom

| | March 31,2019 | | March 31,2018 | |
|---|---|---|---|---|
| | Gross Amount | Expiry Date | Gross Amount | Expiry Date |
| Unabsorbed Depreciation | 2,387.40 | No Expiry Date | 1,319.05 | No Expiry Date |
| | **2,387.40** | | **1,319.05** | |

**33 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Diluted EPS amounts are calculated by dividing the profit attributable by the weighted avarage number of Equity shares outstanding during the year plus the weighted avarage number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares

**Profit attributable to Equity holders**

| | March 31, 2019 INR | March 31, 2018 INR |
|---|---|---|
| **Profit attributable to equity holders** | 2,673.04 | 3,021.05 |
| Weighted average number of ordinary equity shares | 11,496,351 | 11,139,172 |
| Basic earnings per share | 23.25 | 27.12 |
| Diluted earnings per share * | 23.25 | 27.12 |

*Conversion of warrants and Employee stock options has an anti-dilutive impact and thus effects of these anti-dilutive potential equity shares are inored in calculating diluted earnings per share. Therefore, diluted EPS is considered same as Basic EPS for the year ended March 31, 2019 and March 31, 2018.

**34 Related Party Transactions**

a. The following are the names of related parties where control exists:

| **Name of the Related party** | **Nature of Relationship** |
|---|---|
| Holding/ Subsidiary Company | |
| Repro Enterprises Private Limited | Holding Company |
| Repro Innovative Digiprint Limited | Subsidiary Company |
| Repro Books Limited | Subsidiary Company |
| **Key Management Personnel** | |
| Mr. Vinod Vohra | Chairman |
| Mr. Sanjeev Vohra | Managing Director |
| Mr. Rajeev Vohra | Director |
| Mr. Mukesh Dhruve | Director |
| Mr. Pramod Khera | Director |
| **Relatives of Key Management Personnel** | |
| Mrs. Renu Sanjeev Vohra | Wife of Mr. Sanjeev Vohra |
| Mrs. Renu Vinod Vohra | Wife of Mr. Vinod Vohra |
| Mrs. Deepa Vohra | Wife of Mr. Rajeev Vohra |
| Mrs. Shruti Dhruve | Wife of Mr. Mukesh Dhruve |
| Mrs. Nita Khera | Wife of Mr. Pramod Khera |
| Ms. Sonam Vohra | Daughter of Mr. Sanjeev Vohra |
| Ms. Trisha Vohra | Daughter of Mr. Sanjeev Vohra |
| Mr. Nirbhay Vohra | Son of Mr. Sanjeev Vohra |
| Mr. Kunal Vohra | Son of Mr. Rajeev Vohra |
| Mrs. Avinash Vohra | Mother of Mr. Sanjeev, Vinod and Rajeev Vohra |

| | |
|---|---|
| Ullal R Bhatt | Independent Director |
| Bhumika Batra | Independent Director |
| Dushyant Mehta | Independent Director |
| Alex Padamsee | Independent Director |
| Jamshed Irani | Independent Director |
| P. Krishnamurthy | Independent Director |
| Mahalakshmi Ramadorai | Independent Director |

**Enterprises owned or significantly influenced by Key management personnel or their relatives Content Services Private Limited (Formerly known as MPR Consultants Private Limited)**

| |
|---|
| Trisna Trust |
| Zoyaksa Consultants Private Limited |
| Quadrum Solutions Private Limited |

**Related Party Transactions and outstanding balances**

Terms and Condition of Transaction with Related Parties The transaction with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest-free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The above transactions are as per approval of Audit Committee.

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

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **Remuneration** | | | | | | | | |
| Mr. Vinod Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 1.93 | - | - | 1.93 | - |
| Mr. Sanjeev Vohra | 31 March, 2019 | - | - | 60.49 | - | - | 60.49 | (3.39) |
| | 31 March, 2018 | - | - | 30.24 | - | - | 30.24 | (4.13) |
| Mr. Rajeev Vohra | 31 March, 2019 | - | - | 60.49 | - | - | 60.49 | (0.00) |
| | 31 March, 2018 | - | - | 30.24 | - | - | 30.24 | (0.51) |
| Mr. Mukesh Dhruve | 31 March, 2019 | - | - | 51.13 | - | - | 51.13 | (0.22) |
| | 31 March, 2018 | - | - | 25.57 | - | - | 25.57 | (1.03) |
| Mr. Pramod Khera | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 24.89 | - | - | 24.89 | - |
| Mr. Nirbhay Vohra | 31 March, 2019 | - | - | - | 7.35 | - | 7.35 | - |
| | 31 March, 2018 | - | - | - | 5.47 | - | 5.47 | - |
| Mr. Kunal Vohra | 31 March, 2019 | - | - | - | 36.04 | - | 36.04 | - |
| | 31 March, 2018 | - | - | - | 21.32 | - | 21.32 | - |
| Ms. Sonam Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 5.41 | - | 5.41 | - |
| **Total** | **31 March, 2019** | **-** | **-** | **172.10** | **43.40** | **-** | **215.49** | **(3.61)** |
| | **31 March, 2018** | **-** | **-** | **112.88** | **32.20** | **-** | **145.08** | **(5.67)** |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **Compensation if Key management personnel of the company** | | | | | | | | |
| Short-term Employee Benefits | 31 March, 2019 | - | - | 172.10 | 43.40 | - | - | 215.49 |
| | 31 March, 2018 | - | - | 110.59 | 31.77 | - | - | 142.36 |
| Post-Retirement Benefits | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 2.29 | 0.43 | - | - | 2.72 |
| **Total** | **31 March, 2019** | **-** | **-** | **172.10** | **43.40** | **-** | **-** | **215.49** |
| | **31 March, 2018** | **-** | **-** | **112.88** | **32.20** | **-** | **-** | **145.08** |
| Expenses towards gratuity and leave benefits are determined actuarially on an overall Company basis at the end of each year and, accordingly, have not been considered in the above information. | | | | | | | | |
| **Sitting Fees** | | | | | | | | |
| Dr. Jamshed J. Irani | 31 March, 2019 | - | - | 0.89 | - | - | 0.89 | - |
| | 31 March, 2018 | - | - | 0.75 | - | - | 0.75 | - |
| Mr. P. Krishnamurthy | 31 March, 2019 | - | - | 2.12 | - | - | 2.12 | - |
| | 31 March, 2018 | - | - | 1.80 | - | - | 1.80 | - |
| Mr. Alyque Padamsee | 31 March, 2019 | - | - | 0.53 | - | - | 0.53 | - |
| | 31 March, 2018 | - | - | 1.55 | - | - | 1.55 | - |
| Mr. Ullal R. Bhat | 31 March, 2019 | - | - | 1.42 | - | - | 1.42 | - |
| | 31 March, 2018 | - | - | 1.25 | - | - | 1.25 | - |
| Mr. Dushyant Mehta | 31 March, 2019 | - | - | 1.12 | - | - | 1.12 | - |
| | 31 March, 2018 | - | - | 1.25 | - | - | 1.25 | - |
| Mrs. Mahalakshmi Ramadorai | 31 March, 2019 | - | - | 0.89 | - | - | 0.89 | - |
| | 31 March, 2018 | - | - | 1.00 | - | - | 1.00 | - |
| Ms. Bhumika Batra* | 31 March, 2019 | - | - | 1.18 | - | - | 1.18 | - |
| | 31 March, 2018 | - | - | 0.75 | - | - | 0.75 | - |
| **Total** | **31 March, 2019** | **-** | **-** | **8.14** | **-** | **-** | **8.14** | **-** |
| | **31 March, 2018** | **-** | **-** | **8.35** | **-** | **-** | **8.35** | **-** |
| **Rent** | | | | | | | | |
| Mrs. Nita Khera | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 4.25 | - | 4.25 | - |
| Mrs. Shruti Dhruve | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 18.00 | - | 18.00 | - |
| Mrs. Renu Sanjeev Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 18.00 | - | 18.00 | (0.28) |
| Mrs. Deepa Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 27.60 | - | 27.60 | - |
| Mrs. Avinash Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 3.00 | - | 3.00 | - |
| Mrs. Renu Vinod Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 6.00 | - | 6.00 | - |
| Repro Enterprises Private Limited | 31 March, 2019 | 106.20 | - | - | - | - | 106.20 | (31.24) |
| | 31 March, 2018 | 105.53 | - | - | - | - | 105.53 | - |
| Trisna Trust | 31 March, 2019 | - | - | - | - | 92.04 | 92.04 | (6.41) |
| | 31 March, 2018 | - | - | - | - | 91.46 | 91.46 | - |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| Zoyaksa Consultants Private Limited | 31 March, 2019 | - | - | - | - | 99.12 | 99.12 | (12.91) |
| | 31 March, 2018 | - | - | - | - | 98.49 | 98.49 | - |
| **Total** | **31 March, 2019** | **106.20** | **-** | **-** | **-** | **191.16** | **297.36** | **(50.56)** |
| | **31 March, 2018** | **105.53** | **-** | **-** | **76.85** | **189.95** | **372.32** | **(0.28)** |
| | | | | | | | | |
| **ICD's Placed** | | | | | | | | |
| Repro Innovative Digiprint Limited | 31 March, 2019 | - | 146.68 | - | - | - | 146.68 | 2,114.29 |
| | 31 March, 2018 | - | - | - | - | - | - | 1,919.86 |
| Sanjeev I Vohra | 31 March, 2019 | - | 220.00 | - | - | - | 220.00 | (220.00) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Mukesh Dhruve | 31 March, 2019 | - | 80.00 | - | - | - | 80.00 | (80.00) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Pramod Khera | 31 March, 2019 | - | 50.00 | - | - | - | 50.00 | (50.00) |
| | 31 March, 2018 | - | - | - | - | - | - | - |
| * Repro Books Limited | 31 March, 2019 | - | 1,686.62 | - | - | - | 1,686.62 | 6,895.80 |
| | 31 March, 2018 | - | 821.30 | - | - | - | 821.30 | 3,164.32 |
| **Total** | **31 March, 2019** | **-** | **2,183.29** | **-** | **-** | **-** | **2,183.29** | **8,660.09** |
| | **31 March, 2018** | **-** | **821.30** | **-** | **-** | **-** | **821.30** | **5,084.18** |
| *Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| | | | | | | | | |
| **Sales** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | 1,970.74 | - | - | - | - | 1,970.74 | 1,065.58 |
| | 31 March, 2018 | - | - | - | - | - | - | - |
| **Total** | **31 March, 2019** | **1,970.74** | **-** | **-** | **-** | **-** | **1,970.74** | **1,065.58** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| | | | | | | | | |
| **Sale of Licenses** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | 9.86 | - | - | - | - | 9.86 | 9.86 |
| | 31 March, 2018 | - | - | - | - | - | - | - |
| **Total** | **31 March, 2019** | **9.86** | **-** | **-** | **-** | **-** | **9.86** | **9.86** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| | | | | | | | | |
| **Purchase - Packing Material & Paper** | | | | | | | | |
| Repro Enterprises Private Limited | 31 March, 2019 | 322.56 | - | - | - | - | 322.56 | (96.66) |
| | 31 March, 2018 | 131.68 | - | - | - | - | 131.68 | - |
| **Total** | **31 March, 2019** | **322.56** | **-** | **-** | **-** | **-** | **322.56** | **(96.66)** |
| | **31 March, 2018** | **131.68** | **-** | **-** | **-** | **-** | **131.68** | **-** |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **Outsourcing Charges** | | | | | | | | |
| Repro Enterprises Private Limited | 31 March, 2019 | 350.81 | - | - | - | - | 350.81 | - |
| | 31 March, 2018 | - | - | - | - | - | - | |
| * Repro Books Limited | 31 March, 2019 | - | 164.15 | - | - | - | 164.15 | 793.64 |
| | 31 March, 2018 | - | 209.51 | - | - | - | 209.51 | - |
| Quadrum Solutions Private Limited | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | - | 23.99 | 23.99 | - |
| **Total** | **31 March, 2019** | **350.81** | **164.15** | **-** | **-** | **-** | **514.97** | **793.64** |
| | **31 March, 2018** | **-** | **209.51** | **-** | **-** | **23.99** | **233.50** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| **Artwork & Design** | | | | | | | | |
| Quadrum Solutions Private Limited | 31 March, 2019 | - | - | - | - | 43.26 | 43.26 | (35.00) |
| | 31 March, 2018 | - | - | - | - | 49.00 | 49.00 | (0.22) |
| **Total** | **31 March, 2019** | **-** | **200.00** | **-** | **-** | **43.26** | **243.26** | **(235.00)** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **49.00** | **49.00** | **(0.22)** |
| **Purchase Of Assets** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | - | 3.30 | - | - | - | 3.30 | - |
| | 31 March, 2018 | - | - | - | - | - | - | - |
| **Total** | **31 March, 2019** | **-** | **3.30** | **-** | **-** | **-** | **3.30** | **-** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| **Interest Expenses** | | | | | | | | |
| Zoyaksa Consultants Private Limited | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | - | 22.67 | 22.67 | - |
| Sanjeev I Vohra | 31 March, 2019 | - | - | - | - | 6.90 | 6.90 | (6.21) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Mukesh Dhruve | 31 March, 2019 | - | - | - | - | 1.58 | 1.58 | (1.42) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Pramod Khera | 31 March, 2019 | - | - | - | - | 0.99 | 0.99 | (0.89) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| **Total** | **31 March, 2019** | **-** | **-** | **-** | **-** | **13.46** | **13.46** | **(9.96)** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **22.67** | **22.67** | **-** |
| **Interest Income** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | - | 281.07 | - | - | - | 281.07 | - |
| | 31 March, 2018 | - | 198.00 | - | - | - | 198.00 | |
| Repro Innovative Digiprint Limited (received) | 31 March, 2019 | - | 151.21 | - | - | - | 151.21 | - |
| | 31 March, 2018 | - | 142.25 | - | - | - | 142.25 | |
| **Total** | **31 March, 2019** | **-** | **432.28** | **-** | **-** | **-** | **432.28** | **-** |
| | **31 March, 2018** | **-** | **340.25** | **-** | **-** | **-** | **340.25** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **Investment in shares** | | | | | | | | |
| Repro Innovative Digiprint Limited | 31 March, 2019 | - | - | - | - | - | - | 10.50 |
| | 31 March, 2018 | - | 3.02 | - | - | - | 3.02 | 10.50 |
| * Repro Books Limited | 31 March, 2019 | - | - | - | - | - | - | 400.00 |
| | 31 March, 2018 | - | - | - | - | - | - | 400.00 |
| **Total** | **31 March, 2019** | **-** | **-** | **-** | **-** | **-** | **-** | **410.50** |
| | **31 March, 2018** | **-** | **3.02** | **-** | **-** | **-** | **3.02** | **410.50** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| | | | | | | | | |
| **Guarentees Commission Income** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | - | 13.65 | - | - | - | 13.65 | - |
| | 31 March, 2018 | - | 16.08 | - | - | - | 16.08 | - |
| **Total** | **31 March, 2019** | | **13.65** | **-** | **-** | **-** | **13.65** | **-** |
| | **31 March, 2018** | | **16.08** | **-** | **-** | **-** | **16.08** | **-** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |
| | | | | | | | | |
| **Guarentees given** | | | | | | | | |
| * Repro Books Limited | 31 March, 2019 | - | - | - | - | - | | 1,300.00 |
| | 31 March, 2018 | - | - | - | - | - | | 2,150.00 |
| **Total** | **31 March, 2019** | | **-** | **-** | **-** | **-** | | **1,300.00** |
| | **31 March, 2018** | | **-** | **-** | **-** | **-** | | **2,150.00** |
| * Formerly known as Repro Knowledgecast Limited | | | | | | | | |

All the above inter-corporate deposit, security deposit, loans and advance and guarantees have been given to recipients for business purposes

## 35 Employee Stock Option Plan

During the financial year ended 31 March 2018, Company implemented “Repro India Limited - Employee Stock Option Scheme- 2010” (Repros ESOS 2010), as approved by the Shareholders of the Company and the Nomination and Remuneration Committee of the Board of Directors (the Committee).

The Committee determines which eligible employees will receive options, the number of options to be granted, the vesting period and the exercise period. The options are granted at an exercise price, which is in accordance with the relevant SEBI guidelines in force, at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 10 each. The options issued under the above schemes vest in a phased manner after completion of the minimum period of one year with an exercise period of ten years from the respective grant dates.

The terms and conditions related to the grant of the share options are as follows:

| Employees entitled | Number of options | Vesting conditions | Contractual life of options |
|---|---|---|---|
| Specified employees | 400,000 | - Continued employment with the Company:<br>After 1 year of the date of grant 33.33% vesting<br>After 2 year of the date of grant 33.33% vesting<br>After 3 year of the date of grant 33.33% vesting | Graded vesting over 3 years |

**a) Measurement of fair value :**

The fair values are measured based on the Black-Scholes-option valuation model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The inputs used in the measurement of the fair values at grant date and measurement date of the stock options were as follows.

| Particulars<br>Vesting | 1 Year | 2 Years | 3 Years |
|---|---|---|---|
| Fair value of the option at grant date | ₹ 159.7 | ₹ 193.2 | ₹ 222.3 |
| Share price at grant date | ₹ 565.2 | ₹ 565.2 | ₹ 565.2 |
| Exercise price | ₹ 561 | ₹ 561 | ₹ 561 |
| Expected volatility (weighted average) | 35.00% | 35.00% | 35.00% |
| Expected life (weighted average) | 2.5 years | 3.5 years | 4.5 years |
| Expected dividend | 4.00% | 4.00% | 4.00% |
| Risk-free interest rate (based on government bond) | 6.30% | 6.40% | 6.50% |

Weighted-average exercise prices and weighted-average fair values of options

| Date of Vesting | 1 Year | 2 Years | 3 Years |
|---|---|---|---|
| Weighted-average exercise prices | ₹ 561 | ₹ 561 | ₹ 561 |
| Weighted-average fair value of options | ₹ 159.7 | ₹ 193.2 | ₹ 222.3 |

**b) Reconciliation Of Outstanding Stock Options :**

The number and weighted-average exercise prices of share options under the stock option were as follows.

| Particular | 31 March 2019 | | 31 March 2018 | |
|---|---|---|---|---|
| | No. of options | Weighted average exercise price(in rupees) | No. of options | Weighted average exercise price(in rupees) |
| Outstanding at 1 April | 400,000 | ₹ 561 | - | - |
| Granted | - | - | 400,000 | ₹ 561 |
| Forfeited | - | - | - | - |
| Expired | - | - | - | - |
| Exercised | - | - | - | - |
| **Outstanding at 31 March 2019** | 400,000 | ₹ 561 | - | - |
| Exercisable at 31 March 2018 | - | - | - | - |

Weighted average remaining contractual life of the share option outstanding at the end of year is 3 years

**c) Expense recognized in the Standalone Statement of Profit or Loss :**

| Particulars | 31 March 2019 | 31 March 2018 |
|---|---|---|
| Repros ESOS 2010 | 158.00 | 140.50 |
| Total expense recognized in 'employee benefits' | 158.00 | 140.50 |

**d) Disclosure for shares reserved under option and contracts and commitment for sale of shares/disinvestments:**

Under Employee Stock Option Scheme 2010:

| | March 31, 2019 | | March 31, 2018 | |
|---|---|---|---|---|
| | Number | Amount | Number | Amount |
| Scheme 2010 | | | | |
| "Class A" Equity Shares of ₹ 10 each, at an exercise price of ₹ 675 per share. | 500,000 | 3,375 | 500,000 | 3,375 |

## 36 Operating Segments

### A. Basis for segmentation

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and CEO of the Company. The Company operates only in one business segment i.e. Value Added Print Solutions, hence does not have any reportable segment as per Ind AS 108 "Operating Segments".

### B. Geographic information

| Particulars | Year | In India | Outside India | Total |
|---|---|---|---|---|
| Revenue by geographical location of customers | March 31, 2019 | 20,273.86 | 5,871.13 | 26,145.00 |
| | March 31, 2018 | 18,167.88 | 5,120.63 | 23,288.51 |
| Non current assets (by geographical location of assets)* | March 31, 2019 | 21,946.03 | - | 21,946.03 |
| | March 31, 2018 | 22,229.36 | - | 22,229.36 |
| **Additions to Property, Plant and equipment** | | | | |
| Cost acquired for Property, Plant and equipment | March 31, 2019 | 660.29 | - | 660.29 |
| | March 31, 2018 | 934.67 | - | 934.67 |

**Major Customer**

Revenue from one customer based in India represented approximately ₹ 2341.40 ( March 31,2018 - Rs 2621.87 ) of the company's total revenue

Major Customer -Data taken from Sunita Kadam

## 37 Financial instruments

### 1. Financial instruments – Fair values and risk management

### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value

| March 31, 2019 INR | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Non Current Financial Asset** | | | | | | | | | |
| (i) Loans | 6 | - | - | 194.96 | 194.96 | - | 194.96 | - | 194.96 |
| **Current Financial Asset** | | | | | | | | | |
| (i) Trade receivables | 10 | - | - | 7,402.47 | 7,402.47 | - | - | - | - |
| (ii) Cash and cash equivalents | 11 | - | - | 150.82 | 150.82 | - | - | - | - |
| (iii) Bank balances other than (ii) above | 12 | - | - | 185.03 | 185.03 | - | - | - | - |
| (iv) Loans | 13 | - | - | 8,238.37 | 8,238.37 | - | - | - | - |
| (v) Others | 14 | - | - | 937.66 | 937.66 | - | - | - | - |
| | | **-** | **-** | **17,109.31** | **17,109.31** | **-** | **194.96** | **-** | **194.96** |
| **Non Current Financial liabilities** | | | | | | | | | |
| (i) Borrowings | 18 | - | - | 2,085.81 | 2,085.81 | - | 2,085.81 | - | 2,085.81 |
| **Current Financial liabilities** | | | | | | | | | |
| (i) Borrowings | 20 | - | - | 10,816.70 | 10,816.70 | - | - | - | - |
| (ii) Trade and other payables | | - | - | - | - | - | - | - | - |
| (iii) Other financial liabilities | 22 | - | - | 1,194.59 | 1,194.59 | - | - | - | - |
| | | **-** | **-** | **14,097.10** | **14,097.10** | **-** | **2,085.81** | **-** | **2,085.81** |

| March 31, 2018 INR | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Non Current Financial Asset** | | | | | | | | | |
| (i) Loans | 6 | - | - | 183.35 | 183.35 | - | 183.35 | - | 183.35 |
| (ii) Others | | | | - | - | | - | | - |
| **Current Financial Asset** | | | | | | | | | |
| (i) Trade receivables | 10 | - | - | 7,782.57 | 7,782.57 | - | - | - | - |
| (ii) Cash and cash equivalents | 11 | - | - | 130.05 | 130.05 | - | - | - | - |
| (iii) Bank balances other than (ii) above | 12 | - | - | 58.26 | 58.26 | - | - | - | - |
| (iv) Loans | 13 | - | - | 5,130.06 | 5,130.06 | - | - | - | - |
| (v) Others | 14 | - | - | 192.55 | 192.55 | - | - | - | - |
| | | **-** | **-** | **13,476.84** | **13,476.84** | **-** | **183.35** | **-** | **183.35** |
| **Non Current Financial liabilities** | | | | | | | | | |
| (i) Borrowings | 18 | | | 2,391.35 | 2,391.35 | - | 2,391.35 | - | 2,391.35 |
| **Current Financial liabilities** | | | | | | | | | |
| (i) Borrowings | 20 | - | - | 8,503.12 | 8,503.12 | - | - | - | - |
| (ii) Trade and other payables | | | | - | - | - | - | - | - |
| (iii) Other financial liabilities | 22 | | | 2,698.41 | 2,698.41 | - | - | - | - |
| | | **-** | **-** | **13,592.88** | **13,592.88** | **-** | **2,391.35** | **-** | **2,391.35** |

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

**Financial instruments measured at fair value**

| Type | Valuation technique |
|---|---|
| Non current financial assets measured at amortised cost | Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate. |

**C. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

**i. Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**ii. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

| | Carrying amount (in INR) | |
|---|---|---|
| | March 31, 2019 | March 31, 2018 |
| **Neither past due not impaired** | | |
| **Past due not impaired** | | |
| 0-90 days | 5,985.34 | 6,567.76 |
| 90-180 days | 597.66 | 735.04 |
| 180-270 days | 77.87 | 64.86 |
| 270-360 days | 36.76 | 24.53 |
| More than 360 days | 1,840.44 | 3,702.68 |
| | **8,538.07** | **11,094.87** |

Expected credit loss assessment for customers as at 31 March 2018 and 31 March 2019

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

| | |
|---|---|
| Balance as at March 31, 2018 | 3,312.30 |
| Add : Additional provision | 69.23 |
| Impairment loss recognised | (2,245.93) |
| Balance as at March 31, 2019 | 1,135.60 |

The above amount excludes debtors which are covered under ECGC claim.

The impairment loss at March 31, 2019 related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

**Cash and cash equivalents**

The Company held cash and cash equivalents of INR 150.82 lakhs at March 31, 2019 (March 31, 2018: INR 130.05 lakhs). The cash and cash equivalents are held with bank and financial institution counterparties with good credit ratings.

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Exposure to liquidity risk**

| March 31, 2019 | | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | Carrying amount | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| - Non Current Borrowings | 2,085.81 | 2,905.34 | 2,085.80 | 621.29 | 198.24 | - |
| - Interest payable | - | 208.75 | 136.66 | 61.52 | 10.57 | - |
| - Current Borrowings | 10,816.70 | 10,816.70 | 10,816.70 | - | - | - |
| - Trade payable | - | - | - | - | - | - |
| - Other current liabilities | 709.69 | 709.69 | 709.69 | - | - | - |
| - Issued financial guarantee contracts on behalf of subsidiaries* | - | 1,300.00 | 1,300.00 | - | - | - |
| | **13,612.20** | **15,940.48** | **15,048.85** | **682.81** | **208.81** | **-** |

| March 31, 2018 | | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | Carrying amount | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| - Non Current Borrowings | 2,391.35 | 2,391.35 | 2,511.77 | 1,921.31 | 519.85 | - |
| - Interest payable | - | 190.24 | 124.68 | 64.53 | 1.03 | - |
| - Current Borrowings | 8,503.12 | 8,503.12 | 8,503.12 | - | - | - |
| - Trade payable | - | 2,336.03 | 2,336.03 | - | - | - |
| - Other current liabilities | 440.52 | 88.91 | 88.91 | - | - | - |
| - Issued financial guarantee contracts on behalf of subsidiaries* | - | - | - | - | - | - |
| | **11,334.99** | **13,509.65** | **13,564.51** | **1,985.84** | **520.88** | **-** |

**iv. Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments.Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

**Currency risk**

The Company is exposed to currency risk on account of its operations in other countries. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses both derivative instruments, i.e, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognized assets and liabilities.

**Exposure to currency risk**

The currency profile of financial assets and financial liabilities as at March 31, 2019 and March 31, 2018 are as below:

| | 31-Mar-19 | 31-Mar-19 | 31-Mar-19 | 31-Mar-19 |
|---|---|---|---|---|
| | USD | GBP | EUR | Others |
| **Financial assets** | | | | |
| Trade and other receivables | 1,148.80 | - | 6.64 | 0.02 |
| | **1,148.80** | **-** | **6.64** | **0.02** |
| **Financial liabilities** | | | | |
| Long term borrowings | 2,461.99 | - | - | - |
| Short term borrowings | 790.59 | - | - | - |
| Trade and other payables | 137.72 | 13.26 | 21.41 | (2.13) |
| | **3,390.30** | **13.26** | **21.41** | **(2.13)** |
| Net exposure (Assets - Liabilities) | **(2,241.50)** | **(13.26)** | **(14.77)** | **2.15** |

| | 31-Mar-18 | 31-Mar-18 | 31-Mar-18 | 31-Mar-18 |
|---|---|---|---|---|
| | USD | GBP | EUR | Others |
| **Financial assets** | | | | |
| Trade and other receivables | 6,085.65 | 19.92 | 655.28 | - |
| | **6,085.65** | **19.92** | **655.28** | **-** |
| **Financial liabilities** | | | | |
| Long term borrowings | 4,897.38 | - | - | - |
| Short term borrowings | 4,032.54 | 412.38 | - | - |
| Trade and other payables | 38.29 | 13.26 | - | 0.10 |
| | **8,968.21** | **425.64** | **-** | **0.10** |
| Net exposure (Assets - Liabilities) | **(2,882.56)** | **(405.72)** | **655.28** | **(0.10)** |

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the Indian Rupee against foreign currency at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Effect in INR | Profit or loss | |
|---|---|---|
| | Strengthening | Weakening |
| **31-Mar-19** | | |
| **10% movement** | | |
| USD | 224.15 | (224.15) |
| GBP | 1.33 | (1.33) |
| EUR | 1.48 | (1.48) |
| Others | - | - |

| Effect in INR | Strengthening | Weakening |
|---|---|---|
| March 31, 2018 | | |
| 10% movement | | |
| USD | 288.26 | (288.26) |
| GBP | 40.57 | (40.57) |
| EUR | (65.53) | 65.53 |
| Others | 0.01 | (0.01) |

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Company's interest rate risk arises from borrowings. Borrowings taken at fixed rates are exposed to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

| | Carrying amount (in INR) | |
|---|---|---|
| | March 31, 2019 | March 31, 2018 |
| **Fixed-rate instruments** | | |
| Financial assets | 8,411.42 | 5,267.53 |
| Financial liabilities | (11,572.05) | (7,485.39) |
| | (3,160.63) | (2,217.86) |
| **Variable-rate instruments** | | |
| Financial liabilities | (2,670.06) | (5,920.86) |
| | (2,670.06) | (5,920.86) |
| **Total** | **(5,830.69)** | **(8,138.72)** |

**Fair value sensitivity analysis for Fixed-rate Instruments**

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash flow sensitivity analysis for variable-rate instruments**

The risk estimates provided assume a change of 25 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarised above. This calculation assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date assuming that all other variables, in particular foreign currency exchange rates, remain constant. The period end balances are not necessarily representative of the average debt outstanding during the period.

| INR | Profit or loss | |
|---|---|---|
| | 25 bp increase | 25 bp decrease |
| **March 31, 2019** | | |
| Variable-rate instruments | (6.68) | 6.68 |
| Cash flow sensitivity (net) | (6.68) | 6.68 |
| | | |
| March 31, 2018 | | |
| Variable-rate instruments | (14.80) | 14.80 |
| Cash flow sensitivity (net) | (14.80) | 14.80 |

The Company's Policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business, Management monitors the return on capital asset as well as the level of dividends to ordinary shareholders.

The Company monitors capital using ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose , adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The Company's policy is to keep the ratio below 2. The Company's adjusted net debt to equity ratio is as follows:

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Total Borrowings | 12,902.51 | 10,894.47 |
| Less: Cash and cash equivalent | 150.82 | 130.05 |
| Adjusted net debt | 12,751.69 | 10,764.42 |
| **Total Equity** | **28,713.35** | **25,871.11** |
| Adjusted equity | 28,713.35 | 25,871.11 |
| Adjusted net debt to adjusted equity ratio | 0.44 | 0.42 |

**38 Employee benefits**

The Company contributes to the following post-employment plans in India.

**(A) Defined Contribution Plans:**

The Company makes contributions towards provident fund and superannuation fund which are in the nature of defined contribution post employment benefit plans . Under the plan, the Company is required to contribute a specified percentage of payroll cost to fund the benefits."

The Company recognised ₹ 65.80 lakhs for the year ended March 31, 2019 (March 31, 2018 ₹ 82.63 lakhs) towards provident fund contribution and ₹ 5.5 lakhs for the year ended March 31, 2019 (March 31, 2018 ₹ 6.5 lakhs) towards super-annuation fund contribution in the Statement of Profit and Loss.

The Company recognised  in the Statement of Profit and Loss.

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**(B) Defined Benefit Plan:**

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees adminster the contributions made by the Company to the gratuity scheme. "

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

This plan exposes the Company to actuarial risks such as longetivity risk, interest rate risk and market (investment) risk.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Defined benefit obligation | 472.90 | 487.04 |
| Fair value of plan assets | 61.90 | 76.28 |
| **Net defined benefit (obligation)/assets** | 411.00 | 410.76 |

**Present Value of Projected Benefit Obligation**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Present Value of Benefit Obligation at the Beginning of the Period | 487.04 | 547.05 |
| Interest Cost | 37.89 | 39.39 |
| Current Service Cost | 32.85 | 41.49 |
| Past Service Cost | - | 6.99 |
| Liability Transferred In/ Acquisitions | - | 4.49 |
| (Liability Transferred Out/ Divestments) | - | (3.02) |
| (Benefit Paid From the Fund) | (66.26) | (136.34) |
| The Effect of Changes in Foreign Exchange Rates | - | - |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | 25.97 | - |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | 50.76 | (23.66) |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | (95.34) | 10.64 |
| Present Value of Benefit Obligation at the End of the Period | 472.90 | 487.04 |

**Movement of Fair Value of Plan Assets**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Fair Value of Plan Assets at the Beginning of the Period | 76.28 | 63.76 |
| Interest Income | 5.93 | 4.59 |
| Contributions by the Employer | 47.48 | 140.93 |
| (Benefit Paid from the Fund) | (66.26) | (136.34) |
| Return on Plan Assets, Excluding Interest Income | (1.53) | 3.33 |
| Fair Value of Plan Assets at the End of the Period | 61.90 | 76.28 |

**Expenses Recognized in the Statement of Profit or Loss for Current Period**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Current Service Cost | 32.85 | 41.49 |
| Net Interest Cost | 31.96 | 34.80 |
| Past Service Cost | - | 6.99 |
| Expenses Recognized | 64.81 | 83.28 |

**Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Actuarial (Gains)/Losses on Obligation For the Period | (18.62) | (13.02) |
| Return on Plan Assets, Excluding Interest Income | 1.53 | (3.33) |
| Net (Income)/Expense For the Period Recognized in OCI | (17.09) | (16.36) |

**Maturity Analysis of the Benefit Payments: From the Fund**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Projected Benefits Payable in Future Years from the Date of Reporting | | |
| 1st Following Year | 148.45 | 89.03 |
| 2nd Following Year | 23.77 | 15.79 |
| 3rd Following Year | 26.35 | 26.69 |
| 4th Following Year | 22.61 | 37.34 |
| 5th Following Year | 41.04 | 22.63 |
| Sum of Years 6 To 10 | 185.45 | 190.46 |
| Sum of Years 11 and above | 439.47 | 722.92 |

**Sensitivity Analysis**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Projected Benefit Obligation on Current Assumptions | 472.90 | 487.04 |
| Delta Effect of +1% Change in Rate of Discounting | (26.12) | (36.32) |
| Delta Effect of -1% Change in Rate of Discounting | 30.00 | 42.13 |
| Delta Effect of +1% Change in Rate of Salary Increase | 28.43 | 41.70 |
| Delta Effect of -1% Change in Rate of Salary Increase | (25.76) | (37.28) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 3.80 | 14.51 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (4.27) | (16.25) |

**Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Discount rate | 7.69% | 7.78% |
| Future salary growth | 6.00% | 4.00% |
| Rate of employee turnover | 5.00% | 2.00% |
| Mortality rate | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

**Asset liability matching Strategy:**

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested.

LIC is required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved schemes. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding the plan.

**Compensatory absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation. Amount of ₹ 31.93 lakhs (31 March 2018 - ₹ Nil ) has been recognised in the Standalone Statement of profit and loss on account of provision for long-term employment benefit.

## 39 Operating Leases

### A. Leases as lessee

The Company has taken premises under operating lease. The lease period of these premises have lease period ranging from 1 to 9 years with an option to renew the Lease after this period. In case of the premises taken on operating leases, sub-letting is not permitted.

| Non-cancellable operating lease payable (minimum lease payments) under these lease are as follows | 31-Mar-19<br>INR | 31-Mar-18<br>INR |
|---|---|---|
| Payable within one year | 252.00 | 268.59 |
| Payable within one year and five year | 441.00 | 693.00 |
| Payable after five year | - | - |
| | **693.00** | **961.59** |

During the year an amount of ₹ 362.48 lakhs was recognized as an expenses in the statement of Profit and Loss in respect of operating leases (31 March 2018: INR 964.01 lakhs). (Refer Note: 31)

## 40 Contingent liabilities and commitments (to the extent not provided for)

INR in Lakhs

| Contingent liabilities | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Customs duty demand on imported computer software (refer note 1 & 2 below) | 4,121.07 | 4,121.07 |
| Income Tax | 65.22 | - |

**Note 1**

The Company had received Order from Commissioner of Customs (Import), levying differential duty and penalties for the period March 2006 to March 2009 aggregating to 3,176.07 plus interest on duty at the appropriate rate as applicable during the relevant period, on the computer software imported by the Company for its erstwhile Microsoft business. The Company had filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) against the above Order. The case has been remanded by CESTAT back to the Commissioner Customs to decide the matter afresh to the extent of calculation as provied in their order. Further the Company has appealed before the Hon'ble Supreme Court of India ("SC") and the same has also been admitted foor hearing. Based on the legal advice, the management is confident that no liability will devolve on the Company in respect of the above litigations.

**Note 2**

The Company had received an order from Commissioner of customs (Import) levying differential duty and penalties aggregating to ₹ 945.00 for the period March 2006 to March 2009 on the computer software imported by Wipro and HCL and the Company has been made a party to the proceedings for its erstwhile Microsoft business. The Company had filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) against the above order. Based on the legal advice, the management is confident that no liability will devolve on the Company in respect of the above litigations.

**Note 3**

The Company's pending litigation comprise of claims against the Company by employees and pertaining to proceeding pending with Income Tax, Excise, Custom. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial results.

**Note 4**

The Company had received an order from Income Tax -TDS 2, levying additional TDS for payment made to non-residents under section 195 of Income Tax Act, 1961 for the A.Y. 2010-11 and 2011-12 aggregating to ₹ 48.85 lakhs along with interest u/s 201(1A) amounting to ₹ 16.37 lakhs. The company has filed appeal before the Commissioner of Income Tax. and based on legal advice, the management is confident that no liability will devolve on the Company in respect to above litigation.

**Note 5**

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.
In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant and has been provided in the books of account. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

**Commitments**

As 31 March 2019, the Company has capital commitments of ₹ 251.29 lakhs (31 March 2018: ₹ 45.20 lakhs)

INR in Lakhs

| | | March 31, 2019 | March 31, 2018 |
|---|---|---|---|
| 41 | **Details of dues to micro and small enterprises as defined under the MSMED Act, 2006** | | |
| | The information given below has been determined to the extent such parties have been identified on the basis of information available with the company | | |
| | The principal amount remaining unpaid to any supplier as at the year end of each accounting year. | 6.05 | 0.40 |
| | The interest due thereon remaining unpaid to any supplier at end of each accounting year. | - | - |
| | The amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year. | - | - |
| | The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006. | - | - |
| | The amount of interest accrued and remaining unpaid at the end of the accounting year. | - | - |
| | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprises Development Act, 2006 | - | - |

**42 Corporate social responsibility expense**

Gross amount required to be spent by the Company during the year 2018-19 ₹ 11.07 lakhs (2017-2018: ₹ 10.25 lakhs).

Amount spent during the year: ₹ Nil (2017-18: ₹ Nil)

**43 Impairment losses on financial assets and reversal of impairment on financial assets**

Amount in INR

| Particulars | As at 31 March 2019 | As at 31 March 2018 |
|---|---|---|
| Impairment loss allowance on trade receivables (see note 10) | 1,135.60 | 3,312.30 |
| **Total** | **1,135.60** | **3,312.30** |

44 The workers at Mahape plant of the Company are on strike since 8th April, 2017 and the strike is continuing. The Company's application for the closure filed with Labour and Energy department have been declined and the same is being challenged before the Labour Tribunal. The company has made the provision of ₹ 655.83 lakhs for legal dues payable to the workers.

**45 Subsequent event**

On April 26, 2019, the Company converted 5,92,592 warrants in to 5,92,592 equity shares (Face Value of ₹ 10 each) at an issue price of ₹ 675 (Inclusive of premium) aggregating to ₹ 4,000 lakhs.

**46 Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 And Section 186 of the Companies Act, 2013.**

| | | | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|---|
| **(a)** | **Loans to subsidiaries** | | | |
| | (i) | Loan to subsidiary: Repro Innovative Digiprint Limited. | | |
| | | Balance as at the year end | 2,114.29 | 1,919.86 |
| | | Maximum amount outstanding at any time during the year | 2,114.29 | 1,919.86 |
| | | Repro Innovative Digiprint Limited has utilised the loan for meeting working capital requirements with an average rate of interest at 7.00% (2017-18: 7.00%) | | |
| | (ii) | Loan to subsidiary: Repro Books Limited. | | |
| | | Balance as at the year end | 6,102.16 | 3,164.32 |
| | | Maximum amount outstanding at any time during the year | 6,102.16 | 3,164.32 |
| | | Repro Knowledgecast Limited has utilised the loan for meeting working capital requirements with an average rate of interest at 7.00% (2016-17: 7.00%)] | | |
| **(b)** | **Investment by the loanees in the shares of the Company** | | - | - |

**47 Disclosure pursuant to Section 186 of the Companies Act, 2013**

**a) Details of Investments made:**

| Entity | Financial Year | Opening | | Purchase of Investment | | Sale of Investment | | Closing | |
|---|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | Amount | No. of Shares | Amount | No. of Shares | Amount | No. of Shares | Amount |
| Repro Books Limited (Formerly known as Repro Knowledgecast Limited) | March 31, 2019 | 400,000 | 480.63 | - | - | - | - | 400,000 | 480.63 |
| | March 31, 2018 | 400,000 | 480.63 | - | - | - | - | 400,000 | 480.63 |
| Repro Innovative Digiprint Private Limited | March 31, 2019 | 99,994 | 10.50 | - | - | - | - | 99,994 | 10.50 |
| | March 31, 2018 | 99,994 | 10.50 | - | - | - | - | 99,994 | 10.50 |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# INDEPENDENT AUDITOR’S REPORT

To the Members of
Repro India Limited

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Repro India Limited (hereinafter referred to as the ‘Holding Company”) and its subsidiaries, Repro Innovative Digiprint Limited and Repro Books Limited (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income) , consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Description of Key Audit Matter**

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| **Impairment of trade receivables**<br>The Company's export revenue to certain overseas markets gave rise to significant overdue trade receivable balances as at the reporting date.<br>As at 31 March 2019, gross amounts due from overseas customers aggregates to Rs. 2,182.28 lakhs which represented significant portion of the total trade receivables of the Company as at that date. Provision for trade receivables is created as per expected credit loss model under Ind AS 109 Financial Instruments.<br>We identified assessing allowances for trade receivable as a key audit matter because of the significance of the overdue balances of trade receivables and the significant management judgement required in estimating the allowances for trade receivable at the reporting date, which can be inherently uncertain. | Our audit procedures to assess the allowances for doubtful debts included the following:<br>● Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and recognising allowances for trade receivables;<br>● Comparing, on a sample basis, the accuracy of trade receivables ageing report with invoices raised and other relevant underlying documentation;<br>● Inquiring of management about the recoverability of material individual balances<br>● Testing the adequacy of provisions against trade receivables computed using expected credit loss model as per Ind AS 109 - Financial Instruments.<br>● Inspecting cash receipts, on a sample basis, from customers subsequent to the financial year end relating to trade receivable balances outstanding as on 31 March 2019. |

## Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group (company and subsidiaries) to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled ‘Other Matters’ in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

We did not audit the financial statements of two subsidiaries namely Repro Books Limited (previously known as "Repro Knowledgecast Limited") and Repro Innovative Digiprint Limited and whose financial statements reflect total assets of Rs. 9,823 lakhs as at 31 March 2019, total revenues of Rs. 15,945 lakhs and net cash flows amounting to Rs. (2,394) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act;

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act except that one Director has not provided such representation to the Holding Company. Accordingly, we are unable to comment as to whether the aforesaid individual was disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 41 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019;

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2019; and

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

**C. With respect to the matter to be included in the Auditors' report under section 197(16):**

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
28 May 2019

# ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF REPRO INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2019

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Repro India Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A company’s internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
28 May 2019

# CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

All Amounts are in ₹ in Lakhs unless otherwise stated

| | Notes | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| a) Property, plant and equipment | 4a | 22,544.51 | 22,513.93 |
| b) Capital work-in-progress | 4a | 200.88 | 99.08 |
| c) Goodwill | 35 | 109.67 | 109.67 |
| d) Other intangible assets | 4b | 609.16 | 524.17 |
| e) Financial Assets | | | |
| Loans | 5 | 244.03 | 206.70 |
| f) Deferred tax assets (net) | 31 | 2,922.39 | 2,482.45 |
| g) Income tax assets (Net) | 6 | 813.15 | 571.36 |
| h) Other non-current assets | 7 | 564.94 | 468.79 |
| **Total non current assets** | | **28,008.73** | **26,976.15** |
| **Current Assets** | | | |
| a) Inventories | 8 | 6,134.11 | 4,365.82 |
| b) Financial assets | | | |
| i) Trade receivables | 9 | 11,494.89 | 8,963.29 |
| ii) Cash and cash equivalents | 10 | 164.67 | 158.74 |
| iii) Bank balance other than (ii) above | 11 | 211.75 | 58.26 |
| iv) Loans | 12 | 42.90 | 95.85 |
| v) Other financial assets | 13 | 144.03 | 192.55 |
| c) Other current assets | 14 | 1,709.72 | 1,018.60 |
| **Total current assets** | | **19,902.07** | **14,853.11** |
| **TOTAL ASSETS** | | **47,910.80** | **41,829.25** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| a) Equity share capital | 15 | 1,149.64 | 1,149.64 |
| b) Other equity | 16 | 22,634.48 | 20,135.84 |
| c) Money received against share warrants | | 1,000.00 | 1,000.00 |
| **Total equity** | | **24,784.12** | **22,285.48** |
| **Non current liabilities** | | | |
| a) Financial liabilities | | | |
| Borrowings | 17 | 2,362.16 | 2,460.86 |
| b) Provisions | 18 | 560.58 | 454.61 |
| **Total non current liabilities** | | **2,922.74** | **2,915.47** |
| **Current liabilities** | | | |
| a) Financial liabilities | | | |
| i) Borrowings | 19 | 11,780.17 | 9,350.00 |
| ii) Trade payables | 20 | | |
| - total outstanding dues of micro and small enterprise. | | 15.79 | 0.40 |
| - total outstanding dues of creditors others than micro and small enterprises. | | 5,872.08 | 3,757.43 |
| iii) Other financial Liabilities | 21 | 1,289.76 | 2,722.68 |
| b) Other current liabilities | 22 | 1,130.14 | 665.93 |
| c) Provisions | 23 | 99.16 | 115.02 |
| d) Liabilities for current tax (net) | | 16.84 | 16.84 |
| **Total Current liabilities** | | **20,203.92** | **16,628.30** |
| **Total liabilities** | | **23,126.68** | **19,543.77** |
| **TOTAL EQUITY AND LIABILITIES** | | **47,910.80** | **41,829.25** |
| See accompanying notes forming part of the consolidated financial statements. | 1-46 | | |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

All amounts are in ₹ in Lakhs except earning per equity share

| | | Notes | For the year ended March 31,2019 | For the year ended March 31,2018 |
|---|---|---|---|---|
| **Revenue** | | | | |
| 1 | Revenue from operations | 24 | 39,948.72 | 29,931.28 |
| 2 | Other income | 25 | 40.10 | 2,785.26 |
| **3** | **Total Income (1+2)** | | **39,988.81** | **32,716.54** |
| **4** | **Expenses** | | | |
| | Cost of material consumed | 26 | 23,961.09 | 15,915.65 |
| | Changes in inventory of finished goods and work in progress | 27 | (2,081.24) | 408.71 |
| | Employee benefits expenses | 28 | 3,442.26 | 4,325.02 |
| | Finance cost | 29 | 1,035.75 | 1,207.04 |
| | Depreciation and amortisation expenses | 4 | 1,483.80 | 1,417.15 |
| | Other expenses | 30 | 10,241.23 | 7,952.44 |
| | **Total Expenses (4)** | | **38,082.89** | **31,226.01** |
| **5** | **Profit before Tax (4-3)** | | **1,905.93** | **1,490.53** |
| **6** | **Tax expenses** | | | |
| | Current tax | | - | - |
| | Deferred tax | 31 | (452.01) | (148.63) |
| **7** | **Profit for the year** | | **2,357.94** | **1,639.16** |
| **8** | **Other comprehensive income** | | | |
| | Items that will not be reclassified to profit or loss | 31 | (26.35) | 14.58 |
| | Income tax related to items that will not be reclassified to profit or loss | | 9.08 | - |
| | | | **(17.27)** | **14.58** |
| **9** | **Total comprehensive income for the year** | | **2,340.66** | **1,653.74** |
| | **Profit attributable to :** | | | |
| | Owners of the group | | 2,357.94 | 1639.16 |
| | Non-controlling interest | | - | - |
| | **Other comprehensive income attributable to:** | | | |
| | Owners of the Company | | (17.27) | 14.58 |
| | Non-controlling interest | | - | - |
| | **Total comprehensive income attributable to:** | | | |
| | Owners of the Company | | 2,340.66 | 1653.74 |
| | Non-controlling interest | | - | - |
| **10** | **Earnings per equity share** | 32 | | |
| | Basic earnings per share | | 20.51 | 14.72 |
| | Diluted earnings per share | | 20.51 | 14.72 |
| See accompanying notes forming part of the consolidated financial statements. | | 1-46 | | |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED AS AT MARCH 31, 2019

All amounts are in ₹ in Lakhs unless otherwise stated

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit / (loss) before tax | 1,905.93 | 1,490.55 |
| Depreciation and amortisation expense | 1,483.80 | 1,417.14 |
| (Profit) on sale of property, plant and equipment | (13.82) | (88.50) |
| Unrealized foreign exchange loss | (235.37) | (188.20) |
| Provision for loss allowance for trade receivable | 70.48 | (1,913.62) |
| Expenses on Employee stock options | 158.00 | 140.50 |
| Interest expense | 962.20 | 1,103.78 |
| Other finance cost | 73.55 | 175.78 |
| Interest income | - | (27.79) |
| **Operating Profit before working capital changes** | **4,404.76** | **2,109.64** |
| | | |
| **Movements in working capital:** | | |
| Increase / (Decrease) in trade payables | 2,130.02 | 557.29 |
| (Decrease) / Increase in provisions | (15.86) | (43.64) |
| (Decrease) in non-current provisions | 105.97 | (72.23) |
| (Decrease) / Increase in other current liabilities | 464.21 | 135.07 |
| (Decrease) / Increase in Other financial Liabilities | (1,432.92) | (396.89) |
| Decrease / (Increase) in Bank balances | (5.93) | 54.91 |
| Decrease in trade receivables | (2,531.60) | 2,248.55 |
| (Increase) / Decrease in Inventories | (1,768.28) | (868.73) |
| Decrease / (Increase) in Long-Term Loans and Advances | (37.33) | 2,082.88 |
| Decrease in loans and advances | 52.96 | 24.86 |
| Decrease / (Increase) in other assets | - | 20.08 |
| Decrease in other current assets | (691.12) | 129.50 |
| Decrease / (Increase) in Other Non-Current Assets | (96.15) | 453.34 |
| Decrease in Other financial Assets | 48.52 | 76.64 |
| Cash generated from operations | **627.25** | **6,511.27** |
| Income tax paid (net) | (229.71) | (6.81) |
| **Net Cash Flow From Operating Activities (A)** | **397.54** | **6,504.46** |
| | | |
| **Cash Flows from Investing Activities** | | |
| Purchase of Property, plant and equipment (including Intangible assets), Capital work in progress and Capital advances | (1,717.96) | (1,328.91) |
| Proceeds from Sale of property, plant and equipment | 30.62 | 429.18 |
| Interest received | - | 27.79 |
| **Net Cash Flow used in Investing Activities (B)** | **(1,687.34)** | **(871.94)** |

# STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED AS AT MARCH 31, 2019

All amounts are in ₹ in Lakhs unless otherwise stated

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Cash flows from financing activities** | | |
| Money received against share warrants | - | 1,000.00 |
| Money received From shares issued | - | 3,898.32 |
| (Repayment of) / Proceeds from long-term borrowings (Net) | (98.70) | (2,395.64) |
| (Repayment of)/Proceeds short-term borrowings (net) | 2,430.17 | (6,869.40) |
| Interest paid | (962.20) | (1,103.78) |
| Other finance cost | (73.55) | (175.79) |
| **Net Cash Flow from Financing Activities (C)** | **1,295.72** | **(5,646.29)** |
| Net increase in cash and cash equivalents (A+B+C) | **5.92** | **(13.77)** |
| Cash and cash equivalents at the beginning of the year | **158.74** | **172.51** |
| **Cash and cash equivalents at the end of the year** | **164.66** | **158.74** |
| **Components of cash and cash equivalents** | | |
| Cash on hand | 20.05 | 27.66 |
| **With banks** | | |
| - on current account | 144.62 | 131.08 |
| **Total Cash and Cash equivalents (Note 10)** | **164.67** | **158.74** |

1. The Cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (Ind AS) 7 - Cash Flow Statements prescribed under Section 133 of the Companies Act, 2013.

2. Disclosure of changes in other assers and liabilities

| | March 31, 2018 | Cash Flows | Non-Cash adjustments | March 31, 2019 |
|---|---|---|---|---|
| Long-Term Borrowing | 2,460.86 | (98.70) | - | 2,362.16 |
| Short-Term Borrowing | 9,350.00 | 2,430.17 | - | 11,780.17 |

See accompanying notes forming part of consolidated financial statements.

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

**(a) Equity share capital**

₹ In Lakhs

| | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| Balance at the beginning of the reporting period | 11,496,351 | 1,149.64 | 10,903,759 | 1,090.38 |
| Changes in equity share capital during the year | - | - | 592,592 | 59.26 |
| **Balance at the end of the reporting year** | **11,496,351** | **1,149.64** | **11,496,351** | **1,149.64** |

**(b) Other equity**

| Particulars | Reserves & Surplus | | | | | | |
|---|---|---|---|---|---|---|---|
| | Security premium account | Capital Reserve | General reserve | Surplus (Profit and loss balance) | Employee stock option reserve | Special Economic Zone Re-investment Reserve Account | Total Equity |
| **As at April 01, 2017** | **3,936.29** | **1.24** | **2,020.17** | **8,544.83** | **-** | **-** | **14,502.53** |
| Profit for the year | - | - | - | 1,639.16 | - | - | 1,639.16 |
| Other comprehensive income for the year | - | - | - | 14.58 | - | - | 14.58 |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **1,653.74** | **-** | **-** | **1,653.74** |
| Issue of equity shares net of expenses on issue | 3,839.06 | - | - | - | - | - | 3,839.06 |
| Employee stock option granted during the year | - | - | - | - | 140.50 | - | 140.50 |
| **Balance at March 31, 2018** | **7,775.35** | **1.24** | **2,020.17** | **10,198.55** | **140.50** | **-** | **20,135.84** |
| Share based payment to employee | - | - | - | - | 158.00 | - | 158.00 |
| Profit for the year | - | - | - | 2,357.94 | - | - | 2,357.94 |
| Transfer to Special Economic Zone Re-investment Reserve Account | - | - | - | (500.00) | - | 500.00 | - |
| Other comprehensive income for the year | - | - | - | (17.27) | - | - | (17.27) |
| **Balance at March 31, 2019** | **7,775.35** | **1.24** | **2,020.17** | **12,039.22** | **298.50** | **500.00** | **22,634.49** |

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764

# NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## SIGNIFICANT ACCOUNTING POLICIES

### 1 Reporting entity

The Consolidated Financial Statements comprise the financial statements of Repro India Limited ("the Company") Repro Innovative Digiprint Limited (it's subsidiary), and Repro Books Limited (it's subsidiaries) the Company and its subsidiary are hereinafter referred to as "the Group". The Group provides print solutions to client, which mainly includes value engineering, creative designing, pre-press, printing, post-press, knitting and assembly, warehousing, dispatch, database management, sourcing and procurement, localization and web based services.

### 2 Basis of preparation

### A. Statement of compliance

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

These Consolidated financials statements have been approved for issue by the Board of Directors at their meeting held on 28th May 2019.

### B. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the group's functional currency.

All amounts have been rounded off to the lakhs unless otherwise indicated."

### C. Basis of preparation and measurement

The consolidated financial statements have been prepared under the historical cost convention unless otherwise indicated. All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle, and the criteria set out in schedule III to the Act. Based on the nature of products and time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Group as its normal operating cycle.

## D. Key estimates and assumptions

The preparation of consolidated financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties is included in the following notes:

Note 3.4 – Useful Lives of Property, Plant and Equipment
Note 3.12 – Measurement of defined benefit obligations: key actuarial assumptions
Note 3.13 – Recognition and measurement of provisions and contingencies
Note 3.14 – Recognition of Deferred Tax Assets
Note 3.1 – Provision for doubtful debts with expected credit loss model

## E. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)."

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The Group has recognized certain assets at fair value and further information is included in the relevant notes.

## F. Principles of Consolidation

The Subsidiaries considered in the preparation of these Consolidated Financial Statements are:

| Name of the Company | Country of incorporation | 31-Mar-19 | 31-Mar-18 |
|---|---|---|---|
| Repro Innovative Digiprint Limited | India | 99.99% | 99.99% |
| Repro Books Limited. (Formerly known as Repro Knowledgecast Limited) | India | 100.0% | 100% |

Subsidiaries are entities that are controlled by the Company. Control exists when the Company is exposed to, or has rights, to variable returns from its involvement with the entity, and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

The financial statements of Group and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like, items of assets, liabilities, income and expenses after eliminating intro-group balances, intra-group transactions and unrealised profits. The statement of profit and loss and each component of other comprehensive income are attributed to the equity holders of the Group and to the non-controlling interests, even if this results in the non-controlling interest having deficit balance.

The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. When necessary adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

# 3 Significant accounting policies

## 3.1 Financial assets

### (i) Initial recognition and measurement

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

### (ii) Classification and subsequent measurement

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both:

(a) business model for managing the financial assets, and

(b) the contractual cash flow characteristics of the financial asset.

A Financial Asset is measured at amortised cost if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through other comprehensive income (FVTOCI) if both of the following conditions are met:

(i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and

(ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**(iii) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(iv) Derecognition**

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

**(v) Impairment of Financial Asset**

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of assets is impaired and impairment losses are incurred only if objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event or (events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 – Financial Instruments- for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk of trade receivable. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**3.2 Financial liabilities**

**(i) Initial recognition and measurement**

A financial liability is recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition.

**(ii) Subsequent measurement**

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss.

**(iii) Derecognition**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

**(iv) Classification as Debt or Equity:**

Debt and equity instruments, issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the Financial Guarantee Contracts and the definitions of a financial liability and an equity instrument as laid down in Ind AS 109 Financial instruments.

**(v) Financial guarantee contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are measured at their fair values and recognised as income in the Statement of Profit and Loss.

Where guarantees in relation to loans or other payables of group companies are provided for no compensation, the fair value are accounted for as contributions and recognised as part of cost of investment."

**3.3 Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**3.4 Property, Plant and Equipment**

**(i) Recognition and measurement**

Property, Plant and Equipment are initially recognised at cost. The initial cost of Property, Plant and Equipment comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets. Subsequent to initial recognition, Property, Plant and Equipment are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Pre-operative expenses such as salaries, rent, octroi charges, brokerage, legal and professional fees, etc. incurred during installation period are capitalized under the respective asset head as part of the indirect installation cost, to the extent to which the expenditure is allocable / apportioned to the asset-head. In case of composite contract involving acquisition of Property, plant and equipment and providing services, the Property, plant and equipment are capitalized at the respective fair value of the asset acquired.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in consolidated financial statements.

Stores and spares includes tangible items and are expected to be used for a period more than 1 year.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each reporting date are classified as capital advances under Other Non-Current Assets.

**(ii) Transition to Ind AS**

On transition to Ind AS, the Group has elected the option of fair value as deemed cost for all tangible assets as on date of transition i.e. 1st April 2016. The Group has fair valued all tangible assets existing as on 1st April 2016 using an independent valuers report.

**(iii) Subsequent expenditure**

Subsequent expenditure is capitalized only if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured relatively.

**(iv) Depreciation and amortisation**

Depreciation on property, plant and equipment is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

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

Leasehold land is amortized on a straight line basis over the period of lease (95 years for land at Mahape, 77 years for land at Surat and 71 years for Land at Ginza Surat).

The Group has used the following useful lives of the property, plant and equipment to provide depreciation.

| Sr. No. | Nature of Assets | Estimated useful life of the Assets |
|---|---|---|
| 1 | Leasehold land | as per lease period |
| 2 | Buildings | 30 years |
| 3 | Plant and machinery | 15 years |
| 4 | Office equipments | 5 years |
| 5 | Furniture and fixtures | 10 years |
| 6 | Vehicles | 10 years |
| 7 | Leasehold improvements | as per lease period |
| 8 | Stores and Spares | 5 years |

## 3.5 Intangible assets

### (i) Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost.

Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### (ii) Subsequent expenditure

After initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Subsequent expenditure is capitalized only when it increases the future benefits embodied in the specific asset to which it relates.

### (iii) Amortization

Intangible assets are amortized on a straight line basis over the estimated useful life. The Group uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Group amortizes the intangible asset over the best estimate of its useful life. Such intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The estimated useful life of the assets are as follows

| Asset | Useful life in (years) |
|---|---|
| Software | 6 |

## 3.6 Inventories

Raw materials, packing material, stores and spares have been valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a FIFO basis.

Work-in-progress and finished goods has been valued at lower of cost and net realizable value. Cost includes materials and labour and a proportion of manufacturing overheads based on normal capacity. Cost is determined on FIFO basis.

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

**3.7 Revenue and other income**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Company has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognised at the date of initial application (i.e. 1 April, 2018). Accordingly, the comparative information in the consolidated Statement of profit and loss is not restated. Impact on adoption of Ind AS 115 is not material.

**(i) Sale of goods**

Revenue from sale of goods is recognised at a point in time when property in the goods or all significant risks and rewards of their ownership are transferred to the customer and it is probable that future economic benefits will flow to the entity. The Company collects applicable taxes on behalf of the government and therefore, these are not economic benefits flowing to the Company.

**(ii) Rendering of services**

Revenue from services is recognized as per completed service contract method in accordance with Ind As 115 - Revenue from Contracts with customers

**(iii) Export Incentives**

Export incentive principally comprises of duty drawback, Merchandise Exports from India scheme, focus market scheme and other benefits available to the Group based on guidelines formulated for the respective schemes by the government authorities. These incentives are recognized on accrual basis to the extent it is probable that realization is certain.

**(iv) Recognition of dividend income, interest income**

Dividend income is recognized in profit or loss on the date on which the Group's right to receive payment is established.

Interest income is recognised on accrual basis as per terms of relevant contracts or by using effective interest method, where applicable.

**3.8 Government Grants :**

Government Grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

**3.9 Borrowing cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from short term foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they are incurred.

The cost incurred for obtaining financing are deferred and amortised to interest expense using the effective interest method over the life of the related financing arrangement

**3.10 Foreign currency transactions**

**(i) Initial recognition**

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

**(ii) Conversion**

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

**(iii) Exchange difference**

All exchange differences are accounted for in the Statement of Profit and Loss in the period in which they arise.

**3.11 Employee benefits**

**(i) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified short-term employee benefits and they are recognized in the year in which the employee renders the related services. For the amount expected to be paid, the Group recognize an undiscounted liability if they have a present legal or constructive obligation to pay the amount as a result of past service provided by employees, and the obligation can be estimated reliably.

**(ii) Post-employment benefits:**

Contributions payable to Government administered provident fund scheme, approved superannuation scheme, which are a defined contribution schemes, are charged to the statement of profit and loss as incurred.

The Group's gratuity scheme with Life Insurance Corporation of India is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary at balance sheet date using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the balance sheet date. When the calculation results in a benefit to the Group, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Other Comprehensive Income such accumulated re-measurement balances are never reclassified into the Statement of Profit and Loss subsequently.

**(iii) Other long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognized as a liability at the present value of the estimated liability for leave as a result of services rendered by employees, which is determined at each balance sheet date based on an actuarial valuation by an independent actuary using the projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employee benefits, are based on the market yields on Government of India securities as at the balance sheet date. Re-measurement gains and losses are recognized immediately in the Statement of profit and loss.

**(iv) Employee Stock Option Plan**

Employees Stock Options Plans ("ESOPs"): The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "Employee Stock Options Outstanding reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

**3.12 Provisions and contingent liabilities**

A provision is recognized if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

### 3.13 Income Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### (i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

### (ii) Deferred Tax

Deferred tax is recognized in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

**(iii) Minimum Alternate Tax (MAT):**

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Group reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Group will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Group for a specified period of time, hence, it is presented as Deferred Tax Asset.

## 3.14 Operating segments

### Identification of segments

Operating results are regularly reviewed by the Chief Operating decision maker ('CODM') who makes decision about resources to be allocated to the segments and assess its performance.

The Group operates in a single business segment in view of the nature of products and services provided. The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting The Consolidated Financial Statements of the Group.

## 3.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

**3.16 Operating leases**

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

**3.17 Impairment of non-Financial assets:**

At the end of each reporting period, the Group reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 3.18 Business Combination

Business combinations of entities under common control are accounted using the “pooling of interests” method and assets and liabilities are reflected at the predecessor carrying values and the only adjustments that are made are to harmonise accounting policies. The figures for the previous periods are restated as if the business combination had occurred at the beginning of the preceding period irrespective of the actual date of the combination.

### 3.19 Standards issued but not yet effective

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new Ind AS which the Company has not applied as it is effective for annual periods beginning on or after April 1, 2019:

**Ind AS 116 -Leases:**

The new standard on leases sets out the principles for the recognition, measurement, presentation and disclosure of the leases. The core objective of this standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represent those transactions.

The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind

AS 116 introduces a single, on balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases."

The Company has completed an initial assessment of the potential impact on its consolidated financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the consolidated financial statements in the period of initial application is not reasonably estimable as at present. Potential impact on account of adoption of the above standard is set out below:

- The total assets and liabilities on the balance sheet will increase with a decrease in net total assets, due to the depreciation of right of use assets being on a straight-line basis whilst the lease liability reduces by the principal amount of repayments;

- Interest expense will increase due to the unwinding of the effective interest rate implicit in the lease liability.

  Interest expense will be greater earlier in a lease's life, due to the higher principal value, causing profit variability over the term of lease. This effect may be partially mitigated due to the number of leases held by the Company at various stages of their terms; and

- operating cash flows will be higher and financing cash flows will be lower, as repayment of the principal portion of all lease liabilities will be classified as financing activities.

  The Company plans to apply Ind AS 116 initially on 1, April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

  The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

  In addition to the above, the following amendments to existing standards have been issued, are not yet effective and are not expected to have a significant impact on the Company's consolidated financial statements:

- Amendments to Ind AS 103, Business Combinations, and Ind AS 111, Joint Arrangements: This interpretation clarifies how an entity accounts for increasing its interest in a joint operation that meets the definition of a business."
- Amendments to Ind AS 109, Financial Instruments: amendments relating to the classification of particular pre payable financial assets.
- Amendments to Ind AS 12, Income Taxes, clarify that all income tax consequences of dividends (including payments on financial instruments classified as equity) are recognized consistently with the transactions that generated the distributable profits – i.e. in profit or loss, other comprehensive income or equity. Further Appendix C, uncertainty over income tax treatments has been added to clarify how entities should reflect uncertainties over income tax treatments, in particular when assessing the outcome a tax authority might reach with full knowledge and information if it were to make an examination."
- Amendment to Ind AS 19, Employee Benefits - The amendment to Ind AS 19 clarifies that on amendment, curtailment or settlement of a defined benefit plan, the current service cost and net interest for the remainder of the annual reporting period are calculated using updated actuarial assumptions – i.e. consistent with the calculation of a gain or loss on the plan amendment, curtailment or settlement. This amendment also clarifies that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. The entity then determines the effect of the asset ceiling after plan amendment, curtailment or settlement. Any change in that effect is recognized in other comprehensive income (except for amounts included in net interest).
- Amendments to Ind AS 23, Borrowing Costs, clarify that the general borrowings pool used to calculate eligible borrowing costs excludes only borrowings that specifically finance qualifying assets that are still under development or construction.

Impact on adoption of above changes in standards is not expected to be material based on preliminary assessment performed by the Management.

### 4a Property, plant and equipment

All amounts are in ₹ in Lakhs unless otherwise stated

| Description | Leasehold Land* | Buildings | Plant and Machineries | Office Equipments | Furniture and Fixtures | Vehicles** | Leasehold Improvements | TOTAL |
|---|---|---|---|---|---|---|---|---|
| **Cost as at April 1, 2017** | 12,472.36 | 2,875.27 | 7,091.46 | 196.85 | 70.99 | 28.92 | 992.67 | 23,728.52 |
| Additions | - | 22.71 | 773.72 | 49.67 | 18.31 | - | 528.25 | 1,392.66 |
| Deletions | | 84.27 | 137.38 | 0.95 | - | - | - | 222.60 |
| **Cost as at March 31, 2018** | **12,472.36** | **2,813.71** | **7,727.80** | **245.57** | **89.30** | **28.92** | **1,520.92** | **24,898.58** |
| Additions | - | 31.02 | 828.68 | 158.78 | 143.90 | 97.35 | 75.45 | 1,335.18 |
| Deletions | - | - | 2.04 | 0.61 | 0.11 | 2.34 | - | 5.11 |
| **Cost as at March 31, 2019** | **12,472.36** | **2,844.73** | **8,554.44** | **403.73** | **233.09** | **123.92** | **1,596.37** | **26,228.65** |
| Accumulated depreciation as at April 1, 2017 | 166.06 | 144.76 | 474.52 | 85.39 | 16.39 | 17.24 | 302.48 | 1,206.84 |
| Depreciation for the year | 163.12 | 149.07 | 468.37 | 41.49 | 10.52 | 3.69 | 359.86 | 1,196.12 |
| Deletions | - | 3.00 | 14.87 | 0.44 | - | - | - | 18.31 |
| **Accumulated depreciation as at March 31, 2018** | **329.18** | **290.83** | **928.02** | **126.44** | **26.91** | **20.93** | **662.34** | **2,384.65** |
| Depreciation for the year | 168.70 | 171.25 | 575.83 | 53.11 | 14.59 | 5.51 | 312.00 | 1,301.00 |
| Deletions | - | - | 0.37 | 0.61 | 0.02 | 0.51 | - | 1.51 |
| **Accumulated depreciation as at March 31, 2019** | **497.88** | **462.08** | **1,503.49** | **178.93** | **41.47** | **25.94** | **974.34** | **3,684.14** |
| **Net carrying amount as at March 31, 2019** | **11,974.48** | **2,382.65** | **7,050.95** | **224.80** | **191.62** | **97.98** | **622.02** | **22,544.51** |
| **Net carrying amount as at March 31, 2018** | **12,143.18** | **2,522.88** | **6,799.78** | **119.13** | **62.39** | **7.99** | **858.58** | **22,513.93** |

*Leasehold land includes land taken on lease from MIDC for a period of 95 years at Mahape at gross block of ₹ 6394.68 (31 March 2018: 6394.68) and WDV of ₹ 6231.15 (31 March 2018: 6316.13) and land taken on lease from Diamond and Gem Development Corporation Ltd for a period 77 years at Surat at gross block of ₹ 4,577.68 (31 March 2018: ₹ 4,577.68, ) and WDV of ₹ 4,388.15 (31 March 2018: ₹ 4451.32) and land taken on lease from Diamond and Gem Development Corporation Ltd at Ginza for a period of 71 years of ₹ 1,500 (31 March 2018 ) and WDV of ₹ 1,438.35 ( 31 March 2018 : ₹ 1,458.90)

### Capital work in progress

| Description | March 31,2019 | March 31,2018 |
|---|---|---|
| Plant & Machinery and other works | 200.88 | 99.08 |

**Note No. 4b Other Intangible assets**

| Descriptions | Software |
|---|---|
| Cost as at April 1, 2017 | 841.71 |
| Additions | 119.12 |
| Deletions | - |
| **Cost as at March 31, 2018** | **960.83** |
| Additions | 267.80 |
| Deletions | - |
| **Cost as at March 31, 2019** | **1,228.63** |
| Accumulated amortisation as at April 1, 2017 | 215.66 |
| Amortisation | 221.00 |
| Deletions | - |
| **Accumulated amortisation as at March 31, 2018** | **436.66** |
| Amortisation | 182.81 |
| Deletions | - |
| **Accumulated amortisation as at March 31, 2019 (B)** | **619.47** |
| **Net carrying amount as at March 31, 2019 (A) - (B)** | **609.16** |
| **Net carrying amount as at March 31, 2018 (A) - (B)** | **524.17** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| 5 | **Loans** | | |
| | Security deposits | 244.03 | 205.62 |
| | Loans to employees | - | 1.08 |
| | | **244.03** | **206.70** |
| 6 | **Income tax asset (net)** | | |
| | Income tax asset (net of provision) | 813.15 | 571.36 |
| | | **813.15** | **571.36** |
| 7 | **Other non-current assets** | | |
| | Prepaid expenses | - | 2.82 |
| | Balances with government authorities | 313.64 | 418.71 |
| | Capital advances | 251.30 | 47.26 |
| | | **564.94** | **468.79** |
| 8 | **Inventories (valued at lower of cost and net realisable value)** | | |
| | Raw materials and packing materials[includes stock in transit ₹ 289.29 (31 March 2018: Nil) | 2,265.76 | 2,641.50 |
| | Work-in-progress | 1,635.97 | 1,238.27 |
| | Finished goods | 2,025.05 | 332.48 |
| | Stores and spares | 207.33 | 153.57 |
| | | **6,134.11** | **4,365.82** |
| | In the year ended March 31, 2019, the provision for slow moving inventory amounted to ₹ Nil, March 31 2018 ₹ 146.91. | | |
| | Inventory charged to the statement of profit and loss | 185.21 | 187.21 |
| 9 | **Trade receivables** | | |
| | - Unsecured, Considered good | 11,580.65 | 8,963.29 |
| | - Credit Impaired | 1,049.84 | 3,396.16 |
| | | **12,630.49** | **12,359.45** |
| | - Loss Allowance | (1,135.60) | (3,396.16) |
| | | **11,494.89** | **8,963.29** |

**Notes:**

a) The credit period ranges from 15 days to 180 days.

b) Before accepting any new customer, the Company assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed annually. The credit risk in respect of some of the customers is secured by export credit guarantee executed with Export Credit Gurantee Commission. There are no customer who represent more than 5% of the total balance of trade receivable.

c) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| **10** | **Cash and cash equivalents** | | |
| | Balance with banks : | | |
| | In current account | 144.62 | 131.08 |
| | Cash on hand | 20.05 | 27.66 |
| | | **164.67** | **158.74** |
| **11** | **Other bank balances** | | |
| | Margin money deposit against letter of credit - original maturity more than 3 months and less than 12 months | 203.17 | 49.14 |
| | Unpaid dividend | 8.58 | 9.12 |
| | | **211.75** | **58.26** |
| **12** | **Loans** | | |
| | Security deposits | - | 48.39 |
| | Loans to employees | 42.90 | 47.46 |
| | | **42.90** | **95.85** |
| **13** | **Other current financial assets** | | |
| | Interest accrued on fixed deposits | 2.66 | - |
| | Other receivables-scrap and miscellaneous sales | 141.37 | 192.55 |
| | | **144.03** | **192.55** |
| **14** | **Other current assets** | | |
| | Prepaid expenses | 78.01 | 74.00 |
| | Capital advances | 76.23 | 2.11 |
| | Advance to suppliers | 1,129.84 | 574.70 |
| | Other advances | 16.82 | 9.36 |
| | Export incentive receivable | 408.82 | 358.43 |
| | | **1,709.72** | **1,018.60** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| **15** | **Share Capital** | | |
| **a** | **Authorised :** | | |
| | 25,000,000 (31 March 2018: 25,000,000) equity shares of ₹ 10 each | 2,500.00 | 2,500.00 |
| | **TOTAL** | **2,500.00** | **2,500.00** |
| **b** | **Issued and Subscribed and Paid up:** | | |
| | 11,496,351 (31 March 2018: 11,496,351) equity shares of ₹ 10 each fully paid up | 1,149.64 | 1,149.64 |
| | **TOTAL** | **1,149.64** | **1,149.64** |

**c Reconciliation of number of shares outstanding at the beginning and end of the year :**

| Equity share : | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| Outstanding at the beginning of the year | 11,496,351 | 10,903,759 |
| Equity Shares issued during the year in consideration for cash | - | 592,592 |
| Outstanding at the end of the year | **11,496,351** | **11,496,351** |

**d. Terms / Rights attached to equity shares**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all Preferential amounts in proportion to the number of equity shares held.

**e. Shareholders holding more than 5% shares in the company are set out below:**

| Equity share | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Repro Enterprises Private Limited, holding Company | 5,537,643 | 48.17% | 5,537,643 | 48.17% |
| Vijay Kishanlal Kedia | 748,928 | 6.51% | 738,928 | 6.43% |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|
| 16 | **Other equity** | | |
| | **A) Security premium** | | |
| | Balance at the beginning of the year | 7,775.36 | 3,936.29 |
| | Add: Shares issued | - | 3,940.74 |
| | Less: share issue expenses | - | (101.67) |
| | Balance at the end of the year | **7,775.36** | **7,775.36** |
| | **B) Capital reserve** | 1.24 | 1.24 |
| | **C) General reserve** | 2,020.17 | 2,020.17 |
| | **D) Employee stock option reserve** | - | - |
| | Balance at the beginning of the year | 140.50 | - |
| | Share based payment to employee (refer note no 34) | 158.00 | 140.50 |
| | Balance at the end of the year | 298.50 | 140.50 |
| | **E) Special economic zone Re-investment reserve Account** | 500.00 | - |
| | **E) Retained Earnings** | | |
| | Balance at the beginning of the year | 10,198.55 | 8,544.83 |
| | Add: Profit for the year | 2,340.66 | 1,653.74 |
| | Special Economic Zone re-investment reserve account | (500.00) | - |
| | Balance at the end of the year | **12,039.21** | **10,198.57** |
| | **Nature and purpose of reserves** | **22,634.48** | **20,135.84** |

**Capital reserve**

The reserve comprises of profits/gains of capital nature earned by the Company and credited directly to such reserve.

**Security Premium**

Security Premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act 2013.

**General reserve**

General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.

**Employee stock option reserve**

The Company has established equity settled share based payment plan for certain categories of employees of the Company. Refer note 34 for further details on these plan

**Retained Earnings**

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

**Special economic zone Re-investment reserve Account**

SEZ unit at Surat is subject to tax benefits under Income Tax Act, 1961 till 31st March 2024, subject to creation of SEZ reserve which need to be utilised for re-investment in plant and machinery within in 3 years of creation of the reserve.

**Dividends**

The Board Of Directors have not recommended any dividend for the year 31st March 2019 and 31st March 2018.

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| 18 | **Borrowings** | | |
| | **Term loans (Secured)** | | |
| | Foreign currency loan from banks ( refer note below) | 1,736.16 | 2,455.12 |
| | Equipment loan | 545.42 | - |
| | Vehicle Loans ( refer note below) | 80.58 | 5.74 |
| | | **2,362.16** | **2,460.86** |

**(i) Foreign currency loans from banks including current maturities**

| Security | Rate of Interest | Repayment Schedule | loan period |
|---|---|---|---|
| External commercial borrowings : Pari-passu first charge on movable fixed assets of the Company, both present and future and also mortgage of Company's immovable property at Surat SEZ on Pari-passu basis with other term lender/ Undertaking from the Company to not to mortgage / dispose any property of the Company without prior consent of the lender | 3 months Libor + 2.40% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| External commercial borrowings : Pari-passu first charge on movable fixed assets of the Company, both present and future and also mortgage of Company's immovable property at Surat SEZ on Pari-passu basis with other term lenders / Undertaking from the Company | 3 months Libor + 2.10% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| Long term loan: Pari first Passu charge on moveable fixed assets of the Company both present and future and also mortgage of Company's immovable property at Surat SEZ on Pari-passu basis with other term lender. Undertaking from the Company not to mortgage / dispose any property of the Company without prior consent of the lender. | 3 months Libor + 3.00% p.a. | 16 equal quarterly instalments with moratorium period of 12 months | 5 years |
| Long term loan:<br>Pari-passu first charge on movable fixed assets of the Company, both present and future and also mortgage of Company's immovable property at Surat SEZ on Pari-passu basis with other term lender / Undertaking from the Company not to mortgage / dispose any property of the Company without prior consent of the lender.<br>to not to mortgage / dispose any property of the Company without prior consent of the lender | 3 months Libor + 3.00% p.a. | 14 equal quarterly instalments with moratorium period of 21 months | 5 years |
| **(ii) Equipment Loans:** | | | |
| Exclusive charge over the assets acquired out of the loans | 9.75% to 10.50% | 54 - 60 equal monthly instalments | 5 years |
| **(iii) Vehicle loans from banks including current maturity** | | | |
| **Security** | **Rate of Interest** | **Repayment Schedule** | |
| Secured against vehicles acquired under the said loans | 10.25% | 60 EMI of ₹ 0.90 lakhs | 5 years |
| Secured against vehicles acquired under the said loans | 10.25% | 36 EMI of ₹ 0.20 lakhs | 5 years |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **18** | **Non-Current Provisions** | | |
| | **Provision for employee benefits** | | |
| | Gratuity ( refer note 38) | 436.56 | 365.18 |
| | Leave benefits | 124.02 | 89.43 |
| | | **560.58** | **454.61** |
| **19** | **Current Financial Liabilities - Borrowings** | | |
| | **Loans repayable on demand** | | |
| | Cash credit and overdraft facilities from banks ( refer note a & c) | 2,292.02 | 2,247.52 |
| | Buyers credit from banks ( refer note a & f) | - | 716.12 |
| | Letter of credit from banks ( refer note a & d) | 3,004.13 | 1,353.25 |
| | Packing credit loan from banks ( refer note a & e) | 1,800.00 | 3,435.27 |
| | Unsecured Loans | 350.00 | - |
| | Working capital demand loan ( refer note a & b) | 4,334.02 | 1,597.84 |
| | | **11,780.17** | **9,350.00** |

a. Short Term Borrowings from banks are secured by hypothecation of stock, receivables and other current assets of the Company both present and future ranking pari passu with all banks.

b. Working capital credit facility from State Bank of India is partly secured by second charge on the fixed assets of the Company.

c. Cash credit, bank overdraft and working capital demand loans from banks are repayable on demand and carry interest @9.60% to 12.05% p.a.

d. Letter of credit are repayable within 90 days.

e. Packing credit loans are repayable within 180 days and carry interest @ 2.50% to 4.30%.

f. Buyers credit from banks carry interest @ LIBOR Plus 0.55% to 2.5% and repayable within 180 days.

g. Unsecured Loans are repayable on demand and carry interest @ 12% p.a.

h. Bills discounted from banks carry interest @9.55% to 10.40% p.a and repayable within 90 days.

All amounts are in ₹ in Lakhs unless otherwise stated

| | | March 31 2019 | March 31 2018 |
|---|---|---|---|
| **20** | **Trade payables** | | |
| | total outstanding dues of micro and small enterprises (refer note 42) | 15.79 | 0.40 |
| | total outstanding dues of creditors other than micro and small enterprises (refer note 42) | 5,872.08 | 3,757.43 |
| | | **5,887.87** | **3,757.83** |
| **21** | **Current - Other financial liabilities** | | |
| | Current maturities of long-term loan from banks | 892.85 | 2,534.02 |
| | Unclaimed Dividend | 8.58 | 9.12 |
| | Interest accrued but not due on borrowings | 33.70 | 33.37 |
| | Employee Benefits Payable | 136.81 | 97.73 |
| | Creditors for capital goods | 213.17 | 23.79 |
| | Interest free security deposit from customers | 4.65 | 24.65 |
| | | **1,289.76** | **2,722.68** |
| **22** | **Other current liabilities** | | |
| | Advance from customers | 745.93 | 200.77 |
| | TDS payable | 33.80 | 42.21 |
| | Employee related statutory dues payable | 20.87 | 36.29 |
| | Other statutory dues payable (GST,TDS) | 282.96 | 343.82 |
| | Other liabilities | 46.58 | 42.84 |
| | | **1,130.14** | **665.93** |
| **23** | **Current provisions** | | |
| | Provision for employee benefits | | |
| | - Gratuity ( refer note 38) | 82.30 | 100.87 |
| | - Leave benefits | 16.86 | 14.15 |
| | | **99.16** | **115.02** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|
| **24** | **Revenue from operations** | | |
| | **A. Sale of products and services** | | |
| | Sale of products (net) | 38,858.35 | 29,366.41 |
| | Sale of services | 10.57 | 8.58 |
| | | **38,868.92** | **29,374.99** |
| | **B. Other operating revenue** | | |
| | Scrap sales | 832.18 | 453.24 |
| | Export incentives | 247.62 | 103.05 |
| | | **1,079.80** | **556.29** |
| | **Total** | **39,948.72** | **29,931.28** |

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

| | March 31, 2019 | March 31,2018 |
|---|---|---|
| Revenue as per contracted price | 38,868.92 | 29,374.99 |
| Adjustments | | |
| Sales return & expiries | - | - |
| Revenue from contract with customers | 38,868.92 | 29,374.99 |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|
| **25** | **Other Income** | | |
| | **Interest income on financial assets measured at amortised cost** | | |
| | Bank deposits | 11.12 | 13.92 |
| | Security deposits | - | 567.84 |
| | Insurance claim received | 11.06 | 14.44 |
| | Reversal of provision for doubtful debts | - | 1,913.61 |
| | Gain on sale of property, plant and equipment(net) | 13.82 | 88.50 |
| | Reversal of provision for leave benefits | - | 22.61 |
| | Interest income on Income tax refund | - | 27.79 |
| | Foreign currency exchange gain (net) | - | 111.74 |
| | Other non operating income | 4.10 | 24.81 |
| | | **40.10** | **2,785.26** |
| **26** | **Cost of raw material and packing material consumed** | | |
| | Opening stock | 2,641.50 | 1,417.31 |
| | Add: Purchases | 23,585.35 | 17,139.84 |
| | | 26,226.85 | 18,557.15 |
| | Less: Closing stock | 2,265.76 | 2,641.50 |
| | | **23,961.09** | **15,915.65** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|
| **27** | **Changes in inventories of finished goods and work in progress** | | |
| | **Opening Stock** | | |
| | Work in progress (refer note 8) | 1,238.27 | 157.72 |
| | Finished goods (refer note 8) | 332.48 | 1,821.74 |
| | | **1,570.75** | **1,979.46** |
| | Less: | | |
| | **Closing Stock** | | |
| | Work in progress (refer note 8) | 1,496.70 | 1,238.27 |
| | Finished goods (refer note 8) | 2,155.29 | 332.48 |
| | | **3,651.99** | **1,570.75** |
| | **Changes in inventories of finished goods and work in progress** | | |
| | Work in progress | (258.43) | (1,080.55) |
| | Finished goods | (1,822.81) | 1,489.26 |
| | | **(2,081.24)** | **408.71** |
| | **Note:** Inventory of finished goods and work in progress primarily represents printed books and tablets | | |
| **28** | **Employee benefit expenses** | | |
| | Salaries, wages and bonus | 3,009.30 | 3,925.83 |
| | Leave benefits | 52.17 | 2.67 |
| | Contribution to provident and other funds (Refer Note 38) | 142.41 | 167.56 |
| | Share based payment expenses (refer note 34) | 158.00 | 140.50 |
| | Staff welfare expenses | 80.38 | 88.46 |
| | | **3,442.26** | **4,325.02** |
| **29** | **Finance Cost** | | |
| | Interest expense on financial liabilities measured at amortised cost | 962.20 | 1,158.62 |
| | Exchange difference to the extent considered as an adjustment to borrowing costs | 73.55 | 48.42 |
| | | **1,035.75** | **1,207.04** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | Particulars | | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|---|
| 30 | **Other Expenses** | | | |
| | Consumption of stores and spares | | 185.21 | 187.21 |
| | Power and fuel | | 478.11 | 460.38 |
| | Outsourcing charges | | 1,806.23 | 1,228.61 |
| | Print on demand impression charges | | - | 986.33 |
| | Hire charges | | 47.04 | 51.22 |
| | Commission on sales | | 375.20 | 330.89 |
| | Advertising and sales promotion | | 355.25 | 159.49 |
| | Publisher expenses | | 1,468.86 | - |
| | Etail channel expenses | | 2,098.83 | 943.78 |
| | **Repairs and maintenance** | | - | |
| | buildings | | 4.77 | 3.89 |
| | plant and machinery | | 214.53 | 196.62 |
| | others | | 304.21 | 242.87 |
| | Payment to auditors (refer details below) | | 28.43 | 32.95 |
| | Rates and taxes | | 28.47 | 19.45 |
| | Operating lease rent (refer note 39) | | 514.11 | 1,093.17 |
| | Legal, professional and consultancy charges | | 270.74 | 244.43 |
| | Travelling and conveyance | | 341.06 | 285.64 |
| | Freight and forwarding charges | | 1,108.68 | 688.32 |
| | Loading and unloading expenses | | 22.18 | 18.20 |
| | Telephone charges | | 64.18 | 58.27 |
| | Insurance charges | | 41.01 | 64.87 |
| | Royalty | | - | 0.43 |
| | Export credit insurance premium | | 35.41 | 14.80 |
| | Director sitting fees | | 8.14 | 9.80 |
| | Artwork and design charges | | 38.32 | 49.00 |
| | Foreign Exchange Fluctuation | | 222.55 | - |
| | Export incentives written off | | - | 197.15 |
| | Loss allowance for trade receivable | | 70.48 | - |
| | Bad debts written off | 2,245.92 | | - |
| | Reversal of provision for doubtful debts | (2,245.92) | - | - |
| | Bank charges | | 0.01 | 72.52 |
| | Miscellaneous expenses | | 109.24 | 312.14 |
| | | | **10,241.23** | **7,952.44** |
| | **Payment to auditors** | | | |
| | **As auditor** | | | |
| | a) Fee for statutory audit | | 15.85 | 15.85 |
| | b) Fee for limited review | | 11.40 | 11.40 |
| | c) Fee for certification | | - | 2.06 |
| | **In other capacity** | | | |
| | d) Reimbursement of out of pocket expenses | | 1.18 | 3.64 |
| | **Total** | | **28.43** | **32.95** |

All amounts are in ₹ in Lakhs unless otherwise stated

| | | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|---|
| **31** | **Income taxes** | | |
| | **Tax expense** | | |
| | **(a) Amounts recognised in profit and loss** | | |
| | **Current income tax** | - | - |
| | **Deferred tax expense** | (452.01) | (148.63) |
| | **Tax expense for the year** | **(452.01)** | **(148.63)** |

**(b) Amounts recognised in other comprehensive income**

| | For the year ended March 31, 2019 | | | For the year ended March 31, 2018 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) benefit | Net of tax | Before tax | Tax (expense) benefit | Tax (expense) benefit |
| **Items that will not be reclassified to profit or loss** | | | | | | |
| Remeasurements of the defined benefit plans | (26.35) | 9.08 | (17.27) | 14.58 | - | - |
| **Items that will be reclassified to profit or loss** | | | - | | | |
| | **(26.35)** | **9.08** | **(17.27)** | **14.58** | **-** | **-** |

**(c) Reconciliation of effective tax rate**

| | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
|---|---|---|
| **Profit before tax** | **1,905.93** | **1,490.53** |
| Tax using the Company's domestic tax rate (March 31, 2019: 34.61%, March 31, 2018 : 34.61%) | 659.60 | 515.84 |
| **Tax effect of:** | | |
| Tax exempt income | (103.23) | (122.18) |
| Permanent differences | - | - |
| Others | (1,008.39) | (542.30) |
| **Tax expense as per profit or loss** | **(452.01)** | **(148.63)** |

**31 Income taxes (continued)**

**(d) Movement in deferred tax balances**

| | Net balance April 1, 2018 | Recognised in profit or loss | Recognised in OCI | For the year ended March 31, 2019 | | |
|---|---|---|---|---|---|---|
| | | | | Net deferred tax asset/liability | Deferred tax asset | Deferred tax liability |
| **Deferred tax liability** | | | | | | |
| Property, plant and equipment | (150.70) | 310.03 | - | 159.33 | 159.33 | - |
| **Deferred tax asset** | | | | | | |
| Provision for doubtful debts | 133.75 | 258.08 | - | 391.82 | 391.82 | - |
| Provision for employee benefit expenses | 166.83 | (81.04) | - | 85.79 | 85.79 | - |
| Losses carry forward | 182.10 | - | - | 182.10 | 182.10 | - |
| MAT credit entitlement | 1,663.93 | - | - | 1,663.93 | 1,663.93 | - |
| Others | 486.54 | (35.06) | - | 439.42 | 439.42 | - |
| Tax assets (Liabilities) | **2,482.45** | **452.01** | **-** | **2,922.39** | **2,922.39** | **-** |
| Set off tax | - | - | - | - | - | |
| Net tax assets | **2,482.45** | **452.01** | **-** | **2,922.39** | **2,922.39** | **-** |

**(d) Movement in deferred tax balances**

| | Net balance April 1, 2017 | Recognised in profit or loss | Recognised in OCI | For the year ended March 31, 2018 | | |
|---|---|---|---|---|---|---|
| | | | | Net deferred tax asset/liability | Deferred tax asset | Deferred tax liability |
| **Deferred tax liability** | | | | | | |
| Property, plant and equipment | (3,497.61) | 3,346.91 | - | (150.70) | - | (150.70) |
| **Deferred tax asset** | | | | | | |
| **Provision for doubtful debts** | 2,399.29 | (2,265.54) | - | 133.75 | 133.75 | - |
| Provision for employee benefit expenses | 240.94 | (74.11) | - | 166.83 | 166.83 | - |
| Losses carry forward | 578.95 | (396.85) | - | 182.10 | 182.10 | - |
| MAT credit entitlement | 1,663.93 | - | - | 1,663.93 | 1,663.93 | - |
| Others | 927.17 | (461.78) | - | 486.54 | 486.54 | - |
| **Tax assets (Liabilities)** | **2,312.66** | **148.63** | **-** | **2,482.45** | **2,633.15** | **(150.70)** |
| Set off tax | - | - | - | - | - | |
| **Net tax assets** | **2,312.66** | **148.63** | **-** | **2,482.45** | **2,482.45** | |

## 31 Income taxes (continued)

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

During the year, the group has unused tax credits in respect of Minimum Alternative Tax (MAT credit) of ₹ 1663.93 (March 31, 2018: ₹ 1,663.93) . The group is reasonably certain of availing the said MAT credit in future years against the normal tax expected to be paid in those years.

SEZ unit at Surat is subject to tax benefits under Income Tax Act, 1961 till 31st March 2024, subject to creation of SEZ reserve which need to be utilised for re-investment in plant and machinery within in 3 years of creation of the reserve.

### Tax losses carried forward

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unabsorbed depreciation and tax losses can be utilised. Accordingly, in view of uncertainty, Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future capital gains profit /taxable profits will be available against which the Group can use the benefits therefrom

| | March 31,2019 | | March 31,2018 | |
|---|---|---|---|---|
| | Gross Amount | Expiry Date | Gross Amount | Expiry Date |
| Unabsorbed Depreciation | 2,387.40 | No Expiry Date | 1,319.05 | No Expiry Date |
| | **2,387.40** | | 1,319.05 | |

## 32 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

### i. Profit attributable to Equity holders

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| | INR | INR |
| **Profit attributable to equity holders** | **2,357.94** | **1,639.16** |
| Weighted average number of ordinary shares | 11,496,351 | 11,139,172 |
| **Basic earnings per share** | 20.51 | 14.72 |
| **Diluted Earnings per share*** | 20.51 | 14.72 |

*Conversion of warrants and Employee stock options has an anti-dilutive impact and thus effects of these anti-dilutive potential equity shares are ignored in calculating diluted earnings per share. Therefore, diluted EPS is considered same as Basic EPS for the year ended March 31, 2019 and March 31, 2018.

## 33 Related Party Transactions

### a. The following are the names of related parties where control exists:

| Name of the Related party | Nature of Relationship |
|---|---|
| Holding Company | |
| Repro Enterprises Private Limited | Holding Company |
| **Key Management Personnel** | |
| Mr. Vinod Vohra | Chairman |
| Mr. Sanjeev Vohra | Managing Director |
| Mr. Rajeev Vohra | Director |
| Mr. Mukesh Dhruve | Director |
| Mr. Pramod Khera | Director |
| Ullal R Bhatt | Independent Director |
| Bhumika Batra | Independent Director |
| Dushyant Mehta | Independent Director |
| Aleyque Padamsee - upto November 17, 2018 | Independent Director |
| Jamshed Irani - upto January 04, 2019 | Independent Director |
| P. Krishnamurthy | Independent Director |
| Mahalakshmi Ramadorai | Independent Director |
| **Relatives of Key Management Personnel** | |
| Mrs. Renu Sanjeev Vohra | Wife of Mr. Sanjeev Vohra |
| Mrs. Renu Vinod Vohra | Wife of Mr. Vinod Vohra |
| Mrs. Deepa Vohra | Wife of Mr. Rajeev Vohra |
| Mrs. Shruti Dhruve | Wife of Mr. Mukesh Dhruve |
| Mrs. Nita Khera | Wife of Mr. Pramod Khera |

| | |
|---|---|
| Ms. Sonam Vohra | Daughter of Mr. Sanjeev Vohra |
| Ms. Trisha Vohra | Daughter of Mr. Sanjeev Vohra |
| Mr. Nirbhay Vohra | Son of Mr. Sanjeev Vohra |
| Mr. Kunal Vohra | Son of Mr. Rajeev Vohra |
| Mrs. Avinash Vohra | Mother of Mr. Sanjeev, Vinod and Rajeev Vohra |
| **Enterprises owned or significantly influenced by Key management personnel or their relatives** | |
| Rep Content Services Private Limited (Formerly known as MPR Consultants Private Limited) | |
| Trisna Trust | |
| Zoyaksa Consultants Private Limited | |
| Quadrum Solutions Private Limited | |

**Related Party Transactions and outstanding balances**

The following are the transactions with related parties during the year and outstanding balancesas at the year end disclosed in aggregate by type of related party.

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **Remuneration** | | | | | | | | |
| Mr. Vinod Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 1.93 | - | - | 1.93 | - |
| Mr. Sanjeev Vohra | 31 March, 2019 | - | - | 60.49 | - | - | 60.49 | (3.39) |
| | 31 March, 2018 | - | - | 30.24 | - | - | 30.24 | (4.13) |
| Mr. Rajeev Vohra | 31 March, 2019 | - | - | 60.49 | - | - | 60.49 | (0.00) |
| | 31 March, 2018 | - | - | 30.24 | - | - | 30.24 | (0.51) |
| Mr. Mukesh Dhruve | 31 March, 2019 | - | - | 51.13 | - | - | 51.13 | (0.22) |
| | 31 March, 2018 | - | - | 25.57 | - | - | 25.57 | (1.03) |
| Mr. Pramod Khera | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 24.89 | - | - | 24.89 | - |
| Mr. Nirbhay Vohra | 31 March, 2019 | - | - | - | 7.35 | - | 7.35 | - |
| | 31 March, 2018 | - | - | - | 5.47 | - | 5.47 | - |
| Mr. Kunal Vohra | 31 March, 2019 | - | - | - | 36.04 | - | 36.04 | - |
| | 31 March, 2018 | - | - | - | 21.32 | - | 21.32 | - |
| Ms. Sonam Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 5.41 | - | 5.41 | - |
| Ms. Trisha Vohra | 31 March, 2019 | - | - | - | 14.84 | - | 14.84 | - |
| | 31 March, 2018 | - | - | - | 6.16 | - | - | - |
| **Total** | **31 March, 2019** | **-** | **-** | **172.10** | **58.24** | **-** | **230.33** | **(3.61)** |
| | **31 March, 2018** | **-** | **-** | **112.88** | **38.36** | **-** | **145.08** | **(5.67)** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Compensation if Key management personnel of the company** | | | | | | | | |
| Short-term Employee Benefits | 31 March, 2019 | - | - | 172.10 | 58.24 | - | - | 230.33 |
| | 31 March, 2018 | - | - | 110.59 | 31.77 | - | - | 142.36 |
| Post-Retirement Benefits | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | 2.29 | 0.43 | - | - | 2.72 |
| **Total** | **31 March, 2019** | **-** | **-** | **172.10** | **58.24** | **-** | **-** | **230.33** |
| | **31 March, 2018** | **-** | **-** | **112.88** | **32.20** | **-** | **-** | **145.08** |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| Expenses towards gratuity and leave benefits are determined actuarially on an overall Company basis at the end of each year and, accordingly, have not been considered in the above information. | | | | | | | | |
| **Sitting Fees** | | | | | | | | |
| Dr. Jamshed J. Irani | 31 March, 2019 | - | - | 0.89 | - | - | 0.89 | - |
| | 31 March, 2018 | - | - | 0.75 | - | - | 0.75 | - |
| Mr. P. Krishnamurthy | 31 March, 2019 | - | - | 2.12 | - | - | 2.12 | - |
| | 31 March, 2018 | - | - | 1.80 | - | - | 1.80 | - |
| Mr. Alyque Padamsee | 31 March, 2019 | - | - | 0.53 | - | - | 0.53 | - |
| | 31 March, 2018 | - | - | 1.55 | - | - | 1.55 | - |
| Mr. Ullal R. Bhat | 31 March, 2019 | - | - | 1.42 | - | - | 1.42 | - |
| | 31 March, 2018 | - | - | 1.25 | - | - | 1.25 | - |
| Mr. Dushyant Mehta | 31 March, 2019 | - | - | 1.12 | - | - | 1.12 | - |
| | 31 March, 2018 | - | - | 1.25 | - | - | 1.25 | - |
| Mrs. Mahalakshmi Ramadorai | 31 March, 2019 | - | - | 0.89 | - | - | 0.89 | - |
| | 31 March, 2018 | - | - | 1.00 | - | - | 1.00 | - |
| Ms. Bhumika Batra* | 31 March, 2019 | - | - | 1.18 | - | - | 1.18 | - |
| | 31 March, 2018 | - | - | 0.75 | - | - | 0.75 | - |
| **Total** | **31 March, 2019** | **-** | **-** | **8.14** | **-** | **-** | **8.14** | **-** |
| | **31 March, 2018** | **-** | **-** | **8.35** | **-** | **-** | **8.35** | **-** |
| | | | | | | | | |
| **Rent** | | | | | | | | |
| Mrs. Nita Khera | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 4.25 | - | 4.25 | - |
| Mrs. Shruti Dhruve | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 18.00 | - | 18.00 | - |
| Mrs. Renu Sanjeev Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 18.00 | - | 18.00 | (0.28) |
| Mrs. Deepa Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 27.60 | - | 27.60 | - |
| Mrs. Avinash Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 3.00 | - | 3.00 | - |
| Mrs. Renu Vinod Vohra | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | 6.00 | - | 6.00 | - |
| Repro Enterprises Private Limited | 31 March, 2019 | 106.20 | - | - | - | - | 106.20 | (31.24) |
| | 31 March, 2018 | 105.53 | - | - | - | - | 105.53 | - |
| Trisna Trust | 31 March, 2019 | - | - | - | - | 92.04 | 92.04 | (6.41) |
| | 31 March, 2018 | - | - | - | - | 91.46 | 91.46 | - |
| Zoyaksa Consultants Private Limited | 31 March, 2019 | - | - | - | - | 99.12 | 99.12 | (12.91) |
| | 31 March, 2018 | - | - | - | - | 98.49 | 98.49 | - |
| **Total** | **31 March, 2019** | **106.20** | **-** | **-** | **-** | **191.16** | **297.36** | **(50.56)** |
| | **31 March, 2018** | **105.53** | **-** | **-** | **76.85** | **189.95** | **372.32** | **(0.28)** |

| Name | Year Ended | Holding company | Subsidiary company | KMP | Relative of KMP | Enterprises Significantly influenced by KMP | Total | Receivable (Payable) at the year end |
|---|---|---|---|---|---|---|---|---|
| **ICD's Placed** | | | | | | | | |
| Sanjeev I Vohra | 31 March, 2019 | - | 220.00 | - | - | - | 220.00 | (220.00) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Mukesh Dhruve | 31 March, 2019 | - | 80.00 | - | - | - | 80.00 | (80.00) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Pramod Khera | 31 March, 2019 | - | 50.00 | - | - | - | 50.00 | (50.00) |
| | 31 March, 2018 | - | - | - | - | - | - | - |
| **Total** | **31 March, 2019** | **-** | **350.00** | **-** | **-** | **-** | **350.00** | **(350.00)** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Purchase - Packing Material & Paper** | | | | | | | | |
| Repro Enterprises Private Limited | 31 March, 2019 | 322.56 | - | - | - | - | 322.56 | (96.66) |
| | 31 March, 2018 | 131.68 | - | - | - | - | 131.68 | - |
| **Total** | **31 March, 2019** | **322.56** | **-** | **-** | **-** | **-** | **322.56** | **(96.66)** |
| | **31 March, 2018** | **131.68** | **-** | **-** | **-** | **-** | **131.68** | **-** |
| **Outsourcing Charges** | | | | | | | | |
| Repro Enterprises Private Limited | 31 March, 2019 | 350.81 | - | - | - | - | 350.81 | - |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Quadrum Solutions Private Limited | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | - | 23.99 | 23.99 | - |
| **Total** | **31 March, 2019** | **350.81** | **-** | **-** | **-** | **-** | **350.81** | **-** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **23.99** | **23.99** | **-** |
| **Artwork & Design** | | | | | | | | |
| Quadrum Solutions Private Limited | 31 March, 2019 | - | - | - | - | 43.26 | 43.26 | (35.00) |
| | 31 March, 2018 | - | - | - | - | 49.00 | 49.00 | (0.22) |
| **Total** | **31 March, 2019** | **-** | **200.00** | **-** | **-** | **43.26** | **243.26** | **(235.00)** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **49.00** | **49.00** | **(0.22)** |
| **Interest Expenses** | | | | | | | | |
| Zoyaksa Consultants Private Limited | 31 March, 2019 | - | - | - | - | - | - | - |
| | 31 March, 2018 | - | - | - | - | 22.67 | 22.67 | - |
| Sanjeev I Vohra | 31 March, 2019 | - | - | - | - | 6.90 | 6.90 | (6.21) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Mukesh Dhruve | 31 March, 2019 | - | - | - | - | 1.58 | 1.58 | (1.42) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| Pramod Khera | 31 March, 2019 | - | - | - | - | 0.99 | 0.99 | (0.89) |
| | 31 March, 2018 | - | - | - | - | - | - | |
| **Total** | **31 March, 2019** | **-** | **-** | **-** | **-** | **9.46** | **9.46** | **(8.52)** |
| | **31 March, 2018** | **-** | **-** | **-** | **-** | **22.67** | **22.67** | **-** |

All the above inter-corporate deposit, security deposit, loans and advance and guarantees have been given to recipients for business purposes.

**34 Employee Stock Option Plan**

During the financial year ended 31 March 2018, The Company implemented “Repro India Limited - Employee Stock Option Scheme- 2010” (Repros ESOS 2010), as approved by the Shareholders of the Company and the Nomination and Remuneration Committee of the Board of Directors (the Committee).

The Committee determines which eligible employees will receive options, the number of options to be granted, the vesting period and the exercise period. The options are granted at an exercise price, which is in accordance with the relevant SEBI guidelines in force, at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 10 each. The options issued under the above schemes vest in a phased manner after completion of the minimum period of one year with an exercise period of ten years from the respective grant dates.

The terms and conditions related to the grant of the share options are as follows:

| Employees entitled | Number of options | Vesting conditions | Contractual life of options |
|---|---|---|---|
| Specified employees | 400,000 | - Continued employment with the Company:<br>After 1 year of the date of grant 33.33% vesting<br>After 2 year of the date of grant 33.33% vesting<br>After 3 year of the date of grant 33.33% vesting | Graded vesting over 3 years |

**b) Measurement of fair value:**

The fair values are measured based on the Black-Scholes-option valuation model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The inputs used in the measurement of the fair values at grant date and measurement date of the stock options were as follows.

| Particulars | | | |
|---|---|---|---|
| **Vesting** | **1 Year** | **2 Years** | **3 Years** |
| Fair value at grant date | ₹ 159.7 | ₹ 193.2 | ₹ 222.3 |
| Share price at grant date | ₹ 565.2 | ₹ 565.2 | ₹ 565.2 |
| Exercise price | ₹ 561 | ₹ 561 | ₹ 561 |
| Expected volatility (weighted average) | 35.00% | 35.00% | 35.00% |
| Expected life (weighted average) | 2.5 years | 3.5 years | 4.5 years |
| Expected dividend | 4.00% | 4.00% | 4.00% |
| Risk-free interest rate (based on government bond) | 6.30% | 6.40% | 6.50% |

Weighted-average exercise prices and weighted-average fair values of options

| Date of Vesting | 1 Year | 2 Years | 3 Years |
|---|---|---|---|
| Weighted-average exercise prices | ₹ 561 | ₹ 561 | ₹ 561 |
| Weighted-average fair value of options | ₹ 159.7 | ₹ 193.2 | ₹ 222.3 |

**c) Reconciliation of outstanding stock options :**

The number and weighted-average exercise prices of share options under the stock option were as follows.

| Particular | 31 March 2019 | | 31 March 2018 | |
|---|---|---|---|---|
| | No. of options | Weighted average exercise price(in rupees) | No. of options | Weighted average exercise price(in rupees) |
| Outstanding at 1 April 2018 | 400,000 | ₹ 561 | - | - |
| Granted | - | 0 | 400,000 | 0 |
| Forfeited | - | - | - | - |
| Expired | - | - | - | - |
| Exercised | - | - | - | - |
| **Outstanding at 31 March 2019** | **400,000** | **₹ 561** | - | - |
| Exercisable at 31 March 2019 | - | - | - | - |

Weighted average remaining contractual life of the share option outstanding at the end of year is 3 years.

**d) Expense recognized in the Consolidated Statement of Profit or Loss :**

| | 31 March 2018 | 31 March 2018 |
|---|---|---|
| Repros ESOS 2010 | 158.00 | 140.5 |
| **Total expense recognized in 'employee benefits'** | **158.00** | **140.5** |

**d) Disclosure for shares reserved under option and contracts and commitment for sale of shares/disinvestments:**

Under Employee Stock Option Scheme 2010:

| | March 31, 2019 | | March 31, 2018 | |
|---|---|---|---|---|
| | Number | Amount | Number | Amount |
| Scheme 2010 | | | | |
| "Class A" Equity Shares of ₹ 10 each, at an exercise price of ₹ 675 per share. | 500,000 | 3,375 | 500,000 | 3,375 |

**35 Goodwill impairment charges**

The goodwill is tested for impairment and accordingly no impairment charges were identified for FY 2018-19. (FY 2017-18 - ₹ Nil)

**Significant Cash Generating Units (CGUs)**

The Group has identified its reportable segment "Valued added print solution" as the CGUs. The goodwill acquired through acquisition has been entirely allocated to CGU"Value added print solution" The carrying amount of goodwill as at March 31, 2019 is ₹ 109.67 lakhs (As at March 31, 2018 - ₹ 109.67 lakhs.)

Following key assumptions were considered while performing impairment testing

| | |
|---|---|
| Long term sustainable growth rates | 7% |
| Weighted Average Cost of Capital % (WACC) before tax | 10% |
| Average segmental margins | 13% |

The projections cover a period of 5 years, as the Group believes this to be the most appropriate timescale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performances are based on the conservative estimates from past performance. Segmental margins are based on FY 2018-19 performance. Weighted Average Cost of Capital % (WACC)= Risk free return +(Market premium x Beta variant of the Company).

The group has performed sensitivity analysis around the base assumptions and have concluded that no reasonable changes in key assumption would cause the recoverable amount of the CGU to be less than the carrying value.

**36 Operating Segments**

**A. Basis for segmentation**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and CEO of the Company. The Company operates only in one business segment i.e. Value Added Print Solutions, hence does not have any reportable segment as per Ind AS 108 "Operating Segments".

**B. Geographic information**

Amount ₹ in Lakhs

| Particulars | Year | In India | Outside India | Total |
|---|---|---|---|---|
| Revenue by geographical location of customers | March 31,2019 | 34,077.58 | 5,871.13 | 39,948.72 |
| | March 31,2018 | 24,810.65 | 5,120.63 | 29,931.28 |
| | March 31,2019 | 24,749.46 | 0.00 | 24,749.46 |
| Non-current assets (by geographical location of assets)* | March 31,2018 | 23,725.01 | 0.00 | 23,725.01 |
| | March 31,2019 | 1,335.18 | - | 1,335.18 |
| Cost acquired for Property, plant and equipment | March 31,2018 | 1,168.85 | - | 1,168.85 |

*Non-current assets are excluding financial instruments and deferred tax assets.

**C. Major customer**

Revenue from one customer based in India represented approximately ₹ 2,341.40 ( March 31,2018 - ₹ 2,621.87 ) of the group total revenue

## 37 Financial instruments

### 1. Financial instruments – Fair values and risk management

### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value

| March 31, 2019 INR | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Financial assets** | | | | | | | | | |
| **Long-term loans and advances** | 5 | - | - | 244.03 | 244.03 | - | 244.03 | - | 244.03 |
| Trade receivables | 9 | - | - | 8,963.29 | 8,963.29 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 158.74 | 158.74 | - | - | 158.74 | 158.74 |
| Other bank balances | 11 | - | - | 58.26 | 58.26 | - | - | 58.26 | 58.26 |
| Short-term loans | 12 | - | - | 95.85 | 95.85 | - | - | 95.85 | 95.85 |
| Other current financial assets | 13 | - | - | 192.55 | 192.55 | - | - | 192.55 | 192.55 |
| | | **-** | **-** | **9,712.72** | **9,712.72** | **-** | **244.03** | **505.40** | **749.43** |
| Financial liabilities | | | | | | | | | |
| **Non - current Borrowings** | 19,23 | - | - | 2,362.16 | 2,362.16 | - | 2,362.16 | - | 2,362.16 |
| Current Borrowings | 19,23 | | | 11,780.17 | 11,780.17 | | - | - | - |
| Trade payables | 21 | | - | 5,887.85 | 5,887.85 | - | - | - | - |
| Other current financial liabilities | 22 | | - | 1,289.76 | 1,289.76 | - | - | 1,289.76 | 1,289.76 |
| | | **-** | **-** | **21,319.94** | **21,319.94** | **-** | **2,362.16** | **1,289.76** | **3,651.92** |

| March 31, 2018 INR | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| **Financial assets** | | | | | | | | | |
| Long-term loans | 5 | - | - | 206.70 | 206.70 | - | 206.70 | - | 206.70 |
| Trade receivables | 9 | - | - | 8,963.29 | 8,963.29 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 158.74 | 158.74 | - | - | - | - |
| Other bank balances | 11 | - | - | 58.26 | 58.26 | - | - | - | - |
| Short-term loans | 12 | - | - | 95.85 | 95.85 | - | - | - | - |
| Other current financial assets | 13 | - | - | 192.55 | 192.55 | - | - | - | - |
| | | **-** | **-** | **9,675.39** | **9,675.39** | **-** | **206.70** | **-** | **206.70** |
| **Financial liabilities** | | | | | | | | | |
| Non - current Borrowings | 17 | - | - | 2,460.86 | 2,460.86 | - | 2,460.86 | - | 2,460.86 |
| Current Borrowings | 19 | - | | 9,350.00 | 9,350.00 | - | - | - | - |
| Trade payables | 20 | - | - | 3,757.83 | 3,757.83 | - | - | - | - |
| Other current financial liabilities | 21 | - | - | 2,722.68 | 2,722.68 | - | - | - | - |
| | | - | - | 18,291.37 | 18,291.37 | - | 2,460.86 | - | 2,460.86 |
| | | **-** | **-** | **13,592.88** | **13,592.88** | **-** | **2,391.35** | **-** | **2,391.35** |

## B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

### Financial instruments measured at fair value

| Type | Valuation technique |
|---|---|
| Forward contracts for foreign exchange contracts | Forward pricing : The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies |
| Non current financial assets measured at amortised cost | Discounted cash flow technique: The valuation model considers present value of expected payments discounted using an appropriate discounting rate. |

## C. Financial risk management

The group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

### i. Risk management framework

The group's board of directors has overall responsibility for the establishment and oversight of the group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the group's risk management policies. The committee reports regularly to the board of directors on its activities.

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### ii. Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**Trade and other receivables**

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

Summary of the group's exposure to credit risk by age of the outstanding from various customers is as follows:

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| **Neither past due not impaired** | | |
| **Past due not impaired** | | |
| 0-90 days | 9,056.39 | 7,469.19 |
| 90-180 days | 1,039.53 | 899.14 |
| 180-270 days | 267.51 | 177.38 |
| 270-360 days | 137.33 | 24.53 |
| More than 360 days | 2,129.74 | 3,789.21 |
| | **12,630.50** | **12,359.45** |

**Expected credit loss assessment for customers as at 31 March 2018 and 31 March 2019**

The group allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the group to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the group have not undergone any substantial change, the group expects the historical trend of minimal credit losses to continue.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

INR

| | March 31, 2018 |
|---|---|
| Balance as at April 1, 2017 | 6,904.19 |
| Impairment loss recognised | (1,594.41) |
| Amounts written off | (1,928.26) |
| Balance as at March 31, 2018 | **3,381.52** |
| Utilisation of Provision | (2,245.92) |
| Balance as at March 31, 2019 | 1,135.60 |

The above amount excludes debtors which are covered under ECGC claim.

The impairment loss at March 31, 2019 related to several customers that have defaulted on their payments to the group and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

**Cash and cash equivalents**

The group held cash and cash equivalents of INR 164.67 lakhs at March 31, 2019 (March 31, 2018: INR 158.74 lakhs). The cash and cash equivalents are held with bank and financial institution counterparties with good credit ratings.

### iii. Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation. As at the end of the year, the group current liabilities have exceeded its current assets by ₹ 301.86 lakhs. The same is due to higher trade payables in Repro Books Limited. However, the management is confident of its ability to generate cash flows from operations to meets its obligation on due date.

**Exposure to liquidity risk**

| March 31, 2019 | | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | Carrying amount | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| **Long term financial liabilities** | | | | | | |
| - Borrowings | 2,362.16 | 1,692.33 | 596.45 | 778.52 | 317.35 | |
| - Interest payable | - | 208.19 | 86.86 | 99.79 | 21.54 | |
| **Short term financial liabilities** | | | | | | |
| - Borrowings | 11,780 | 11,780 | 11,780 | - | - | |
| - Trade payables | 5,888 | 5,888 | 5,888 | - | - | |
| - Other financial Liabilities | 1,289.76 | 1,289.76 | 1,289.76 | - | - | |

| March 31, 2018 | | Contractual cash flows | | | | |
|---|---|---|---|---|---|---|
| | Carrying amount | Total | Upto 1 year | 1-3 years | 3-5 years | More than 5 years |
| **Non-derivative financial liabilities** | | | | | | |
| **Long term financial liabilities** | | | | | | |
| - Borrowings | 4,994.89 | 5,044.69 | 2,534.02 | 1,990.82 | 519.85 | - |
| - Interest payable | | 191.54 | 125.78 | 64.73 | 1.03 | - |
| **Short term financial liabilities** | | | | | | |
| - Borrowings | 9,350.01 | 9,350.01 | 9,350.01 | - | - | - |
| - Trade payables | 3,855.55 | 3,855.55 | 3,855.55 | - | - | - |
| - Other financial Liabilities | 90.94 | 90.94 | 90.94 | - | - | - |

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The group's interest rate risk arises from borrowings. Borrowings taken at fixed rates are exposed to fair value interest rate risk. The interest rate profile of the group's interest-bearing financial instruments as reported to the management of the group is as follows:

| | Carrying amount (in INR) | |
|---|---|---|
| | March 31, 2019 | March 31, 2018 |
| **Fixed-rate instruments** | | |
| Financial assets | 244.03 | 205.62 |
| Financial liabilities | (8,776.04) | (8,305.19) |
| | (8,532.01) | (8,099.57) |
| **Variable-rate instruments** | | |
| Financial liabilities | (5,366.29) | (6,039.71) |
| | (5,366.29) | (6,039.71) |
| **Total** | **(13,898.30)** | **(14,139.28)** |

**Fair value sensitivity analysis for Fixed-rate Instruments**

The group does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash flow sensitivity analysis for variable-rate instruments**

A reasonably possible change of 25 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

| INR | Profit or loss | |
|---|---|---|
| | 25 bp increase | 25 bp decrease |
| **March 31, 2019** | | |
| Variable-rate instruments | (34.75) | 34.75 |
| **Cash flow sensitivity (net)** | **(34.75)** | **34.75** |
| | | |
| **March 31, 2018** | | |
| Variable-rate instruments | (35.35) | 35.35 |
| **Cash flow sensitivity (net)** | **(104.84)** | **104.84** |

**iv. Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

**Currency risk**

The group is exposed to currency risk on account of its operations in other countries. The functional currency of the group is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the group uses both derivative instruments, i.e., foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange rates in respect of its highly probable forecasted transactions and recognized assets and liabilities.

**Exposure to currency risk**

The currency profile of financial assets and financial liabilities as at March 31, 2019, March 31, 2018 are as below:

| | 31-Mar-19 | 31-Mar-19 | 31-Mar-19 | 31-Mar-19 |
|---|---|---|---|---|
| | USD | GBP | EUR | Others |
| **Financial assets** | | | | |
| Trade and other receivables | 3,914.13 | 6.64 | - | - |
| | **3,914.13** | **6.64** | | |
| **Financial liabilities** | | | | |
| Trade and other payables | 324.09 | 21.41 | 13.26 | (2.13) |
| Long Term Borrowings | 2,461.99 | | | |
| Short Term Borrowings | 790.59 | | | |
| | **324.09** | **21.41** | **13.26** | **(2.13)** |
| Net statement of financial position exposure | **3,590.05** | **(14.77)** | **(13.26)** | |
| Net exposure | **3,590.05** | **(14.77)** | **(13.26)** | |

| | 31-Mar-18 | 31-Mar-18 | 31-Mar-18 | 31-Mar-18 |
|---|---|---|---|---|
| | USD | GBP | EUR | Others |
| **Financial assets** | | | | |
| Trade and other receivables | 6,149.97 | 19.92 | 655.28 | - |
| | **6,149.97** | **19.92** | **655.28** | **-** |
| **Financial liabilities** | | | | |
| Long term borrowings | 4,938.12 | | | |
| Short term borrowings | 4,151.39 | | 412.38 | |
| Trade and other payables | 38.28 | - | 13.26 | 0.10 |
| | **9,127.79** | **-** | **425.64** | **0.10** |
| Net exposure (Assets - Liabilities) | **(2,977.82)** | **19.92** | **229.64** | **(0.10)** |

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Effect in INR | Profit or loss | |
|---|---|---|
| | Strengthening | Weakening |
| **March 31, 2019** | | |
| **10% movement** | | |
| USD | 359.00 | (359.00) |
| EUR | (1.48) | 1.48 |
| GBP | (1.33) | 1.33 |
| Others | (0.21) | 0.21 |
| | **355.99** | **(355.99)** |

| Effect in INR | Strengthening | Weakening |
|---|---|---|
| **March 31, 2018** | | |
| **10% movement** | | |
| USD | (298) | 297.78 |
| EUR | 2 | (1.99) |
| GBP | 23 | (22.96) |
| Others | (0.01) | 0.01 |
| | **(272.84)** | **272.84** |

**Financial instruments – Capital Management**

The group Policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business, Management monitors the return on capital asset as well as the level of dividends to ordinary shareholders.

The group monitors capital using ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose , adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The group policy is to keep the ratio below 2. The group adjusted net debt to equity ratio is as follows:

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Total Borrowings | 14,142.33 | 11,810.86 |
| Les: Cash and cash equivalent | 164.67 | 158.74 |
| Adjusted net debt | 13,977.66 | 11,652.12 |
| **Total Equity** | **24,784.12** | **22,285.48** |
| Adjusted equity | 24,784.12 | 22,285.48 |
| Adjusted net debt to adjusted equity ratio | **0.56** | **0.52** |

Impairment losses on financial assets and reversal of impairment on financial assets

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Impairment loss allowance on trade receivables (see note 9) | (1,135.60) | (3,396.16) |
| **Total** | **(1,135.60)** | **(3,396.16)** |

**38 Employee benefits**

The group contributes to the following post-employment plans in India.

**(A) Defined Contribution Plans:**

The group makes contributions towards provident fund and superannuation fund which are in the nature of defined contribution post employment benefit plans . Under the plan, the group is required to contribute a specified percentage of payroll cost to fund the benefits.

The group recognised ₹ 93.98 lakhs for the year ended March 31, 2019 (March 31, 2018 ₹ 114.33 lakhs) towards provident fund contribution and ₹ 5 lakhs for the year ended March 31, 2019 (March 31, 2018 ₹ 6.5 lakhs) towards super-annuation fund contribution in the Statement of Profit and Loss.

The contributions payable to these plans by the group are at rates specified in the rules of the schemes.

**(B) Defined Benefit Plan:**

In accordance with the provisions of the Payment of Gratuity Act, 1972, the group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee’s last drawn salary and the years of employment with the group.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the group to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Defined benefit obligation | 580.76 | 542.34 |
| Fair value of plan assets | 61.90 | 76.28 |
| **Net defined benefit (obligation)/assets** | **642.67** | **618.62** |

**Present Value of Projected Benefit Obligation**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Present Value of Benefit Obligation at the Beginning of the Period | 542.34 | 598.86 |
| Interest Cost | 42.24 | 43.31 |
| Current Service Cost | 40.57 | 48.09 |
| Past Service Cost | - | 6.99 |
| Liability Transferred In/ Acquisitions | - | 7.51 |
| (Liability Transferred Out/ Divestments) | - | (7.51) |
| (Benefit Paid Directly by the Employer) | (2.95) | (7.33) |
| (Benefit Paid From the Fund) | (66.26) | (136.34) |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | 30.23 | - |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | 66.44 | (25.57) |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | (71.85) | 14.33 |
| Present Value of Benefit Obligation at the End of the Period | 580.76 | 542.34 |

**Movement of Fair Value of Plan Assets**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Fair Value of Plan Assets at the Beginning of the Period | 76.28 | 63.76 |
| Interest Income | 5.93 | 4.59 |
| Contributions by the Employer | 47.48 | 140.93 |
| (Benefit Paid from the Fund) | (66.26) | (136.34) |
| Return on Plan Assets, Excluding Interest Income | (1.53) | 3.33 |
| Fair Value of Plan Assets at the End of the Period | 61.90 | 76.28 |

**Expenses Recognized in the Statement of Profit or Loss for Current Period**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Current Service Cost | 40.57 | 48.09 |
| Net Interest Cost | 36.30 | 38.72 |
| Past Service Cost | - | 6.99 |
| Expenses Recognized | 76.88 | 93.80 |

**Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Actuarial (Gains)/Losses on Obligation For the Period | 24.82 | (11.24) |
| Return on Plan Assets, Excluding Interest Income | 1.53 | (3.33) |
| Net (Income)/Expense For the Period Recognized in OCI | 26.35 | (14.57) |

**Maturity Analysis of the Benefit Payments: From the Employer**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Projected Benefits Payable in Future Years From the Date of Reporting | | |
| 1st Following Year | 0.18 | 0.16 |
| 2nd Following Year | 0.19 | 0.17 |
| 3rd Following Year | 0.20 | 0.18 |
| 4th Following Year | 0.21 | 0.33 |
| 5th Following Year | 0.23 | 0.20 |
| Sum of Years 6 To 10 | 2.12 | 1.75 |
| Sum of Years 11 and above | 13.76 | 12.52 |

**Maturity Analysis of the Benefit Payments: From the Fund**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| 1st Following Year | 148.45 | 89.03 |
| 2nd Following Year | 23.77 | 15.79 |
| 3rd Following Year | 26.35 | 26.69 |
| 4th Following Year | 22.61 | 37.34 |
| 5th Following Year | 41.04 | 22.63 |
| Sum of Years 6 To 10 | 185.45 | 190.46 |
| Sum of Years 11 and above | 439.47 | 722.92 |

**Sensitivity Analysis**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Delta Effect of +1% Change in Rate of Discounting | (26.71) | (36.89) |
| Delta Effect of -1% Change in Rate of Discounting | 30.70 | 42.80 |
| Delta Effect of +1% Change in Rate of Salary Increase | 29.15 | 42.39 |
| Delta Effect of -1% Change in Rate of Salary Increase | (26.38) | (37.87) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 4.06 | 14.74 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (4.57) | (16.50) |

**iii. Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Discount rate | 7.78% | 7.20% |
| Future salary growth | 4.00% | 4.00% |
| Rate of employee turnover | 2.00% | 2.00% |
| Mortality rate | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

**Leave Benefits**

The group provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation. Amount of ₹ 52.17 lakhs (31 March 2018 - ₹ 2.67 lakhs) has been recognised in the consolidated Statement of profit and loss on account of provision for long-term employment benefit

**39 Leases**

**Operating leases**

**A. Leases as lessee**

The group has taken certain facilities under operating lease arrangements. The lease can be terminated at the option of either parties by giving due notice. The rental expenses under operating leases "Other expenses" in the statement of profit and loss. The group does not have any non-cancellable leasing arrangements

| Non-cancellable operating lease payable (minimum lease payments) under these lease are as follows | 31-Mar-19 INR | 31-Mar-18 INR |
|---|---|---|
| Payable within one year | 403.63 | 395.66 |
| Payable within one year and five year | 552.98 | 887.56 |
| Payable after five year | 123.91 | - |
| | **1,080.52** | **1,283.22** |

During the year an amount of ₹ 514.11 was recognized as an expenses in the statement of Profit and Loss in respect of operating leases (31 March 2018: ₹ 1,093.17).

**40 Capital and other commitments**

As 31 March 2019, the group has capital commitments of ₹ 76.23 lakhs (31 March 2018: ₹ 2.11 lakhs)

## 41 Contingent liabilities and commitments (to the extent not provided for)

INR in Lakhs

| Contingent liabilities | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Customs duty demand on imported computer software (refer note 1 & 2 below) | 4,121.07 | 4,121.07 |
| Income Tax (Refer Note 4 below) | 65.22 | - |

**Note 1**

The group had received Order from Commissioner of Customs (Import), levying differential duty and penalties for the period March 2006 to March 2009 aggregating to ₹ 3,176.07 lakhs plus interest on duty at the appropriate rate as applicable during the relevant period, on the computer software imported by the group for its erstwhile Microsoft business. The group had filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) against the above Order. The case has been remanded by CESTAT back to the Commissioner Customs to decide the matter afresh to the extent of calculation as provide in their order. Further the Company has appealed before the Hon'ble Supreme Court of India ("SC") and the same has also been admitted for hearing. Based on the legal advice, the management is confident that no liability will devolve on the group in respect of the above litigations.

**Note 2**

The group had received an order from Commissioner of customs (Import) levying differential duty and penalties aggregating to ₹ 945 lakhs for the period March 2006 to March 2009 on the computer software imported by Wipro and HCL and the group has been made a party to the proceedings for its erstwhile Microsoft business. The group had filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) against the above order. Based on the legal advice, the management is confident that no liability will devolve on the group in respect of the above litigations.

**Note 3**

The group's pending litigation comprise of claims against the group by employees and pertaining to proceeding pending with Income Tax, Excise, Custom. The group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The group does not expect the outcome of these proceedings to have a material adverse effect on its financial results.

**Note 4**

The group had received an order from Income Tax -TDS 2, levying additional TDS for payment made to non-residents under section 195 of Income Tax Act, 1961 for the A.Y. 2010-11 and 2011-12 aggregating to ₹ 48.85 lakhs along with interest u/s 201(1A) amounting to ₹ 16.37 lakhs. The group has filed appeal before the Commissioner of Income Tax. and based on legal advice, the management is confident that no liability will devolve on the group in respect to above litigation.

**Note 5**

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.
In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant and has been provided in the books of account. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

**42 Details of dues to micro and small enterprises as defined under the MSMEDAct, 2006**

| | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Details of dues to micro and small enterprises as defined under the MSMEDAct, 2006 | | |
| The information given below has been determined to the extent such parties have been identified on the basis of information available with the group | | |
| The principal amount remaining unpaid to any supplier as at the year end of each accounting year. | 6.05 | 0.40 |
| The interest due thereon remaining unpaid to any supplier at end of each accounting year. | - | - |
| The amount of interest paid by the group in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year. | - | - |
| The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of the accounting year. | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprises Development Act, 2006 | - | - |

**43 Disclosure on Corporate Social Responsibility**

i) Gross amount required to be spent by the group during the year 2018-19 ₹ 11.07 lakhs (2017-18 : ₹ 10.25 lakhs)

ii) Amount spent during the year: ₹ Nil (31 March 2018: ₹ Nil)

| Particulars | In cash* | Yet to be paid in cash | Total |
|---|---|---|---|
| Construction/Acquisition of any assets | - | - | - |
| Purposes other than (i) above | - | - | - |

iii) Details of related party transactions: ₹ Nil (31 March 2018: ₹ Nil)

iv) No provision for expenses on CSR has been made in the current year.

**44** The workers at Mahape plant of the group are on strike since 8th April, 2017 and the strike is continuing. The group's application for the closure filed with Labour and Energy department have been declined and the same is being challenged before the Labour Tribunal. The group has made the necessary provision for legal dues payable to the workers.

**45 Subsequent Events**

On April 26, 2019, the group converted 5,92,592 warrants in to 5,92,592 equity shares (Face Value of ₹ 10 each) at an issue price of ₹ 675 (Inclusive of premium) aggregating to ₹ 4000 lakhs.

**46 Information relating to subsidiaries**

(Pursuant to first proviso to subsection (3) of section 129 read with Rule 5 of Companies (Accounts) Rules 2014

| | Share in Net assets | | Share in Profit | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---|---|---|---|---|---|---|---|---|
| | (31 March 2019) | | (31 March 2019) | | (31 March 2019) | | (31 March 2019) | |
| | As a % of consolidated net assets | Amount | As a % of consolidated net Profit / Loss | Amount | As a % of consolidated net Profit / Loss | Amount | As a % of consolidated net Profit / Loss | Amount |
| **Name of group** | | | | | | | | |
| **Parent** | | | | | | | | |
| Repro India Ltd | 115.85% | 28,713.34 | 113.36% | 2,673.04 | (64.84%) | 11.20 | 114.68% | 2,684.23 |
| **Subsidiaries** | | | | | | | | |
| **Indian Subsidiaries** | | | | | | | | |
| Repro Innovative Digiprint Limited | (7.37%) | (1,827.03) | (6.53%) | (153.88) | 0.00% | - | (6.57%) | -153.88 |
| Repro Books Limited (Formerly known as Repro Knowledgecast Limited) | (8.49%) | (2,104.10) | (6.84%) | (161.23) | 164.84% | (28.47) | (8.10%) | -189.70 |
| **Total** | **99.99%** | **24,782.21** | **100%** | **2,357.93** | **100%** | **(17.27)** | **100%** | **2,340.64** |
| **a) Adjustment arising out of consolidation** | 0.01% | 1.92 | 0% | 0.01 | - | - | 0% | 0.02 |
| **b) Minority interest** | | | | | | | | |
| **Total** | **100%** | **24,784.12** | **100%** | **2,357.94** | **100%** | **(17.27)** | **100%** | **2,340.66** |

| | Share in Net assets | | Share in Profit | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---|---|---|---|---|---|---|---|---|
| | (31 March 2018) | | (31 March 2018) | | (31 March 2018) | | (31 March 2018) | |
| | As a % of consolidated net assets | Amount | As a % of consolidated net Profit / Loss | Amount | As a % of consolidated net Profit / Loss | Amount | As a % of consolidated net Profit / Loss | Amount |
| **Name of group** | | | | | | | | |
| **Parent** | | | | | | | | |
| Repro India Ltd | 116.09% | 25,871.00 | 184.30% | 3,021.04 | 112.29% | 16.36 | 183.67% | 3,037.40 |
| **Subsidiaries** | | | | | | | | |
| **Indian Subsidiaries** | | | | | | | | |
| Repro Innovative Digiprint Limited | -7.51% | (1,673.58) | -44.38% | (727.51) | 0.00% | - | 0.00% | - |
| Repro Books Limited (Formerly known as Repro Knowledgecast Limited) | (6.38%) | (1,420.92) | -39.92% | (654.37) | (12.29%) | (1.79) | (83.67%) | (1,383.64) |
| **Total** | **102.20%** | **22,776.50** | **100.00%** | **1,639.16** | **100.00%** | **14.57** | **100.00%** | **1,653.76** |
| **a) Adjustment arising out of consolidation** | 2.20% | (491.13) | - | - | - | - | - | - |
| **b) Minority interest** | | | | | | | | |
| **Total** | **100%** | **22,285.37** | **100%** | **1,639.16** | **100%** | **14.57** | **100%** | **1,653.76** |

**Notes:**

There are no subsidiaries which are yet to commence operations and/ or have been liquidated or sold during the year.

There are no Associates and joint ventures.

In terms of our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

**Jayesh T Thakkar**
Partner
Membership No: 113959

Mumbai
Date: May 28, 2019

For and on behalf of the Board of Directors of
**Repro India Limited**
CIN: L22200MH1993PLC071431

**Sanjeev Vohra**
Managing Director
DIN:00112352

**Mukesh Dhruve**
Director and CFO
DIN: 00081424

Mumbai
Date: May 28, 2019

**Kajal Damania**
Company Secretary
Membership No: 29764