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## SEVENTEENTH ANNUAL GENERAL MEETING

Day : Friday  
 Date : September 30, 2011  
 Time : 10.00 a.m.  
 Venue : Garden Court, Veera Desai Road,  
 Andheri [West], Mumbai - 400 053

## BOARD OF DIRECTORS

<b>Mr. Purnandu Jain</b>	- Chairman and Managing Director
<b>Mr. Girraj Vijayvargiya</b>	- Wholetime Executive Director
<b>Mr. Dileep Shinde</b>	- Non Executive Director - Independent
<b>Dr. Clifton Zimmermann</b>	- Non Executive Director - Independent [Resigned w.e.f. June 27, 2011]
<b>Mr. Ramesh Batham</b>	- Non Executive Director - Independent [Appointed as an additional Director w.e.f. October 14, 2011]

## COMPANY SECRETARY

**Mr. S. C. Rane**

## AUDITORS

**M. G. Vashi & Co.**  
 Chartered Accountants

## BANKERS

Axis Bank Limited	Punjab and Sind Bank
Barclays Bank PLC	State Bank of India
Cental Bank of India	State Bank of Patiala
Corporation Bank	Syndicate Bank
ICICI Bank Limited	The Saraswat Co-op. Bank Ltd.
IDBI Bank Limited	The Shamrao Vithal Co-op Bank Ltd.
Indian Overseas Bank	The South Indian Bank Ltd.
Oriental Bank of Commerce	Union Bank of India
Punjab National Bank	UCO Bank

## REGISTERED OFFICE

C-306, Crystal Plaza, Andheri Link Road,  
 Andheri [West], Mumbai - 400 053  
 Tel : +91-22-40682300  
 Fax : +91-22-40682323  
 Email : srane@ankurdrugs.com

## MANUFACTURING UNITS

### Daman Unit

Plot No. 3 & 4, Survey No. 168,  
 Dabhel Industrial Co-operative Society Ltd.,  
 Village Dabhel - 396 210  
 Nani Daman, Daman

### Himachal Unit I

Village Manakpur,  
 P.O. Lodhimajra,  
 Tehsil - Nalagarh - 174 101  
 District : Solan, H P

### Himachal Unit II

Village Makhnu Majra,  
 P.O. Baddi,  
 Tehsil - Nalagarh - 173 205  
 District : Solan, H P

## REGISTRAR & SHARE TRANSFER AGENT

Ajel Infotech Limited  
 106, Oshiwara Link Plaza Commercial Complex,  
 2<sup>nd</sup> Floor, New Link Road, Oshiwara,  
 Jogeshwari [West], Mumbai - 400 102  
 Tel : +91-22-26303348, 26303342, Fax : +91-22-26349264  
 Email : choksh@vsnl.com ; Website : www.ajel.in

# CHAIRMAN'S MESSAGE

Dear Shareowners,

*"The joy of visualizing a bright future is not without challenges"*

The year gone by was indeed full of challenges. Challenges from all sides in a heap, Challenge to complete the expansion project within the regulatory time deadline; challenge to fund the project; challenge of execution ; challenge of co-ordinating several/various activities for survival, streamlining and growth. Your Company had to re-strategise its planned activities in tune with demands of time, money, efforts and manpower to complete and start the project to avail the various tax benefits available at Baddi. And I have great satisfaction to state that indeed we have met the deadline. We have consciously taken a big hit on the profits by way of increased depreciation and interest outflow. In view of the above circumstances the board has not been able to declare dividends.

The entire gamut of exercise was undertaken because we visualize a bright future for the company. Short term aberrations do not deter the ambitious. We take it as a challenge to overcome them and become victorious. We are on our path towards it and once again very bright future lies ahead of us.

Our future focus is to scale up our activities taking advantage of the knowledge, the experience, dedicated manpower and infrastructure that we have built and established. The management strongly believes that *"BEING COMMITTED, NOTHING IS DIFFICULT"*.

The newly set up production facilities at Baddi have been validated by major leading international pharma companies. The Company has large numbers of orders in hand, which is lined up to be executed during the year.

The CDR EG has approved the restructuring package of the Company and constraints of working capital have been addressed to a large extent to regain growth momentum.

Ankur today is one of the leading company in the area of Contract Manufacturing of pharmaceutical formulations of various dosage forms to leading national and multinational pharma companies.

For the current year 2011-12, the monsoon is better in major parts of India, but the monstrous rising inflation is expected to cast a dark cloud on the horizon of growth.

Before I conclude, let me assure you of our commitment to create value for our stakeholders. I take this opportunity to thank the board for their constant guidance and support and Ankur employees for their commitment and contribution. We value the confidence that you have reposed in Ankur and sincerely look forward to your continued support and encouragement.

Warm regards,

**Purnandu Jain**

Chairman and Managing Director

Saturday; September 03, 2011

## NOTICE TO MEMBERS

**NOTICE** is hereby given that the seventeenth Annual General Meeting of the Members of ANKUR DRUGS AND PHARMA LIMITED will be held on Friday September 30, 2011 at 10:00 am at Garden Court, Veera Desai Road, Andheri [West], Mumbai 400 053, to transact the following business :

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2011 and Profit and Loss Account of the Company for the year ended on that date with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dileep Shinde, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification[s], the following Resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. M. G. Vashi & Co., Chartered Accountants, having Firm Registration No. 128577W registered with ICAI, retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of the Directors of the Company and the Auditors, in addition to re- imbursement of service tax and out of pocket expenses incurred by them for carrying out the Audit."

### **SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass with or without modification[s], the following resolution as an Ordinary Resolution :  
**"RESOLVED THAT** Mr. Ramesh Batham, who was appointed as an Additional Director of the company effective October 14, 2010 by the Board of Directors ceases to hold office under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing under section 257 of the Act proposing his candidature for the office of the director, be and is hereby appointed as a director of the company, liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification[s], the following resolution as an Ordinary Resolution :  
**"RESOLVED THAT** the Consent of the Company be and is hereby accorded to the Board of Directors pursuant to Section 293[1][d] of the Companies Act, 1956 to borrow monies from time to time, either by way of rupee loans or by way of foreign currency loans or by way of issue of debentures or by issue of any other instruments and either from Company's Bankers or from any other Bank/Financial Institution or from any other Lending Institution or Bodies Corporate or other persons, on such terms and conditions and covenants stipulated and as may be considered appropriate by the Board of Directors, not exceeding in the aggregate at any point of time ₹ 1500 crores [Rupees One Thousand and Five Hundred Crores] notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes."  
**"FURTHER RESOLVED THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalize and execute all documents/deeds/agreements etc. as may be required, to take all necessary steps and to do all acts, matters and things, as it may in its absolute discretion deem necessary, expedient, proper and desirable."
6. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution :  
**"RESOLVED THAT** in accordance with the provision of section 81[1A] and other applicable provisions, if any, of the Companies Act, 1956 [including any amendment or re-enactment thereof] ['Companies Act'], if any, and subject to such approvals, permission, consents and sanctions as may be necessary from the Government of India [GOI], the Reserve Bank of India [RBI], the Foreign Investment Promotion Board [FIPB], under the provisions of the Foreign Exchange Management Act, 1999 [FEMA], the Foreign Investment [Transfer or issue of security by a person resident outside India] Regulations, 2000, The Issue of Foreign Currency Convertible Bonds and Ordinary Shares [through Depository Receipt Mechanism] Scheme, 1993, the SEBI [Issue of Capital and Disclosure Requirements] Regulations, 2009 and subject to the necessary approvals, consents, permissions and / or sanctions of the Ministry of Finance [Department of Economic Affairs] and Ministry of Industry [Foreign Investment Promotion Board / Secretariat for Industrial Assistance] and all other ministries / departments of the GOI, RBI and the Securities And Exchange Board Of India [SEBI] and/ or any other competent authorities and the enabling provision of the Memorandum and Articles of Association of the company, the Listing Agreement entered into by the company with the Stock Exchanges where the company's shares are listed and in

accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarification issued thereon from time to time and subject to all other necessary approvals, permission, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, and which may be agreed to by the Board Of Directors of the company [hereinafter referred to as the “Board” which term shall include any committee thereof], consent of the company be and is hereby accorded to the Board, in its absolute discretion, to create, offer, issue and allot in one or more tranches whether rupee denominated or denominated in foreign currency, in the course of domestic/international offerings representing equity shares, equity shares through Global Depository Receipts [GDRS], American Depository Receipts [ADRS], debentures or bonds whether partly/optionally/fully convertible and/or securities linked to equity shares and/or non-convertible debentures or any other security permissible by Indian law including foreign currency convertible bonds and / or any other financial instrument [OFIS] convertible into or linked to equity shares or with/without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise, in registered or bearer form, secured or unsecured such that the total amount raised through the aforesaid securities [as detailed below] shall not exceed Indian rupee equivalent ₹ 1,040 million, of incremental funds for the company inclusive of such premium as may be from time to time decide [hereinafter referred to as “securities”], which shall include the specified securities as detailed below] to any person including qualified institutional buyers, foreign/ resident investor whether domestic/foreign institution, promoters, employees of the company, non-resident Indians, Indian public companies, corporate bodies [whether incorporated in India or abroad], trusts, Mutual funds, banks, insurance companies, pension funds, individuals or otherwise, [collectively called the [“investors”] through public issue[s], right issue, preferential issue and/or private placement[s], qualified institutional placements or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including premium, security, rate of interest, tenure etc., as may be decided by and deemed appropriate by the Board, subject to applicable law, in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, as the Board in its absolute discretion may deem fit and appropriate.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of section 81[1A] and other applicable provisions, if any, of the Companies Act, the provisions of chapter viii of the Securities And Exchange Board Of India [Issue Of Capital And Disclosure Requirements] Regulations, 2009 [“SEBI ICDR Regulations”] and the provision of the Foreign Exchange Management Act, 2000 [FEMA], Foreign Exchange Management [Transfer or Issue of Security by a Person Resident Outside India] Regulations, 2000, the Memorandum and Articles of Association of the company, listing agreements with each of the stock exchanges where the company's equity shares are listed, the Board of Directors may at their absolute discretion, in terms of the preceding resolution, issue, offer and allot in one or more tranches redeemable non convertible debentures[NCDs] [secured or otherwise] with attached warrants, with a right exercisable by the warrants holder to exchange with equity shares of the company at a later date [hereinafter referred to as 'warrant'], also any other securities in accordance with applicable law, whether convertible into or exchangeable with equity shares at a later date or not [herein after referred to as “specified securities”] for an amount not exceeding Indian ₹ 1,040 million, of incremental fund for the company to qualified institutional buyers [QIBs] pursuant to a qualified institutional placement [QIP], as provided under SEBI ICDR regulations and such issues and allotment to be made on such terms and condition as may be decided by the Board at the time of issue or allotment of the specified securities.”

**“RESOLVED FURTHER THAT** in the event that securities convertible into equity shares are issued under SEBI ICDR regulations, the relevant date for the purpose of pricing of the securities, shall be the date of the meeting in which the Board [which expression includes any committee thereof constituted or to be constituted] decides to open the issue of the specified securities subsequent to the receipt of the shareholders' approvals in the terms of section 81[1A] and other applicable provisions, if any, of the Companies Act 1956 and other applicable laws, regulations and guidelines in relation to the proposed issue of specified securities through a qualified institutional placement in accordance with the SEBI ICDR regulations as mentioned above.”

**“RESOLVED FURTHER THAT** in the event that non convertible debentures with or without warrants with a right exercisable by the warrant holder to exchange with equity shares of the company are issued, the relevant date for determining the price of the equity shares of the company, if any, to be issued upon exchange of the warrants, shall be the date of the meeting in which the Board [which expression includes any committee thereof constituted or to be constituted] decides to open the proposed issue of the NCDs in accordance with the SEBI ICDR regulations.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of and further to the existing consents under section 293[1][a] and other applicable provisions of the Companies Act, 1956 consent of the members be and is hereby granted to the Board to create the security, if necessary, for all or any of the securities to be issued by the creation of the mortgage and/ or charge on all or any of the company's immovable/movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.”

**“RESOLVED FURTHER THAT** the equity shares as may required to be issued and allotted upon exchange with the warrants shall rank pari passu inter-se with the then existing equity shares of the company, in all respect or if permitted by applicable law as may be otherwise determined by the Board of directors.”

**“RESOLVED FURTHER THAT** such of the securities to be issued as are not subscribed may be disposed off by the Board in such manner and/or on such terms and conditions, including offering or placing them with QIBs, as the Board may deem fit and proper, in its sole and absolute discretion.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board whenever required in consultation with the merchant banker[s] and / or other advisor[s] be and is hereby authorized to determine the form, terms and timing of the issue[s], including the selection of QIBs to whom the securities are to be offered, issued and allotted and matters related thereto, as the Board may decide, in its sole and absolute discretion.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practice and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the securities during the duration of the securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the securities that are not subscribed.”

**“RESOLVED FURTHER THAT :**

[i] the securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the company; and

[ii] The underlying equity shares, if any, shall rank pari passu with the then existing equity shares of the company.”

**“RESOLVED FURTHER THAT** the issue of equity shares underlying the securities to the holders of the securities shall inter alia, be subject to the following terms and conditions :

[i] in the event of the company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus and the premium, if any, stand reduced pro-rata.

[ii] in the event of the company making a right offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the securities at the same price at which the same are offered to the then existing shareholders; and

[iii] In the event of any merger, amalgamation, takeover or any other re-organization or split or consolidation of the equity shares or re-classification into other securities, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offering or securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement, agreement, memorandum, documents etc., with agencies and also seek the listing of such securities on one or more national and international stock exchange[s] and the equity shares to be issued on conversion of the securities as set forth in the aforesaid resolution, if any on the stock exchange[s], authorizing any director[s] or any officer[s] of the company to sign for and on behalf of the company, the offer document[s], agreement[s], arrangement[s], application[s], authority letter[s], or any other related paper[s]/ document[s] and give any undertaking[s], affidavit[s], certificate[s], declaration[s] as he may in his absolute discretion deem fit including the authority to amend or modify the aforesaid document[s].”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of the offering and all such equity shares shall rank pari passu with the then existing equity shares of the company in all respect, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form and term of the issue[s], including the class of investors to whom the securities are to be allotted, number of securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of securities / exercise of warrants / redemption of securities, rate of interest, redemption period, listings on one or more stock exchanges in India and appoint lead managers, and other agencies as the Board in its absolute discretion deems fit and to make and accept any modifications in the



proposal as may be required by the Authorities involved in such issues in India and to settle question or difficulties that may arise in regard to the issue[s].”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any committee of directors, person and/or employee of the company individually or as a committee of such persons/employee, on such terms & conditions as it may deem fit and revoke and substitute such delegation as permitted by the regulatory authorities, the companies act and the other applicable provision, to give effect to the aforesaid resolution and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration or modification[s] as they may deem fit and proper and give such directors as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to :

- a] Approving the offer document and filing the same with any authority or persons as may be required;
- b] Taking decision to open the issue, decide bid opening and closing date;
- c] Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
- d] Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue or equity shares by the company;
- e] Opening separate special account[s] with a scheduled bank to receive monies in respect of the issue of the securities;
- f] Making applications for listing of the securities of the company on one or more stock exchange [s] and to the execute and to deliver or arrange the delivery of the listing agreement[s] or equivalent documentation to the concerned stock exchanges[s];
- g] Finalisation of the allotment of securities on the basis of the bids received;
- h] Finalisation of an arrangement for the submission of the placement document[s] and any amendments/supplements thereto, with any government and regulatory authorities, institutions or bodies as may be required;
- i] Approval of the preliminary and final placement document [ including amending, varying or modifying the same, as may be considered desirable or expedient] as finalized in consultation with the lead managers/ underwriters / advisors in accordance with applicable laws, rules, regulations and guidelines;
- j] Finalisation of the basis of allotment in the event or over-subscription;
- k] Acceptance and appropriation of the proceeds of the issue of the securities;
- l] Authorisation of the maintenance of the proceeds of the issue or the securities;
- m] Authorisation of any director or directors of the company or other officer or officers of the company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion as may deem necessary or desirable in connection with the issue and allotment of the securities;
- n] Seeking if required, the consent of the company's lenders, parties with whom the company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the securities;
- o] Seeking the listing of the securities on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- p] Giving or authorising the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- q] Deciding the pricing terms of the securities, and all other related matters.”

7. To consider and if thought fit, to pass, with or without modification[s], the following resolution as a Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Section 31 of the Companies Act, 1956 read with the Section 53 of the Companies Act, 1956 in consonance with Section 2, 4, 5 and 81 of the Information Technology Act, 2000 and the Circular No. 17/2011 and 18/2011 issued by the Ministry of Corporate Affairs and other provisions of Sections, Rules, Regulations issued by any Statutory Authority, thereof, the Article No. 191 of the Articles of Association of the Company, be and is hereby altered to insert the following clause [a] after the existing Article 191 in the Articles of Association :

“191[a] Where the Circulars, Notifications, Rules issued by the Ministry of Corporate Affairs and the provisions of the Companies Act, 1956 read with the Information Technology Act, 2000 provide for the company to issue and serve notices, including copies of the Balance Sheet, Auditors Report, Notice and Directors Report under Section 219 and any other document through the electronic mode, subject to the terms and conditions as specified by the Ministry of Corporate Affairs or any Statutory Authority in this regard, the Company shall have the option of sending the documents/ notices by e-mail by giving the members the advance opportunity to register their e-mail address and the changes therein with the company from time to time.”

**"FURTHER RESOLVED THAT**, the Board of Directors, be and are hereby authorized to make the necessary alterations in the Articles of Association, and set up such facility and mechanism for registering the email address with the Company and/or with the Registrar & Transfer Agent, as may be necessary, for the purpose of compliance with the relevant circulars and notifications issued by the Ministry of Corporate Affair, in this regard and to delegate this authority to such other person or persons as may be deemed necessary for the successful implementation of the electronic mode of service of documents and to ensure the necessary compliance."

8. To consider and if thought fit, to pass with or without modification[s], the following resolution as a Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with the limits and conditions under clause C of Section II of Part II of Schedule XIII to the said Act, and subject to the approval of the Central Government and any other sanctions as may be necessary in law, approval of members of the Company be and is hereby accorded for continuation of Mr. Purnandu Jain as the Chairman and Managing Director on the same terms and conditions of remuneration and perquisites as had been approved by the shareholders in the Annual General Meeting held on September 27, 2008 and to partially modify the earlier resolution passed for approval of the terms and conditions of remuneration and perquisites as set out in the agreement entered into between the Company on one hand and Mr. Purnandu Jain on the Other, for applicability of clause C of Section II of Part II of Schedule XIII, with the discretion to the Board to alter and vary the terms and conditions of the aforesaid appointment and remuneration payable to the said Managing Director from time to time as it may deem fit.

**"FURTHER RESOLVED THAT** so long as the loss or inadequacy of profit in the Company exist, the remuneration payable to Mr. Purnandu Jain shall be governed by clause C of Section II of Part II of Schedule XIII of The Companies Act, 1956 and on such terms and conditions which the Central Government may on an application direct thereof."

**"FURTHER RESOLVED THAT** in the event of any statutory amendment or modification or relaxation by the Central Government of Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid agreement entered into between the Company and Mr. Purnandu Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting."

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

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with the limits and conditions under clause C of Section II of Part II of Schedule XIII to the said Act, and subject to the approval of the Central Government and any other sanctions as may be necessary in law, approval of members of the Company be and is hereby accorded for continuation of Mr. Girraj Vijayvargiya as the Whole Time Director on the same terms and conditions of remuneration and perquisites as had been approved by the shareholders in the Annual General Meeting held on September 27, 2008 and to partially modify the earlier resolution passed for approval of the terms and conditions of remuneration and perquisites as set out in the agreement entered into between the Company on one hand and Mr. Girraj Vijayvargiya on the Other, for applicability of clause C of Section II of Part II of Schedule XIII, with the discretion to the Board to alter and vary the terms and conditions of the aforesaid appointment and remuneration payable to the said Wholetime Director from time to time as it may deem fit.

**"FURTHER RESOLVED THAT** so long as the loss or inadequacy of profit in the Company exist, the remuneration payable to Mr. Girraj Vijayvargiya shall be governed by clause C of Section II of Part II of Schedule XIII of The Companies Act, 1956 and on such terms and conditions which the Central Government may on an application direct thereof."

**"FURTHER RESOLVED THAT** in the event of any statutory amendment or modification or relaxation by the Central Government of Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid agreement entered into between the Company and Mr. Girraj Vijayvargiya be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting."

Registered Office :  
C-306, Crystal Plaza, Andheri Link Road,  
Andheri [West], Mumbai - 400 053.

Date : September 03, 2011

For Ankur Drugs and Pharma Ltd  
By Order of the Board of Directors

S. C. Rane  
Company Secretary

## NOTES :

- [a] The Relative Explanatory Statements pursuant to Section 173[2] of the Companies Act, 1956, in respect of the business under Item No. 4 to 9 set out above and the relevant details in respect of Item No[s]. 2, 4 , 8 and 9 as set out above pursuant to Clause 49 of the Listing Agreement with the Stock Exchange[s] are annexed hereto.
- [b] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
- [c] The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2011 to Friday, September 30, 2011 [both days inclusive] for the purpose of the Annual General Meeting.
- [d] Members/Proxies should bring the enclosed Attendance Slips duly filled in, for attending the Meeting along with the Annual Report.
- [e] Corporate Members intending to send their authorised representative/s to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative/s to attend and vote at the meeting.
- [f] Members seeking any information or clarification on the annual accounts, are requested to send their queries at the Registered Office of the Company at least Seven days prior to the date of the Meeting so that the required information is made available at the Meeting.
- [g] Members are requested to intimate changes, if any in their registered address
- [i] to their depository participants [DPs] in respect of shares held in Demat form; and
  - [ii] to the Company's Registrar and Transfer Agent, namely, Ajel Infotech Limited Unit : Ankur Drugs And Pharma Limited, 106, Oshiwara Link Plaza Commercial Complex, 2nd Floor, New Link Road, Oshiwara, Jogeshwari [West], Mumbai 400 102 in respect of shares held in physical form, quoting their folio numbers.
- As per SEBI's directive, w.e.f. June 26, 2000 all investors can offer delivery of company shares in dematerialised form only. 1,88,07,762 number of shares [97.24%] have been dematerialised as at March 31, 2011.
- Members are requested to take steps to dematerialise their shares held in physical form to have easy liquidity. The Company's ISIN is **INE238D01012**.
- As per SEBI Circular No. MRD/DOP/CIR-05 / 2009 dated May 20, 2009, it is mandatory to quote PAN No. for transfer of shares in physical form. Therefore the transferee[s] is required to submit self attested PAN CARD copy to the Registrar and Share Transfer Agent of the Company for registration of transfer of shares.
- [h] Brief resume and other particulars of Mr. Dileep Shinde, Mr. Ramesh Batham, Mr. Purnandu Jain and Mr. Girraj Vijayvargiya as required under para IV of Clause 49 of the Listing Agreement is annexed to the notice.

**Registered Office :**  
**C-306, Crystal Plaza, Andheri Link Road,**  
**Andheri [West], Mumbai - 400 053.**

**Date : September 03, 2011**

**For Ankur Drugs and Pharma Ltd**  
By Order of the Board of Directors

**S. C. Rane**  
Company Secretary



## **ANNEXURE TO NOTICE**

**As required by section 173[2] of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to business mentioned under Item no 4 to 9 of the accompanying notice dated September 03, 2011.**

### **Item No. 4**

Mr. Ramesh Batham was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on October 14, 2010. According to the provisions of Section 260 of the Companies Act, 1956 the said Director holds office up to the ensuing Annual General Meeting. Consent of the members at the general meeting is required for appointment of a Director liable to retire by rotation. Further a notice has been received from a member of the company pursuant to Section 257 proposing at the ensuing Annual General Meeting the candidature of Mr. Ramesh Batham for appointment as a Director on the Board of the company, liable to retire by rotation.

None of the other Directors of the Company is in anyway, concerned or interested in the proposed resolution.

Your Directors recommend the resolution for your approval.

### **Item No. 5**

Section 293[1][d] of the Companies Act, 1956 requires the consent of the shareholders in General Meeting for authorizing the Board of Directors to borrow money from time to time, for the purposes of the Company, where money to be borrowed together with the money already borrowed by the Company [apart from temporary loans/facilities obtained from the Company's Bankers in the ordinary course of Business] will exceed the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

The Company is in the process of raising finances through the issue of Non Convertible Debentures, for an amount not exceeding ₹ 100 Crores [Rupees One Hundred Crores]. The Board of Directors propose the said resolution as an enabling resolution in order to provide and approve this increase in the Borrowing Powers.

The members at the Sixteenth Annual General Meeting of the Company held on September 30, 2010 had authorised the Board of Directors to borrow money up to a sum of ₹ 1,250 crores. [Rupees One Thousand Two Hundred Fifty Crores]. Keeping in view the capital expenditure requirements and extensive growth plans of the Company, the existing borrowing powers of the Board needs to be enhanced. Therefore approval of the members is sought enabling the Board of Directors to borrow amount upto ₹ 1,500 Crores [Rupees One Thousand and Five Hundred Crores]

None of the Directors of the Company is in anyway, concerned or interested in the proposed resolution.

Your Directors recommend the resolution for your approval.

### **Item No. 6**

In order to finance its long term growth plans, the Company proposes to raise resources by issue of redeemable non convertible debentures[NCDs] [secured or otherwise] with attached warrants not exceeding ₹ 1,040 million, in one or more tranches, at such price or prices and at such time as may be considered appropriate by the Board of Directors of the Company, to various permissible categories of investors/lenders in the domestic/international market as set out in the Resolution of the Notice.

The detailed term of issue including the issue price of the Securities shall be in term of the SEBI [Issue of Capital and Disclosure Requirements] Regulations, 2009 and will be decided by the Board of Director or the Committee thereof in consultation with the Merchant Bankers and other Advisors and/or other intermediaries as may be appointed by the Board or Committee thereof. The proposed resolution is to enable the Board of Directors to facilitate mobilization of adequate resources to meet the growing needs of the Company by way of issuance of securities in the manner stated in the resolution.

The relevant date for the determination of the price of the equity shares on warrants to be issued shall be the date of the meeting in which the Board or the Committee decides to open the issue.

In as much as the proposed resolution may result in an issue of equity shares [whether upon conversion or otherwise] of the Company otherwise than to the Members of the Company or result in issue of securities for which the consent of shareholders is required, consent of the Shareholders is being sought pursuant to Section 81[1A] of the Companies Act, 1956 and other applicable provisions for the proposed issue of securities to the Qualified Institutional Investors as detailed in the Resolution.

The proposed issue of securities is in the interests of the Company and your Directors recommend the resolution set-out in the Notice as Special Resolution, for approval of the Members.

The Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent of Securities that may be subscribed by the Banks / Institutions / Other Lenders of the companies in which they are Directors or Members.

**Item No. 7**

The Ministry of Corporate Affairs [MCA] has recently adopted a green initiative in corporate governance. Pursuant to the provisions of Sections 2, 4, 5 and 81 of the Information Technology Act, 2000 along with the discontinuation of the "Certificate of Posting" by the Department of Posts, the MCA has vide its Circular No. 17/2011 and 18/2011 permitted all companies to issue notices/ serve documents to its Members in the electronic mode on the e-mail addresses of the Members, as registered with the company.

The MCA states the following conditions to be fulfilled by the Company, in order to validate the service of notice/ documents in the electronic mode :

- Grant of advance opportunity to members to register and change their e-mail id with the company from time to time;
- Complete display of documents on company website and the advertisement of such to be issued in Advertisement;
- In case any member has not registered his email Id, procedure specified under section 53 is to be followed for sending documents;
- Physical copies to be made available to members insisting for the same.

Ensuring good Corporate Governance and as a Environment friendly measure, your company has decided to initiate the procedure for issuing Reports/ Notices and servicing of other documents to its Members through electronic mode.

Members are requested to follow the procedure stated in the "Green Initiative in Corporate Governance Save paper" stated at the end of the Annual Report circulated to them and send the same to the Company/ Registrar and Transfer Agent for the purpose of availing this facility.

None of the Directors of the Company is in anyway, concerned or interested in the proposed resolution.

The said resolution is recommended by the Board for the approval of the members as a Special resolution.

**Item No 8.**

Mr. Purnandu Jain is a graduate from commerce faculty and a Chartered Accountant. He is associated with the Company since October 15, 1996. Under his visionary leadership the Company has made excellent all-round progress in terms of business growth, scalability of operations and profitability. He is appointed as the Chairman and Managing Director of the Company from August 23, 2003.

Approval of the members of the Company is required at the ensuing Annual General Meeting for continuation of Mr. Purnandu Jain as Chairman and Managing Director of the Company on the same terms and Conditions as had been approved by the Shareholders in the Annual General meeting held on September 27, 2008 and to partially modify the terms and conditions for payment of remuneration and perquisites etc. for applicability of clause C of Section II of Part II of Schedule XIII to the Companies Act, 1956.

The Company vide its Balance Sheet as on March 31, 2011 has incurred a net loss of ₹ 6,880.80 Lacs. The terms and conditions of remuneration which the Shareholders had approved on September 27, 2008 are outside the limit specified in Section I of Part II of Schedule XIII and are falling within the ambit of clause C of Section II of Part II of Schedule XIII and hence for applicability of Clause C of Section II of Part II of Schedule XIII the above resolution is proposed.

Since the resolution attracts clause C of Section II of Part II of Schedule XIII the Company shall be making application to the Central Government for seeking its approval.

The terms and conditions of appointment and remuneration as approved by the Shareholders earlier are as follows:

- a] ₹ 12,00,000 p.m. consolidated [in the scale of ₹ 12,00,000 - 14,00,000 - 16,00,000 - 18,00,000 - 20,00,000]
- b] Contribution to Provident Fund as per the Company's rules.
- c] Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- d] One month Leave encashment for each completed year of service to the extent of unavailed leave.
- e] Car with driver for official as well as personal use.
- f] Mobile phone for official and personal use.
- g] Telephone at residence for official and personal use.

The terms and conditions of appointment and remuneration as set out in the agreement , may be altered and varied from time to time, by the Board of Directors of the Company, at its discretion, so as not to exceed any statutory modification or re-enactment thereof, for the time being in force or any amendments made thereto.

This may be regarded as an abstract of the agreement entered into between the Company and Mr. Purnandu Jain, Chairman and Managing Director of the Company pursuant to Section 302 of the Companies Act, 1956. The Agreement is available for inspection by the members at the registered office of the Company during all working days, except holidays, between 11.00 a.m. to 4.00 p.m. up to the date of Annual General Meeting.

The information as required under part [C][iv] of Section II in Part II of Schedule XIII of the Companies Act, 1956 is annexed separately.

None of the directors except Mr. Purnandu Jain is concerned or interested in the above resolution relating to his appointment as