

Annual Report
2013- 2014

Caring for your Health



ARVIND REMEDIES LIMITED

190, Poonamallee High Road, Chennai - 600 084.

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CONTENTS AT A GLANCE

From The Desk Of Md & Ceo	4
Notice	5
Directors' Report	19
Report on Corporate Governance	30
Auditor's Report	40
Financial Statements	44
Statement pursuant to Section 212	71
Consolidated Financial Statements	74

**Board of Directors**

Dr. B Arvind Shah	CEO & Managing Director
Dr. Chandra Ravindran	Whole-time Director
Mr. K.V. Narayan	Director .. upto 3.7.2013
Dr. C.M.K.Reddy	Director
Mr. R Raja Mohan	Director
Mr. V R Mehta	Director
Mr. Ankur Agarwal	ED(Technical)
Mr. Sudhir Chandra	Director
Mr. V Santhana Raman	Additional Director upto 24.7.2013

**Finance Controller
Company Secretary
Statutory Auditor**

Mr. S. Balakrishnan
Mr. P R Krishnan
M/s. Doshi, Chatterjee, Bagri & Co.
Chartered Accountants
Flat 3A, Saket, No.2, Ho Chi Minh Sarani
Kolkata 700 071

Internal Auditors

Mr. R T Vijayaraghavan
No.64, Madley second street, T Nagar,
Chennai 600 017

Cost Auditor

M/s. SBK Associates
Flat A, Vrindavan Apartment,
No.1, Poes road, 4th street
Teynampet, Chennai - 600018

Bankers

Punjab National Bank
United Bank of India
Allahabad Bank
State Bank of India
IDBI Bank Ltd.
The Karur Vysya Bank Ltd.
Corporation Bank
Indian Overseas Bank

Registered office

190, Poonamallee High Road, Chennai 600 084.
Phone: +91-44-43439595, 43432929
Fax +91-44-26423296
E-mail: arl@arvindremedies.com
Website: www.arvindremedies.com

Works

1. 38,39, &40 SIDCO Industrial Estate, Kakalur
Tiruvellore District, Tamil Nadu 602003
2. Plot No.G28 & 29,SIPCOT Industrial Park,
Irrungatukottai Dist. Kancheepuram, Tamil Nadu
3. G44,45&46 SIDCO Ind. Estate Kakalur
Tiruvellore District, Tamil Nadu 602003

**Registrar and
Share Transfer Agent**

M/s. Cameo Corporate Services Limited
Subramanian Building.No.1 Club House Road,
Chennai 600 002 Phone: 044-28460390



FROM THE DESK OF MD & CEO

Dear Shareholders,

FY 14 has been a good year for Arvind Remedies with growth in overall business and commercialization of Unit 3, we are foraying our presence in the 1000cr Revenue mark. We are much grateful to our esteemed shareholders for all their support and co-operation extended all along in the past. Our presence in Domestic market has increased to 30 own brands across acute and chronic segment. Currently our field force is covering 10 states. In the Generic segment we have a specialised team for In house sales & marketing personnel which has a good reach to Pan India. Going ahead we expect to explore more opportunities to increase the number of product, and the marketing territories for the domestic segment. This year we have seen increase of contribution from the CRAMS segment which we cater to various national and multinational companies in dosage forms of Tablets, Capsules, Dry Syrups, Ointments, Liquid Orals and Injectables. In the International market we are foraying into new regions and expect larger contributions in the marketing share in the coming years. New products are also being developed with the patents registration. Looking at the need of drugs with less side effects and better efficacy, we at Arvind Remedies are engaged in developments of dosage forms with unique USP. As a result side effect of existing formulation is reducing and bioavailability of drug or end point therapeutic effect is increasing. Currently we have products in the late clinical stage in different therapeutic segments like Neuro de-generation disorder, Arthritis, Cardiac, Depression and Viral Diseases. Needless to mention, we look forward to your continued support in bringing up ARL to the heights of global renown.

With good wishes,
Dr. B. Arvind Shah

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held on Monday, 29th September 2014 at 10.00 am at the "Santhosh Hall, VGP Golden Beach Resorts, ECR, Injambakkam, Chennai - 600 041 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

2. To declare dividend for the year ended 31st March 2014.

3. To appoint a director in place of Mr. Ankur Agarwal (holding DIN 01003199), who retires by rotation and being eligible offers himself for re-appointment. and to pass the following resolution thereof.

"RESOLVED THAT pursuant to section 152(6) of the Companies Act, 2013, Mr. Ankur Agarwal (DIN 01003199), be and is hereby reappointed as a director of the Company and he shall continue in the office as ED (Technical), till the expiry of the period of his tenure, on the same terms and conditions of his appointment."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. To appoint M/s. Doshi Chatterjee Bagri & Co. , Chartered Accountants (ICAI Registration No 51956 & Firm Registration 325197E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 29th AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Doshi Chatterjee Bagri & Co. Chartered Accountants (Firm Registration No. 325197E) be and are hereby appointed as the Auditors of the company, to hold office from the conclusion of this AGM until the conclusion of the 29th AGM of the Company to be held in 2017 subject to ratification by members at every AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors".

SPECIAL BUSINESS:

5. 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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. CMK Reddy, (holding DIN 00859774), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation"



6. 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 Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. R. Raja Mohan (holding DIN 0823299), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.”

7. 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 Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V R Mehta (holding DIN 00051415), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.”

8. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sudhir Chandra (holding DIN 06602402), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the shareholders of the Company by way of Postal Ballot, the result of which was declared on 19th October 2009 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.600 Crores (Rupees Six Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof



for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures or bonds or other debt instruments issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the company in terms of loan agreement(s) or any other document entered into / to be entered into between the company and the lender(s) in respect of the said loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalise, settle and execute such documents / deed / writings / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to create mortgage / charge as aforesaid and also to delegate all or any of the above powers to the committee of directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013, and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including statutory modification(s) or re-enactments thereof, for the time being in force) the draft regulation contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By order of the Board of Directors
For Arvind Remedies Limited

Managing Director

Place : Chennai
Date : 29th August 2014



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 29th August 2014. The Notice of the Meeting is also posted on the website of the Company <http://Arvindremedies.com>

3. The Register of Members and the Share Transfer books of the Company will remain closed from 26th September 2014 to 29th September 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to dividend for the year 2013-14.

4. The Dividend for the year ended 31st March, 2014 as recommended by the Board, if sanctioned at the meeting, will be paid to those members whose names appear in the Company's register of members on 29th September 2014. In respect of shares held in demat mode, the dividend will be paid on the basis of beneficial ownership details to be furnished by National Security Depository Limited and Central Depository Services (India) Limited for this purpose at the end of business day on 24th September 2014.

5. During the financial year, the unpaid/unclaimed dividend amount pertaining to the year 2005-2006, Rs 6,31,793/- was transferred to the Investors' Education and Protection Fund Account.

6. During the current year, the unpaid/unclaimed dividend amount pertaining to the year 2006-07 being Rs 5,05,378/- will be transferred to the Investors Education and Protection Fund Account.

7. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the company for the payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) pursuant to Section 205A(5) of the Companies Act, 1956 on respective due dates mentioned therein. Kindly note that after such date, the members will lose their rights to claim such dividend

Year	Date of Declaration of Dividend	Dividend %	Expected date of transfer of dividend to IEPF
31.3. 2007	28.9.2007	5%	27.9.2014
31.3.2008	29.9.2008	5%	28.9.2015
31.3.2009	30.10.2009	5%	29.10.2016
31.3.2010	28.9.2010	5%	27.9.2017
31.3.2011	19.9.2011	7%	18.9.2018
31.3.2012	14.9.2012	7%	13.9.2019
31.3.2013	23.9.2013	10%	22.9.2020

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

10. Electronic copy of the Notice of the 26th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2014 will also be available on the Company's website <http://Arvindremedies.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@arvindremedies.com.

12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 26th Annual General Meeting (AGM) through e-Voting Service provided by Central Depository Services (India) Limited (CDSL). E-Voting is optional. The procedure and instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.



- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.