

BERYL

DRUGS LIMITED



BERYL DRUGS LIMITED

TENTH ANNUAL REPORT 2002-2003

- BOARD OF DIRECTORS** : Shri Sanjay Sethi Chairman Cum Managing Director
Shri Sudhir Sethi, Whole-Time Director
Shri Sunil Jain, Director
Shri Rajendra Dammani, Director
Shri Hemant Jain, Director
- AUDIT COMMITTEE** : Shri Sunil Jain, Chairman
Shri Rajendra Dammani
Shri Hemant Jain
- AUDITORS** : SUBHASH CHAND JAIN ANURAG & ASSOCIATES
Chartered Accountants
4, Archana Apartment
8-B, Ratlam Kothi
INDORE - 452 001
- REGISTERED OFFICE** : 133, Kanchan Bag,
Indore - 452 001.
- PLANT** : Plot No. 123 & 124
Industrial Area No. 1
Pithampur, Distt. DHAR (M.P.)
- BANKERS** : Punjab National Bank, Indore
- LISTED STOCK EXCHANGES** : **M.P. STOCK EXCHANGE**
201, Palika Plaza, MTH Compound
Indore
- THE STOCK EXCHANGE, MUMBAI**
Phiroze Jeejeebhoy Tower
Dalal Street, Fort, MUMBAI - 400 001
- THE STOCK EXCHANGE, AHMEDABAD**
Kamadhenu Complex
Opp. Sahajanand College, Panjarapole
Ambawadi, AHMEDABAD - 380 015
- SHARE TRANSFER AGENT** : **LEO CORPORATE CONSULTANTS (INDORE) PVT. LTD.**
7, ARCHANA APARTMENT
8-B, RATLAM KOTHI
INDORE - 452 001
PHONE : 2519439, 2518937, 2527682, 2521194
FAX NO. 0731 - 2519116
E-mail : leogroup@satyam.net.in

BERYL DRUGS LIMITED**NOTICE**

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held on Tuesday, the September 30, 2003 at 11.00 A.M. at the Indore Nursery Hukma Khedi, A.B. Road, Indore - 452 001 (M.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2003 and Profit & Loss Account for the year ended on that date along with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Dammani who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Subhash Chand Jain Anurag & Associates, Chartered Accountants, Indore, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Hemant Jain, who was appointed as an Additional Director of the Company with effect from March 08, 2003, pursuant to section 260 of the Companies Act, 1956 and who holds the office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a shareholder proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.

5. Variation in the term of remuneration of Mr. Sanjay Sethi, Managing Director of the Company

RESOLVED THAT in accordance with the provision of section 269, 309, 310 & other applicable of the Companies Act 1956 if any read with provisions of schedule XIII of the Act, in partial modifications of resolution passed at the Annual General Meeting of the Company held on September 30, 2000 in respect of re-appointment and term of remuneration of Mr. Sanjay Sethi, Managing Director the Company hereby accord its consent to in hence the remuneration payable to Mr. Sanjay Sethi, Managing Director from Rs. 7500/- (Rs. Seven Thousand Five Hundred only) per month to Rs. 15,000 (Fifteen Thousand only) per month with effect from October 01, 2003.

6. Variation in the term of remuneration of Mr. Sudhir Sethi, Whole-time Director of the Company

RESOLVED THAT in accordance with the provision of section 269, 309, 310 & other applicable of the Companies Act 1956 if any read with provisions of schedule XIII of the Act, in partial modifications of resolution passed at the Annual General Meeting of the Company held on September 30, 2000 in respect of re-appointment and term of remuneration of Mr. Sudhir Sethi, Whole-time Director the Company hereby accord its consent to in hence the remuneration payable to Mr. Sudhir Sethi, Whole-time Director from Rs. 7500/- (Rs. Seven Thousand Five Hundred only) per month to Rs. 15,000 (Fifteen Thousand only) per month with effect from October 01, 2003.

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and to attend and on a poll to vote instead of himself and the proxy need not be a member of the Company. A member unable to attend may appoint a person (whether a member or not) as his proxy in the enclosed form which shall be deposited with the principal office of the Company.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The register of members and share transfer books of the Company will remain closed from September 22, 2003 to September 30, 2003 (both days inclusive).
3. Members are requested to immediately intimate any change in their addresses to the Registrar and Share

BERYL DRUGS LIMITED**EXPLANATORY STATEMENT**

In terms of Section 173(2) of The Companies Act, 1956, the following explanatory statement sets out all the material facts relating to the item no. 4 of the accompanying notice:

Item no. 4

Mr. Hemant Jain, was appointed as an Additional Director of the Company with effect from March 08, 2003 and pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act), he holds the office as Director only upto the date of this Annual General Meeting, but he is eligible to be appointed as a Director. The Company has received the required notice pursuant to the provisions of Section 257 of the Act from a member signifying his intention to propose the appointment of Mr. Hemant Jain as a Director of the Company. Mr. Hemant Jain has filed his consent, pursuant to the provisions of Section 264 of the Act to act a Director.

Yours Directors recommend the Resolution no. 4 for the approval of members of the Company.

Mr. Hemant Jain may be deemed to be concerned or interested in the resolution relating to his appointment.

Item no. 5 & 6

At the Annual General Meeting held on September 30, 2000, the members of the Company had approved the re-appointment of Mr. Sanjay Sethi, Managing Director and Mr. Sudhir Sethi, Whole-time Director of the Company in the salary of Rs. 7500/- (Rupees Seven Thousands) per months for the period of five years with effect from December 12, 2000 as specified in the notice of the said Annual General Meeting. The Board of Directors of the Company at its meeting held on September 02, 2003 approved the following variation in the terms and conditions of Mr. Sanjay Sethi, Managing Director and Mr. Sudhir Sethi, Whole-time Director on the Company for he remaining period of their tenure.

- i. increase in the remuneration payable from Rs. 7500/- per month to Rs. 15000/- per month.
- ii. All other terms and conditions of their appointment will remain unchanged.

The resolution for the variation in the terms and conditions of Mr. Sanjay Sethi, Managing Director and Mr. Sudhir Sethi, Whole-time Director, both being brother, are recommended for acceptance by the shareholder in the ensuing Annual General Meeting.

None of the Directors other than Mr. Sanjay Sethi, and Mr. Sudhir Sethi is concerned or interested in the resolution.

**By order of the Board
For Beryl Drugs Limited**

Dated : 2nd August, 2003

**SD/-
(SANJAY SETHI)
CHAIRMAN CUM MANAGING DIRECTOR**

BERYL DRUGS LIMITED**DIRECTORS' REPORT**

To,
The Share Holders,

Your Directors have pleasure in presenting their Tenth Annual Report on the Audited Accounts for the financial year ended on 31st March, 2003.

1. YEAR UNDER REVIEW:

The year 2002-03 was again not so healthy for the industrial sector of Indian economy and International economy as well. During the year the interest rates have continuously shown declining trend, though there have been volatile movements, first during May/ June of 2002 during the threat of Indo-Pak war and then during February 2003, during the start of the Iraq war. Inflation rates, however while showing a declining trend during the first half of 2002, have been continuously raising during the first quarter and reached a high during the Iraq war. Therefore, continuous disturbance in the international politics attract the attention of Government to take political decisions rather than economic reforms.

2. FINANCIAL RESULTS AND OPERATIONS

	(Rupees in Lacs)	
	Year ended	Year ended
	31.3.2003	31.3.2002
Total Income	503.94	447.89
Total Expenditure	481.73	433.37
Profit before prior period adjustment	22.20	14.53
Less: Prior period adjustment	0.29	Nil
Income tax for earlier year	0.17	Nil
Profit before Tax	21.74	14.52
Less: Provision for Income Tax	2.61	2.09
Profit after Tax	19.13	12.43
Profit/ (Loss) brought forward from last year	(27.31)	(39.74)
Balance of Profit/(loss) carried to Balance Sheet	8.18	(27.31)

During the year, company succeed to increase its sales by 17.83% over the sales of previous year i.e Rs. 5,11,20,902.50 (Previous Year Rs. 4,33,83,673.42) which shows that business activities of the Company has been increased. Due to better performance and support of staff and employee directed under intellectual management, Company has generated the profit of Rs. 19,12,879.05 against the profit of earlier year that was Rs. 12,43,400.58 and recorded the increase of 53.84% over the last year's profit. But due to past losses brought forward to this year, profit of the year has been diluted and overall financial performance converted into loss. But in view of the continuous improvement in the performance of the Company for last few years, your directors are hopeful that within very short period, Company would be able to meet out its past loss and will generate its actual profit.

3. OPPORTUNITIES AND OUTLOOK

The Indian medical industry is going through major structural changes. The key factors influencing the industry are : boost in healthcare spend due to raising incomes, growth in patient population, intense price rivalry amongst industrial players, entry of private insurers, change in price control regime, increased in the R&D investments and consolidation within the Industry. These changes pose many challenges and opportunities to Companies operating in this environment. In this context, the company has identified the following opportunities where it can deploy its resources.

- To increase its growth through increasing doctors coverage, territorial expansion and building strong sales systems.
- Exploitation of product development skill and providing turnkey services to large generic players in drugs synthesis to dossier development required for regulatory approvals.
- Development of New Drug Delivery Systems (NDDS) to create differentiated products and market exclusively in commodity generic market.

BERYL DRUGS LIMITED**4. DIVIDEND :**

In order to further strengthen the company to expand its business activities and absence of adequate distributable profit during the year, your Directors regret their inability to recommend any dividend for the financial year 2002-2003.

5. PUBLIC DEPOSITS :

The Company has neither invited nor accepted any deposit from the public within the Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 during the year.

6. MERGER OF UNIT CONCERN:

Your Company has merged its Unit Concern (i.e. Flora & Fauna Remedies) in starting of the year for better use of the assets of Unit Concern.

7. INSURANCE:

The Company's plant, property, equipments, machinery and stocks are adequately insured against various mis-happenings.

8. MANAGEMENT :

Mr. Rajendra Dammani, Director of the Company, retires by rotation at the date of ensuing Annual General Meeting and being eligible offers himself for the re-appointment. A motion for the re-appointment of Mr. Rajendra Dammani, as Director of the Company will be placed before the Board in the ensuing AGM.

During the year, Mr. Hemant Jain had been appointed as an additional Director of the Company with effect from March 08, 2003. He holds the office upto the date of ensuing Annual General Meeting of the Company and eligible to be appointed as Director of the Company. Company has received a notice from a shareholder under Section 257 of the Companies Act, 1956 proposing Mr. Hemant Jain as Director of the Company.

9. DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to the provision of Section 217 (2AA) of the Companies Act, 1956 as amended with respect to Director's responsibility statement and subject to wheresoever otherwise contained in the Audit Report, Your Directors hereby confirm.

1. That in the preparation of the annual accounts for the financial period ended on 31st March, 2003 the applicable accounting standards subject to notes to the accounts in Auditors Report had been followed, along with proper explanation relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial period ended and profit of the Company for the period under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the annual accounts on a going concern basis.

10. AUDITORS :

M/s. Subhash Chand Jain Anurag & Associates, Chartered Accountants, Indore (M.P.) appointed as statutory Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a letter from M/s. Subhash Chand Jain Anurag & Associates to the effect that their appointment, if made, would be within the limits under Section 224(1B) of the Companies Act, 1956. Your Directors recommend their appointment as auditors of the Company in ensuing Annual General Meeting.

The Auditors Report on the accounts for this accounting period ended on 31st March, 2003 is self explanatory, therefore does not require any further explanation.

11. PARTICULARS OF EMPLOYEES:

The information as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company as the Company does not have

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any employee receiving Remuneration exceeding Rs. 24,00,000.00 per annum or Rs. 2,00,000.00 per month or part thereof.

12. DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The details of energy conservation, technology absorption etc., in Form A and B as required under section 217(1)(e) are annexed to and forming part of the report of the Board. There is no foreign exchange earning and outgo during the year.

13. CORPORATE GOVERNANCE:

The Company has complied with the mandatory statutory requirement of corporate Governance specified by the Securities and exchange Board of India through clause 49 of the Listing agreement. As required by the said clause, a separate report on the Corporate Governance forms part of this Annual report.

A certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance has been obtained and is enclosed to this report.

14. LISTING OF SECURITIES :

The Equity Shares of the Company are listed with the Stock Exchanges of Mumbai, Madhya Pradesh and Ahmedabad. The Company has paid the Annual Listing Fee for the financial year 2003-04 to the Stock Exchanges of Mumbai and Madhya Pradesh. But Company has not deposited any listing fee to Ahmedabad Stock Exchange for the year as per the decision of members of the Company took place in their Annual General meeting held on September 29, 2001.

15. INTERNAL CONTROL SYSTEM :

The company has reasonable internal control system comprising authority levels and powers, supervision, checks and balances, policies, procedures and internal audit. The system is reviewed and updated on an on going basis. The Company is continuously upgrading its internal control systems by measures such as strengthening of Information Technology infrastructure and use of external management assuring services. However there are inherent limitation, including the cost of control that should be recognised in weighing the assurances providing by any systems of internal control

16. DEMATERIALIZATION OF SHARES:

In current year your Company has not dematerialized the share due to continue the option of trade of equity shares on trade to trade basis.

17. SPECIAL BUSINESS :

As regards the items of the notice of Annual General Meeting relating to special business, the resolution incorporated in the notice and explanatory statement relating thereto, fully indicate the reasons for seeking the approvals of members to the proposals. Members' attention is drawn to this item and explanatory statement annexed to the notice.

18. ACCOUNTING STANDARD :

As per the Accounting Standard No. 22 i.e " Accounting for Taxes on Income" introduced by the Institute of Chartered Accountant of India, Rs. 86,553.00 has been recognised as Deferred Tax Liability in the current year. As a consequences, the profit of the year has been reduced to this extent.

19. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and acknowledgement with gratitude the support and Company-operation extended by clients, customers, vendors, bankers, investors, media and both the State and central Government and their agencies and look forward their continued support. Your Director also thank the employees at all levels who through their dedication, co-operation and support, have enabled the

For and on behalf of Board of Directors,

Sd/-

(Sanjay Sethi)

Chairman

Place : Indore

Dated : 2nd August, 2003

BERYL DRUGS LIMITED**ANNEXURE TO DIRECTORS' REPORT**

Particulars required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

A. CONSERVATION OF ENERGY

The Company continues to take measure for conservation of energy required to produce products including regular checks and preventive maintenance of all electrical equipment and installation are being conducted to avoid leakage of energy due to faulty operations.

FORM A

Form for disclosure of particulars with respect to the conservation of energy.

	2002-2003	2001-2002
(A) Power and fuel consumption		
1) Electricity		
a) Purchased Quantity (Unit)	307390	275250
Total Amount (Rs. in lacs)	15.07	14.15
Average Rate (Rs)	4.90	5.14
b) Own Generation		
1. Through Diesel Generator (Unit)	Nil	Nil
Unit Per Ltr. of Diesel	Nil	Nil
Fuel Cost/Unit	Nil	Nil
2. Through Steam Turbine Generator	Nil	Nil
2) Coal		
a. Quantity in M.T.	211.540	245.000
b. Total Amount (in Rs.)	539429	414559
c. Average Rate (in Rs.)	2550	1692
3) Furnace Oil		
Quantity (in K.Ltrs)	Nil	24000
Total Amount (Rs. in lacs)	Nil	2.40
Average Rate of Furnace Oil	Nil	9.98
4) Others/Internal Generation	Nil	Nil
(b) Consumption Per Unit of Production		

The Company manufactures several injections. It is therefore difficult to apportion the consumption and cost of utilities to specific products item.

FORM B

Forms for disclosure of particulars with respect to technology absorption.

- Research and Development work concerning process improvements of small volume injections and large volume injections are carried out at Company's work at Pithampur.
- Your Company is having research and development cell headed by a senior and experienced chemist. Continuous watch on the quality of the product at various levels is being kept by the section. This section also keeps a regular track on latest advancement on the injection technology in order to keep changing with the demand.

By order of the Board of Directors,
Sd/-

Sanjay Sethi
Chairman Cum Managing Director

Place : Indore
Dated : 2nd August, 2003

BERYL DRUGS LIMITED**CORPORATE GOVERNANCE DISCLOSURE :**

The Securities and Exchange Board of India (SEBI) has introduced a comprehensive code on Corporate Governance and it to be implemented on or before March 31, 2003 by the Company in term of clause 49 of the listing agreement.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Code of Governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and all its inter actions with the shareholders including the employee, the Government and lenders.

The standard of Corporate Governance is under constant review by the Board in order to keep pace with changes at the national and international level and ensure :-

- Enhance of shareholders value and protection of the interest of other stakeholders.
- Providing customers with quality product and services at competitive prices.
- Responsibility towards environment and optimal use of the natural resources.
- Providing fair wages and safe working conditions for employees and inviting inputs from them in decision making. Contribution to the socio-economic development of the local community.

2. BOARD OF DIRECTORS

The Board of Directors of the Company is comprised of :

- Three independent non-executive Directors.
- Two executive Directors.

Attendance of each Directors at the Board meetings, last Annual General Meeting and number of other Directorship and Chairmanship/ membership of Committee of each director in various Companies.

Name of Director	Category	Attendance Particulars		No. of other Directorships and Committee membership / chairmanship		
		Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Sanjay Sethi	CMD	Seven	Yes	One	Nil	Nil
Mr. Sudhir Sethi	WTD	Seven	Yes	One	Nil	Nil
Mr. Rajendra Dammani	NED	Seven	Yes	One	Four	Nil
Mr. Sunil Jain	NED	Seven	Yes	One	Four	Four
Mr. Hemant Jain	NED	One	No	Nil	Two	Nil

CMD : Chairman cum Managing Director

WTD : Whole time Director

NED : Non Executive Director

Number of Board of Directors Meeting held and the dates on which held

During the year the Company has held Board Meetings as against the minimum requirement of Four meetings. The meeting were held Seven times on April 30, 2002, July 16, 2002, July 30, 2002, October 19, 2002, January 25, 2003, February 27, 2003 and March 08, 2003 . the maximum time gap between any two meetings was not exceeding three calendar months.

3. AUDIT COMMITTEE

The Company has constituted an Audit Committee, comprising three non- executive independent Directors viz. Mr. Sunil Jain Chairman, Mr. Rajendra Dammani, and Mr. Hemant Jain. The constitution of audit committee also meets with the requirements under section 292A of the Companies Act, 1956.

The terms of reference stipulated by the Board to the Audit Committee are, as contained under clause 49 of the listing agreement, as follows

BERYL DRUGS LIMITED

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors fixation of audit fee and also approval of payment for any other services.
- c) Reviewing with management the annual financial statements before submission to the Board, focussing primarily on (i) any change in accounting policies and practices. (ii) major accounting entries based on exercise of judgement by management. (iii) qualification in draft audit report. (iv) significant adjustment arising out of Audit. (v) the going concern assumption. (vi) Compliance with accounting standard. (vii) Compliance with Stock Exchange and legal requirements concerning financial statements and, (viii) any related party transactions i.e. transaction of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large.
- d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e) Reviewing the adequacy of internal audit functions.
- f) Discussion with internal auditors any significant finding and follow-up thereon.
- g) Reviewing the finding of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity over a failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with external auditors before the audit commences nature and scope of the audit as well as have post audit discussion to ascertain any area of concern.
- i) Reviewing the Company's financial and risk management policies.
- j) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

During the year, the committee has met three times. All the committee members were present at all the meetings.

4. REMUNERATION COMMITTEE :

The Board of Directors of the Company has constituted a Remuneration Committee comprising of three independent non-executive Directors Mr. Sunil Jain, Chairman, Mr. Rajendra Dammani and Mr. Hemant Jain. The Remuneration Committee has been constituted to recommend/ review the remuneration package of the Managing/ Whole-time Director based on performance and defined criteria.

The remuneration policy is directed toward rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industrial Practices.

5. SHARE TRANSFER COMMITTEE/ SHAREHOLDERS GRIEVANCE COMMITTEE :

The Share Transfer Committee constituted by the Board, considers and approve all shares related to issues, transfer/ transmission of shares, issue of duplicate shares. During the financial year 2002-03, the committee met 12 times and transacted business concerning share related issues. The transfer meeting are attended to on monthly basis by the nominated Registrar and Share Transfer Agent. The company has entered into comprehensive agreement with the Registrar and Share Transfer Agent to attend the transfer and specially look into the redressal of shareholders and investors complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of dividend and attend of priority investors complaints received from SEBI, Department of Company Affairs and Stock Exchanges where the securities of the Company are listed.

6. GENERAL BODY MEETINGS

The last three Annual General Meeting of the company were held as under :

Year	Date	Time	Location
2001-2002	September 23, 2002	11.00 A.M.	Indore Nursery, Hukma Khedi, A.B Raod Indore
2000-2001	September 29, 2001	10.30 A.M.	Indore Nursery, Hukma Khedi, A.B Raod, Indore
1999-2000	September 30, 2000	10.30 A.M.	Indore Nursery, Hukma Khedi, A.B Raod, Indore