SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

15th Annual Report
2007-2008



BERYL DRUGS LTD.

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

BERYL DRUGS LIMITED
FIFTEENTH ANNUAL REPORT 2007-2008
CORPORATE INFORMATION

BOARD OF DIRECTORS :

Shri Sanjay Sethi - Managing Director
Shri Sudhir Sethi - Whole-time Director
Shri Sunil Jain - Chairman cum Director
Shri Hemant Jain - Director

BOARD COMMITTEES :

Audit & Remuneration Committee :

Shri Sunil Jain - Chairman.
Shri Hemant - Member
Shri Sudhir Sethi - Member

SHARE TRANSFER /SHAREHOLDER GRIEVANCE COMMITTEE :

Shri Hemant Jain - Chairman
Shri Sudhir Sethi - Member.
Shri Sunil Jain - Member

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.

ANNUAL GENERAL MEETING

Date & Time : September 30, 2008 at 12.00 p. m.

Day : Tuesday

Venue : Kanchan Palace, Community Hall, Nipania, Ring Road, Indore (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

REGISTRAR AND SHARE TRANSFER AGENT :

M/s. Adroit Corporate Service (P) Ltd.
19/20, Jaferbhoy, Industrial Estate,
1st Floor Makwana Road, Moral Naka,
Andheri (E) Mumbai - 400 059
Ph. 022 - 28596060, 28594060 Fax - 28503748

CONTENTS	PAGE No.
Corporate Information	01
Notice of AGM	02
Directors' Report	04
Corporate Governance Report	08
Shareholders Information	10
Auditors' Certificate on Corporate Governanace	12
Auditors' Report	13
Balance Sheet	17
Profit and Loss Account	18
Schedules and Notes	19

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Tuesday, the September 30, 2008 at 12.00 P.M. at the Kanchan Palace, Community Hall, Nipania, Ring 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 2008 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. Sunil Jain, 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 resolutions as an **Ordinary Resolution.**

   RESOLVED THAT Subject to approval of shareholder and pursuant to section 264 of the Companies Act, 1956 Mr. Avinash Sharma whose candidature is proposed by members and who has filed his consent to act as a director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

   RESOLVED FUTHER THAT Shri Sudhir Sethi, Director of the Company be and is hereby authorized to do all such acts and deeds and file all such forms, documents, papers etc. as may be necessary in this regard."

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 23, 2008 to September 30, 2008 (both days inclusive).
3. Members are requested to intimate immediately any change in their addresses at the registered office of the Company.
4. Shareholders desiring any information on the Accounts at the Annual General Meeting are requested to intimate the Company at least 7 days in advance so, as to enable the Company to keep the information ready.
5. Shareholders are requested to bring their copy of Annual Report to the meeting along with the attendance slip.
6. The members holding shares in identical order of names in more than one folio are requested to write to the Share transfer agent of the Company to consolidate their holding in one folio.
7. Members are requested to quote their Folio Number in all their correspondence.
8. The documents referred to in this notice/ Explanatory Statements are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day upto the last date of the Annual General meeting.

By order of the Board
For Beryl Drugs Limited
SD/-
(SANJAY SETHI)
MANAGING DIRECTOR

Place : Indore
Dated : August 09, 2008

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

ADDITIONAL INFORMATION

Brief resume and other information in respect of Directors seeking appointment at the Annual General Meeting:

1. **Mr. Avinash Sharma :**

Mr. Avinash Sharma, aged about 44 years, is a Graduate in Arts. He has rich experience of about 30 years in the field of Drugs marketing, accounts, finance etc.

He does not hold any shares in the company.

Nature of expertise in specific functional areas - Drugs marketing, accounts, finance etc.

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

For Item No. 4:

The Company has received a notice in writing from a member along with required deposit, proposing the candidature of Mr. Avinash Sharma for the office of Director under the provisions of Section 257 of the Companies Act, 1956. A brief profile of Mr. Avinash Sharma is given hereto under the head "additional information".

Your Directors recommend the resolution as set out at item no. 4 of the notice for your approval.

Mr. Avinash Sharma shall be deemed to be interested in the above resolution to the extent of his appointment.

By order of the Board
For Beryl Drugs Limited
SD/-
(SANJAY SETHI)
MANAGING DIRECTOR

Place : Indore
Dated : August 09, 2008

Report Junction.com

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

DIRECTORS' REPORT

To,

The Members,
Beryl Drugs Limited
INDORE

Your Directors have pleasure in presenting their Fifteenth Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March 2008.

1. FINANCIAL RESULTS AND OPERATION:

The Company's financial results have been summarised as follows:

(Rupees In Lacs)

	Year ended 31.3.2008	Year ended 31.3.2007
Total Income	656.75	831.16
Total Expenditure	649.41	822.20
Profit before prior period adjustment	7.33	8.96
Less: Prior period adjustment	2.81	2.07
Profit before Tax	4.52	6.89
Less: Provision for Income Tax	4.37	6.55
Profit after Tax	0.15	0.34
Profit/ (Loss) brought forward from last year	38.89	38.56
Balance of Profit/(loss) carried to Balance Sheet	41.21	38.90

Due to the adverse domestic and international market conditions, the turnover of the Company of this year is Rs. 62258420.07 against the turnover of Rs. 81791519.79 recorded during the previous year, and thus resulted in decrees in the profit before tax of the Company to Rs. 733662.33 as against Rs. 895837.32 in the previous year. Your Directors expect a better performance in the coming years.

Your management is very hopeful to achieve better results in forthcoming period and expects to achieve better financial results as per the perception of the Shareholders of the Company.

The Company has tried to put every effort so that the customer's satisfaction spirit of the company remains unquestionable and the company achieves new heights of success.

2. DIVIDEND :

In order to further strengthen the Company to expand its business activities and to conserve the financial resources, your Directors regret for their inability to recommend any dividend for the financial year 2007-08.

3. PUBLIC DEPOSITS :

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

4. MANAGEMENT :

Shri Sunil Jain, Director of the Company, retire 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 Shri Sunil Jain, as Director of the Company will be placed before the Members in the ensuing AGM.

5. 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 where so ever otherwise contained in the Audit Report, Your Directors hereby confirm.

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

1. That in the preparation of the annual accounts for the financial period ended on 31st March, 2008 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 Director 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.

6. AUDITORS :

The statutory auditors of the Company, M/s. Subhash Chand Jain Anurag & Associates, Chartered Accountants, Indore (M.P.) retires at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

The Company has received a certificate 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.

Yours Directors recommend their appointment as auditors of the Company in ensuing Annual General Meeting.

7. AUDITOR'S REPORT:

The Auditors Report on the accounts for this accounting period ended on 31st March 2008 is self-explanatory, therefore does not require any further explanation.

8. INSURANCE

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

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

10. 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.

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

12. LISTING OF SECURITIES :

The Equity Shares of the Company are listed with the Stock Exchanges of Mumbai, and Madhya Pradesh. Delisting of the Company's securities from the Ahemdabad Stock Exchanges is under Processing.

13. INCREASE IN AUTHORISED CAPITAL :

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

The Directors of your Company purpose to expand the business of the Company and for this reason it is anticipated that additional funds shall be required for such expansion. With a view to make arrangement for additional funds the Authorised Capital of the Company was increased from 5.5 Crores to 10.00 Crores so that the fund requirement fore future expansion could be met out.

For increase the Authorised Capital of the an Extra Ordinary General Meeting was held on December 10, 2007 and necessary resolution were passed.

14. 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 is inherent limitation, including the cost of control that should be recognized in weighing the assurances providing by any systems of internal control.

15. APPRECIATION AND ACKNOWLEDGEMENT

Your Directors appreciated the trust reposed by the medical fraternity and patients in the Company and look forward to their continued patronage. Your Directors are also grateful and pleased 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.

By order of the Board
For Beryl Drugs Limited
SD/-
(SANJAY SETHI)
MANAGING DIRECTOR

Place : Indore
Dated : August 09, 2008

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

ANNEXURE TO DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of particulars In the Report of Board of Directors) Rules 1988.

FORM - A

(Form for disclosure of particulars with respect to the conservation of energy)

(i) 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.

	2007-2008	2006-2007
Electricity		
a. Purchased Quantity (Unit)	408363	441398
Total Amount (Rs. in lacs)	21.62	23.25
Average Rate per unit (Rs)	5.29	5.27
Coal		
a. Quantity in M.T.	693.942	NIL
b. Total Amount (in Rs.)	21.96	NIL
c. Average Rate per M.T. (in Rs.)	3165.76	NIL
Diesel		
a. Quantity in M.T.	NIL	NIL
b. Total Amount (in Rs.)	NIL	NIL
c. Average Rate per M.T. (in Rs.)	NIL	NIL

(ii) 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)

1. Research and Development work concerning process improvements of small volume injections and large volume injections are carried out at Company's work at Pithampur.
2. Your Company is having research and development cell headed by a senior and experienced chemist. Continuous observation 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 of the injection technology in order to keep changing with the demand.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Indore
Dated : August 09, 2008

SD/-
(SANJAY SETHI)
MANAGING DIRECTOR

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

CORPORATE GOVERNANCE DISCLOSURE:

The Company pursuant to the clause 49 of the Listing agreement entered with the Stock Exchanges furnishes its report on the code of Corporate Governance as on 31st March 2008.

A) COMPANY'S PHILOSOPHY

The Philosophy on Corporate Governance is implemented in the Company with the Objective of attainting the highest standards of Corporate Governance to respect its fiduciary responsibility to the shareholders. The policies and guidelines of Corporate Governance have been implemented in all facts of its operation to build up an environment of trust and confidence amongst the stakeholders of the Company. The cardinal principal such as independence, accountability, responsibility, transparency, fair and timely disclosures, credibility etc. serve as the means for implementing the philosophy of corporate governance in letter and spirit.

We believe that sound corporate governance is critical to enhance and retain investor trust. Accordingly, we always seek to ensure that we attain our performance with integrity and the Board exercises its fiduciary responsibility in the widest sense of the term

B) BOARD OF DIRECTORS

The Board of Directors of the Company is comprised of:

- Two Executive Director.
- Two non-executive Directors.

Attendance of each Director 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	Attendence Particulars		No. of other Directorships and Committee membership / chairmanship		
		Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Mr. Sanjay Sethi	MD	Six	Yes	One	Nil	Nil
Mr. Sudhir Sethi	WTD	Six	Yes	One	Six	Nil
Mr. Sunil Jain	CMNED	Six	Yes	One	Six	Three
Mr. Hemant Jain	NED	Six	Yes	Nil	Six	Nil

MD: Managing Director WTD: Whole time Director

NED: Non Executive Director CMNED: Chairman cum Non Executive Director

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

During the year, the Company held the Six Board Meetings as against the minimum requirement of Four meetings on April 16, 2007, July 15, 2007, October 14, 2007, November 11, 2007, January 15, 2008 and March 23, 2008. The maximum time gap between two meetings was not exceeding three calendar months.

C) AUDIT COMMITTEE

1. Terms of reference

The Audit Committee is to oversee the Company's financial reporting process and disclosure of its financial information, to review and discuss with the Auditors about internal control system. The scope of audit includes compliance of accounting standards with Listing Agreement; compliance of accounting policies, practice and entries. To review the Company's financial and risk management policies, to review the quarterly, half yearly and annual financial statements before they are submitted to the Board of Directors. Minutes of Audit Committee are circulated to the members of the Board of Directors, discussed, and taken note of it.

2. Composition

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

The Audit Committee of the Board of Directors comprising two non-executive independent Directors and a whole time Director, Chairman of the committee is on rotational basis. Committee met 4 times during the year and attendance of the members at the meeting was as follows:

Audit Committee meetings were held 4 times in the year and the directors present were:

Name of the Director	Designation	No. of meeting attended
Mr. Sunil Jain	Chairman	4
Mr. Sudhir Sethi	Member	4
Mr. Hemant Jain	Member	4

D) Remuneration committee :

The Board of Directors of the Company has constituted a Remuneration Committee comprising of two *independent non-executive Directors Mr. Sunil Jain Chairman, Mr. Hemant Jain and a whole time Director Mr.* Sudhir Sethi.

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.

E) Investors'/ shareholders grievance committee :

1. Term of reference

The Company has designated Shri Devendra Sinha severally to 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 investors' complaints received from SEBI, Department of Company Affairs and Stock Exchanges where the securities of the Company are listed in consultation with the committee.

2. Composition

The share Transfer Committee consists of the following:

Name of the Director	Designation
Shri Sunil Jain,	Chairman
Shri Sudhir Sethi	Member
Shri Hemant Jain	Member

During the financial year 2007-08, the committee met 4 times and transacted business concerning the committee. The total number of complaints received and replied to the satisfaction of the shareholders during the year, was Twentyfour and outstanding complaints as on 31.03.2008 were Nil.

F) General body meetings

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

Financial Year	Date	Time	Location
2006-2007	September 29, 2007	11.00 A.M.	Kanchan Palace, Community Hall, Nipania, Ring Road, Indore
2005-2006	September 29, 2006	11.00 A.M.	Kanchan Palace, Community Hall, Nipania, Ring Road, Indore
2004-2005	September 26, 2005	11.00 A.M.	Kanchan Palace, Community Hall, Nipania, Ring Road, Indore Road, Indore

www.reportjunction.com