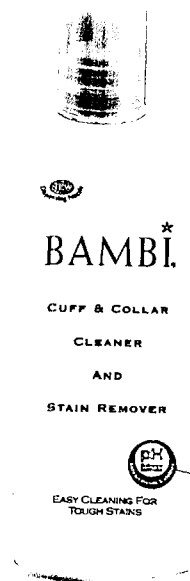
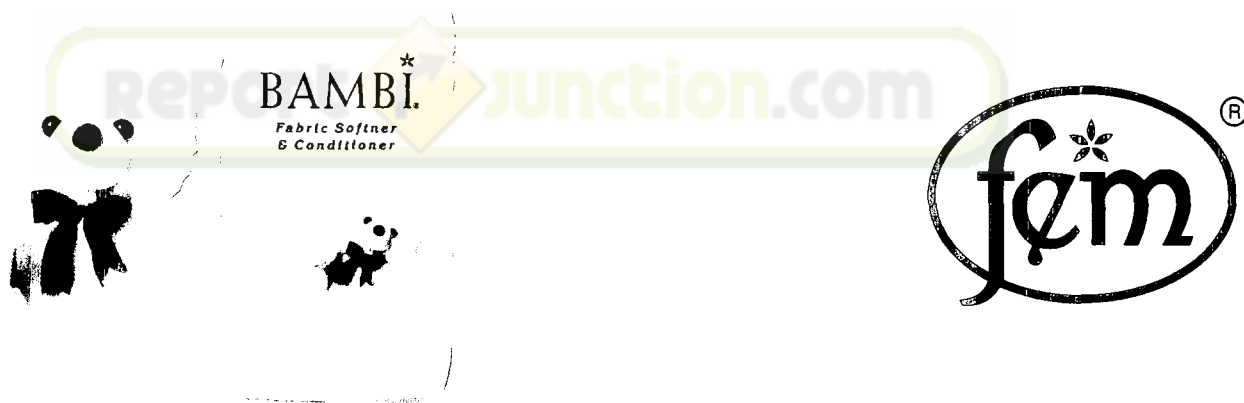
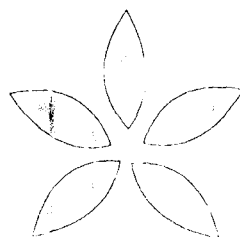
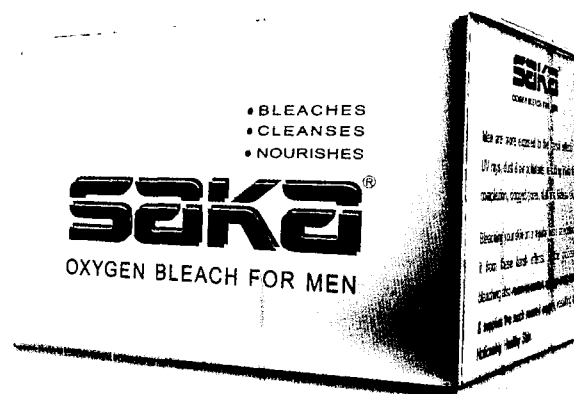
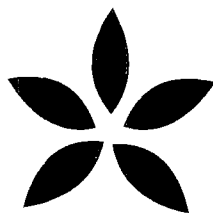


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COMPANY INFORMATION

Board of Directors

Mr. Sunil H. Pophale	-	Chairman & Managing Director
Mrs. Sunita A. Ramnathkar	-	Joint Managing Director
Mr. Dattatraya B. Khade	-	Independent Director
Mr. Vijay D. Ajgaonkar	-	Independent Director
Mr. Samarash Chakrabarti	-	Independent Director
Mr. Murlidhar N. Chaini	-	Independent Director

Company Secretary and Compliance Officer

Mr. Madan Vaishnawa
Company Secretary & Head-Finance

Key Managerial Personnel

Mr. A. L. Chaudhari	-	Chief Executive Officer (Chemical Division)
Mr. Cageton M. Almeida	-	Chief Executive Officer (Marketing)
Mr. D. Janardhanan	-	Chief Executive Officer (Pharma Mktg.)
Mr. H. V. Kolte	-	Chief Executive Officer (Works)
Mr. Madan Vaishnawa	-	Company Secretary & Head-Finance
Mr. P. M. Sarma	-	Chief Executive Officer (IT Division)

Auditors

B S R & Co. Mumbai

Bankers

Corporation Bank
Standard chartered Bank
HDFC Bank

Registered Office

Plot No. D-55, Addl. Industrial Area
MIDC, AMBAD
Nashik- (Maharashtra) 422010

Corporate Office

A / 63-65 Mittal Tower
Nariman Point
Mumbai- 400 021

Plants

1. Plot No. D-55 Addl. Ind. Area, MIDC, AMBAD, Nashik, Maharashtra
2. Gat No. 204, at Post Wadivarhe, Taluka Igatpuri, Dist. Nashik, Maharashtra
3. Plot No. 3, Survey No. 283, Manakpur, Tehsil Nalagarh, Dist. Solan, H.P.

Registrar & Share Transfer Agents

Sharepro Services (India) Private Limited
Satam Estate, 3rd Floor, Cardinal Gracious Road,
Chakala, Andheri (East), Mumbai - 400 099, India



FEM CARE PHARMA LIMITED

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of Fem Care Pharma Limited will be held at Hotel Taj Residency, Plot No.17, MIDC, Mumbai-Agra Road, Ambad, Nashik 422 010 on Tuesday, 30th September, 2008 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 2008, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Murlidhar N. Chaini, who retires by rotation and being eligible, offers himself for reelection.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that in supersession of Resolution No.12 passed at the Annual General Meeting of the Company held on September 27, 2007 and pursuant to Section 293(1)(d) of the Companies Act, 1956 and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed 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 purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.75 crores."

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

"RESOLVED that in supersession of the Special Resolution passed by the Members at the Annual General Meeting of the Company held earlier and pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), a sum not exceeding one per cent per annum of the net profits of the Company, payable quarterly and calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the non-Whole-time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five financial years commencing from April 1, 2008."

RESOLVED FURTHER THAT Mr. Sunil H. Pophale, Managing Director, Mrs. Sunita A Ramnathkar, Joint Managing Director and Mr. Madan Vaishnawa, Company Secretary of the Company be and are hereby authorized severally to make application to the Central Government for approval and to take all acts, things, etc., and do all such deeds, matters and things as may be necessary, proper or desirable in this regard."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of 22nd^h Annual General Meeting.
3. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2008 to 30th September 2008, both days inclusive.
5. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – Sharepro Services (India) Pvt. Ltd., Unit : Fem Care Pharma Limited, quoting their Folio Number and in case their shares are held in dematerialized form, the intimation of change of address should be passed on to their respective Depository Participants.

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6. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, in respect of the business under 5 and 6 are set out above annexed hereto.
8. The Securities and Exchange Board of India had made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the company will print the bank account details, if available, on the payment instrument for distribution of dividend.
9. Dividend, if declared, will be paid to those shareholders, whose names appear on the Company's Register of Members as on 20th September, 2008. Dividend warrants are scheduled to be posted on or after 8th October, 2008. Dividend warrant is valid for payment by the Company's bankers for three months from the date of issue. Thereafter, please contact our share registrars, M/s. Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099, India for revalidation of the warrants.
10. You are advised to encash your dividend warrants immediately as the dividend amount remaining unclaimed / unpaid at the expiry of seven years from the date that becomes due for payment are required to be transferred by the company to the Investor Education and Protection Fund under Section 205C in terms of Section 205A of the Companies Act, 1956.
11. It may be noted that no claim will be against the company or Investor Education Protection Fund in respect of the said unclaimed dividend amount transferred to the fund.
12. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
13. Section 109A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form 2B.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
15. Additional information on Directors being appointed/re-appointed as required under Clause 49 (VI) of the listing agreement with the Stock Exchanges:

At the ensuing Annual General Meeting, Mr. Murlidhar N. Chaini, Director, retire by rotation and being eligible offer himself for re - appointment. In pursuance of Corporate Governance code, information of the aforesaid Director is provided hereunder:

- Mr. Murlidhar N. Chaini is the Director of the Company since 1st July, 2003. He is a chemical engineer from University Department of Chemical Technology [UDCT], Mumbai and has a brilliant academic record and presently President of Indian Merchants' Chamber w.e.f. 28th April 2008 and President - Corporate Affairs with Reliance Industries Ltd. He is also Director of Reliance Assam Petrochemicals Limited, the subsidiaries for Reliance Industry group and Director of Champagne Indage Limited. He is the member of the Advisory Committee of EXIM Bank, for Export Capability and Skill Upgradation.

By Order of the Board of Directors

MADAN VAISHNAWA
Company Secretary

Registered Office :

D-55, Addl. Indl. Area, M.I.D.C.
Ambad, Nashik 422 010.

Date: 4th September, 2008



FEM CARE PHARMA LIMITED

Explanatory Statement

[Pursuant to Section 173(2) of the Companies Act. 1956]

Item No.5:

Under Section 293(1)(d) of the Act, the Board of Directors of a company cannot, except with the consent of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose. The Members, at the Annual General Meeting of the Company held on September 27, 2007, had accorded their consent to the Board of Directors borrowing upto Rs.50 crores. To meet the capital expenditure requirements and for additional working capital needs, as also to provide for the issue of any debt/debt related instrument in the market, it is necessary to enhance the present borrowing limit. The Members' approval is therefore being sought pursuant to Section 293(1)(d) of the Act to increase the borrowing limit to Rs.75 crores.

The Directors commend the resolution at Item No.5 of the accompanying Notice for approval by the Members.

Item No.6 :

Taking into consideration the increased role of Directors in the emerging competitive environment, especially the added responsibilities of non-Whole-time Directors, required by the new Corporate Governance related regulations at various Board and Committee Meetings, it is appropriate that non-Whole-time Directors be compensated appropriately and, therefore, it is proposed that, in terms of Section 309 of the Act, the non-Whole-time Directors be paid a remuneration not exceeding 1% of the net profits of the Company computed in accordance with the provisions of the Act in respect of each of the five financial years of the Company commencing April 1, 2008. The commission will be distributed amongst all or some of the said Directors in accordance with the directives given by the Board.

Mr. Dattatraya B. Khade, Mr. Vijay D. Ajgaonkar, Mr. Samareesh chakrabarti and Mr. Murlidhar N. Chaini non-Whole-time Directors of the Company may be deemed to be concerned or interested in the Resolution mentioned at Item No. 6 of the Notice to the extent of the remuneration that may be received by them.

By Order of the Board of Directors

MADAN VAISHNAWA
Company Secretary

Registered Office :

D-55, Addl. Indl. Area, M.I.D.C.
Ambad, Nashik 422 010.

Date: 4th September, 2008

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FINANCIAL HIGHLIGHTS

Rs. In lacs

Accounting Year	2005-2006	2006-07	2007-08
Sales	7037.8	8113.89	9382.07
Total Income	7153.56	8254.22	9484.53
Earnings Before Depreciation, Interest, Amortisation and Tax (EBDITA)	1293.03	1760.19	1478.75
Profit after Tax and Minority Interest	660.29	1016.54	801.72
Gross Fixed Assets	2358.63	2965.56	4135.06
Net Fixed Assets	1983.3	2450.47	3469.86
Net Worth	1576.15	2247.41	2833.69
Diluted Earnings Per Share of Rs. 10/-	21.96	33.79	22.72
Debt - Equity Ratio	0.19	0.15	0.63
Net profit / Sales (%)	18.37	21.69	15.76
Return of Net Worth (%)	41.89	45.23	28.29