Fulford (India) Limited ANNUAL REPORT 2009



Be well



Fulford (India) Limited., is the subsidiary of Merck & Co. Inc., Whitehouse Station, N.J., USA. Merck known as MSD across the world (except in the US and Canada), operates in India via three separate legal entities MSD Pharmaceuticals Pvt. Ltd., Organon (India) Limited and Fulford India Limited.

With the closing of the recent merger between Merck & Schering Plough globally, Merck is the world's second largest pharmaceutical company. Through our medicines, vaccines, biologic therapies, and consumer and animal products, we work with customers and operate in more than 140 countries to deliver innovative health solutions. We also demonstrate our commitment to increasing access to health care through far-reaching programs that donate and deliver our products to the people who need them.



We make a difference in the lives of people globally through our innovative medicines, vaccines, and consumer health and animal products. We aspire to be the best healthcare company in the world and are dedicated to providing leading innovations and solutions for tomorrow

Our Mission

To provide innovative, distinctive products and services that save and improve lives and satisfy customer needs, to be recognized as a great place to work, and to provide investors with a superior rate of return



- Excellence in science and healthcare innovation, with an emphasis on addressing unmet medical needs
- Focus on patients and anticipating customers' needs
- Commitment to expand access to our medicines and vaccines, and to improve global health





Contents

Gl	Global History of Merck and Schering-Plough						
Company Information							
Financial Performance - Ten Years Highlights							
No	Notice						
Diı	Directors' Report						
Со	rporate Governance Report	. 21					
Δ u	ditors' Report	. 30					
Fir	nancials-Standalone						
	Balance Sheet	34					
	Profit & Loss Account	. 35					
	Cash Flow Statement	. 36					
	Schedules	38					
	Balance Sheet Abstract	.58					
Subsidiary Company Schering-Plough (India) Private Limited (SPIPL)							
	Statement relating to Subsidiary Company	59					
	Directors' Report of SPIPL	. 60					
	Auditors' Report of SPIPL	65					
	Financials of SPIPL	67					
	Balance Sheet Abstract of SPIPL	72					
Co	nsolidated Auditors' Report	. 73					
Fir	nancials-Consolidated						
	Balance Sheet	. 74					
	Profit & Loss Account	. 75					
	Cash Flow Statement	. 76					
	Schedules	78					

COMPANY INFORMATION

BOARD OF DIRECTORS

DR. AJIT DANGI, Chairman

MR. K.G. ANANTHAKRISHNAN, President & Managing Director

DR. V.S. SOHONI

MR. M.K. SHARMA

MR. HOMI KHUSROKHAN (w.e.f. July 27, 2009)

MR. RAMESH SUBRAHMANIAN (w.e.f. February 2, 2010)

MR. CHRISTOPHER MCNAMARA (w.e.f. February 2, 2010)

MS. HWEE PING CHUA (w.e.f. February 2, 2010)

DR. S.H. ADVANI (upto July 27, 2009)

MR. ROHAN ABAYASEKARA (upto February 4, 2010)

MR. RODNEY UNSWORTH (upto February 4, 2010)

MR. ASHLEY MORRIS (upto February 4, 2010)

MR. RAJESH MARWAHA AS ALTERNATE TO MR. CHRISTOPHER MCNAMARA

MR. SANJIV NAVANGUL AS ALTERNATE TO MR. RAMESH SUBRAHMANIAN

DR. NAVEEN RAO AS ALTERNATE TO MS. HWEE PING CHUA

COMPANY SECRETARY

MR. BHAVIK DESAI

COUNTRY LEADERSHIP TEAM

MR. SANJIV NAVANGUL, Sales and Marketing - Chronic Care, Specialty Care, Disease Management

MR. SURESH PATTATHIL, Sales and Marketing - Primary Care and Institutional Sales

MS. MONICA CHAUDHARI, Sales and Marketing - Women's Health, Vaccines and Business Support

MR. RAJESH MARWAHA, Finance, Information Technology and Administration

DR. SWASHRAYA SHAH, Medical Affairs

MR. SWADESH BEHERA, Human Resources

MR. A. S. KRISHNA, External Affairs

MR. RATNAJI RAO, Strategy & Project Realisation Office

MS. ANNAPURNA DAS, Business Development and New Product Planning

REGISTERED OFFICE

Platina, 8th Floor, Plot No. C-59, G-Block,

Bandra-Kurla Complex, Bandra (East), Mumbai: 400098, India

Tel: 022-67898888 • Fax: 022-67898889

C&F AGENTS

Ahmedabad, Ambala, Kolkata, Chennai, Cuttack, Delhi, Dehradun, Goa, Guwahati, Bangalore, Hyderabad, Indore, Jaipur, Lucknow, Ludhiana, Patna, Raipur, Ranchi, Trivandrum, Cochin

BANKERS

CITIBANKNA

LEGAL ADVISORS

CRAWFORD BAYLEY & CO

AM LAW

AUDITORS

DELOITTE HASKINS & SELLS

REGISTRARS AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.

C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),

Mumbai 400 078 • Tel: 022 -25963838 • Fax: 022-25946969

REQUESTS TO MEMBERS

All correspondence regarding transfer and demat of shares may be addressed to our Registrar and Share Transfer Agents.

Members are requested to bring their copy of the Annual Report to the Meeting.

Members requiring any information about the accounts are requested to write to the Company at least one week before the date of the meeting so that the information may be made available at the meeting.

Members can address their grievance to our Registrar and Share Transfer Agents at rnt.helpdesk@linkintime.co.in and to our Compliance Officer at bhavik.desai@spcorp.com

FINANCIAL PERFORMANCE

Ten Years Highlights

(Rs. Million)

Year	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Profit & Loss Account										
Gross Sales*	1,344.87	1,404.11	946.97	1,305.05	1,317.95	1,518.75	1,546.59	1,738.78	1,901.34	1,952.76
Other Income	16.37	13.90	53.56	5.36	22.17	13.37	25.53	72.74	76.99	68.13
Interest expenses	(19.09)	(25.97)	(21.06)	(15.68)	(3.97)	(0.65)	(0.48)	(0.15)	(0.01)	(0.09)
Profit before Taxation	6.83	14.63	(75.96)	59.19	187.36	243.98	197.53	338.81	315.90	223.18
Profit after Taxation**	6.15	13.38	(76.06)	61.47	117.58	150.40	127.46	218.15	197.27	134.64
Earnings per Share of Rs.10	1.92	4.18	(23.77)	19.21	36.74	47.00	39.01	55.94	50.58	34.52
Dividend per share of Rs.10	-	1.50	-	2.00	2.50	3.00	3.00	4.00	2.00	4.50
Balance Sheet										
Fixed Assets	15.55	11.71	26.39	24.59	31.96	41.01	38.54	34.38	29.37	55.74
Investments	0.15	0.15	0.15	0.15	0.15	171.30	190.69	134.74	144.06	149.94
Net Deferred Tax	-	7.52	7.53	15.69	10.45	8.82	6.25	6.45	14.21	12.04
Net Current Assets	271.20	290.90	201.88	163.37	208.08	168.69	664.01	920.51	1,096.70	1,180.73
Misc Expenditure	21.16	10.59	-		ngu		.CO	m-	_	-
	308.06	320.87	235.95	203.80	250.64	389.82	899.49	1,096.08	1,284.34	1,398.45
Share Capital	32.00	32.00	32.00	32.00	32.00	32.00	39.00	39.00	39.00	39.00
Reserve & Surplus	107.56	122.89	46.83	101.08	209.61	351.04	860.01	1,057.08	1,245.34	1,359.45
Loan Funds	168.50	165.98	157.12	70.72	9.03	6.78	0.48	-	-	-
	308.06	320.87	235.95	203.80	250.64	389.82	899.49	1,096.08	1,284.34	1,398.45

^{*}Sales before Excise Duty Charged

^{**}After prior year tax and other adjustment

NOTICE

NOTICE is hereby given that the Sixty-Second Annual General Meeting of FULFORD (INDIA) LIMITED will be held at Exchange Plaza, NSE Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 on Monday, April 26, 2010 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

- 1. To consider and adopt the Balance Sheet as at December 31, 2009 and the Profit & Loss Account for the year ended on that date together with the Directors' and the Auditors' Report thereon.
- 2. To declare Dividend for the year ended December 31, 2009.
- 3. To appoint a Director in place of Mr. K.G. Ananthakrishnan who retires and being eligible, offers himself for reappointment.
- 4. To appoint a Director in place of Dr. V.S. Sohoni who retires and being eligible, offers himself for re-appointment.
- 5. To appoint a Director in place of Dr. Ajit Dangi who retires and being eligible, offers himself for re-appointment.
- 6. To appoint a Director in place of Mr. M.K. Sharma who retires and being eligible, offers himself for reappointment.
- 7. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
 - (The retiring Auditors M/s. Deloitte Haskins & Sells, Chartered Accountants have informed the Company that they do not wish to seek re-appointment at the ensuing Annual General Meeting. The Company has thereafter received a notice from a member proposing the appointment of M/s. Price Waterhouse, Chartered Accountants in place of the retiring Auditors.)

SPECIAL BUSINESS

- 8. To consider and, if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
 - "RESOLVED THAT Mr. Homi Khusrokhan, who was appointed as Director to fill in the casual vacancy caused by resignation of Dr. S. H. Advani, and who ceases to hold office at the ensuing Annual General Meeting in terms of Section 262 of the Companies Act, and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire at each Annual General Meeting."
- 9. To consider and, if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
 - "RESOLVED THAT Mr. Ramesh Subrahmanian, who was appointed as an Additional Director of the Company with effect from February 2, 2010, by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire at each Annual General Meeting."
- 10. To consider and, if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
 - "RESOLVED THAT Mr. Christopher McNamara, who was appointed as an Additional Director of the Company with effect from February 2, 2010, by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire at each Annual General Meeting."

- 11. To consider and, if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
 - "RESOLVED THAT Ms. Hwee Ping Chua, who was appointed as an Additional Director of the Company with effect from February 2, 2010, by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire at each Annual General Meeting."
- 12. 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 314 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactment thereof, consent and approval of the Company be and is hereby accorded to Mr. Rajesh Marwaha, Alternate Director to Mr. Christopher McNamara, to hold and continue to hold an office or place of profit as Chief Financial Officer of the Company with effect from January 29, 2010 at a remuneration as may be determined by the Board from time to time within the maximum limits as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors are also authorised to make such modifications in the forgoing as may be considered by them to be in the best interest of the Company and the Members."

By order of the Board of Directors

Bhavik Desai

Mumbai, February 23, 2010

Company Secretary

Registered Office:

Platina, 8th Floor, Plot No. C-59, G-Block, Bandra-Kurla Complex,

Bandra (East), Mumbai: 400 098.

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. However, Proxy Forms duly stamped, completed and signed, should be deposited at the Registered Office of 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 April 20, 2010 to April 26, 2010, both days inclusive.
- 3. Members are requested to note that the Registered Office of the Company has changed from Eureka Towers, 8th Floor, Mindspace, Link Road, Malad (West), Mumbai 400 064 to Platina, 8th Floor, Plot No. C-59, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai: 400 098 with effect from November 14, 2009.
- 4. Members are requested to notify any change in their address immediately to the Company or to its Registrar and Share Transfer Agents (RTA).
- In view of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, additional information
 pertaining to Directors proposed for appointment/re-appointment at the Annual General Meeting is annexed
 hereto.
- 6. Members holding shares in demat mode may please note that, the bank details as furnished by the respective Depositories to the Company will be mandatorily printed on their dividend warrants/demand drafts for the purpose of distribution of dividend through Electronic Clearing Service (ECS) as advised by the Securities &

Exchange Board of India (SEBI). In the absence of ECS facility, the bank account details, if available, will be printed on the dividend warrants/demand drafts. Instructions if any, given by them in respect of shares held in physical mode will not be automatically applicable to the dividend paid on shares held in demat mode. Members holding shares in demat mode must, therefore, give instructions regarding bank accounts in which they wish to receive a dividend, to their Depository Participants. The Company or the RTA will not act on any direct request from these Members for change/deletion in such bank details.

- 7. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund. Members shall not be able to claim any unpaid dividend from the said Fund or the Company thereafter. Members who have not encashed the dividend warrants/demand drafts for the years 2003, 2004, 2005, 2006, 2007 and 2008 are requested to contact the RTA, Link Intime India Private Limited, Mumbai. Outstanding dividend for the year's prior to 1995 has been transferred to the General Revenue Account of the Central Government. Outstanding dividends for the years 1995, 1996, 1997, 1998 and 2001 have been transferred to the Investor Education and Protection Fund. No dividend was declared for the year 2002 and hence in the current year no amount in respect of unpaid/ unclaimed dividend is required to be transferred to the Investor Education and Protection Fund.
- 8. Section 109A of the Companies Act, 1956 provides for Nomination by individuals, who are shareholders of the Company in the prescribed Form No. 2B. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them by filling the prescribed form. Blank forms will be supplied by the Company's RTA, Link Intime India Private Limited on request. Members holding shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
- 9. Members are requested to note that as prescribed by the SEBI, trading in securities of the Company is compulsorily in dematerialized form. The Company has already executed tripartite agreements with both the depositories viz. Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) and Link Intime India Private Limited, (formally known as Intime Spectrum Registry Ltd.), the Company's Share Transfer Agent. Accordingly, the equity shares of the Company can be held in an electronic form with any Depository Participant (DP) with whom the Members have their Depository Account. The ISIN No. allotted to the equity shares of the Company is INE521A01017. In view of the numerous advantages offered by the Depository System, members who are yet to dematerialize their shares are requested to avail of the facility of dematerialization.
- 10. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the transfer deeds and share certificate at the time of lodgment of transfer of share is now mandatory.

ANNEXURE TO NOTICE

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

Item No. 8 - Appointment of Mr. Homi Khusrokhan as a Director

Mr. Homi Khusrokhan was appointed as a Director on the Board of the Company with effect from July 27, 2009, to fill in the casual vacancy caused by resignation of Dr. S. H. Advani. In terms of Section 262 of the Companies Act, 1956, Mr. Khusrokhan holds office as a Director only up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with requisite deposit of Rs. 500, proposing the candidature of Mr. Homi Khusrokhan for the office of Director of the Company under Section 257 of the Companies Act, 1956.

The Board recommends the appointment of Mr. Homi Khusrokhan.

Except Mr. Homi Khusrokhan, no other Director is concerned or interested in the said Resolution.

Item No. 9 - Appointment of Mr. Ramesh Subrahmanian as a Director

Mr. Ramesh Subrahmanian, was appointed as an Additional Director on the Board of the Company with effect from February 2, 2010, and accordingly holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing from a member along with requisite deposit of Rs. 500, proposing the



candidature of Mr. Ramesh Subrahmanian for the office of Director of the Company under Section 257 of the Companies Act, 1956.

The Board recommends the appointment of Mr. Ramesh Subrahmanian.

Except Mr. Ramesh Subrahmanian, no other Director is concerned or interested in the said resolution.

Item No. 10 - Appointment of Mr. Christopher McNamara as a Director

Mr. Christopher McNamara was appointed as an Additional Director on the Board of the Company with effect from February 2, 2010, and accordingly holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing from a member along with requisite deposit of Rs. 500, proposing the candidature of Mr. Christopher McNamara for the office of Director of the Company under Section 257 of the Companies Act, 1956.

The Board recommends the appointment of Mr. Christopher McNamara.

Except Mr. Christopher McNamara, no other Director is concerned or interested in the said Resolution.

Item No. 11 - Appointment of Ms. Hwee Ping Chua as a Director

Ms. Hwee Ping Chua was appointed as an Additional Director on the Board of the Company with effect from February 2, 2010, and accordingly holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing from a member along with requisite deposit of Rs. 500, proposing the candidature of Ms. Hwee Ping Chua for the office of Director of the Company under Section 257 of the Companies Act, 1956.

The Board recommends the appointment of Ms. Hwee Ping Chua.

Except Ms. Hwee Ping Chua, no other Director is concerned or interested in the said Resolution.

Item No. 12 - Approval for payment of remuneration to Mr. Rajesh Marwaha as Chief Financial Officer of the Company

Mr. Rajesh Marwaha was appointed as a Chief Financial Officer (CFO) of the Company with effect from January 29, 2010. He was appointed as an Alternate Director to Mr. Christopher McNamara with effect from February 16, 2010. Mr. Rajesh Marwaha is a Chartered Accountant and serving as a Finance Director of MSD Pharmaceuticals Private Limited (MSD) since February 2008. Prior to joining MSD, Mr. Marwaha was working in a capacity of Regional Financial Controller - MEA with Groupe SEB.

Mr. Rajesh Marwaha with his vast experience of 20 years has gained expertise in Finance and Strategic Management, more specifically in the area of Banking, Treasury, Accounting, MIS, Tax and Legal Compliances.

Salary: Maximum up to Rs. 3,500,000 per annum, with a provision for increase in salary of not more than 15% per annum over the previous year.

Remuneration of Mr. Rajesh Marwaha as CFO of the Company shall be reimbursed to his present employer MSD; Group Company of your Company by was of cross charging arrangement on arms length basis.

The Board recommends the resolution for payment of remuneration as Chief Financial Officer of the Company.

Except Mr. Rajesh Marwaha, no other Director is concerned or interested in the said Resolution.

By order of the Board of Directors

Bhavik Desai Company Secretary

Mumbai, February 23, 2010

Registered Office:

Platina, 8th Floor, Plot No. C-59, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai: 400 098.

Details of all the Directors including Directors seeking Appointment/Re-appointment at the 62^{nd} Annual General Meeting of the Company:

Particular	Mr. K.G. Ananthakrishnan	Dr. V.S. Sohoni	Dr. Ajit Dangi	Mr. M.K. Sharma	Mr. Homi Khusrokhan	
Designation President & Managing Director		Non Executive Director	Chairman and Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director	
Date of Birth	10.02.1957	28.05.1942	05.03.1941	04.05.1947	15.12.1943	
Qualifications B.Sc.; Masters Degree in Marketing Management		B. Tech (Electronic Engineering); Ph.D (Information Systems)	M.S.; Ph.D (London) Pharmaceutical Chemistry	B.A.; LL.B. ; PGD in Personnel Mgmt and Diploma in Labour Law	B.Com; CA; M.Sc.(Econ) London	
Present Managing Director of Fulford (India) Ltd. & Organon (India) Ltd.		Consultant	Proprietor of Danssen Consulting	Proprietor of M.K. Sharma & Associates	Serving on the Board of several companies mentioned below.	
Last Employment	Sr. Director, Pharma Division, Pfizer Ltd.	Sr. Director Business Development - Asia Pacific Schering-Plough Ltd.	Director General of Organisation of Pharmaceutical Producers of India (OPPI)	Vice-Chairman of Hindustan Unilever Ltd.	Managing Director of Tata Chemicals Ltd.	
Nature of expertise	Extensive Sales, Marketing & General Management experience across various Pharmaceutical organisations.	Rich experience in the Agro-Chemicals and Pharmaceutical industries.	Varied experience in Research, Manufacturing, Project Management, Sales & Marketing and General Management in the Pharmaceutical & Healthcare industry.	Specialises in Corporate & Securities Laws, Mergers, Amalgamations and Disposals, Joint Ventures, Intellectual Property Law, Advtg Law Anti Trust Law, Employment Law and Indirect Taxation.	Actively involved in Pharmaceutical Industry Affairs, expert on Intellectual Property Laws.	
Directorship held in other Companies	Organisation of Pharmaceutical Producers of India (OPPI) Organon (India) Ltd. Advinus Therapeutics Private Ltd. Rallis India Ltd. Organon (India) Ltd.		Nil	ICICI Bank Ltd. ICICI Lombard Insurance Co. Ltd. Bata India Ltd. Mitsubhishi UFJ Securities (India) Pvt. Ltd. Schrader Duncan Ltd. Thomas Cook (India) Ltd.	Rallis India Ltd. Khet-se Agri Produce (India) Pvt. Ltd. Advinus Therapeutics Pvt. Ltd. Samson Maritime Ltd. Indigene Pharmaceuticals Inc. Tata AIG Life Insurance Co. Ltd. ICICI Bank Ltd.	
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Shareholders/ Investors' Grievance Committee) Membership of STIGC of Organon (India) Ltd.		Member of AC: Organon (India) Ltd. Rallis India Ltd. Member of IGC: Rallis India Ltd.	Nil	Member of AC: ICICI Bank Ltd. Bata India Ltd. Thomas Cook (India) Ltd. Member of IGC: ICICI Bank Ltd. Thomas Cook (India) Ltd.	Member of AC: Rallis India Ltd. Samson Maritime Ltd. Tata AIG Life Insurance Co. Ltd.	
Number of Shares held in the Company	Nil	Nil	Nil	Nil	Nil	

AC- Audit Committee, STIGC-Share Transfer & Investors' Grievance Committee, IGC- Investors' Grievance Committee