



NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of Members of Godavari Drugs Limited will be held on 29th September 2011 at 2.00 P.M. at J.S. Krishna Murthy Hall, FAPCCI Premises, 11-6-841, Red Hills, Hyderabad -500 004 (A.P) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2011, Balance Sheet as on that date, and Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Dilip Patel who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr.S.A.Hussain who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board

Place:SECUNDERABAD
Date: 10.08.11

MUKUND KAKANI
MANAGING DIRECTOR

NOTES:

- 1 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
- 2 The instruments of proxy duly stamped and executed should be deposited at the Registered office of the company at least forty-eight hours before the time fixed for commencement of the meeting.
- 3 The register of members and share transfer books will remain closed from 23rd September 2011 to 29th September 2011 (Both days inclusive).
- 4 Members are requested to intimate immediately any change in their address to the company.



DIRECTORS' REPORT

TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their Twenty Third Annual Report and the Audited Accounts of the Company for the year ended 31st March 2011.

FINANCIAL RESULTS: (Rs. in Lacs)		
Particulars	2010-11	2009-10
Sales and other Income	532.01	439.35
Extra ordinary Items	---	---
Profit before interest and Depreciation	102.27	81.83
Interest	10.94	12.02
Depreciation	88.38	87.94
Profit/(Loss) before tax	2.95	18.13
Earlier year tax	0.00	0.00
Fringe Benefit tax	(0.03)	0.00
Deferred tax	0.00	(1.05)
Adjustment pertaining to previous year (2.29)		(0.63)
Profit/(Loss) before tax	0.64	(19.81)
Corporate tax (MAT)	(0.12)	0.00
Profit/loss After Tax	0.51	0.00
Balance brought forward from last year(981.14)		(961.32)
Balance Carried to Balance Sheet (980.62)		(981.14)

PERFORMANCE

The gross Sales and contract manufacturing income for the year marked a 20.10% increase at 523.69 lacs as against 436.04 over the last year.

OPERATIONS

The main area of operations continues to be contract manufacturing along with small quantities of independent products. The Company is striving to ensure full utilization of the product capacity to improve sales and volumes.

FUTURE DEVELOPMENT

The Company continues to attempt improvements in the present process through the R & D division, and also proposes to take up some independent products under developments, which are now at pilot plant stage. Further keeping in requirements of the demands of the customers the company is undertaking some additions to upgrade the present facilities to ensure better returns.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of the provision of Section 217(2AA) of the Companies Act, 1956, the Directors of your company hereby furnish the following responsibility statement with regard to annual accounts, accounting policies, maintenance of adequate accounting records etc. of the company.

- That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material deviation, if any, there from;
- That the Directors had selected such accounting policies and applied them consistently and made judgments 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 year ended 31st March, 2011.

- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

That the Directors had prepared the annual accounts on a ongoing concern basis.

AUDIT REPORT

The observations made by statutory auditors are self-explanatory.

INDUSTRIAL SAFETY AND POLLUTION CONTROL

The company continues to follow its policy of maintaining highest standards of safety. Regular plantation of trees taken around the plant ensures friendly environment and reduction in pollution.

INDUSTRIAL RELATIONS

Industrial relation between the management and the employees during the year under review remained cordial. The welfare activities continued as before.

PARTICULARS OF EMPLOYEES

There is no employee drawing remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the information is given in the annexure forming part of this Report.

DIRECTORS: Sri Dilip Patel and Sri S.A.Hussain , directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment.

AUDITORS: M/s. S. Daga & Company, Chartered Accountants, the present Auditors of the Company retire and being eligible, offer themselves for re-appointment.

ACKNOWLEDGEMENT:

Your Directors acknowledge with deep sense of appreciation, the continued support from Employees, Shareholders/Investors, Customers and Suppliers.

For and on behalf of the Board

Place: Secunderabad

Date: 10.08.11

GHANSHYAM JAJU

CHAIRMAN



ANNEXURE TO DIRECTORS' REPORT

Particulars as required under section 217 (1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. Conservation of Energy: The Company continued its efforts to improve energy consumption through planned and close monitoring of manufacturing methods and processes. The details of total energy consumption are set out in Form 'A' enclosed.

B. Technology Absorption: Efforts made in technology absorption are as per Form 'B' enclosed.

C. Foreign Exchange Earnings and Outgo: Nil

Total foreign exchange used and earned:

Used: Nil

Earned: Nil

FORM - A

(Form for disclosure of particulars with respect to Conservation of Energy)

Particulars	Unit	2010-11	2009-10
A. Power & Fuel Consumption			
1. Electricity			
a) Purchased			
Units	000KWH	1817	1897
Total Amount	Rs. in Lacs	108.15	110.20
Average cost	Rs./KWH	5.95	5.81
b) Own Generation			
i. Through Diesel Generator		—	—
ii. Through Steam Turbine Generator		—	—
2. Coal			
"C" Grade for Steam Generation			
Quantity	Tons	—	—
Total Cost	Rs. in Lacs	—	—
Average cost	Rs./Ton	—	—
3. Furnace Oil			
(For Steam Generation)			
Quantity	K.L	—	10.00
Total Cost	Rs. in Lacs	—	0.75
Average cost	Rs./KL	—	—
Agro /Ind. Waste			
Quantity	Tons	3577	3212
Total Cost	Rs. in Lacs	91.32	81.36
Average cost	Rs./Ton	2553	2533
5 Others/Internal Generation		—	—

B. Consumption per unit of production: Since the company manufactures different types of bulk Drugs and drug intermediates, it is not practicable to give consumption per unit of production.

FORM - B

Research and development (R & D)

1. Specific areas in which R & D was carried out by the Company: Development of technology for advanced bulk drugs and intermediates

2. Benefits derived as a result of the above R&D: Development of process and identification of new drug intermediates

3. Future plan of action: The company has plans to upgrade process Technology through its own R&D efforts to improve quality and reduce costs.

4. Expenditure on R&D:

a) Capital Rs.:	NIL
b) Recurring:	Rs. 2122531
c) Total:	Rs. 2122531
d) Total R&D expenditure as a percentage of total turnovers:	4.00

Technology absorption, adoption and innovation :

1. Efforts made towards technology: In-house developments towards backward Integration, absorption, adoption, both on technology and engineering fronts, innovation.

2. Benefits derived as a result of: Resulted in reduction of manufacturing costs, in the above efforts

3. Particulars of technology imported: NIL
during the last five years reckoned from the beginning of the financial year.

MANAGEMENT DISCUSSION AND ANALYSIS

With growing economy and per capita income the local demand is envisaged to pickup substantially, the local manufacturer with low cost production will have advantage in the present situation.

OUTLOOK

Take over of foreign companies by major Indian manufacturers will ensure more products to be outsourced from India, to achieve cost competitiveness. Companies with big manufacturing capacities will have an opportunity to participate in the changed scenario.

OPPORTUNITIES AND THREATS

Since 2005 after the patent regime in place there is encouraging atmosphere for out sourcing by big pharma companies resulting in mutual strategic benefits to Indian pharma companies.

The Global pharmaceuticals market consider India increasingly as an important base to source bulk drugs active and intermediate pharmaceutical ingredients since it has advantage of low cost manufacturing infrastructure and equipments facility in the country with proven technological and processes engineering.

The company presently is undertaking contract manufacturing from reputed organisation apart from their own products restarted in a small way. The company is sure to increase the productions of the on going products and add some new products in near future, which are under advance stage of developments.

MANAGEMENT OF RISK AND CONCERN

The company has initiated a number of steps to ensure financial discipline.

The company proposes to add further clients of repute for contract manufacturing to ensure steady progress and utilization of facilities, which will add to the profitability.

With various approvals for its manufacturing facilities its track records of commitment to quality and capability to handle diverse product portfolio the company has an advantage of de-risked business.



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY

The company's philosophy on Corporate Governance is concerned with how the company is run and the manner in which the Board of Directors discharges its mission and responsibilities to ensure proper management, with accountability in the best interests of shareholders and other stakeholders. In addition, the issue of transparency and disclosure of information about the affairs of the company assumes greater importance.

2. BOARD OF DIRECTORS

The Board of Directors comprises of Managing Director, one Executive Director and four Non-Executive Directors. The four Non-Executive Directors includes the Chairman who alongwith the Managing Director and another Non-Executive Director represent promoter group while the other two are an independent Director.

During the financial year 2010-2011 the Board met Five times on 29th April, 27th July, 03rd September, 10th November and 11th February 2011. The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting with particulars of their Directorship and Committee Memberships are given in the following table.

Name of the Director	Category of Directorship	Board Meetings attended	Lost AGM attended	No. Of outside Directorships	No. of other Committee Memberships
Shri. Ghanshyam Jaju	NED	5	Yes	Nil	Nil
Shri. Mukund Kakani	MD	5	Yes	Nil	Nil
Shri. Kirti Kumar Jain	ED	5	Yes	Nil	Nil
Shri. P. C. Shrimal	NED	5	Yes	1	1
Mr. Dilip Patel	ID	5	No	7	6
Mr. S A Hussain	ID	5	Yes	2	2

Outside Directorships do not include Directorship in private limited companies.

3. AUDIT COMMITTEE

Adhering to the principles envisaged in clause 49 of the listing agreement the audit committee was formed, which has met Five times in FY 2010-2011 on 29th April, 27th July, 03rd September, 10th November and 11th February 2011.

The terms of reference of Audit Committee is as contained in the section II of Corporate Governance code as per the Listing Agreement. The Audit Committee comprises of Executive Director and Independent Directors namely Shri. Kirti Kumar Jain, Shri. Dilip Patel and Shri. S. A. Hussain. The Statutory Auditor is invitee to the meetings.

4. REMUNERATION OF DIRECTORS

The Non-Executive Directors do not receive any remuneration from the company apart from sitting fees for attending the meetings of Board, which is decided by Board of Directors.

The details of remuneration paid to the Directors during the financial year 2010-11 are given below.

Name of the Director Salary (In Rs.)

Shri. Mukund Kakani	24,000 P.M.
Shri. Kirti Kumar Jain	15,000 P.M.

The tenure of appointment of each of the above Managing Director and Executive Director is for a Period of 5 years. Notice period, severance fees and stock options are not applicable.

5. SHAREHOLDERS COMMITTEE

The Board has constituted a Shareholders and Investors Grievance Committee which comprises of Shri. P C Shrimal, Chairman, Shri. Dilip Patel and Shri. S. A. Hussain as members. During the year, the committee met two times on 27th July 2010 and 11th February 2011. The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor service. Given below and all of them have been resolved to date. There were no share transfers pending for registration for more than 30 days.

The status of shareholder's complaints/request during the financial year 2010-11 is as under

Sl.No.	Nature of Complaint/request	Received	Cleared
1	Change / Correction of Address	01	01
2.	No. Of transfers	11	08
3.	Non receipt of shares /Others	04	04

The Complaints from the shareholders are given top priority and have been attended to on day-to-day basis.

6. CODE OF CONDUCT

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition the Company has adopted a code of conduct for its Non-Executive Directors and Senior Management Personnel.

7. GENERAL BODY MEETINGS

The details of last three Annual General / Extra Ordinary General Meetings are as follows:

Year	Location	Date	Time
2009-2010	J. S. Krishnamurthy Hall, FAPCCI Premises, Red Hills, Hyderabad	28 th Sept 2010	2.00P.M.
2008-2009	J. S. Krishnamurthy Hall, FAPCCI Premises, Red Hills, Hyderabad	26 th Sept 2009	2.30P.M.
2007-2008	J. S. Krishnamurthy Hall, FAPCCI Premises, Red Hills, Hyderabad	26 th Sept 2008	2.30P.M.

In some of the above AGMs the shareholders passed certain special resolutions as set out in the respective notices. No special resolutions were passed through postal ballot during the previous year.

At the forthcoming AGM there is no item on the agenda that needs approval by means of postal ballot.

8. DISCLOSURES

The Company complied with all the regulations of the Stock Exchanges, Securities and Exchange Board of India and other statutory bodies regulating the capital markets. No Stretchers or penalties were imposed on the company. There are no transactions with related parties having potential conflict with the interest of the company at large. Other transactions are adequately disclosed in the notes to Annual accounts.

9. MEANS OF COMMUNICATION

The company shares are listed on Bombay Stock Exchange and financial results on quarterly basis are being submitted to the Stock Exchange and have been published in the newspapers.

The quarterly financial results of the company are generally published in the following newspapers.



Business Standard (English Daily) and Andhra Bhoomi (Telugu Daily) There has been no display of official news releases and there have been no presentations made to institutional investors or to the analysts.

10. GENERAL SHAREHOLDERS INFORMATION

Sl.No.	Item	Details
1.	AGM Date, Time and Venue	On 29 th September, 2011 at 2.00 P.M at J. S. Krishnamurthy hall, FAPCCI Premises, Red Hills, Hyderabad. (To be held)
2.	Financial Calendar 2011-2012(Tentative)	First Quarter Results – By 15th Aug 2011 Second Quarter /Half year Results -By 15th November 2011 Third Quarter/Nine Months Results - By 15th February 2012 Fourth Quarter/Year end Results -By 15th May 2012
3.	Dates of book closure	23-09-2011 to 29-09-2011 (Both days inclusive)
4.	Listing on Stock Exchanges	Bombay Stock Exchange
5.	Stock Code	530317 (BSE)
6.	Demat ISIN No. For NSDL & CDSL	INE362C01012
7.	Market Price Data	
	Months	Bombay Stock High (Rs.) Exchange Ltd. Low (Rs.)
	April'10	6.24 5.40
	May'10	8.14 5.82
	June'10	7.81 6.70
	July'10	8.57 6.75
	August'10	8.07 7.31
	September'10	8.20 7.01
	October'10	8.05 7.20
	November'10	8.14 6.76
	December'10	7.75 5.95
	January'11	7.83 6.32
	February'11	7.15 5.89
	March'11	5.78 4.80

8. Performance in comparison to BSE Index / CRISIL Index	The shares are infrequently traded and hence not applicable.
9. Registrars and Transfer Agents (For both physical and electronic)	CIL Securities Pvt Ltd. 214, Raghava Ratna Towers Abids, Hyderabad.
10. Share transfer system	Share transfers are registered and returned with in a Period of thirty days from The date of receipt, if the documents are in order in all respects.

11. Shareholding Pattern as on 31st March 2011

Category	No. of Shares	Percentage
Promoter	3695840	49.077
Financial Institution and Banks	134873	1.79
Bodies Corporate	590165	7.84
Indian Public	2862515	38.01
NRI's / OCB's	247107	3.286
TOTAL	7530500	100.00

12. Distribution of shareholding as on 31st March 2011

Shareholding of Nominal Value	No. of Holders	% of total Holding	Shares Amount	% of total Amount
From To				
— 5000	3481	97.67	10374090	13.78
5001 10000	21	0.59	1569710	2.08
10001 20000	19	0.53	2955260	3.92
20001 30000	7	0.20	1685300	2.24
30001 40000	5	0.14	1597090	2.12
40001 50000	3	0.08	1366150	1.81
50001 100000	15	0.43	13232540	17.58
100001 ABOVE	13	0.36	42524860	56.47
TOTAL	3564	100.00	75305000	100.00

13. Dematerialisation of shares and Liquidity : The trading in Company's shares is permitted only in dematerialized form. In order to enable to shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL

14. Outstanding ADRs / GDRs: The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

15. Plant Location: A-6/2, MIDC, Nanded, - 431 603, Maharashtra.

16. Address for correspondence Registered office:

1-8-303/34, Mayfair, Sardar Patel Road,
Secunderabad - 500 003, Phone: 91-40-2784 9700,
Fax: 91-40-2784 9859
E-mail: info@godavaridrugs.com

Shareholders holding shares in electronic form should address all their Correspondence to their respective depository participants.

DECLARATION OF MANAGING DIRECTOR ON THE COMPANY'S CODE OF CONDUCT

In terms of Clause 49 of the Listing Agreement, I hereby confirm that all the Board members and Senior Management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them for the year ended 31st March 2011.

Place: Secunderabad
Date: 10.08.11.

Mukund Kakani
Managing Director