

*24th*  
*Annual Report*  
*2011-2012*



**GODAVARI DRUGS LIMITED**

Regd. Office : May Fair  
Sardar Patel Road, Secunderabad - 500 003.



***BOARD OF DIRECTORS :***

**SHRI GHANSHYAM JAJU**  
**SHRI MUKUND KAKANI**  
**SHRI KIRTI KUMAR JAIN**  
**SHRI DILIP PATEL**  
**SHRI S. A. HUSSAIN**  
**SHRI MOHIT JAJU**

— **CHAIRMAN**  
— **MANAGING DIRECTOR**  
— **EXECUTIVE DIRECTOR**  
— **INDEPENDENT DIRECTOR**  
— **INDEPENDENT DIRECTOR**  
— **ADDITIONAL DIRECTOR**

**Bankers**

State Bank of Hyderabad  
State Bank of Bikaner & Jaipur  
HDFC Bank

**Auditors**

M/s S. DAGA & CO.  
Hyderabad

**Registered Office**

“Mayfair”,  
Sardar Patel Road,  
Secunderabad - 500 003, India.  
Phones : (040) 27849700, 27844557.  
Fax : (040) 27849859  
Email : info@godavaridrugs.com

**Factory**

A 6/2, M. I. D. C.,  
Nanded - 431 603  
Maharashtra

**Registrars**

CIL Securities Pvt., Ltd.  
214, Raghavaratna Towers, Chiragallilane  
Abids, Hyderabad - 500 001.

Annual General Meeting  
28th September, 2012  
at 2.30 p.m.  
at FAPCCI  
J. S. Krishnamurthy Hall  
Red Hills , Hyderabad



## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of Godavari Drugs Limited will be held on Friday, September 28, 2012 at 2.30 PM at J.S. Krishna Murthy Hall, FAPCCI Premises, 11-6-841, Red Hills, Hyderabad-500004 to transact the following Business:

### **ORDINARY BUSINESSES :**

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012, the Profit & Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ghanshyam Jaju who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. S. Daga & Co., Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

The following resolution is proposed to be passed, with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, M/s. S. Daga & Co., Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

### Special Business

4. *To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:*

#### **Appointment of Mr. Mohit Jaju as a Director of the Company**

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Mohit Jaju, who was appointed as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the provisions of the Articles of Association of the Company."

5. *To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:*

#### **Appointment of Mr. Mohit Jaju as Executive Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable sections if any, of the Companies Act, 1956 and subject to such approvals/consent as may be required if any, Mr. Mohit Jaju be and is hereby appointed as Executive Director of the



Company for a period of 5 (five) years with effect from May 10, 2012 after passing of this resolution on following terms and Conditions:

- a) Basic Salary Rs. 15,000/- per month
- b) HRA, Medical, Exgratia, LTA, Leave, Gratuity, Telephone be provided as per rules of the Company.
- c) Fees of Clubs subject to a maximum of two clubs excluding admission and Life Membership Fees.
- d) Provision for the use of Car for Company's business purpose

RESOLVED FURTHER THAT the Board of Directors of the Company be and is and are hereby authorized to file requisite Forms with the Registrar of Companies, Andhra Pradesh for the appointment of Mr. Mohit Jaju as Executive Director."

6. *To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:*

**Re-Appointment of Mr. Mukund Kakani as Managing Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable sections if any, of the Companies Act, 1956 and subject to such approvals/consent as may be required if any, Mr. Mukund Kakani be and is hereby appointed as Managing Director of the Company for a period of 5 (five) years with effect from passing of this resolution on following terms and Conditions:

- a) Basic Salary Rs. 24,000/- per month
- b) HRA, Medical, Exgratia, LTA, Leave, Gratuity, Telephone be provided as per rules of the Company.
- c) Fees of Clubs subject to a maximum of two clubs excluding admission and Life Membership Fees.
- d) Provision for the use of Car for Company's business purpose

RESOLVED FURTHER THAT the Board of Directors of the Company be and is and are hereby authorized to file requisite Forms with the Registrar of Companies, Andhra Pradesh for the appointment of Mr. Mukund Kakani as Managing Director."

7. *To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:*

**Re-Appointment of Mr. Kirti Kumar Jain as Executive Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 269, 198, 309 read with Schedule XIII and other applicable sections if any, of the Companies Act, 1956 and subject to such approvals/consent as may be required if any, Mr. Kirti Kumar Jain be and is hereby appointed as Executive Director of the Company for a period of 5 (five) years with effect from passing of this resolution on following terms and Conditions:

- a) Basic Salary Rs.15,000/- per month
- b) HRA, Medical, Exgratia, LTA, Leave, Gratuity, Telephone be provided as per rules of the Company.



- c) Fees of Clubs subject to a maximum of two clubs excluding admission and Life Membership Fees.
- d) Provision for the use of Car for Company's business purpose

RESOLVED FURTHER THAT the Board of Directors of the Company be and is and are hereby authorized to file requisite Forms with the Registrar of Companies, Andhra Pradesh for the appointment of Mr. Kirti Kumar Jain as Executive Director."

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

Place: Secunderabad  
Date: 14.08.2012

Mukund Kakani  
(Managing Director)

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 22-09-2012 to 28-09-2012 (both days inclusive).
6. Members are requested to quote their Registered Folio Number/Client ID on all correspondence with the Company/RTA and notify the Company's RTA, or the Depository Participants, in case of shares in dematerialized form, immediately of change, if any, in their registered address.
7. Reappointment of **Mr. Ghanshyam Jaju:**

At the ensuing AGM, Mr. Ghanshyam Jaju is retiring by rotation and being eligible, offers himself for reappointment. His brief resume and other relevant details are as follows:



Name	Mr. Ghanshyam Jaju
Date of birth	31.03.1947
Date of appointment	03.12.1987
Expertise	Over 25 years of experience in the industry
Qualifications	B.Com
No. of shares held in the Company	341600
Relationship with other directors of the Company	Mohit Jaju –Son
Directorship in other companies	Nil
Chairman/Member of the Committee of the Board of the companies in which he is a Director	Nil

#### **EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

##### **Item No. 4**

Mr. Mohit Jaju was appointed as an Additional Director on the Board of the Company with effect from May 10, 2012.

In terms of the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. The Company, pursuant to the provisions of Section 257 of the Act, has received notices in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Mohit Jaju as a Director of the Company.

Except Mr. Ghanshyam Jaju, none of the Directors of the Company are, in any way, concerned or interested in the resolution.

The Board recommends the resolution for your approval.

##### **Item No. 5**

Mr. Mohit Jaju is rendering his time and services for the Company in the capacity of a Director. Hence, it is proposed to appoint him as an Executive Director on the Board of the Company and remunerate him for his services monthly with effect from 10.05.2012.

In terms of the provisions of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and other applicable provisions if any the Board recommends the resolution for your approval.

Except Mr. Ghanshyam Jaju, none of the Directors of the Company are, in any way, concerned or interested in the resolution.

##### **Item No. 6**

Mr. Mukund Kakani is rendering his time and services for the Company and has been managing the



day to day affairs of the Company in the capacity of a Managing Director since last few years. Hence, it is proposed to re-appoint him as the Managing Director on the Board of the Company and remunerate him for his services monthly as his term of appointment expires at the ensuing Annual General Meeting.

In terms of the provisions of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and other applicable provisions if any the Board recommends the resolution for your approval.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

**Item No. 7**

Mr. Kirti Kumar Jain is rendering his time and services for the Company and has been involved in the business and day to day affairs of the Company in the capacity of a Director since last few years. Hence, it is proposed to re-appoint him as the Executive Director on the Board of the Company and remunerate him for his services monthly as his term of appointment expires at the ensuing Annual General Meeting.

In terms of the provisions of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and other applicable provisions if any the Board recommends the resolution for your approval.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

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

Place: Secunderabad  
Date: 14.08.2012

Mukund Kakani  
(Managing Director)



Dear Shareholder,

**Subject: Green Initiative - Registration of E-mail address**

The Ministry of Corporate Affairs, (MCA) had taken a "Green Initiative in the Corporate Governance" vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively had permitted the companies to serve the documents viz. annual reports, notices of general meetings/ postal ballot, other documents etc. to the shareholders through electronic mode. SEBI, vide its circular ref. No. CIF/CFD/DIL/2011 dated 5 October 2011, and has directed listed companies to supply soft copies of full Annual Reports to all those shareholders who have registered their email addresses.

Your Company, being dedicated towards preserving and protecting environment, continuously seeks opportunities to reduce adverse impact on the planet. In order to support "Green Initiative", your Company has decided to have paperless documentation to the maximum possible extent by forwarding the above referred documents to you through electronic mode from the end of this Annual General Meeting. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your E-mail address and / or changes therein from time to time with the Company's Registrar & Share Transfer Agent (RTA) viz. CIL Securities Private Limited. In case you do not have your email address registered with the Company or Company's RTA you may send us an email to **info@godavaridrugs.com** by quoting the name of first/sole shareholder, Folio no./DP ID and Client ID or in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication so that the Company can make a note of it and start sending you the communications through electronic mode to your respective email id's.

We request your whole-hearted support to this "Green Initiative" by opting for electronic mode of communication.

Thanking you,

Yours faithfully,

For **Godavari Drugs Limited**

**Mukund Kakani**  
(Managing Director)

*Secunderabad*  
14.08.2012



**REGISTRATION OF E-MAIL ADDRESS FORM**

(In terms of circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively  
issued by Ministry of Corporate Affairs)  
(For shares in physical mode)

CIL Securities Private Limited  
(Unit: Godavari Drugs Limited)  
214, Raghava Ratna Towers,  
Abids, Hyderabad-500001

I/we shareholder(s) of Godavari Drugs Limited hereby accord my/our approval to receive documents viz. annual reports, notices of general meetings/ postal ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/we request you to note my/our latest email address, as mentioned below. If there is any change in the E-mail address, I/we will promptly communicate the same to you. I/we attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

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Folio No.

-----  
Name of first/sole shareholder

-----  
Name of joint shareholder(s) if any

-----  
Registered Address

-----  
E-mail address (to be registered)

-----  
Place:

Date:

(Signature of shareholder)