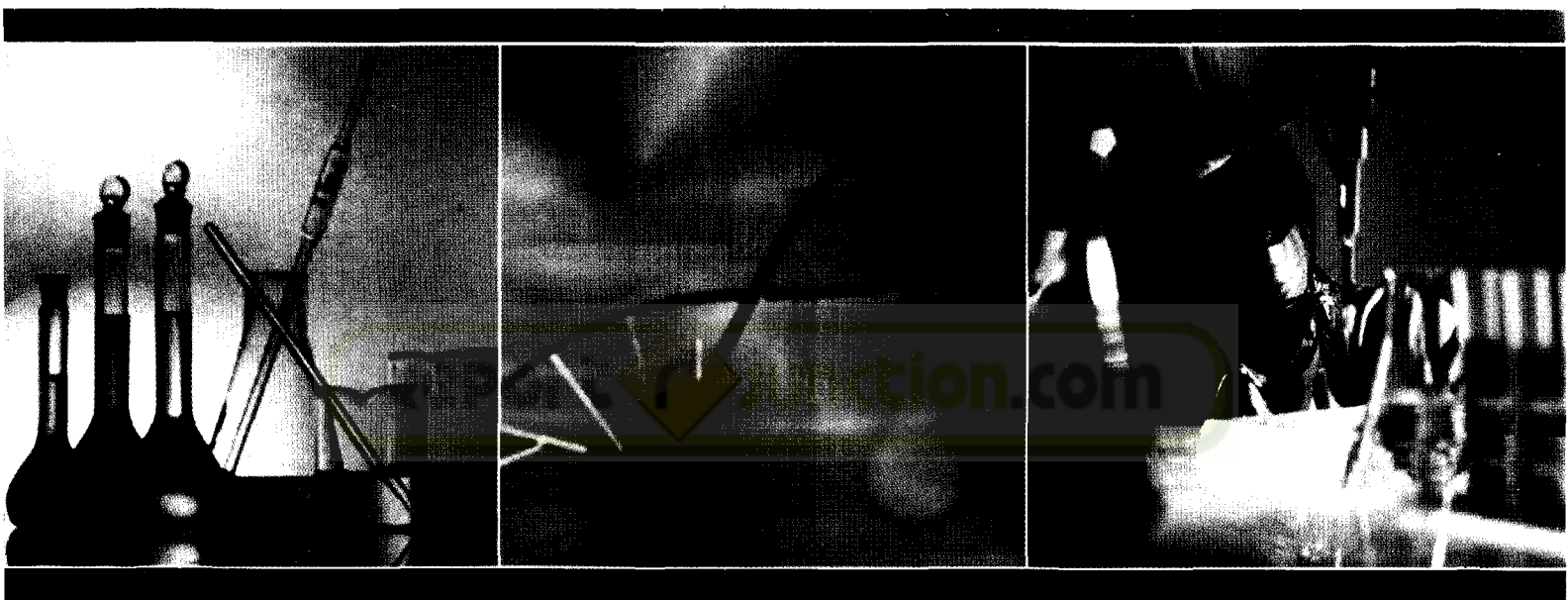


Jenburkt Pharmaceuticals Ltd.
Annual Report 2006-2007



 **JENBURKT**
Delivering Excellence in Life Sciences

Jenburkt Pharmaceuticals Ltd.

“Change is inevitable. Growth is intentional”.

The Indian Pharmaceutical industry has been witnessing phenomenal growth in recent years, driven by rising consumption levels in the country and strong demand from export markets. The pharmaceutical industry in India is estimated to be worth about \$10 billion, growing at an annual rate of nine per cent.

In world rankings, the domestic industry stands 4th in terms of volume and 13th in value terms. The ranking in value terms is due to the low prices at which medicines are sold in the country as compared to their global counterparts. Most pharmaceuticals available in India are already off-patent, and generics are likely to dominate the market for the foreseeable future.

In the last five years, Jenburkt has been growing at a steady pace. Sales have increased from Rs.2,461 lacs (2002-03) to Rs.3,786 lacs (2006-07) and net profit has jumped from Rs. 35.03 lacs (2002-03) to Rs.120.35 lacs (2006-07).

Today, Jenburkt's ascent has revealed that we have taken adequate steps with the ability to light-footedly and strategically navigate the rugged landscape to gain new grounds and scale heights. We have also made foray into the lucrative export market. The challenges emerging in the global industry have been addressed so as to maintain the pace of growth.

Board of Directors

Harshad N. Bhuta	Chairman
Uttam N. Bhuta	Managing Director
Bharat V. Bhate	Director
Rameshchandra J. Vora	Director
Arun R. Raskapurwala	Director
Ashish U. Bhuta	Whole Time Director

Company Secretary

Ashish R. Shah

Auditors

D.L. Arora & Co.
Chartered Accountants,
Mumbai

Banks

Bank of Baroda
ICICI Bank

Report  junction.com

Registered Office

Nirmala Apartments,
93, Jayprakash Road,
Andheri (W),
Mumbai - 400 058.
Tel. No. 6694 31 21
Fax. No. 6694 31 27
E-Mail : investor@jenburkt.com
Web Site : www.jenburkt.com

Plant

11-12, GIDC Phase - I,
Bhavnagar Road,
Sihor,
Gujarat - 364 240

Index

Notice	2
Directors' Report	7
Management Discussion & Analysis Report	11
Corporate Governance Report	13
Auditors' Report	21
Balance Sheet	24
Profit & Loss Account	25
Cash Flow Statement	26
Schedules	27

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **JENBURKT PHARMACEUTICALS LIMITED** will be held on Tuesday, the 31st July, 2007 at 4.30 p.m. at Juhu Jagruti Auditorium, A.J.College of Commerce & Economics, opp. Shri Bhaidas Maganlal Hall, Swami Bhaktivedanta Marg, JVPD Scheme, Vile Parle (West), Mumbai - 400056 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2007 and Balance Sheet as on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri Bharat V. Bhate, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Harshad N. Bhuta, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. 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 309 of the Companies Act, 1956 (the Act) and all other applicable provisions of the said act or any other act and subject to all permissions, sanctions and approvals as may be necessary approval of the Company be and is hereby accorded to the payment of commission to Director(s) of the Company, who is/are neither in whole time employment nor a Managing Director(s) of the Company up to limits as laid down under section 309(4) of the Act computed in accordance with the provision of the Act, for a period of five years beginning from financial year 2006-07 in such manner and up to such an extent as the Board of Director and/or Remuneration Committee of the Board may determine, from time to time.

RESOLVED FURTHER THAT to give effect to this resolution the Board and/or remuneration committee constituted by the Board be and are hereby authorised to take all actions and do all such things, deeds as it may in their absolute discretion deem necessary and proper."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "RESOLVED THAT Shri Ashish U. Bhuta, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation".
8. 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 198, 269, 309, schedule XIII and other applicable provisions of the Companies Act 1956, (including any alterations /modifications thereof for the time being in force) and subject to such other approvals as may be required, approval of Members of the Company be and is hereby accorded for the appointment of Shri Ashish U. Bhuta, as the Whole Time Director of the Company for a period of 5 years commencing from 2nd June 2007, whose term of office shall be liable to retire by rotation, at a remuneration and perquisites payable as under:

Remuneration:

- A. Salary up to maximum of Rs.2,50,000/- per month with annual increment effective from 1st April every year, at the discretion of Board of Directors and/or remuneration Committee of the Board, based on the performance of Shri Ashish U. Bhuta and the profitability of the Company.
- B. Perquisites, benefits and allowances shall include House Rent Allowances, Company's contribution to Provident Fund, Superannuation or Annuity Fund, Gratuity Fund, Allowances for utilization of gas, electricity, furnishing at house and repairs, medical reimbursement, leave travel concession, provision for car with service of driver for official use, cellular phone, telephone at Residence, club fees, medical insurance premium and such other perquisites, benefits and allowances under the schemes /rules applicable to the officials of the Company, provided that the total remuneration shall be within the ceiling prescribed under schedule XIII of the Companies Act 1956. His appointment will be subject to termination by three months notice in writing by either side.

RESOLVED FURTHER THAT the Board of Directors and/or remuneration Committee thereof be and is hereby authorised and empowered in its absolute discretion to change, alter or modify the terms and conditions of his appointment and payment of remuneration mentioned herein and / or in the agreement with his consent, subject to the provision of section 310, 311, Schedule XIII and any other applicable provision of the Companies Act 1956 (including any alterations/modifications, if any, thereof for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of Profit of the Company in any financial year during his tenure, the aforesaid remuneration and perquisites shall be paid to Shri Ashish U. Bhuta as minimum remuneration, for a period of three years, subject to Schedule XIII and any other applicable provisions of the Companies Act 1956. (Including any alterations/modifications, if any, thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, things, as they may in their absolute discretion deem necessary, to give effect to this resolution".

By Order of the Board of Directors
For JENBURKT PHARMACEUTICALS LTD

ASHISH SHAH
Company Secretary

Mumbai, 2nd June, 2007.

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 OF THE COMPANY.**
2. An Explanatory Statement pursuant to the section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
3. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting. Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed, not less than 48 hours before the scheduled time of the meeting.
4. Members / Proxies are requested to bring their copy of Annual Report to the Meeting.
5. All documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day, except Saturdays, till Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th July 2007 to Tuesday, 31st July 2007 (both days inclusive).
7. Pursuant to Section 205A(5) of the Companies Act, 1956, as amended, any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government and the shareholders shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter. The Company shall transfer the unpaid or unclaimed amount of dividend pertaining to year 2000, to the above stated fund, during the year.
8. For Profile of a) Shri Bharat V. Bhate and b) Shri Harshad N. Bhuta, Directors being re-appointed and c) Shri Ashish U. Bhuta being appointed as Whole Time Director, kindly refer to the Corporate Governance Report, attached to the Directors' Report.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

As required under section 173(2) of the Companies Act, 1956

Item No.6 of the Notice:

Section 309(4) of the Companies Act, 1956 empowers the Company to pay commission, up to 1% of the Net Profit of the Company, to the non-executive Directors, if the Company has a Managing or Whole Time Director or Manager. As you are aware the Management of the Company vests in the Board of Directors, which acts through certain Committees, which calls for greater involvement of all the Directors of the Company in the affairs of the Company, in terms of time and efforts. It is desirable that Shri Harshad N. Bhuta - Chairman and non-executive Director should be compensated by way of payment of commission at the rate of maximum ceiling of 1% p.a. of the Net Profit of the Company, for his valuable contribution to the Company with his expertise and guidance. The Members at their 17th Annual General Meeting held on 26.07.2002, resolved to pay similar commission to him for a period of 5 years from financial year 2001-02.

The proposed resolution seeks permission and authority to the Board or any committee thereof for payment of commission to the non-executive Director, every year, for a period of 5 years from 01.04.2006.

The Board accordingly recommends the resolution in item No.6 of the notice for approval of the Members of the Company.

Except Shri Harshad N. Bhuta and Shri Uttam N. Bhuta, none of the Directors is to be considered interested or concerned in the proposed resolution No.6.

Item No.7 & 8 of the Notice:

Shri Ashish U. Bhuta was appointed as an Additional Director of the company by the Board of Directors at their meeting held on 2nd June 2007 pursuant to Article 134 of Articles of Association of the Company and Section 260 of the Companies Act 1956 as such he holds the office up to this Annual General Meeting. The Company is in receipt of a notice, in writing, pursuant to Section 257 of the Companies Act, 1956, from a shareholder along with requisite deposit of Rs.500/- signifying his intention to propose the candidature of Shri Ashish U. Bhuta as a Director of the Company.

The Board of Directors at their meeting held on 2nd June 2007 subject to the approval of Members and the Central Government, if necessary, appointed Shri Ashish U. Bhuta as a Whole Time Director of the Company with effect from 2nd June 2007. Shri Ashish U. Bhuta has joined the Company on 01.06.1994 as Account Assistant and has attained various positions thereafter viz. Senior Executive, Vice President and Senior Vice President before this appointment. He is a commerce graduate and has obtained a Masters Degree in Financial Management. He has also done a course on Patent Law and Practice at IIPS (Institute of Intellectual Property Studies) Mumbai.

Shri Ashish U. Bhuta's appointment and terms of remuneration is pursuant to article 128 and 139 of the Articles of Association of the Company and Section 198, 269, 309 read with schedule XIII of the Companies Act 1956 and all other applicable provisions of the said Act. His terms of appointment and remuneration as set out in the draft agreement and as mentioned in the proposed resolution will be subject to approval of Members in the ensuing Annual General Meeting.

The terms and conditions of the appointment of Shri Ashish U. Bhuta, as set out in the resolution may also be treated as an abstract of the terms of draft agreement between Shri Ashish U. Bhuta and Company under section 302(2) of the Companies Act 1956.

The Board accordingly recommends the resolution in item No.7 and 8 of the notice for approval of the Members of the Company.

Except Shri Ashish U. Bhuta himself and Shri Uttam N. Bhuta none of the directors is to be considered interested in the proposed resolution No.7 and 8.

Information as required under Schedule XIII of the Companies Act 1956:

I. General Information:

- 1) Nature of Industry: The Company is a manufacturer of Pharmaceutical formulations.
- 2) Date or expected date of commencement of commercial production: The Company was incorporated on 10/06/1985.
- 3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- 4) Financial performance based on given indicators:

(Rs. in lacs)

PARTICULARS	Financial Year Ended 31-3-2007	Financial Year Ended 31-3-2006
Sales	3786.16	3156.89
Net Profit after tax	120.35	103.98

5) Export performance and net foreign exchange collaborations:

For the financial year 2006-07: Rs. 186.27 lacs

For the financial year 2005-06: Rs. 136.20 lacs.

The Company has not entered in to any foreign collaboration.

6) Foreign investments or collaborators, if any: N.A.

II. Information about the appointee:

- Background details: Shri Ashish U. Bhuta is a Bachelor of commerce; he has done his masters degree in financial management and postgraduate diploma in Patent Law & Practice. He was appointed on 01.06.1994 as an Account Clerk since has worked at several levels and across various departments of the Company and was elevated as Vice President on 01.04.1997 and Senior Vice President on 01.04.2006. He has gained immense experience in operations, purchase, manufacturing, marketing, finance, etc. by working across all divisions and departments of the Company from 1994. Shri Ashish U. Bhuta has many achievements to his credits like obtaining ISO 9002 and WHO GMP Certification of the Plant, setting up International Business Department and foray in to new countries and shouldering responsibilities of overall supervision of operations and departments of finance, purchase, manufacturing, marketing and human resources development along with developing various strategies and their implementation. He has co-ordinated commissioning of Sihor Plant and has established Batch Costing System, precise MIS system at senior level and budgeting system in the Company. He is also responsible for beginning export sales for the Company and computerization of the organization including commissioning Company's own developed Q-logie™ a supply chain software and setting up of ERP system. He is part of the team to decide new products, expansion of territories in India, appointment of Distributors / Agents in India and selecting talent for the Company.

Shri Ashish U. Bhuta holds, as on 31-03-2007, 168921 Equity Shares of the Company.

- Past remuneration drawn (F.Y. 2006-07): Rs. 15.19 lacs per annum.
- Recognition / Awards / Achievements: Shri Ashish U. Bhuta has co-ordinated the commencement of Sihor Plant, led the team to achieve ISO 9002 and WHO GMP Certification. Was awarded the best mooter and also achieved moot court team award, at the moot court competition in Patent Law held by IIPS.
- Job profile and his suitability: Shri Ashish U. Bhuta, exercise substantial executive power, under the control and direction of Board of Directors of the Company. He is responsible for overall operation and working affairs of the Company. He is managing under his direct control the core departments of the Company viz. production, marketing, accounts, information technology, human resource development and purchase. Considering his experience and ability to skillfully co-ordinate all the departments for the growth of the Company, he is best suitable for the responsibility assigned by the Board as the Whole Time Director.
- Remuneration proposed: Rs.1.60 lacs per month with effect from 02.06.2007. Further, he is eligible to remuneration up to maximum of Rs.2.5 lacs per month, subject to the terms of agreement and discretion of the Board of Directors and/or remuneration committee thereof with annual increment effective from 1st April every year. The perquisites, benefits, allowances shall be determined by the board and/or remuneration committee thereof. His terms of Remunerations are valid for a period of three years from 20-06-2007.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The proposed remuneration is comparatively lower than the similar designated / positioned employees in the industry and size of the Company.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Shri Ashish U. Bhuta does not have any direct or indirect pecuniary relationship with the Company. However, he is the son of the Managing Director, Shri Uttam N. Bhuta.

III. Other Information:

- 1) Reasons of loss or inadequate profits: The Company falls under SME group and is under a growing stage. The expenditures on manpower recruitment, training and retention and on marketing is very high, but at the same time are important too. The Company had to spend heavily on product registration at various countries.
- 2) Steps taken or proposed to be taken for improvement: The Company has successfully certified its plant as WHO GMP compliant, the plant is also approved under Schedule-M of Drug and Cosmetic rules, 1945. The Company is focusing in exports and has established an International Business Division and expects to register sizable bottom line growth in years to come. Further the Company has adopted mechanism for rationalisation of product and shifting of product to excise free zone.
- 3) Expected increase in productivity and profits in measurable terms: During the year the Company reported an improvement in financial results. As mentioned above, with improvement in exports (which depends on the registration of products and plant by various Government authorities in different countries), the company shall expect a better and improved performance in years to come. The benefits of expenditures in product registration will be seen in years to come by way of increase in export turn over.

IV. Disclosures:

- 1) A draft resolution and detailed explanatory statement about the appointment and remuneration package of Shri Ashish U. Bhuta is presented under the Notice convening the ensuing Annual General Meeting.
- 2) The details regarding remuneration package etc. of all the other directors, are produced in the Corporate Governance Report, annexed to Directors' Report.

By Order of the Board of Directors
For JENBURKT PHARMACEUTICALS LTD

ASHISH SHAH
Company Secretary

Mumbai, 2nd June, 2007.

Report Junction.com

Directors' Report

Your Directors have pleasure in presenting the 22nd Annual Report together with the Audited Accounts for the year ended 31st March, 2007.

FINANCIAL PERFORMANCE :

(Rs. in Lacs)

Particulars	Year ended 31-3-2007	Year ended 31-3-2006
Sales & Other income	3831.45	3211.93
Profit before depreciation, interest and tax	355.28	289.79
Less : Interest	85.57	68.98
Depreciation	66.65	53.83
Profit before tax	203.06	166.98
Less : Provision for taxation /Deferred Tax/ FBT -	82.71	63.00
Net Profit after tax	120.35	103.98
Add : Excess provision of earlier years, now written back	0.50	3.68
Add : Balance b/f from previous year	182.59	151.16
Profit available for appropriation	303.44	251.46
APPROPRIATIONS :		
Dividend	58.12	58.12
Dividend Tax	9.88	8.15
Transfer to General Reserves	3.25	2.60
Balance c/f to Balance Sheet	232.19	182.59
Total	303.44	251.46

DIVIDEND :

Your Directors recommend a Dividend of 12.5% or Re.1.25 per equity share of Rs.10/- each, subject to approval of shareholders at the ensuing Annual General Meeting. Rs.68.00 lacs will be absorbed out of profits towards payment of dividend and tax thereon and Rs.3.25 lacs will be transferred to reserves out of profits. The Dividend for the previous financial year i.e. 2005-06 was paid at the rate of 12.5%. Your Company has consistently paid dividends for past 5 years.

FINANCIAL PERFORMANCE :

The turn over of the Company for the Financial Year 2006-07 rose to Rs.3786.16 lacs from Rs.3156.89 lacs registered last year, an increase of approximate 20%. The Gross Profit of the Company has increased by 21.61% at Rs.203.06 lacs compared to last year Rs.166.98 lacs where as the net profit of the Company stood at Rs.120.35 lacs as against Rs.103.98 lacs registered last year, a jump of approximate 15.74%.

Your Company expects the International Business Division, to contribute substantially to the top line and bottom line of the Company's financial figures, in coming years.

Your Company has filed nearly 50 products dossiers, for registration; some of them have already been registered, and others are under process. The Company has spent substantial amount for registration process. However sizeable gains are expected from exports after registration. During the year the export turnover has gone up compared to previous year.

With focus on high value speciality product segments and with a view to compete Companies from Western Countries, your Company has for the first time introduced a consumer product, a new USFDA approved sugar substitute-Sucralose, under the trade name "NOCAL". The product has been launched in four countries and in couple of other countries, it is under registration. Various modes of product promotions by way of telecom, radio, newspaper, etc. are adopted.

With the launch of NOCAL, your Company has taken a further strategic step to address the scope of "healthcare".

PLANT :

Sihor Plant upgradation continued with the installation of new formulation development equipments and instruments in Manufacturing and Quality Control Departments. Prime importance being given to strengthen our quality control/ assurance departments to have stricter compliance of our products manufactured in-house as well as outsourced.

The Plant has been regularly audited by technical experts of Regulating Authorities of various countries and have received accreditations for exports of our products.

New Products launch was preceded by stability studies in the plant under specified conditions and approved for launch. Various new products in various dosage forms (viz. Tablet, Capsule, Soft Gel, Injections) are developed for domestic and international market. NOCAL was launched in International Markets in Powder & Tablet forms. A unique pack in Sachet was also introduced.

A new R & D division with the induction of new R & D / Pilot Scale equipment to be commissioned in the current financial year.

DIRECTORS :

The Board of Directors has appointed Shri Ashish U. Bhuta as an Additional Director and as a Whole Time Director of the Company with effect from 02.06.2007 at their meeting held on even date, subject to the approval of Members at the ensuing Annual General Meeting. Members are requested to refer to resolution Nos.7 & 8 of notice and explanatory statement thereof for the reference of his appointment and terms of his remuneration.

Shri Bharat V. Bhate and Shri Harshad N. Bhuta retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Their appointments are subject to Members approval at the ensuing Annual General Meeting.

Brief resume of the Directors proposed to be appointed / re-appointed are set out in the section of Corporate Governance, as stipulated under clause 49 of the listing agreement with Stock Exchange.

AUDITORS :

M/s D. L. Arora & Co. Chartered Accountants, Mumbai, Auditors of the Company will retire at the ensuing Annual General Meeting and have offered themselves for re-appointment. The Auditors have, furnished certificate under Section 224(1B) of the Companies Act, 1956 of their eligibility for re-appointment.

COST AUDITORS :

M/s.Jagdish R. Loliyani, Cost Accountants has been re-appointed for conducting the Cost Audit of the Company's Pharmaceutical Products, for the Financial Year ended 31st March 2007. The Auditors have, furnished certificate under Section 224(1B) of the Companies Act, 1956 of their eligibility for re-appointment.

REPORT ON CORPORATE GOVERNANCE :

A brief report on corporate governance and the relative Auditors Certificate thereto is attached to this report.

REPORT ON MANAGEMENT DISCUSSION & ANALYSIS :

A Report on Management discussion and Analysis is attached to this report.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION :

As required under section 217(1)(e) of the Companies Act 1956 and by the Companies (Disclosure of particulars in the Report of Board of Directors) Rule, 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure - I forming part of this report.

PARTICULARS OF THE EMPLOYEES :

In terms of provision of section 217(2A) of the Companies Act, 1956 read with the Company (Particulars of Employees) rules 1975, as amended, the names and other particulars of the employees of the Company are required to be disclosed as annexure to Directors' Report. However, according to provision of section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding above information is being sent to all the Members of the Company including other entitled person/s. Member who is interested in obtaining such particulars may write to Company Secretary at the registered office.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the Section 217 (2AA) of the Companies Act, 1956, your directors state that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.
- b) they have 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 under review, and of the profit of the Company for that period;
- c) they 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;
- d) they have prepared the Annual Accounts on a going concern basis.

FIXED DEPOSIT :

The Company has not accepted any deposits from the public within the meaning of section 58-A of the Companies Act, 1956.

APPRECIATION :

Your Directors extend their gratitude and appreciation for assistance and co-operation extended by Government Authorities, Banks, Stockists and Members of the Company. Your Directors also would like to express their appreciation to all the employees of the Company.

For and on behalf of the Board
For JENBURKT PHARMACEUTICALS LTD

Mumbai, 2nd June, 2007.

Uttam N. Bhuta
Managing Director