



ANNUAL REPORT  
2013-2014



**JENBURKT**  
Delivering Excellence in Life Sciences



## Science hai toh Hope hai

With theories, facts and experiments  
comes knowledge.  
Knowledge fuels hope.

## Hope hai toh Health hai

Hope fuels discoveries and innovations  
to cure illnesses and bring health.

## Health hai toh Happiness hai

New medications and various  
therapies offer good health and  
a better quality of life.

Embracing the hope of a common man for good health and happiness Jenburkt driven by science is constantly working to offer quality healthcare. Strong inbuilt values prove to be the driving force in delivering excellence. We believe our strong roots and sense of purpose will help achieve every hope.



Recently Jenburkt took the opportunity of showcasing the corporate values in a new, receptive clutter free medium – **the Mumbai Metro Train**. Resonating with our values of innovation, speed and quality, this unique one-of-a-kind **Jenburkt Mumbai Metro Train Wrap** has garnered nearly one crore eyeballs in a short span of a month.











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Delivering Excellence in Life Sciences





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With immense pride we wish to inform you that your company was the “first” to have engaged a Mumbai Metro Train to take this rare and golden opportunity. One complete train of approx. 280 feet in length and 9 feet in height was wrapped for corporate branding, both inside and outside. This clutter free, very innovative, moving billboard was chosen as Metro stands for innovation, speed and quality and it resonates well with our corporate values. The campaign



Science hai toh Hope hai



Hope hai toh Health hai



Health hai toh Happiness hai



has been appreciated by many and also been praised by many in the advertising industry. Your company has got immense attention and visibility. The total number of ridership of more than one crore has already been registered in the Mumbai Metro Train.



**Board of Directors**

Uttam N. Bhuta	Chairman and Managing Director (up to 13.06.13)
Ashish U. Bhuta	Chairman and Managing Director (from 16.07.13)
	Whole Time Director (up to 15.07.2013)
Bharat V. Bhate	Director
Rameshchandra J. Vora	Director
Arun R. Raskapurwala	Director
Dilip H. Bhuta	Whole Time Director (from 16.07.2013).

**Company Secretary**

Ashish R. Shah

**Registered Office**

Nirmala Apartments,  
93, Jayprakash Road, Andheri (W), Mumbai - 400 058.  
Tel. No. +91-22-66943121 / 67 603 603  
Fax. No. +91-22-66943127  
Email: Investor@jenburkt.com, Website: www.jenburkt.com  
CIN No: L24230MH1985PLC036541

**Plant**

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

**Auditors**

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

**Bankers**

Bank of Baroda

**Registrar and Transfer Agent**

Bigshare Services Pvt. Ltd.  
E-2 & 3, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (E), Mumbai – 400 072  
Tel. No. 404 30 200  
E-mail Id: flavia@bigshareonline.com  
Website: www.bigshareonline.com

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## Notice

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **Jenburkt Pharmaceuticals Limited** will be held on Friday, the 12<sup>th</sup> September, 2014 at 3.30 p.m. at the ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended on 31<sup>st</sup> March, 2014, together with the Directors' and Auditors' Report thereon.
2. To declare dividend for the financial year ended on 31<sup>st</sup> March, 2014.
3. To appoint a Director in place of Shri Dilip H. Bhuta, (DIN-03157252) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint the Statutory Auditors and authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Bharat Vasant Bhate, having DIN-00112361, whose term of appointment expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 30<sup>th</sup> May, 2014.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Rameshchandra Jadavji Vora, having DIN-00112446 whose term of appointment expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 30<sup>th</sup> May, 2014.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Arun Rangildas Raskpurwala, having DIN-00143983, whose period of office is liable to be determined by retirement of director by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 30<sup>th</sup> May, 2014.”



8. To consider and if thought fit, to pass with or without modification(s) the following resolution, as a Special Resolution:

“RESOLVED THAT in partial modification of earlier Resolution passed at the 28<sup>th</sup> Annual General Meeting of the Company, held on 24<sup>th</sup> September, 2013 and pursuant to the provisions of sections 152, 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and rules made there under read with schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and in terms of recommendation by the remuneration committee of the Board and as approved by the Board of Directors, subject to the approval of the Central Government, approval of Members of the Company be and is hereby accorded to revise the terms of appointment of Shri Ashish U. Bhuta from “whose term of office shall not be liable to retire by rotation” to “whose term of office shall be liable to retire by rotation”, with effect from 30<sup>th</sup> May, 2014 by keeping all other terms and conditions of his appointment, unchanged as approved by the members at their 28<sup>th</sup> Annual General Meeting and by the Central Government.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Board be and are hereby authorized to do all such acts and take steps as may be proper and necessary to give effect to this resolution”.

9. To consider and if thought fit, to pass with or without modification(s) the following resolution, as a Special Resolution:

“RESOLVED THAT in partial modification of earlier Resolution passed at the 28<sup>th</sup> Annual General Meeting of the Company, held on 24<sup>th</sup> September, 2013 and pursuant to the provisions of sections 152, 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and rules made there under read with schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in

force) and in terms of recommendation by the remuneration committee of the Board and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise to promote Shri Dilip H. Bhuta from “Whole Time Director” to “Whole Time Director and Chief Financial Officer” of the Company, with effect from 30<sup>th</sup> May, 2014 by keeping all other terms and conditions of his appointment unchanged, as approved by the members at their 28<sup>th</sup> Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Board be and are hereby authorized to do all such acts and take steps as may be proper and necessary to give effect to this resolution”.

10. To consider and if thought fit, to pass with or without modification(s) the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2014-15, be paid a remuneration of Rs. 90,000/- (Rs. Ninety Thousand Only).

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Board be and are hereby authorized to do all such acts and take steps as may be proper and necessary to give effect to this resolution”.

By order of the Board of Directors  
For **Jenburkt Pharmaceuticals Ltd**

Ashish R. Shah  
Company Secretary

Mumbai,  
28<sup>th</sup> July, 2014

## 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.

A person can act as a proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members / proxies should bring the filled-in attendance slip to attend the meeting. Duly completed proxy forms, in order to be effective, must be received at the registered office of the Company, not less than 48 hours before the scheduled time of the meeting.

- Members / proxies are requested to bring their copies of Annual Report to the meeting.
- Members who wish to seek any information on the financial accounts and operations are requested to write to the Company, so as to reach the registered office of the Company at least one week before the date of the Annual General Meeting so that the information required will be made available at the Annual General Meeting. All the information /clarification shall be provided only at the Annual General Meeting.
- 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.
- Members who have not yet provided their bank account details etc., are requested to note the following instructions carefully and to provide the required information / details to the Depository Participant (for holders in electronic mode) or to Bigshare Services Pvt. Ltd., (RTA) (for holders in physical mode), as the case may be:

	For member holding shares in physical mode (Share Certificate holder)	For member holding shares in Electronic mode (Dematerialised Shares)
i	To enable the Company to remit the dividend directly into your bank account by NECS/NEFT, etc., kindly provide your bank account details, in the attached form and submit that to Bigshare Services Pvt. Ltd. or to the Company. Please ensure that your bank account number is the new number allotted by your bank, after implementing CBS system.	To enable the Company to remit the dividend directly into your bank account by NECS/NEFT, etc., kindly provide your bank account details to your Depository Participant (DP). Please ensure that your bank account number is the new number allotted by your bank, after implementing CBS system.
ii	SEBI vide its circular No. CIR/ MRD/DP/ 10/2013 dated 21.03.2013 has made it mandatory to issue physical instruments (dividend warrants) for making dividend payments to those shareholders who have not provided their NECS/NEFT, etc., and to print the bank account details of the shareholders on the payment instruments. Hence, details of your bank account MUST be provided to Bigshare Services Pvt. Ltd. or to the Company.	SEBI vide its circular No. CIR/ MRD/DP/ 10/2013 dated 21.03.2013 has directed that the Company has to make use of RBI approved electronic mode of payments, such as NECS/ NEFT, etc., for distribution of its dividend. Hence, details of your bank account MUST be provided to your Depository Participant only. Any direct request to the Company or RTA can not be acted upon.
iii	To provide your e-mail address (ID) to Bigshare Services Pvt. Ltd. or to the Company for your benefit, in order to receive corporate communications like annual report, financial results, notice of the general meeting, dividend payment notice, etc. MCA and SEBI have vide their circulars initiated a drive towards green environment in order to reduce the usage of papers. Be a part of the drive by providing your e-mail address (ID).	To provide your e-mail address (ID) to your DP for your benefit, in order to receive corporate communications like annual report, financial results, notice of the general meeting, dividend payment notice, etc. MCA and SEBI have vide their circulars initiated a drive towards green environment in order to reduce the usage of papers. Be a part of the drive by providing your e-mail address (ID).
iv	You are requested to act upon the above requests and ensure that your information/ details reach Bigshare Services Pvt. Ltd. (RTA) or the Company at the earliest, in order to get benefit of receipt of all your dividends directly in to your bank account or getting your bank details printed on the dividend warrant in order to safe guard your interest and also to receive the Company's communication by e-mail.	You are requested to act upon the above requests and ensure that your information/ details reach your DP at the earliest, in order to get benefit of receipt of all your dividends directly in to your bank account and also to receive the Company's communication by e-mail.
v	Kindly verify your above stated details with Bigshare Services Private Ltd., if submitted earlier, for its correctness. You may also submit your request any time in future to change or update your details, including change in address, registration of nomination in form SH-13, etc. to M/s. Bigshare Services Pvt. Ltd.	Kindly verify your above stated details with your DP, if submitted earlier, for its correctness. You may also submit your request any time in future to change or update, if required.

- The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 5<sup>th</sup> September, 2014 to Friday, 12<sup>th</sup> September, 2014 (both days inclusive).
- The dividend on equity shares as recommended by the Board, if declared at the Annual General Meeting, will be paid by NECS /NEFT or dividend warrants will be despatched on or after 26<sup>th</sup> September, 2014.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send, in advance to the Company, a certified copy of the Board resolution, authorizing their representative(s) to attend and vote on their behalf at the meeting.
- Non Resident Indian (NRI) members are requested to inform the Registrars regarding (a) Change in their residential status and (b) Particulars of their

bank accounts with complete details viz. name of the bank, branch address with pin code, account type, account number, MICR, NEFT details, etc.

- The Company will be transferring the unpaid or unclaimed amount of dividend pertaining to Financial Year 2006-07, to the Investors' Education and Protection Fund of the Central Government, during the year. Shareholders, who have not yet claimed their dividend for the Financial Year 2007-08 and thereafter, are requested to do so at the earliest.
- Shareholders are requested to take part in the "Green Initiative" taken up by the Central Government of India and SEBI by providing their e-mail address, thus enabling the Company to send certain documents through the electronic mode to them.
- Brief profile of the Directors proposed to be appointed/re-appointed, with