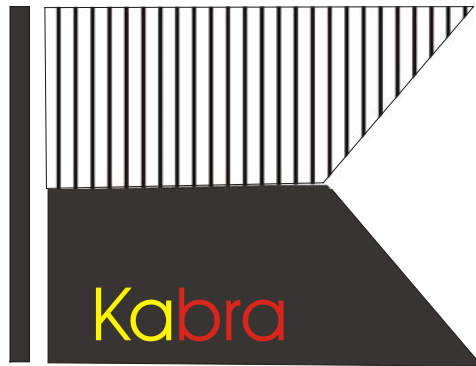




KABRA DRUGS LIMITED

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◆ 25<sup>TH</sup> ANNUAL REPORT 2013-2014 ◆

OF

KABRA DRUGS LIMITED



## KABRA DRUGS LIMITED

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### BOARD OF DIRECTORS

1. Shri Shyam Kabra	Chairman and Managing Director
2. Shri Madhusudan Sharma	Director
3. Shri Mahendra Madloi	Director

### ◆ AUDITORS ◆

M/s. Agrawal Jhavar & Associates  
Chartered Accounts

### \* BANKERS \* BANK OF INDIA

### ◆ REGD OFFICE & WORKS ◆

26, Sector "A" Sanwer Road, Industrial Area,  
INDORE – 452 003

### ◆ LISTING ◆

Bombay Stock Exchange Limited, Mumbai  
Madhya Pradesh Stock Exchange, Indore

### ◆ REGISTRAR & TRANSFER AGENT ◆

M/s Ankit Consultancy Pvt.ltd.  
Plot no. 60 Electronics Complex ,  
Pardeshipura ,  
INDORE – 452010



# KABRA DRUGS LIMITED

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## NOTICE

Notice is hereby given that the **25TH Annual General Meeting** of the Members of Kabra Drugs Limited, will be held at the 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003 on Thursday the 31<sup>st</sup> July, 2014 at 11:00 A.M., to transact the following business: -

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2014 and Profit & Loss Account of the Company for the year ended on that date, and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Mahendra Singh Mandloi** (DIN 02396839), who retires by rotation and being eligible offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT **M/s Agrawal Jhavar & Associates**, Chartered Accountants (Firm Registration No. 008614C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as agreed upon by the Board of Directors and the Auditors.”

### SPECIAL BUSINESS:

4. 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include a Committee of the Board) to lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company by way of creation of security, on the movable and/or immovable assets / properties of the Company, wherever situate, present or future and/or on the Company’s receivables whether through mortgage, hypothecation, pledge, assignment, etc., in favour of the lenders / debenture trustees / security trustees / debenture holders / their agents, as the Board may in its absolute discretion think fit for securing the due repayment of any moneys borrowed or to be hereafter borrowed by the Company from any person(s) including mutual funds, banks, financial institutions, bodies corporate, etc. together with interest thereon, further interest, if any, costs, charges, expenses and any other sums payable by the Company.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary desirable, expedient, usual or proper to give full effect to this resolution.”

5. 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 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include a Committee of the Board) for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board, notwithstanding that the sum or sums of monies to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of **Rs. 50.00 Crores (Rupees Fifty Crores only)** over and above the paid up capital of the Company and its free reserves.



## KABRA DRUGS LIMITED

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution.”

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mahendra Singh Mandloi (Holding DIN 02396839), who was appointed as Director w.e.f 27<sup>th</sup> June 2006 retires by rotation at the Annual General Meeting and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Madhusudan Sharma (Holding DIN 02396829), who was appointed as Director w.e.f 27<sup>th</sup> August 2008 retires by rotation at the Annual General Meeting and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

Place: Indore  
Date: 21.05.2014

By order of the Board

**Registered Office:**

26, Sector “A”, Sanwer Road,  
Industrial Area, Indore – 452 003 (M.P)  
**CIN: L02423MP1989PLC005438**  
E-mail: kabradrugs@rediffmail.com

Chairman cum Managing Director

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THIS MEETING.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. In terms of the Articles of Association of the Company read with section 152 of the Companies Act, 2013 Shri Mahendra Singh Mandloi, Director, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment.
4. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. 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.



## KABRA DRUGS LIMITED

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6. The Register of Members and Share Transfer Register of the Company will remain close from Friday, July 25, 2014 to Thursday, July 31, 2014 (both days inclusive).
7. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
8. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
9. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
10. Members are requested to quote their folio number in all correspondence.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Ankit Consultancy.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Ankit Consultancy, for consolidation into single folio.
14. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. **Process and manner for availing E-voting facility attached with this Notice.**

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://evoting.nsdl.com> during the following voting period:

**Commencement of e-voting: From 10.00 A.M on 25<sup>th</sup> July 2014.**

**End of e-voting: Upto 06.00 P.M on 26<sup>th</sup> July 2014.**

15. E-voting shall not be allowed beyond 06.00 P.M. on 26<sup>th</sup> July 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically. The record date for the purpose of e-voting is 30<sup>th</sup> June 2014. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Regarding any grievance with respect to e-voting, you may contact by email at [kabradrugs@rediffmail.com](mailto:kabradrugs@rediffmail.com) or Ankit Consultancy Pvt Ltd, Registrar and Transfer Agent at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com).

16. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
17. The Company has appointed Mr. Manish Maheshwari, Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
18. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13.



## KABRA DRUGS LIMITED

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19. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.

Place: Indore  
Date: 21.05.2014

By order of the Board

**Registered Office:**

26, Sector "A", Sanwer Road,  
Industrial Area, Indore – 452 003 (M.P)  
**CIN: L02423MP1989PLC005438**  
E-mail: kabradrugs@rediffmail.com

Chairman cum Managing Director

**Registration No.10-05438**

**Authorised Capital Rs.500.00 Lacs**

**SECRETARIAL COMPLIANCE CERTIFICATE**

To

The Members

Kabra Drugs Limited,

26, Sector – A, Sanwer Road

Industrial Area

**Indore - 452015(M.P.)**

We have examined the registers, records and books and papers of **Kabra Drugs Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014 (01.04.2013 to 31.03.2014). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, and its officers, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there-under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies/Regional Director/Central Government/ Company Law Board or other authorities within the time prescribed under the act and the rules made there under.
3. The Company being a Public Limited Company comments are not required in respect maximum number of members during the said financial year.
4. The Board of Directors duly met 6 times on 13<sup>th</sup> May 2013, 30<sup>th</sup> May 2013, 31<sup>st</sup> May 2013, 14<sup>th</sup> August 2013, 02<sup>nd</sup> November 2014, 14<sup>th</sup> February 2014. Signatures of Directors have been obtained in the attendance register of Directors of the Board Meeting and the proceedings were properly recorded in the Minutes Book maintained for the purpose. No resolution by circulation has been passed by the Company.
5. The Company closed its Register of Members from 26<sup>th</sup> September 2013 to 30<sup>th</sup> September 2013 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30<sup>th</sup> September, 2013 after giving due notice to the members of the Company and the resolutions passed threat were duly recorded in the minutes book maintained for the purpose. Signatures of Members have been obtained in the attendance register of Shareholders.
7. No any Extra Ordinary General Meeting was held during the financial year.

8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained approval from the Board of Directors, Members for appointment falling within the purview of section 314 of the Act.
12. The Company has issued duplicate share certificates during the financial year as per information given by Registrar and Transfer Agent.
13. The Company has
  - (i) delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provision of the Act.
  - (ii) not deposited any amount in a separate Bank account as no dividend was declared during the financial year.
  - (iii) was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
  - (iv) was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund (applicable when Rules are notified) as no dividend was declared during any financial year.
  - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancies during the financial year.
15. The Company has already appointed Managing Director/ Whole time in compliance with the provisions of Section 269 read with Schedule XIII of the Act.
16. The Company has not appointed any sole- selling agent during the financial year.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional director, registrar or such other authorities prescribed under the provisions of the act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there-under.
19. The Company has not issued any share during the financial Year.
20. The Company has not bought back any shares during the financial Year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with provisions of the Act.



23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company from Financial Institutions, Banks, Directors, Members and others during the financial year ending 2014 are within the borrowing limits of the Company and that necessary resolutions as per Section 293(1)(d) of the Act have been earlier passed is duly convened the General Meeting.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act.
26. The Company has not altered the provisions of Memorandum with respect to the situation of the Company' registered office from one state to another during the financial year.
27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the financial year.
28. The Company has not altered the provisions of Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of Memorandum with respect to the share capital of the Company during the financial year.
30. The Company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year.
32. The Company has not received any money as security from its employees during the year.
33. The Company has deposited both the employees and employers contribution towards Provident Fund with the prescribed authorities during the financial year.

**For M Maheshwari & Associates**  
**Company Secretaries**

Date : 21<sup>st</sup> May 2014  
Place : Indore

**MANISH MAHESHWARI**  
**FCS 5174**  
**C.P. No.3860**

## **Annexure A**

### **Registers as maintained by KABRA DRUGS LIMITED**

#### **Statutory Registers**

Sl. No.	Particulars	Section
1.	Register of Charges	143
2.	Register of Members	150
3.	Copies of Annual Return	163
4.	Minute Book containing minutes of Board Meeting General Meeting	193
5.	Books of Accounts	209
6.	Register of Directors, Managing Director	303
7.	Register of Director's Shareholding	307

## **Annexure B**

Forms and returns as filed by the Company with the Registrar of Companies. Regional Director, Central government or other authorities during the financial year ending on 31st March, 2014.

1. Balance Sheet filed under Section 220 for the year-ended 31.03.2013 vide SRN Q20209839 dated 29/10/2013.
2. Annual Return filed under Section 160 as on 30.09.2013 vide SRN Q25335530 dated 27/11/2013.
3. Compliance certificate under Section 383(A) as on 31.03.2013 vide SRN Q18193201 dated 27/10/2013.
4. Form 23C under Section 233 B(2) for the financial year 2013-14 vide SRN S21269022 dated 14.06.2013.
5. Form 23C under Section 233 B(2) for the financial year 2012-13 vide SRN S21268958 dated 14.06.2013 with additional fee.