



KABRA DRUGS LIMITED



KABRA DRUGS LIMITED

L02423MP1989PLC005438

26TH

ANNUAL REPORT

2014-2015



KABRA DRUGS LIMITED

BOARD OF DIRECTORS

1. Mr. Shyam Kabra	Chairman and Managing Director
2. Mr. Mahendra Singh Madloi	Whole- time Director
3. Mr. Madhusdan Sharma	Independent Director
4. Mrs. Kusum Kabra	Whole- time Director
5. Mr. Shivaji Singh	Additional Director
6. Mr. Ramesh Rai	Additional Director
7. Mr. Rajendra Kumar Bordia	Additional Director

◆AUDITORS◆

M/s. Agrawal Jhavar & Associates
Chartered Accounts

◆REGD OFFICE & WORKS◆

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

◆LISTING◆

BSE Limited, Mumbai

◆REGISTRAR & TRANSFER AGENT◆

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



KABRA DRUGS LIMITED

NOTICE

Notice is hereby given that the **26th 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 Tuesday the 29th September, 2015 at 11:00 A.M., to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Shyam Kabra** (DIN 00760020), 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 pursuant to the provisions of section 139, 141 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s Agrawal Jhawar & Associates**, Chartered Accountants (Firm Registration No. 008614C) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013 on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

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 provision of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in a force), read with Schedule V to the Companies Act, 2013, approval be and is hereby granted to the appointment of Mrs. Kusum Kabra (Holding DIN 01739741), as the Whole Time Director of the Company, (wife of Mr. Shyam Kabra, Managing Director), liable to retire by rotation, for a period of three years from 1st September, 2015 till 31st August, 2018, and to the payment of her remuneration, perquisites, and benefit arising out of such appointment on the terms and conditions as contained in the agreement entered into between the Company and **Mrs. Kusum Kabra**, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/or agreement so as not to exceed the limits specified in schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and **Mrs. Kusum Kabra**”.



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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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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. Shivaji Singh (Holding DIN 07198343), who was appointed as an Additional Director w.e.f. 30th May, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office upto this Annual General Meeting and in respect of whom Company has received notice under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

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 there under (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. Rajendra Kumar Bordia (Holding DIN 00760096), who was appointed as an Additional Director w.e.f. 30th May, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office upto this Annual General Meeting and in respect of whom Company has received notice under Section 160 from a member proposing his candidature for the office of Director, 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 a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in a force), read with Schedule V to the Companies Act, 2013, approval be and is hereby granted to the appointment of Mr. Mahendra Singh Mandloi (Holding DIN 02396839), as the Whole Time Director of the Company, liable to retire by rotation, for a period of three years from 1st September 2015 till 31st August 2018, and to the payment of his remuneration, perquisites, and benefit arising out of such appointment on the terms and conditions as contained in the agreement entered into between the Company and **Mr. Mahendra Singh Madloi**, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/or agreement so as not to exceed the limits specified in schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and **Mr. Mahendra Singh Madloi**”.

8. 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 there under (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. Ramesh Rai (Holding DIN 07198335), who was appointed as an Additional Director w.e.f. 30th May, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office upto this Annual General Meeting and in respect of whom Company has received notice under Section 160 from a member proposing his



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candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

For and on the behalf of the Board
FOR KABRA DRUGS LIMITED

Date: 14th August, 2015
Place: Indore

SHRI SHYAM KABRA
Managing Director
DIN: 00760020

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

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. MEMBERS/ PROXIES SHOULD BRING THEIR ATTENDANCE SLIP DULY FILLED IN ORDER TO ATTEND THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS’ NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. 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.
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.



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5. The Register of Members and Share Transfer Register of the Company will remain close from Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (both days inclusive).
6. 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.
7. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
8. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
9. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S Ankit Consultancy Pvt. Ltd., at Plot no. 60, Electronic Complex, Pardesipura, Indore-452001.
10. 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.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. 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.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.
14. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
15. Electronic copy of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website at www.kabradrugsltd.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: kabradrugs@rediffmail.com.



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17. E- voting

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.

The instructions for shareholders voting electronically are as under:

- The voting period begins on **26th September, 2015 (09.00 AM) and ends on 28th September, 2015 (05.00 PM)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2015**, may cast their vote electronically.
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - (i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/PIN for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholders.
 - (iv) Now enter your User ID and click on Login.
 - (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of KABRA DRUGS LIMITED. Members can cast their vote online from 26th September, 2015 (09.00 AM) and ends on 28th September, 2015 (05.00 PM).
Note: e-Voting shall not be allowed beyond said time
 - (viii) Now you are ready for “e-Voting” as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ankit_4321@yahoo.com with a copy marked to evoting@nsdl.co.in



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B. In case Email I.D. of the member is not registered with the depository participant and member holding shares in Physical Form:

(i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

Other Instructions –

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com under help section or write an email to Helpdesk@nsdl.co.in ; evoting@nsdl.co.in
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) **22nd September, 2015**
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **22nd September, 2015**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/RTA email id) However, If you are already registered with NSDL, for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot user Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- Mr. Manish Maheshwari, Proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS: 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than forty eight (48) hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any to the Chairman of AGM or any other person authorized by him in writing who shall countersign the same and declare the result of the voting. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.kabradrugsltd.com. and on the website of NSDL immediately after the result is declared.



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For any further queries relating to the shares of the Company, you may contact the share Transfer Agents at the following address:

M/S Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura,
Indore (M.P.) 452010
Tel.: 0731-2551745-46 Fax: 0731-4065798
e-mail-ankit_4321@yahoo.com

For and on the behalf of the Board
FOR KABRA DRUGS LIMITED

Date: 14th August, 2015
Place: Indore

SHRI SHYAM KABRA
Managing Director
DIN: 00760020

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



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As required by section 102(1) of the Companies act, 2013, the following Explanatory Statements set out all material facts relating to the special business in accompanied notice.

Item No. 4

The Board of Directors of the Company had appointed Mrs. Kusum Kabra as an Additional Director of the Company with effect from 30th May, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Kusum Kabra shall hold office up to the date of the forthcoming Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member for signifying her candidature as a Director of the Company.

In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mrs. Kusum Kabra as a Director in category of Executive Director of the Company liable to retire by rotation.

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 14th August, 2015, proposed to appoint Mrs. Kusum Kabra as a Whole Time Director of the Company for a term of Three years w.e.f 1st September, 2015 as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions for time being in force and as per The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Her brief resume and other particulars have been given below under the heading 'Details of Directors seeking appointment/re-appointment.

The detailed terms of appointment of Mrs. Kusum Kabra as a Whole Time Director and remuneration payable to her as under:

a. **Remuneration**

Salary – Rs. 50000 per month.

b. **Perquisites**

- I. Provident Fund – Contribution towards Provident Fund, Superannuation Fund as per rules of the Company and subject to ceiling as per Income-tax Act, 1961.
- II. Gratuity – As per Rules of the Company and Gratuity rules.iii Earned Leave – as per rules of the Company.
- III. Leave accumulated and not availed will be encashed for 15 days salary for each completed year of service at the end of the tenure.

PROVIDED ALWAYS that remuneration payable to Mrs. Kusum Kabra during her tenure as Whole Time Director shall not exceed the limits specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013

In the event of Loss or inadequacy of profits, minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid to Mrs. Kusum Kabra.

A brief profile of Mrs. Kusum Kabra is included as an annexure to this Notice as per the requirements of Clause 49 VIII (E) (1) of the Listing Agreement with stock exchanges.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Kusum Kabra and Mr. Shyam Kabra, is concerned or interested (financially or otherwise) in this Resolution. The

Board commends the Special Resolution set out at Item no. 4 for approval of the Members.