



KABRA DRUGS LIMITED



KABRA DRUGS LIMITED

27TH

ANNUAL REPORT

2015-2016



KABRA DRUGS LIMITED

◆Board of Directors◆

Mr. Shyam Kabra	Chairman and Managing Director
Mrs. Kusum Kabra	Whole- time Director
Mr. Mahendra Singh Madloi	Whole- time Director
Mr. Madhusdan Sharma	Independent Director
Mr. Shivaji Singh	Independent Director
Mr. Rajendra Kumar Bordia	Independent Director

◆Chief Financial Officer◆

Mr. Arvind Poal

◆Company Secretary◆

Ms. Anchal Kabra

◆Auditors◆

M/s. Agrawal Jhavar & Associates
Chartered Accounts

◆REGD OFFICE & WORKS◆

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

◆Registrar & Transfer Agent◆

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

CIN: L02423MP1989PLC005438

Website: www.kabradrugsltd.com

Email: kabradrugs@rediffmail.com, csanchalkabra@gmail.com



KABRA DRUGS LIMITED

NOTICE

Notice is hereby given that the **27th 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 Wednesday the 28th September, 2016 at 11:00 A.M., to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Mahendra Singh Madloi (DIN 02396839), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Mahendra Singh Madloi (DIN 02396839) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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, 142 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), the Company hereby ratifies the appointment of **M/s Agrawal Jhavar & Associates**, Chartered Accountants (Firm Registration No. 008614C) as Statutory Auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017.”

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 re-appointment of Mr. Shyam Kabra (Holding DIN 00760020), as the Managing Director of the Company, liable to retire by rotation, for a period of five years from 1st June, 2016 till 31st May, 2021, and to the payment of his remuneration, perquisites, and benefit arising out of such appointment on the terms and conditions as set out in the Explanatory Statement to this notice.

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. Shyam Kabra”.



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5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document .

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

**By Order of the Board
For Kabra Drugs Limited**

**Date: 13th August, 2016
Place: Indore**

**Anchal Kabra
Company Secretary**

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 Regulation 36(3) of the SEBI (LODR) Regulations, 2015.
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 Register of the Company will remain close from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (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.



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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 27th 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 27th 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 27th Annual General Meeting and the Annual Report for 2015-16 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.
17. E- voting
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).



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The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period commences on 25th September, 2016 (9:00 am) and ends on 27th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 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; ("remote e-voting.pdf") with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholders - Login
 - (iv) Now enter your User ID and click on Login.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - (vii) Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of KABRA DRUGS LIMITED. Members can cast their vote online from 25th September, 2016 (09.00 AM) and ends on 27th September, 2016 (05.00 PM).
Note: e-Voting shall not be allowed beyond said time
 - (ix) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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
- B. In case Email I.D. of the member is not registered with the depository participant and member holding shares in Physical Form and a member receives physical copy of Notice:

- (i) Initial password is provided through the letter by registrar:

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

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



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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) **21st September, 2016**
- 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. **21st September, 2016**, 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.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- The Chairman shall, at the AGM/ EGM/ EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM/ EGM/ EOGM but have not cast their votes by availing the remote e-voting facility.
- 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. The results shall also be immediately forwarded to the BSE Limited, Mumbai

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

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.



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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.

**By Order of the Board
For Kabra Drugs Limited**

Date: 13th August, 2016
Place: Indore

Anchal Kabra
Company Secretary

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



KABRA DRUGS LIMITED

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 re-appointed Mr. Shyam Kabra as Managing Director of the Company with effect from 01st June, 2016 for a period of five years. In compliance with the provisions of the Companies Act, 2013, it is proposed to re-appoint Mr. Shyam 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 28th May, 2015, proposed to re-appoint Mr. Shyam Kabra as a Managing Director of the Company for a term of Five years w.e.f 1st June, 2016 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.

His 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 Mr. Shyam Kabra as a Whole Time Director and remuneration payable to her as under:

a. **Remuneration**

Salary – Rs. 75000/- 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.
- IV. 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 Mr. Shyam Kabra during her tenure as Managing 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 Mr. Shyam Kabra.

A brief profile of Mr. Shyam Kabra is included as an annexure to this Notice as per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015. 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 Ordinary Resolution set out at Item no. 4 for approval of the Members.



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Item No. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members

**By Order of the Board
For Kabra Drugs Limited**

Date: 13th August, 2016
Place: Indore

Anchal Kabra
Company Secretary

Registered Office:
26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003 (M.P)
CIN: L02423MP1989PLC005438
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