



KABRA DRUGS LIMITED

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**KABRA DRUGS LIMITED**

**28<sup>TH</sup>**

**ANNUAL REPORT**

**2016-2017**



# KABRA DRUGS LIMITED

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## ◆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. Kuldeep Kumar Ajmera  | Additional 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](http://www.kabradrugsltd.com)

Email: [kabradrugs@rediffmail.com](mailto:kabradrugs@rediffmail.com), [csanchalkabra@gmail.com](mailto:csanchalkabra@gmail.com)



# KABRA DRUGS LIMITED

## NOTICE

Notice is hereby given that the **28<sup>th</sup> 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 Friday the 29<sup>th</sup> September, 2017 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, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt Kusum Kabra (DIN 01739741), who retires by rotation and being eligible offer herself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Smt Kusum Kabra (DIN 01739741) who retires by rotation at this meeting and being eligible has offered herself 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 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 Companies auditors M/s. Agrawal Jhavar Associates, Chartered Accountants who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming Annual General Meeting and being not eligible for re-appointment as their term has completed. Further Pursuant to the provision of section 139 of Companies Act, 2013, **M/s. Ashok Khasgiwala & Co. (FRN: 000743C)**, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 28<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, 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.”

### SPECIAL BUSINESS:

4. 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. Kuldeep Kumar Ajmera (DIN 07782041), who was appointed as an Additional Director w.e.f. 17<sup>th</sup> April, 2017 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.

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

**Date: 14<sup>th</sup> August, 2017  
Place: Indore**

**Anchal Kabra  
Company Secretary**



## KABRA DRUGS LIMITED

### **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 Saturday, September 23, 2017 to Friday, September 29, 2017 (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 28<sup>th</sup> 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



## KABRA DRUGS LIMITED

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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website at [www.kabradrugsltd.com](http://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. For any communication, the shareholders may also send requests to the Company's investor email id: [kabradrugs@rediffmail.com](mailto: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).

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 26<sup>th</sup> September, 2017 (9:00 am) and ends on 28<sup>th</sup> September, 2017 (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 22<sup>nd</sup> September, 2017, 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.  
*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*
  - (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



## KABRA DRUGS LIMITED

- (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 26<sup>th</sup> September, 2017 (09.00 AM) and ends on 28<sup>th</sup> September, 2017 (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](mailto:ankit_4321@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.

### 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](http://www.evotingindia.com) under help section or write an email to [Helpdesk@nsdl.co.in](mailto:Helpdesk@nsdl.co.in) ; [evoting@nsdl.co.in](mailto: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) **22<sup>nd</sup> September, 2017**
- *NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*  
*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*  
*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.
- 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. **22<sup>nd</sup> September, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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



## KABRA DRUGS LIMITED

“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 3 days 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 alongwith Scrutinizer’s Report shall be placed on the Company’s website [www.kabradrugsltd.com](http://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](mailto: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.

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

**Anchal Kabra  
Company Secretary**

**Date: 14<sup>th</sup> August, 2017**

**Place: Indore**

**Registered Office:**

26, Sector “A”, Sanwer Road,

Industrial Area, Indore – 452 003 (M.P)

**CIN: L02423MP1989PLC005438**

E-mail: [kabradrugs@rediffmail.com](mailto:kabradrugs@rediffmail.com)



## KABRA DRUGS LIMITED

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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 Mr. Kuldeep Kumar Ajmera as an Additional Director of the Company with effect from 17<sup>th</sup> April, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Kuldeep Kumar Ajmera shall holds 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 signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Kuldeep Kumar Ajmera as required under section 149 (6) of Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act, and Rules framed there under for appointment as an Independent director and he is independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Kuldeep Kumar Ajmera as an independent director of the Company to hold office for a term up to April 16, 2022.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kuldeep Kumar Ajmera, 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.

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

**Date: 14<sup>th</sup> August, 2017**  
**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](mailto:kabradrugs@rediffmail.com)





## KABRA DRUGS LIMITED

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### **Details of Directors seeking Appointment /Re-appointment at the forthcoming Annual General Meeting**

#### **(In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015)**

|   |  |                        |
|---|--|------------------------|
| <b>Name of Director</b>   | <b>Shri Kuldeep Kumar<br/>Ajmera</b>       | <b>Smt Kusum Kabra</b> |
| <b>Date of Birth</b>  | 19/11/1947                                 | 09/10/1960             |
| <b>Date of Appointment</b>  | 17/14/2017                                 | 30/05/2015             |
| <b>Expertise in Specific<br/>Functional Area</b>  | 40 years' experience in<br>pharma Industry | Laboratory             |
| <b>Qualification</b>  | B Pharma and<br>Ayurvedik Doctor           | M.sc                   |
| <b>List of outside<br/>Directorship held</b>  | -  | 2                      |
| <b>Chairman/ Member<br/>of the Committee of<br/>the Board of<br/>Directors of the<br/>Company</b> | -  | -                      |



# KABRA DRUGS LIMITED

## **REPORT OF THE BOARD OF DIRECTORS**

### **Dear Members,**

Your Directors are pleased to present the 28th Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2017.

### **FINANCIAL RESULTS**

| Particulars                                | (Rs. in Lacs) |           |
|--|---------------|-----------|
|  | 2016-2017     | 2015-2016 |
| Sales & Other Income                       | 772.06        | 967.08    |
| Total Expenditure                          | 767.47        | 919.85    |
| Profit (loss) before depreciation, and tax | 28.9          | 29.22     |
| Less: Depreciation                         | 24.31         | 24.31     |
| Provision for Income Tax                   | 0.77          | 2.17      |
| Profit (Loss) after depreciation & tax     | 3.82          | 2.74      |

### **DIVIDEND**

The Board of Directors to conserve the resources of the Company and to maintain the liquidity has decided not to declare dividend on Equity Shares for the year ended 31st March 2017.

### **BUSINESS REVIEW**

Year under review proved to be turn around for the company. The revenue realization has decreased in the year under review. The year was not favorable for the company and the company has gone through many changes in the year under review.

### **FIXED DEPOSIT**

During the financial year 2016-17, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### **MATERIAL CHANGES OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW AND THE DATE OF THE REPORT**

There have been no material changes taken place during the time period between end of the financial year under review and the date of the report which affects the financial position of the Company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis forms an integral part of this Report, as stipulated under Regulation 34(2) read with Schedule V to the Listing Regulations, 2015, is set out in the Report as **Annexure – “A”**.

### **CORPORATE GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organizations brand and reputation. The new Companies Act, 2013 and amended Listing Regulations have strengthened the governance regime in the country. The Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time.