

ANNUAL REPORT

2007

**PARENTERAL DRUGS
(INDIA) LIMITED**

PARENTERAL DRUGS (INDIA) LIMITED**BOARD OF DIRECTORS**

Shri Manoharlal Gupta
Shri Vinod Kumar Gupta
Shri G.D. Garg
Shri Gordhan B. Kathuria

Chairman Cum - Managing Director
Managing Director
Whole-Time Director
Director

REGISTERED OFFICE

35, Mansoor Building,
98, Princess Street,
Mumbai-400 002

ADMINISTRATIVE OFFICE

Shri Ganesh Chambers,
Navlakha Crossing,
Indore (M.P.)

WORKS

Village Asrawad,
P.O. Dudhia,
Nemawar Road,
Indore (M.P.)

AUDITORS

M/s. T.N. Unni & Co,
Chartered Accountants
402, Alankar Point,
Geeta Bhawan Square,
Indore-452 001

BANKERS

State Bank of India
Dena Bank

PARENTERAL DRUGS (INDIA) LIMITED**NOTICE**

Notice is hereby given that the 16th Annual General Meeting of the Members of the Company will be held on Saturday the 30th December, 2000 at 10.00 A.M. at 57, Mulji House, Bharuch Street, Masjid Bunder, Mumbai - 400 009, to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Profit and Loss Account for the year ended on 31st July, 2000 and the Balance Sheet as at that date.
2. To appoint a Director in place of Shri G.D.Garg who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration. The retiring Auditors M/s. T.N. Unni & Co., Chartered Accountants, Indore are eligible for re-appointment.

SPECIAL BUSINESS :**ITEM NO.4 ALTERATION OF ARTICLES**

To consider and if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in terms of provisions of Section 31 of the Companies Act, 1956 approval of the Members of the Company be and is hereby accorded for alteration in the Articles of Association of the Company in the following manner :-

1) Under Clause 3 of interpretation following definitions be inserted at the end :-

"Beneficial Owner" means a person or persons whose name is recorded as such with a Depository;

"SEBI" means the Securities and Exchange Board of India;

"Depository" means a Company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992; and

"Security" means such security as may be specified by the SEBI from time to time.

2) After Clause 36 the following new Clauses be inserted as Clause 36A, 36B and 36C :-**36A RIGHT OF NOMINATION**

- (a) Notwithstanding anything contained in these present every shareholder or debenture holder may at any time nominate, a person to whom his shares in or debentures of the Company, shall vest in the event of his death, in the prescribed manner and in case of joint holders, they may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures shall vest in the event of death of all the joint holders.
- (b) The person so nominated shall notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in, or debentures of, the Company, be entitled to all the rights in the Shares or debentures of the Company on the death of the shareholder or debenture holder of the Company or all the joint holders in relation to such shares in, or debentures of the Company to the exclusion of all

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other persons, unless the nomination is varied or cancelled in the prescribed manner.

- (c) If the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to appoint in the prescribed manner any person to become entitled to shares in or debentures of the Company, in the event of his death during the minority of the nominee.

36B OPTION OF NOMINEE

- a) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided elect either-
- (i) to register himself as holder of the Share or Debentures as the case may be ; or
 - (ii) to make such transfer of shares and/or debentures, as the deceased shareholder or debenture holder could have made.
- (b) If the nominee elects to be registered as a holder of the shares or debentures, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder as the case may be .
- (c) A nominee shall be entitled to the dividend/interest and other advantage to which he would be entitled if he were the registered holder of the shares /debentures, provided that he shall not before being registered as a member, be entitled to exercise any right conferred by membership in relation to meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with 90 days, the Board may, thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures until the requirements of the notice have been complied with.

36C DE-MATERIALISATION OF SECURITIES

a) De-materialisation of Securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996

b) Options for investors

Every person subscribing to securities offered by the Company shall have option to receive security certificates or to hold the securities with Depository(s). Such a person who is the beneficial owner of the securities can at any time opt out of depository, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in a manner and within the time prescribed, issue to the beneficial owner the Certificate(s) of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of the allotment of the Security.

c) Securities in depositories to be in fungible form

All securities held by depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners

d) Rights of Depositories and Beneficial Owners

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner ;
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

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e) Service of Documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

f) Transfer of Securities

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository, and the provisions of the Depositories Act, 1996 and the rules made thereunder relating to transfer of shares shall apply for the purpose.

g) Allotment of Securities dealt with in a Depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

h) Distinctive numbers of Securities held in a Depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

i) Register and Index of Beneficial Owners

The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

3) Clause 62 be replaced by the following Clause :-

62. THE SHARES OF THE COMPANY WILL BE FREELY TRANSFERABLE

Subject to the provisions of Section 111 A of the Act the Directors may, by giving reasons, decline to register any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever except when the company has a lien on the shares. Transfer of shares/debentures in whatever lot shall not be refused.

4) Clause 182 be replaced by the following Clause :-

182) UNPAID OR UNCLAIMED DIVIDEND

- (a) Where the dividend has been declared but not paid or the warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment thereof, the Company shall within 7 days from the date of expiry of the said period of 30 days transfer the total amount of dividend which remains unpaid or in relation to which no dividend has been posted within the said period of 30 days to a special account to be opened by the Company in that behalf, in any scheduled Bank, to be called 'Unpaid Dividend' Account of the Company.
- (b) Any money transferred to Unpaid Dividend Account of the Company in pursuance of Section 205A of the Act, which remains unpaid or unclaimed for a period of 7 years from the date of transfer shall be transferred by the Company to the Fund established under sub section (1) of Section 205 (C) of the Act and will not be payable to the shareholders once it is transferred to such Fund.
- (c) No unclaimed or unpaid dividend shall be forfeited by the Board.

BY ORDER OF THE BOARD

PLACE : INDORE

DATE : 27th November, 2000

VINOD KUMAR GUPTA
MANAGING DIRECTOR

PARENTERAL DRUGS (INDIA) LIMITED



NOTES

01. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE VALID MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FOR THE MEETING.
02. The Register of Members and the share transfer books of the Company will remain closed from Tuesday the 26th December, 2000 to Saturday the 30th December, 2000. (Both days inclusive).
03. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Company to reply the queries suitably.
04. The explanatory statement setting out the material facts in respect of the business under item No.4 in terms of provisions of Section 173 of the Companies Act, 1956 is Annexed hereto.

EXPLANATORY STATEMENT

In terms of provisions of Section 173 of the Companies Act, 1956 the following Explanatory Statement set out all material facts relating to the special business mentioned under item No.4 of the notice.

ITEM NO.4

In view of the latest amendments made by the Government of India in the Companies Act, 1956 and recent developments in the securities market, few new provisions relating to de-materialisation, nomination, free transferability of shares, unpaid-dividend etc. are to be added in the Articles of Association of the Company. Accordingly it is proposed to make necessary changes in the Articles of Association.

In terms of provisions of Section 31 of the Companies Act, 1956 approval of the members of the

Company is required for amending the Articles as proposed by way of passing Special Resolution.

The Directors recommend passing of the Special resolution.

None of the Directors of the Company is interested in the resolution.

BY ORDER OF THE BOARD

PLACE : INDORE
DATE : 27th November, 2000

VINOD KUMAR GUPTA
MANAGING DIRECTOR

PARENTERAL DRUGS (INDIA) LIMITED**DIRECTORS' REPORT**

The Directors are pleased to present their sixteenth Annual Report on the state of affairs of the Company and the Audited financial accounts for the financial year 1999-2000 ended on 31st July, 2000 and the Auditors' Report thereon.

FINANCIAL RESULTS :	PREVIOUS YEAR 1998-99 (14 Months)	CURRENT YEAR 1999-2000
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Profit before interest and Depreciation	1196.59	1017.75
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DEDUCTIONS

Interest	603.68	467.28
Depreciation	146.41	131.19
Deferred revenue and public issue Expenses Written off	11.72	6.43
Income Tax Provisions	25.00	30.15
Net Profit for the Year	409.78	382.70

Add :-

Balance Brought forward from previous year	413.78	823.56
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APPROPRIATIONS

Previous Years' Adjustment	—	—
Income Tax for earlier Years	—	—
Proposed Dividend	—	—
Transfer to General Reserve	—	—
Balance carried to Balance Sheet	823.55	1206.26

PERFORMANCE HIGHLIGHTS

During the period under review the Company recorded a turnover of Rs. 6972.13 lacs as against the previous year's (14 months) turnover of Rs.7077.44 lacs and against the previous year's (14 months) operating profit of Rs.446.50 lacs the Company has recorded operating profit of Rs.419.28 lacs for the period under review.

ISO 9002

During the year the Company was awarded ISO 9002 certification which is a symbol of quality products of the Company.

OPERATIONAL REVIEW**DIRECTORS**

Shri G.D.Garg, Director of the Company is retiring by rotation at the sixteenth annual general meeting and he is eligible for re-appointment. The Board recommends his re-appointment.

PARENTERAL DRUGS (INDIA) LIMITED**AUDITORS**

M/s T.N. Unni & Co., Chartered Accountants, Indore, Auditors of the Company are retiring at the conclusion of the sixteenth Annual General Meeting and they are eligible for re-appointment. The Board recommends their re-appointment.

AUDITORS' REPORT

Report of the Auditors, their observations on the Accounts and notes to the accounts for the year under review are self explanatory and does not require further explanation.

COST AUDIT

The Central Government vide letter No.52/384/CAB-2000 Dt.10th August, 2000 directed the Company under Section 233-B, to appoint a Cost Auditor to conduct cost audit of the books maintained under Section 209 (1)(d) of the Companies Act, 1956 for the financial year, 2000-01 and years thereafter. Accordingly the Board of Directors of the Company appointed M/s.K.G.Goyal & Co., Cost Accountants, Jaipur, subject to approval of the Central Government.

SUBSIDIARY COMPANY

The final accounts of the wholly owned subsidiary Company i.e. Parenteral Drugs and Pharmaceuticals Limited, as required under Section 212 of the Companies Act, 1956 are enclosed and forming part of the accounts of the Company.

DIVIDEND

In order to conserve the financial resources for the expansion activities of the Company and need for the requirement of working capital the Board has not recommended any dividend for the year 99-2000.

SHIFTING OF REGISTERED OFFICE

The Hon'ble Company Law Board, Western Region Bench, Mumbai confirmed the special resolution passed by the members of the Company for the shifting of the registered office from the State of Madhya Pradesh to the State of Maharashtra, and the said order has been registered by the Offices of the Registrar of Companies, Maharashtra and Madhya Pradesh.

CORPORATE GOVERNANCE

Your Company will initiate steps towards implementation of the requirement of the corporate governance as per Clause 49 of the listing agreement during the financial 2000-01, and the Company is required to comply with the guidelines of corporate Governance within financial year 2001-2002.

PARTICULARS OF EMPLOYEES

The particulars of employees as required under the provisions of Section 217 (2-A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are not applicable in case of any employee of the Company.

FIXED DEPOSITS

The Company has not accepted any deposit during the year from the public and there is no unpaid or unclaimed deposits with the Company.

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ENERGY CONSERVATION, TECHNOLOGY ABSORPTION ETC.

The details of Energy Conservation, Technology Absorption, Foreign Exchange earnings and outgo during the year are annexed in Form A and B as required under Section 217 (1) (e) and forming part of the Report of the Board.

LISTING OF SHARES

The Shares of the Company are listed on Madhya Pradesh, Mumbai, Madras and Ahmedabad Stock Exchanges and the Company is regular in payment of listing fees to the them.

INDUSTRIAL RELATIONS

The relations with the employees and the workers continued to be cordial during the year. The Directors wish to place on record their sincere appreciation for the excellent team spirit with which the employees have worked.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere thanks to State Bank of India, Madhya Pradesh Financial Corporation, Dena Bank and all other Government Department and Agencies for their support and co-operation to the Company during the year.

FOR AND ON BEHALF OF THE BOARD

PLACE : INDORE

DATE : 27th November, 2000

MANOHARLAL GUPTA
CHAIRMAN CUM-MANAGING DIRECTOR

ANNEXURE TO DIRECTORS' REPORT

Report on conservation of energy, Technology Absorption, Foreign Exchange earnings and outgo in accordance with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A) CONSERVATION OF ENERGY

- 1) The Company continues to pay utmost importance to the conservation of the energy. Some energy saving devices have been installed to reduce the consumption of power.
- 2) Additional Investment and Proposals if any being implemented for reduction in Consumption of energy. An interfactory energy conservation group has been formed where conservation programs are decided and reviewed periodically. Although no additional investment was made on the energy conservation.
- 3) Impact of measures at (1) and (2) above for reduction of energy consumption and consequent impact on the cost of production of goods. The adoption of energy conservation measures have resulted in reduction in per unit consumption of energy and increase in its awareness amongst the employees and it is hoped that this trend will continue in the coming years.

PARENTERAL DRUGS (INDIA) LIMITED**FORM - 'A'**

Form for disclosure of particulars with respect to conservation of energy

A) POWER AND FUEL CONSUMPTION

	CURRENT YEAR	PREVIOUS YEAR
1) Electricity		
a) Purchased units (in lacs)	24.87	36.62
Total Amount (Rs. in lacs)	109.15	145.39
Rate/Unit (Rs)	4.38	3.97
b) Own Generation	-	-
i) Through Diesel Generator		
Units (in lacs)	18.11	11.83
Units per litre of Diesel	3.25	3.52
Oil/Unit	0.30	0.28
ii) Through steam	-	-
Turbine/Generator	-	-
Units	-	-
Units per litre of fuel	-	-
Oil/gaslost/Unit	-	-
2) Coal (specify quality and where use		
a) Steam coal (for distilled water)	3425.06	3059.76
Quantity (Tones)		
Total Cost (Rs. in lacs)	68.50	61.20
Average Rate (Rs.)	2000.00	2000.15
3) Furnace Oil		
Quantity	1.36	7.55
Total Amount (Rs. in lacs)	9.52	52.86
Rate/Unit	7.00	7.00

B) CONSUMPTION PER UNIT OF PRODUCTION

Production (Unit 1000 Bottles)		
Electricity (Units)	55.65	62.29
(Purchased+Own Generation)		
Coal (Kgs)	47.76	52.04