

# **Perk Pharmaceuticals Limited**

## ***ANNUAL REPORT 2005-2006***

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# **PERK<sup>®</sup>**

**PERK PHARMACEUTICALS LIMITED****PERK****ANNUAL REPORT 2005 - 2006****BOARD OF DIRECTORS**

RAMESH KUMAR KAILE - CHAIRMAN &  
MANAGING DIRECTOR  
DHIRAJ KAILE - WHOLE TIME DIRECTOR  
VIKRAM KAILE - WHOLE TIME DIRECTOR  
KRISHNA KAILE  
SUNDER LAL  
SHIV NATH  
RAVI KUMAR  
SMT. INDU KUMAR

**AUDITORS**

JYOTSANA MADAN & ASSOCIATES  
Chartered Accountants

**BANKERS**

UNION BANK OF INDIA, MEERUT MAIN

**REGISTERED OFFICE & PLANT**

A-7, INDUSTRIAL ESTATE,  
PARTAPUR - 250 103 (U.P.)

**CORPORATE OFFICE**

807, ARUNACHAL, 19 BARAKHAMBA ROAD,  
CONNAUGHT PLACE, NEW DELHI - 110 001

CONTENTS	PAGE NO.
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NOTICE OF MEETING	1
DIRECTORS REPORT	2

CORPORATE GOVERNANCE REPORT	5
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AUDITORS REPORT	12
BALANCE SHEET	15
PROFIT & LOSS ACCOUNT	16

SCHEDULES ANNEXED TO BALANCE SHEET	17
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BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE	26
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CASH FLOW STATEMENT	27
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**"QUALITY POLICY"**

**'PERK'** is committed to ensure that products produced and marketed by it are manufactured with a consistent standard that ensures highest standards of quality.

We strive for excellence in our products which shall be achieved by all involved working together as a cohesive force.

**PERK PHARMACEUTICALS LIMITED****PERK****PERK PHARMACEUTICALS LIMITED**

Regd. Office : A-7, Industrial Estate,  
PARTAPUR - 250 103 (U.P.)

**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the share holders of M/S PERK PHARMACEUTICALS LTD. will be held on Saturday, 30<sup>th</sup> September, 2006 at 10.00 A.M. at A-7, Industrial Estate, Partapur 250 103 Distt. Meerut (U.P.) to transact the following business:

1. To receive and adopt the Accounts and Balance Sheet for the year ended 31st March 2006, and Directors & Auditors Report thereon.
2. To appoint a Director in place of Shri. Sunder Lal, who retires by rotation and being eligible offers him self for reappointment.
3. To appoint a Director in place of Shri. Ravi Kumar, who retires by rotation and being eligible offers him self for reappointment.
4. To appoint a Director in place of Smt. Indu Kumar, who retires by rotation and being eligible offers him self for reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the next annual general meeting of the company and to fix their remuneration. M/s Jyotsana Madan & Associates, Chartered Accountants, the retiring auditors are eligible for reappointment.

By Order of the Board of Directors

Place : Partapur, Meerut.  
Dated : 14<sup>th</sup> July, 2006

(R.K. Kaile)  
Chairman & Managing Director

**NOTES**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- b. The Register of Members and Transfers Books of the Company will remain closed from Thursday, 28<sup>th</sup> September' 2006 to Saturday, 30<sup>th</sup> September' 2006 (both days inclusive).
- c. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Managing Director of the Company so as to reach him at least 7 days before the date of the meeting.
- d. Members are requested to intimate the Company not later than 29<sup>th</sup> September' 2006 the changes, if any, in their registered address along with the pin-code.
- e. Members holding shares of the Company under more than one Ledger Folios are requested to send to the Company their Share certificates for consolidating the Folios into one. The Share Certificates will be returned to the Shareholders after making the requisite endorsement thereon.
- f. The provision of Section 205-C of the companies act 1956 with respect to transfer of Unpaid dividend Investor's Education and Protection Fund is not applicable as the company did not declare any dividend for the financial year 1998 - 1999.
- g. The details of the directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting has been given in Corporate Governance Report for the financial year 2005 - 2006, and annexed with the director's report for the said financial year.

By Order of the Board of Directors

Place : Partapur, Meerut.  
Dated : 14<sup>th</sup> July, 2006

(R.K. Kaile)  
Chairman & Managing Director

**PERK PHARMACEUTICALS LIMITED****PERK****DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the 25<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31.03.2006.

**CORPORATE RESULTS :** (Rs. in Lakhs)

	2005-2006	2004-2005
<i>Sales</i>	115.43	105.69
Profit before Interest & Depreciation	(53.95)	(22.56)
Less : Interest	0.48	0.68
Profit after Interest	(54.43)	(23.24)
Less : Depreciation	13.60	14.05
Profit Before Tax	(68.03)	(37.29)
Less : Provision for Taxation	---	---
<i>Profit After Taxation</i>	(68.03)	(37.29)
Add : Balance Brought Forward	(193.09)	(155.80)
Add : Depreciation written back	---	--
Profits available for appropriation	(261.12)	(193.09)

**DIRECTORS :**

Shri Sunder Lal, Shri. Ravi Kumar and Smt. Indu Kumar, Directors of Company retires by rotation at this ensuing Annual General Meeting but being eligible offers themselves for re-appointment.

**DIVIDEND :**

Pharma Industry needs steady policy framework which can enhance our growth. Small players like us have been badly affected by two, policy-level developments: First is MRP based excise duty payments which earlier was paid on our cost of manufacturing. The second development, and this is far more serious, is the impact of excise-free regimes especially of Himachal Pradesh, Uttaranchal, Kashmir and Sikkim. Units located in such places produce these medicines excise free, income tax free and sales tax free, whereas no such benefit exists for us. The industry associations like IDMA (of which we are members) have been asking for a reduction of excise duty to 8% from the current 16%, however this has so far being rejected by the government. As we are now facing a new product patent regime, which require new production quality stipulations and investments, smaller units like us are at disadvantage vis-à-vis our counterparts in tax free zones. This short sighted approach by the government's pharmaceutical policy has almost threatened to kill the domestic pharma industry in the country. Hence the industry needs a steady and predictable policy framework as an essential input for sustained growth. Due to these reasons, loss was incurred by the company during the financial year 2005 - 2006 and the Directors do not propose any Dividend for the year under review.

**EXPANSION & FUTURE OUTLOOK :**

The Company, even after facing all the aforementioned challenges, plans to enter in newer markets with newer products and is also planning to stabilize its Sales so as to give better results in the coming years.

**NEW PRODUCT LAUNCHES :**

The Company is planning new range of antibiotic injections, analgesics and muscular relaxants in coming months which should help to capture new markets. Now the company is also likely to enter new market in different parts of country and also planning to re-consider its market polices to penetrate the markets .

**PERSONNEL :**

The Company and the Directors record their appreciation for the cordial relationship between the employees and management and the Company continues to pay greater attention in encouraging a healthy work environment.

**PERK PHARMACEUTICALS LIMITED****PERK****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

Statements in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy, technology absorption and foreign exchange transactions are given in Annexure forming part of this Report.

**AUDITORS :**

M/S Jyotsana Madan & Associates, Chartered Accountants, auditors of the Company retire at this meeting and are eligible for reappointment. The Company has received a certificate to the effect that their reappointment if made would be in accordance with the provision of Companies Act 1956.

**CORPORATE GOVERNANCE :**

The provisions of Corporate Governance were implemented during the financial year 2002 - 2003 i.e. w.e.f. 31.01.2003. A separate report on Corporate Governance is included / annexed as part of the Annual Report 2005-2006. The Auditor's Certificate confirming compliance of conditions of corporate governance is included in the said report.

**LISTING OF SHARES INFORMATION REGARDING STOCK EXCHANGE :**

The company's equity shares are listed at the Stock Exchange, Mumbai and The U.P. Stock Exchange Association Limited, Kanpur. The company has passed resolution in the 22<sup>nd</sup> Annual General Meeting for De-Listing of Shares from The Stock Exchanges of Delhi and Hyderabad and the matter is under process.

**PARTICULARS OF EMPLOYERS :**

There was no employee in receipt of remuneration attracting the provisions of section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of employees amendment) Rules, 1988.

**DIRECTORS RESPONSIBILITY STATEMENT :** (Under Section 217 (2AA) of the Companies Act)

We accordingly state:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the annual accounts on a going concern basis.

**AUDITORS REPORT :**

The notes to the accounts are self explanatory & therefore do not call for any further comments.

**ACKNOWLEDGMENTS :-**

The Directors acknowledge the active co-operation & help received from the Banks & Government agencies. They also gratefully acknowledge the support and goodwill extended by the Doctors, Dealers, Customers, Suppliers and Investors.

For and on Behalf of the Board

Date : 14<sup>th</sup> July, 2006  
Place: Partapur, Meerut

(R.K. KAILE)  
CHAIRMAN &  
MANAGING DIRECTOR

(DHIRAJ KAILE)  
WHOLE TIME DIRECTOR

**PERK PHARMACEUTICALS LIMITED****PERK****ANNEXURE**  
(Annexure to the Directors' Report)

Information as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988 and forming part of the Directors Report for the year ended 31st March, 2006.

**A. CONSERVATION OF ENERGY**

- a) The Company is continuing its Energy Conservation Measures like:
- (i.) Continuous monitoring of power factor has been done resulting in a consistent power factor of 0.85, thus saving electrical energy.
  - (ii.) Proper Maintenance of energy efficient heaters in Steam Autoclave.
  - (iii.) Proper Maintenance of Chilled Water pipelines.
- b) Additional Investment and Proposal :
- (i.) Streamlining of Piping, insulation and distribution panels is being maintained
- c) Impact of measures (a) and (b) above :
- There has been and is further going to be a favorable impact of the above steps in reducing the energy cost.
- d) Total Energy Consumption per unit of Production :
- Information is given in Form A, annexed.

**B. TECHNOLOGY ABSORPTION**

- e) Efforts made towards Technology absorption :
- Latest additional techniques as per WHO G.M.P. standards employed and are being updated in the complete Manufacturing facilities.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Not Applicable

**FORM - A**  
**CONSERVATION OF ENERGY**

		Year Ended 31.03.2006	Year Ended 31.03.2005
<b>Power &amp; Fuel Consumption</b>			
<b>1. Electricity</b>			
a)	Purchased		
	Units	45920	40,656
	Total Amount (Rs.)	257,518.00	318,039.00
	Rate/Unit (Rs.)	5.61	7.82
b)	Own Generation (Through D.G. Set)		
	Units	4,989	4,037
	Units/Liter of Diesel Oil	4.00	4.00
	Cost/Units (Rs.)	8.50	6.58
<b>2. Coal - Not Applicable</b>			

For and on behalf of the Board

Place : Partapur, Meerut  
Date : 14<sup>th</sup> July, 2006

(R.K. KAILE)  
CHAIRMAN &  
MANAGING DIRECTOR

(DHIRAJ KAILE)  
WHOLE TIME DIRECTOR

**PERK PHARMACEUTICALS LIMITED****PERK****CORPORATE GOVERNANCE REPORT**

As per requirement of the Listing Agreement and in order to promote and raise the standards of Corporate Governance the Company implemented Corporate Governance in the financial year 2002 – 2003 i.e. w.e.f. 31.01.2003. As per Clause 49 of the Listing Agreement(s) with Stock Exchanges and has complied in all material respects with features of the same.

A Report on the implementation of the Corporate Governance Code of listing agreement by the company is furnished below :

**1. Company's Philosophy on Corporate Governance**

Your company fully appreciates the object and need to implement the corporate governance code in its real sense. During the previous year under review the Corporate Governance activities initiated continued to be implemented and the company made all the necessary compliance in this regard. The company endeavors to further strengthen the same as its management believes that corporate performance in the long run is correlated to corporate governance. It is therefore committed to further improve the corporate governance practices in the company by laying emphasis on 'substance' of corporate governance over the 'form'.

**2. Board of Directors**

Company's Board presently consists of more than half of non-executive directors and half independent directors, in line with the stipulation laid by the Listing Agreement the board comprises of Three(3) Executive Directors, One(1) Non-Executive Director and Four(4) Independent Directors.

The Constitution of the Board of Directors is given below :

Sr.	NAME OF DIRECTOR	EXECUTIVE / INDEPENDENT / PROMOTER	No. of OTHER DIRECTORSHIP	MEMBERSHIP OF OTHER COMMITTEES	DESIGNATION
1.	Ramesh Kumar Kaile	Executive (Promoter)	NIL	Share Transfer Committee	Chairman & Managing Director
2.	Dhiraj Kaile	Executive (Promoter)	NIL	Share Transfer Committee	Whole Time Director
3.	Smt Krishna Kaile	Non-Executive (Promoter)	NIL	Audit Committee	Director
4.	Vikram Kaile	Executive	NIL	Share Transfer Committee	Whole Time Director
5.	Sunder Lal	Independent Non-Executive	NIL	Share Holders Committee Remuneration Committee	Director
6.	Shiv Nath	Independent Non-Executive	NIL	Audit Committee Share Holders Committee Remuneration Committee	Director
7.	Ravi Kumar	Independent Non-Executive	NIL	Audit Committee Share Holders Committee Share Transfer Committee Remuneration Committee	Director
8.	Smt. Indu Kumar	Independent Non-Executive	NIL	-----	Director

**PERK PHARMACEUTICALS LIMITED****PERK****Attendance of Each Director at the Board Meeting and last Annual General Meetings :**

NAME	No. of BOARD MEETING HELD	No. of BOARD MEETING ATTENDED	ATTENDANCE AT LAST A.G.M.
Ramesh Kumar Kaile	10	10	Present
Dhiraj Kaile	10	10	Present
Vikram Kaile	10	10	Present
Smt. Krishna Kaile	10	9	Present
Sunder Lal	10	9	Present
Shiv Nath	10	10	Present
Ravi Kumar	10	10	Present
Smt. Indu Kumar	10	9	Present

The details of all Directors seeking Re-Appointment in the forthcoming A. G. M. are given below :

**(In pursuance of Clause 49(VI)(A) of the Listing Agreement)**

Name of Director	Date of Birth	Date of Appointment	Qualification	Expertise in Specific Functional Areas	Directorship Held in other companies	Committee Position held in other companies
Shri. Sunder Lal	15.11.1952	31.05.2001	Graduate	Vast Experience in Trade of Pharmaceuticals Business	-	-
Shri. Ravi Kumar	10.01.1936	31.01.2003	Graduate	Vast Experience in Trade of Pharmaceuticals Business	-	-
Smt Indu Kumar	20.11.1939	31.01.2003	Graduate	Vast Experience in Trade of Pharmaceuticals Business	-	-

**No. of Meeting held during the year & dates**

During the financial year 2005 – 2006 Ten (10) Board Meetings were held on 30/04/2005, 29/06/2005, 08/07/2005, 10/08/2005, 30/07/2005, 30/09/2005, 30/10/2005, 26/12/2005, 30/01/2006, 20/03/2006

**Information Supplied to the Board**

The Directors are explained about all relevant information by the Managing Director at the Board Meetings on various vital matters affecting the company. Minutes of Audit Committee and other Committee of the Board are circulated at the Board Meetings, also information about compliance / non-compliance, if any with any regulatory / Statutory guidelines or with the listing requirements etc. is given at the Board Meetings.

**PERK PHARMACEUTICALS LIMITED****PERK****Remuneration of Directors**

The details of the remuneration is given below :

Sr.	NAME OF DIRECTOR	DESIGNATION	REMUNERATION	PERIOD
1.	Ramesh Kumar Kaile	Managing Director	10000/-P.M. + Perks equal to annual salary payable as per categories specified in Schedule XIII to the Companies Act. 1956	5 Years w.e.f. 30.05.2005
2.	Dhiraj Kaile	Whole Time Director	8000/-P.M. + Perks equal to annual salary payable as per categories specified in Schedule XIII to the Companies Act. 1956	5 Years w.e.f. 30.05.2005
3.	Vikram Kaile	Whole Time Director	8000/-P.M. + Perks equal to annual salary payable as per categories specified in Schedule XIII to the Companies Act. 1956	5 Years w.e.f. 30.05.2005

None of the Director is on the Board of any other company or member of any committee in any other committee, except in this company, and so reporting of their chairmanship / membership in other committee of other companies has not been mentioned.

**COMMITTEES OF THE BOARD OF DIRECTORS****Audit Committee**

As reported last year the Audit Committee was re-constituted on 31.01.2003. The re-constituted Audit Committee held three meetings in the financial year 2005-2006, and presently it comprises of :

Sl.	Name of Director	Designation	Executive / Non-Executive / Independent	No. of Committee Meeting Held	Attendance of each Director
1.	Sunder Lal	Chairman	Non-Executive & Independent	3	3
2.	Smt. Krishna Kaile	Member	Non-Executive	3	3
3.	Shiv Nath	Member	Non-Executive & Independent	3	3
4.	Ravi Kumar	Member	Non-Executive & Independent	3	3

Permanent Invitees – Representative of Auditors.