

Report  Junction.com



UNICHEM
ANNUAL REPORT 2000-2001



UNICHEM LABORATORIES LIMITED

BOARD OF DIRECTORS

Dr. Prakash A. Mody, Chairman & Managing Director
B. K. Sharma, Executive Director
Balkrishna C. Modi
Harsh Mariwala
Prafull Anubhai
Ramdas M. Gandhi
Sohrab E. Dastur

COMPANY SECRETARY

K. Subharaman

BANKERS

Bank of India
The Sumitomo Mitsui Banking Corporation
Bank of Baroda

AUDITORS

B. D. Jokhakar & Co.

REGISTERED OFFICE

Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.

CORPORATE OFFICE

Unichem Bhavan, Off S. V. Road, Jogeshwari (W), Mumbai - 400 102.

MANUFACTURING LOCATIONS

- 99, MIDC Area, Roha, Dist. Raigad - 402 116.
- Plot No. 17 & 18, Pilerne Industrial Estate, Pilerne Bardez, Goa - 403 515.
- C-31-32, Industrial area, Meerut Road, Ghaziabad - 201 003.
Bhatauli Kalan, Dist. Solan, Baddi, Himachal Pradesh - 173 205.

38th Annual Report 2000-2001**CONTENTS**

Page No.

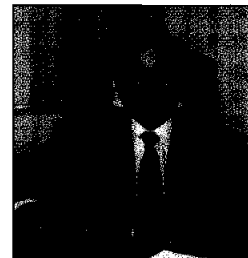
| | |
|------------------------------------|----|
| Chairman's Statement | 3 |
| Financial Highlights | 4 |
| Notice | 5 |
| Directors' Report | 6 |
| Report on Corporate Governance | 12 |
| Management Discussion and Analysis | 16 |
| Auditors' Report | 18 |
| Balance Sheet | 20 |
| Profit & Loss Account | 21 |
| Schedules to Accounts | 22 |
| Cash Flow Statement | 35 |

**UNICHEM**

Chairman's Statement

Dear Shareholders,

I welcome you to the 38th Annual General Meeting of the Company. Last financial year was a significant year in the history of Unichem. Government fixed the ceiling price of Ampoxin, the number one product of your Company, reducing it by more than 30% than the price fixed earlier. This meant a loss of revenue to the extent of Rs.6 crores in just one financial year. I am glad to share with you that despite the price reduction of Ampoxin and the deceleration of growth across the Industry, particularly in anti infectives, your Company was able to come out with good results. The reason as to why Unichem could withstand this impact is simple. It is due to the planned, focused, dedicated and concerted efforts of the Unichem family over the last 5-6 years to build enough resilience to withstand any unforeseen calamity like this. You will recall that earlier in 1987 due to banning of our product EP Forte, the financials of the Company had gone out of hands ending with book losses in the next financial year.



Coming to the strategies we adopted to build this resilience; it basically dwelled on three aspects. The first one is to have a dominant presence in the domestic market. In this arena, over the last five years we have increased the therapeutic coverage from 43% to 58% thereby lessening our dependence on anti infectives. Our product basket was enriched and got balanced and we increased the Doctor coverage by employing more field personnel. I am glad to inform you that new products introduced since 1998 contributed 27.95% to the turnover of the Company during the last financial year. We will continue to introduce newer and value added products and also increase our market reach to get still better margins in future.

Secondly, a limiting factor for a major thrust in international business was lack of modern manufacturing facilities, which could withstand inspections of International Standards of GMP. Your Company invested more than Rs.75 crores during the last five years to put up such facilities. I am glad to inform that Unichem now has state-of-the-art formulation manufacturing facilities at Goa and Baddi, inspected and approved by European and Australian inspecting authorities. Your Company's Roha plant is proceeding ahead for obtaining ISO Certification in the current financial year. Your Company's formulation plant at Ghaziabad is also undergoing extensive modernization in order to match international standards of manufacturing and testing. All the aforesaid efforts which are pre-requisite for international business with developed countries and other parallel efforts in this direction such as registration of products, product dossiers and setting up distribution channels in various countries will give significant boost to exports of Unichem.

Thirdly, as knowledge will be the epicentre of future pharmaceutical business, Unichem has made sincere efforts in this direction by setting up a modern Research Centre at its premises in Jogeshwari, Mumbai. The 35000 Sq. ft. state-of-the-art Research Centre was set up at a cost of about Rs.8 crores excluding the value of developed land at Jogeshwari. Efforts are currently being taken for setting up a biotechnology lab and a NDDS lab during the current financial year. Collaborative research efforts with government sponsored institutions will also continue. The existing R & D centre at Jogeshwari, Mumbai will also be renovated and modernised and put to use for research-based activities. Your Company has decided to commit 3% to 4% of its turnover every year for research activities.

I would like to keep you informed that there are apprehensions about the post WTO compliant scenario, particularly for Indian Pharma Companies. WTO compliance is more of a challenge than a threat for Unichem, provided the Patents Amendment Bill takes cognizance of interest of the huge Indian population and the question of affordability of medicines. We have already seen a couple of transnational companies introducing products under EMR (Exclusive Marketing Rights), which are patented prior to 1st January, 1995. Abuse through EMR and monopolistic status conferred to the product patent holder in the new scenario, especially in the case of drugs for control of diseases having epidemic proportion like AIDS and other life saving medicines will be detrimental to the national interest. Therefore issues such as Compulsory Licensing, deeper scrutiny before granting of EMR and parallel importation, need to be addressed to, in the Patent Laws of the country.

I have informed you last year that your Company is at the threshold of transformation and growth after years of persistent efforts of restructuring. Our efforts are yielding fruits. I want to assure you that there are plenty of opportunities both in domestic and international business and all that is needed to succeed is the right attitude and the right people. Our mindset has changed and we have committed people in place through whom we look forward for sustained growth, by tapping the opportunities available and I am confident that your Company will continue to do well in the coming years, which will benefit our shareholders and other stakeholders.

Dr. P. A. Mody
Chairman & Managing Director

38th Annual Report 2000-2001

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

| Description | 2000-2001 | 1999-2000 | 1998-1999 | 1997-1998 | 1996-1997 | 1995-1996 | 1994-1995 | 1993-1994 | 1992-1993 | 1991-1992 |
|--|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Sales & Earnings | | | | | | | | | | |
| Sales and other Income # | 22,150.92 | 18,142.87 | 16,636.83 | 15,065.82 | 13,718.54 | 11,567.32 | 11,226.48 | 9,650.73 | 8,411.56 | 7,648.52 |
| Profit before taxes | 2,210.08 | 1,602.54 | 1,198.50 | 526.01 | 400.08 | 826.00 | 903.49 | 406.01 | 187.55 | 430.68 |
| Profit after taxes | 1,992.08 | 1,547.54 | 1,008.50 | 401.01 | 347.08 | 555.35 | 648.24 | 405.86 | 187.30 | 270.68 |
| Dividend | 470.00*** | 284.05** | 284.05** | 234.58* | 234.58 | 180.00 | 166.85 | 90.75 | 54.00 | 40.50 |
| Retained Earnings | 1,522.08 | 1,263.49 | 724.45 | 166.43 | 112.50 | 375.35 | 481.39 | 315.11 | 133.30 | 230.18 |
| Assets & Liabilities | | | | | | | | | | |
| Fixed Assets : Gross | 11,726.34 | 10,205.89 | 8,870.66 | 7,692.66 | 5,582.00 | 3,384.36 | 2,764.02 | 1,984.60 | 1,966.91 | 1,884.78 |
| : Net | 8,622.11 | 7,670.20 | 6,776.63 | 5,921.98 | 4,125.04 | 2,279.29 | 1,870.73 | 1,200.00 | 1,235.39 | 1,236.43 |
| Total Assets : Net | 13,284.06 | 11,591.84 | 10,387.66 | 9,683.05 | 8,109.88 | 5,579.61 | 4,855.07 | 3,075.64 | 2,699.64 | 2,585.67 |
| Miscellaneous Expenditure | — | 312.85 | 361.23 | 604.18 | 1,317.86 | 516.58 | 571.77 | 614.38 | 309.96 | — |
| Represented By | | | | | | | | | | |
| Net worth | 8,886.37 | 7,371.38 | 6,114.92 | 5,397.56 | 5,238.22 | 4,456.82 | 4,089.24 | 1,995.66 | 1,429.48 | 1,301.96 |
| Share Capital | 852.99 | 426.49 | 426.48 | 426.48 | 426.48 | 359.98 | 359.96 | 199.12 | 135.00 | 135.00 |
| Reserves | 8,033.38 | 6,944.89 | 5,688.44 | 4,971.08 | 4,811.74 | 4,096.84 | 3,729.28 | 1,796.54 | 1,294.48 | 1,166.96 |
| Borrowings | 4,397.69 | 4,533.31 | 4,633.97 | 4,889.67 | 4,189.52 | 1,639.37 | 1,337.60 | 1,694.36 | 1,580.12 | 1,283.71 |
| Total Funds | 13,284.06 | 11,904.69 | 10,748.89 | 10,287.23 | 9,427.74 | 6,096.19 | 5,426.84 | 3,690.02 | 3,009.60 | 2,585.67 |
| Ratios | | | | | | | | | | |
| Earnings per Equity Share (Rupees) | 23.35 | 36.28 | 23.65 | 9.40 | 8.14 | 15.43 | 18.01 | 20.29 | 13.87 | 20.05 |
| Net worth per Equity Share (Rupees) @ | 100.83 | 158.65 | 127.88 | 105.20 | 84.57 | 100.37 | 88.51 | 52.29 | 57.77 | 70.85 |
| Debt : Equity Ratio @ | 0.51 | 0.67 | 0.85 | 1.09 | 1.16 | 0.45 | 0.42 | 1.62 | 2.03 | 1.34 |
| Numbers of Shareholders & Employees | | | | | | | | | | |
| Number of Shareholders | 13,168 | 13,820 | 10,947 | 10,190 | 6,858 | 6,794 | 6,592 | 6,019 | 4,847 | 4,563 |
| Number of Employees | 1,596 | 1,645 | 1,156 | 1,319 | 1,144 | 1,093 | 1,086 | 1,038 | 1,040 | 1,313 |

Net of excise duty

*** Includes Dividend Tax Rs. 43.50 lacs.

** Includes Dividend Tax Rs. 28.15 Lacs.

* Includes Dividend Tax Rs. 21.33 Lacs.

@ Without revaluation Reserve and Miscellaneous Expenditure.

**UNICHEM****NOTICE**

NOTICE is hereby given that the 38th Annual General Meeting of UNICHEM LABORATORIES LIMITED will be held at CENTRUM, MVIRDC World Trade Centre 1, 1st Floor, Cuffe Parade, Mumbai 400 005 on Thursday, the 20th day of September, 2001 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2001 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2001.
3. To appoint a Director in place of Shri Prafull Anubhai who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri R. M. Gandhi who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 5th September, 2001 to 20th September, 2001 (both days inclusive), for the purpose of Annual General Meeting and for payment of Dividend, if approved by the Members.
4. The Company has already transferred, all unclaimed dividends upto the dividend for the financial year 1994-95 to the General Revenue Account of the Central Government. Members who have not encashed dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, C.G.O. Complex, "A" Wing, CBD-Belapur, Navi Mumbai - 400 514.
5. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 1996 and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant/s so far for the financial year ended 31st March, 1996 or any subsequent financial year/s are requested to make their claim to the Share Department, Mahalaxmi Chambers, 2nd Floor, 22, Bhulabhai Desai Road, Mumbai 400 026. **It may also be noted that the dividend once transferred to Investor Education and Protection Fund cannot be claimed.**
6. Appointment/Reappointment of Directors

At the ensuing Annual General Meeting, Shri Prafull Anubhai and Shri R. M. Gandhi, retire by rotation and being eligible, offer themselves for reappointment. The information or details to be provided for the aforesaid Directors under Corporate Governance code are as under :

Shri Prafull Anubhai aged about 63 years, has done his B.Sc. (Econ) from London School of Economics. He joined the Board of Directors of the Company in the year 1979. He is an entrepreneur and also a Management Consultant. He is a visiting faculty member at the IIM, Ahmedabad and also a member of its Board of Governance.

He is Chairman of the Audit Committee of the Board of Directors of the Company. His functional expertise is Finance and General Management.

He is a Director and member of the Committees of Board in the following other companies :

| <u>Director</u> | <u>Member of the Committees of the Board</u> |
|---|--|
| 1. Search Consultants Pvt. Ltd. | — |
| 2. Management Structure & System Pvt. Ltd. | — |
| 3. Mahavir Spinning Mills Ltd. | — |
| 4. Gruh Finance Ltd. | Shareholders Grievance Committee & Audit Committee |
| 5. Baker Oil Tools (India) Pvt. Ltd. | — |
| 6. Torrent Cables Ltd. | Audit Committee |
| 7. Hi-Rel Electronics Ltd. | — |
| 8. Ashima Dyecot Ltd. | — |
| 9. Dinesh Polyber Ltd. | — |
| 10. The H.K. Agrochem Ltd. | Audit Committee |
| 11. The Emerging Markets South Asian Fund (Cayman Islands, British West Indies) | — |
| 12. The EMSAF - Mauritius | — |

Mr. R. M. Gandhi aged about 68 years, is B.A., LL.M. He joined the Board of the Directors of the Company in the year 1985. He is in the Legal field for more than 45 years. Earlier he was associated with M/s. Manilal Kher Ambalal & Co. as a partner. Presently he is practicing as a solicitor.

He is Chairman of the Shareholders Grievance Committee of the Board of Directors of the Company. His functional area of expertise is in the field of Law.

He is a Director and member of the Committees of Board in the following other companies :

| <u>Director</u> | <u>Member of the Committees of the Board</u> |
|---|--|
| 1. Aarti Industries Ltd. | Audit Committee |
| 2. Asahi Song Won Colours Ltd. | — |
| 3. Pidilite Industries Ltd. | Shareholders Grievance Committee |
| 4. Puru Investments & Consultants Pvt. Ltd. | — |
| 5. Vinyl Chemical Ltd. | Audit Committee (Chairman) |

7. Members are requested to notify promptly any change in their addresses directly to the Registrar & Transfer Agents, M/s. MCS Ltd., Sri Venkatesh Bhavan, Plot No. 27, Road No. 11, MIDC Area, Andheri (East), Mumbai-400 093.
8. The Members desiring any information with regard to the Annual Accounts of the Company are required to write to the Company at an early date, so as to enable the Company to keep the information ready.

By order of the Board,

K. SUBHARAMAN
Company Secretary

Registered Office:

Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai-400 026.

Dated : 28th July, 2001

38th Annual Report 2000-2001

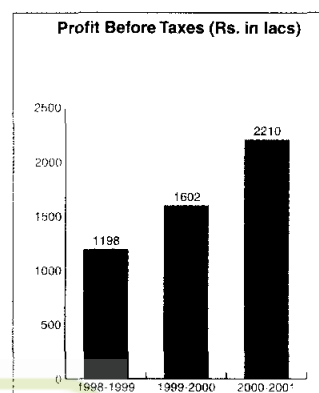
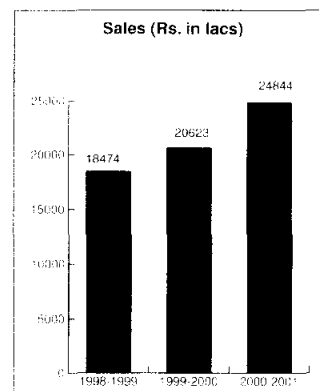
DIRECTORS' REPORT

To the Shareholders

- The Directors have pleasure in presenting their Thirty-eighth Annual Report with Audited Accounts for the year ended 31st March, 2001.

2. FINANCIAL PERFORMANCE

| | (Rs. in lacs) | |
|--|----------------|----------------|
| | Current Year | Previous Year |
| Operating Profit | 3393.24 | 2532.79 |
| Add: Non-operating Income | 238.75 | 153.16 |
| Profit before Interest and Depreciation | 3631.99 | 2685.95 |
| Less: Interest | 495.23 | 538.61 |
| Gross Profit | 3136.76 | 2147.34 |
| Less : Depreciation | 588.63 | 509.66 |
| Less : Extraordinary Item (Compensation paid to employees who have opted for retirement) | 312.85 | 48.65 |
| Less : Prior period expenses | 1.64 | 8.93 |
| Tax Provision | 218.00 | 55.00 |
| PROFIT AFTER TAX | 2015.64 | 1525.10 |
| Balance brought forward | 1960.94 | 997.45 |
| Add/Less : Excess/(Short) provision for taxation pertaining to earlier years | (23.56) | 22.44 |
| Amount available for Appropriation | 3953.02 | 2544.99 |
| APPROPRIATIONS | | |
| Interim Dividend | — | 255.90 |
| Tax on Interim Dividend | — | 28.15 |
| Proposed Dividend | 426.50 | — |
| Tax on Proposed Dividend | 43.50 | — |
| General Reserve | 1500.00 | 300.00 |
| Surplus carried to Balance Sheet | 1983.02 | 1960.94 |
| | 3953.02 | 2544.99 |

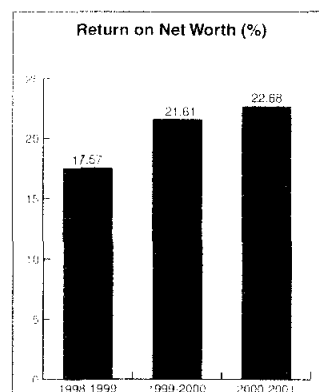


3. OPERATIONS

Financial Performance

The Company's sales for the year ended 31st March, 2001 was Rs. 248 crores as against Rs. 206 crores recorded for the previous year ended 31st March, 2000, thereby registering a growth of 20.47%. Profit before tax and Extra-ordinary items recorded an increase of 55.6% over that of the previous year. Profit after tax for the year under review amounted to Rs. 2015.64 lacs as compared to Rs. 1525.10 lacs for the previous year registering a growth of 32.16%. The Basic EPS of the Company for the year was Rs. 47 as compared to Rs. 36 for the previous year. The Diluted EPS after allotment of Bonus shares in ratio of 1:1 is Rs. 23.

The Company's policy earlier was to write off the amount payable to the employees who have opted for retirement prior to March, 1995, under VRS on a spread over basis over the balance period of service of employees till their normal retirement age subject to maximum of 15 years. An amount of Rs. 267.21 lacs, which was yet to be written off in terms of the aforesaid policy and lying in Deferred Revenue Expenditure Account, was written off fully in the Financial Year 2000-01 itself. Had the write off been done without any change in the Accounting Policy, the Profit after tax for the Financial Year 2000-01 would have been higher by Rs. 267.21 lacs and the diluted EPS would have been Rs. 26.67

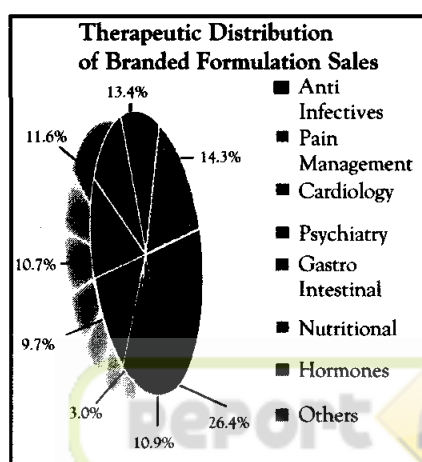



UNICHEM

The Company posted a growth rate of 20.47% as against the Industry average of 9% due to better product mix, a larger product basket due to introduction of new products, improving market reach and penetration.

Thrust Areas

Domestic Pharmaceutical formulations business constitutes 83% of the total turnover of the Company. Being a major contributor to its turnover the Company's main area of focus in this segment is the selected therapeutic groups where it strives to have a dominant presence. The selected therapeutic areas are Anti-infectives, Pain Management, Gastro intestinal, Cardiology, Psychiatry, Diabetology, Neurology, Hormones & Nutrition. The Company presently covers 58% of the total therapeutic segment and the therapeutic reach will be increased gradually to around 65%, where the Company will focus on in the future.

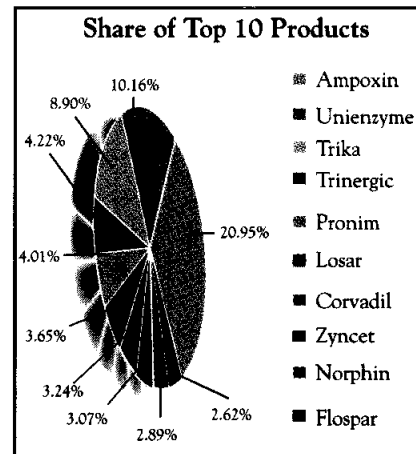


New Products

New products launched since 1998 have contributed 27.95 % of the sales turnover of the Company with most of the brands moving into leadership position in their respective segments.

New Products Launched in 2000-2001

| Product | Drug name/Contents | Therapeutic category |
|--------------|--|------------------------------|
| Glitase | Pioglitazone | Anti -Diabetic |
| TG-tor | Atorvastatin | Cardiology |
| Roff-50 | Rofecoxib | Pain Management |
| Fixx | Cefixime | Systemic Antibacterial |
| Erix | Sildenafil | Hormones |
| Nutreva | Nutritional supplement with SUPRO-Soya Protein extract from DUPONT | Nutritional |
| Livoferol-TX | Vitamins & Minerals | Liver tonic (veterinary) |
| Maxigro | Lactobasillus sporogenes & others | Growth promoter (veterinary) |



Bulk Drug Business

Production of number of new bulk drugs like Rofecoxib, Leflunomide, Tizanidine Hydrochloride and Zafirlukast was started on a commercial scale at Roha Bulk Drug Plant. Unichem was one of the first companies in the country to be accorded permission for production/marketing of Rofecoxib bulk drug and formulations. Roha Bulk Drug Plant is planning to get ISO Certificate in the current year.

Domestic bulk drug business showed 31% growth over the previous year. A discernible shift in the product mix was carried out to improve margins. Long-term contracts for supply of major products were signed with main end users, thus reducing dependence on sales through consignment agents. Imposition of anti-dumping duty on imports of Metronidazole from China is a welcome measure from the Government and the Company hopes to regain its pre-eminent position for this bulk drug production and sales.

International Business

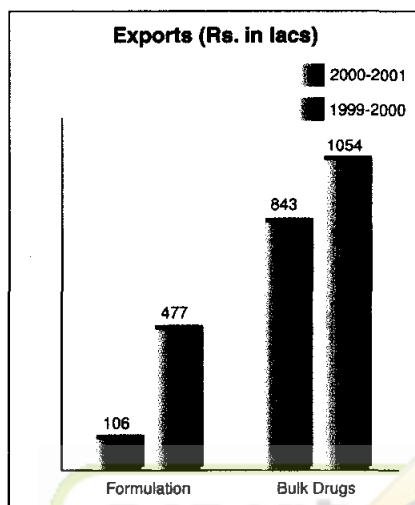
A major focus for the Company in the coming years is International Business. Exports of formulations for the year under review was Rs.477 lacs as against Rs.106 lacs during the previous year. Bulk Drug exports also showed an increase of 25% over the previous year. The Company is committed to strengthen its international operations by focusing on high value added products. Product registrations in many developing countries are under process. The Company has also opened distribution network through tie-up with local partners or stationed its own representatives in many countries located in Asia, Africa, Russia, Eastern Europe and Brazil.

Unichem's Goa Plant is certified by Health Authorities of Countries like UK, South Africa and Australia. The Company's Baddi Plant is also approved by South Africa and inspected by UK Authorities. The Company's formulation

38th Annual Report 2000-2001

plant at Ghaziabad is undergoing complete modernization in order to meet the current GMP guidelines and also to meet the international requirements. With this the Quality Standards will be harmonised at all its production facilities. The Company expects that the exports of generics which are already out of patents to countries like UK, European Nations, South Africa and Australia will pick up once the entire modernization/certification process is complete.

A significant portion of business of bulk drug actives comes from developed markets. The Company also looks forward to export generic as well as Active Pharmaceutical Ingredients (API) in respect of molecules, which are coming out of patents in the near future in the developed markets. The Company has tied up with some European Companies for development of new products, preparation of dossiers, which will ultimately lead to contract manufacturing of finished dosage forms. The Company has UK-DMF's for some of its products the portfolio of which will be strengthened further.



Research & Development

The Company set up a new R&D Centre covering a built up area of 35000 sq. ft. with all modern R&D environment and equipments at its Jogeshwari premises in Mumbai. The total cost for this new R&D Centre amounted to Rs. 8.17 crores, excluding the cost of developed land. This R&D Centre commenced its operations in February, 2001. Earlier to this the Company also set up modern labs for pre-formulation and anti-biotic research. In all, the Company has spent Rs. 10.97 crores on R & D during the Financial Year 2000-01, which works out to 4.42% of the total turnover of the Company. Other R & D initiatives of the Company include setting up of a Biotechnology Lab and a modern NDDS Lab during the current

Financial Year. The new R&D Centre has dedicated areas for Chemical R&D Laboratory, Analytical and Packaging Development, Corporate Quality Assurance, Regulatory Affairs, Patent Cell and Process Research Laboratory.

The Company has been regularly associated with various Institutions and Universities in connection with various sponsored research activities. The Company's Government approved existing R&D Centre at Jogeshwari, Mumbai will also be renovated, modernized and put to effective use for various research activities.

4. SHARE CAPITAL

Consequent upon allotment of Bonus Shares during the financial year 2000-01 in the ratio of one equity share for every one existing equity share held, the Paid-up Equity Share Capital of your Company increased to Rs. 853 lacs.

5. DIVIDEND

Your Directors are pleased to recommend a Dividend of Rs. 5/- per share of Rs. 10/- each fully paid up (50 %) for the year ended 31st March, 2001 on the post bonus issue equity capital.

6. INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956.

6.1 Information as per 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 is annexed and forms part of this Report.

6.2 Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is annexed and forms part of this Report.

7. DEPOSITS

The total amount of fixed deposits held by the Company as at 31st March, 2001, was Rs. 754.50 lacs. There are no overdue deposits except unclaimed deposits amounting to Rs. 6.96 lacs as on March 31, 2001, out of which, deposits amounting to Rs. 1.33 lacs have since been withdrawn by 17 depositors.

8. EMPLOYEE RELATIONS

The Industrial Relation situation in all the units, as well as in the field has been cordial. The Board of Directors desires to place on record its appreciation of the dedication and commitment shown by all the employees during the year ensuring high levels of performance and sustained growth that your Company has achieved during the year.



9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 your Directors confirm the following.

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. Your Directors have adopted such accounting policies and applied them consistently and made judgments 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 of the Company for that period.
- iii. Your Directors have 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.
- iv. Your Directors have got the annual accounts for the year ended 31st March, 2001 prepared on a going concern basis.

10. CORPORATE GOVERNANCE

As per the amended Listing Agreement with the Stock Exchanges, your Company is required to comply with the requirements of Corporate Governance by 31st March, 2002. The Company has taken effective steps in this direction; a report on Corporate Governance and Management Discussion & Analysis is annexed.

11. DIRECTORS

In accordance with the provisions of the Companies Act, 1956, two of your Directors, Mr. Prafull Anubhai and Mr. R. M. Gandhi retire by rotation and being eligible, offer themselves for re-appointment.

12. SUBSIDIARY COMPANY

The results of the subsidiary Company UNICHEM GLOBAL HOLDINGS LTD.; are attached to this Report along with the Statement pursuant to Section 212 of the Companies Act, 1956.

13. AUDITORS' COMMENTS

Your attention is invited to the notes mentioned in the Auditors' Report, which are selfexplanatory and are adequately dealt with in the notes forming part of the Accounts.

14. AUDITORS

M/s B. D. Jokhakar & Co. retire as Auditors of the Company and being eligible, offer themselves for re-appointment.

15. COST AUDIT

In pursuance of the directives issued by the Government of India, the Board of Directors of the Company has reappointed Y. R. Doshi, Cost Accountant as the Cost Auditor to audit the cost accounts relating to "Bulk Drugs" and "Formulations" for the year ending 31st March, 2002.

16. ACKNOWLEDGEMENT

The Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company's Bankers, suppliers and business associates.

On behalf of the Board of Directors,

DR. P. A. MODY
Chairman & Managing Director

Place : Mumbai
Dated : 28th July, 2001