



**NINETEENTH  
ANNUAL  
REPORT  
2012-2013**

**UNJHA FORMULATIONS LIMITED**

**BOARD OF DIRECTORS**

CHAIRMAN & MANAGING DIRECTOR	: Shri Mayankbhai S. Patel
EXECUTIVE DIRECTOR	: Smt Krutiben M. Patel (From 01.09.2012)
DIRECTOR	: Shri Hirabhai A. Patel (upto 01.10.2012)
DIRECTOR	: Shri Jyotindra S. Patel (upto 01.10.2012)
DIRECTOR	: Shri Chandrakant V. Modh
DIRECTOR	: Shri Hasmukh C. Chavda
DIRECTOR	: Shri Chetan O. Thakker
AUDITORS	: M/s. Kantilal Manilal Shah & Co. Chartered Accountants G-3, Indraprasth Flat, Jail Road, Mehsana-384002 (N. G.)
COMPANY LAW CONSULTANTS	: M/s. Ajay Parikh & Associates Company Secretaries C-4, Yashpal Apartments, Navrangpura, Ahmedabad-380 009.
BANKERS:	DENA BANK Sidhpur Branch, Sidhpur (N. G.)
REGISTERED OFFICE & CORPORATE OFFICE	: Khali Char Rasta, State Highway, Ta. Sidhpur-384151 (N. G.)
REGISTRAR & SHARE: TRANSFER AGENT	: Link Intime India Pvt. Ltd. Unit No 303 , 3rd floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad 380009
LISTING	: Bombay Stock Exchange Ltd.
DEPOSITORIES	: NSDL CDSL
ISIN	: INE576D01015
CIN	: L99999GJ1994PLC022932

**NINETEENTH ANNUAL REPORT 2012-13**

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## UNJHA FORMULATIONS LIMITED



### **NOTICE:**

NOTICE IS HEREBY GIVEN THAT THE NINETEETH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNJHA FORMULATIONS LIMITED WILL BE HELD AS SCHEDULED BELOW:

Day & Date : August 24 2013  
Time : 4.00 pm  
Place : Registered Office  
Khali Char Rasta, State Highway,  
Khali, Sidhpur-384151 (N. G.)

### **TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit & Loss Account for the year ended on that date, together with the Reports of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Hashmukh C. Chavda, who retires by rotation and being eligible, offer himself for re-appointment.
- 3) To appoint Auditors of the Company and to fix their remuneration. The retiring Auditors M/s. Kantilal Manilal Shah & Co., Chartered Accountants are eligible for re-appointment.

PLACE: Sidhpur  
DATE : 30.05.2013

By order of the Board

Mayank S. Patel  
(CHAIRMAN)

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. The register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 17/08/2013 to Saturday, 24/08/2013 (Both days inclusive).
3. The Members are requested to notify immediately of any change in their address in physical as well as Demat form to Register & Share Transfer Agent, Link Intime India Pvt. Ltd. Ahmedabad/Mumbai.
4. Members desirous of obtaining any information concerning the accounts of the company may write to the Company at least 10 days in advance before the date of the Annual General Meeting so that the information required may be made available at the meeting.

PLACE: Sidhpur  
DATE : 30.05.2013

By order of the Board  
Sd/-  
Mayank S. Patel  
(CHAIRMAN)

### **Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange)**

Name of Directors	Shri Hashmukh . Chavda
Date of Birth	27/02/1980
Date of Appointment	21/05/2001
Expertise in specific function areas	Account, General Administration Banking, etc.
Qualification	B.A.
List of other cos. In which Directorship held on 31.03.13	None
Chairman/member of the committee of other public cos.	None

## **DIRECTOR'S REPORT:**

### **To the Members,**

Your directors have pleasure in presenting their Nineteenth Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2013.

### **FINANCIAL RESULTS:**

The Working results of the Company are as under:

	<b>Rs. in Lacs</b>	
<b>PARTICULARS</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
TURNOVER	498.21	590.60
OTHER INCOME	0.21	0.44
TOTAL INCOME	498.42	591.04
PROFIT BEFORE DEPRECIATION AND	15.92	14.98
TAXATION LESS: DEPRECIATION	6.79	6.83
PROFIT/LOSS BEFORE TAX	9.13	8.15
LESS: PROVISION FOR TAXATION	NIL	Nil
PROFIT FOR THE YEAR	9.13	8.15
BALANCE AS PER LAST BALANCE SHEET	(464.09)	(468.12)
TOTAL PROFIT/LOSS	(456.46)	(464.09)

### **BUSINESS OPERATIONS & PROSPECTS:**

During the year under review your company has sales turnover of Rs. 4.98 Crores (in respect of its existing activities) with Decrease of 15.74% over the previous year.

### **DIVIDEND:**

Your Directors do not propose any dividend on Equity Shares for the period ended 31<sup>st</sup> March, 2013 as there is no profit during the period.

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

A separate report of Management Discussion and Analysis is attached as a part of the annual report.

### **MARKETING:**

Your Company has made manufacturing agreement with Reckit Benckiser India Ltd. for sales of Isabgol Husk based product 'FYBOGEL', Abbott Health care Pvt Ltd., for sales of 'FABOLITE' & Apollo Hospitals Enterprise Ltd., for sales of AP Satisabgol Your Company has also continued manufacturing agreement with Karnataka Antibiotics & Pharmaceuticals Limited for sale of Isabgol Husk based product on Loan Licence basis.

### **EXPORT:**

During the period under review your company exported Rs. 2152831.00 (US \$ 39,240). The Company continued its focus on development of Export Markets, for Albendazole Bolus and Fibermate (Isabgol based formulations) to supplement the present low domestic demand situation.

### **CORPORATE GOVERNANCE:**

The report on the Corporate Governance code along with a certificate from the Auditors of the Company regarding the Management Discussion and Analysis Report are annexed to this report.

### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

As required by Under Section 217 (2AA) of the Companies Act, 1956 Your directors confirmed and state that:

1. In the preparation of the annual accounts the applicable accounting standards had been followed.
2. The Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the Company at the end of financial year and of the profit of the Company for that period.
3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The company has prepared the attach annual statement for the year ended 31<sup>st</sup> March, 2013 a going concern basis.

# UNJHA FORMULATIONS LIMITED



## **DEPOSITORY SYSTEM:**

Trading in shares of your company has commenced in Dematerialized form in B2 group in terms of notification issued by Securities & Exchange Board of India (SEBI). Your company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members to hold shares in Dematerialized form.

## **LISTING FEES:**

Your Company has paid Listing Fee for the year 2013-14 at Bombay Stock Exchange Ltd. The Company has already completed the procedure for De-Listing of Share from Ahmedabad Stock Exchange Limited as per amended SEBI Guideline & Awaiting Approval The ASE.

## **INDUSTRIAL RELATIONS:**

Industrial relations remained cordial throughout the year. Your Directors place on record their deep appreciation of the contribution made by the employees at all levels.

## **DEPOSITS:**

The company has not invited or accepted any Deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

## **DIRECTORATE:**

Shri Hasmukh C. Chavda retires by rotation at the ensuring Annual General Meeting and being eligible offers himself for re-appointment.

Shri Krutiben M. Patel has appointed as Additional Director w.e.f. 01.09.2012 and also thereafter appointed as the Executive Director of the company w.e.f. 01.10.2012.

Shri Hirabhai A. Patel and Shri Jyotindra S. Patel resigned w.e.f. 01.10.2012 and Board wishes to place on record its appreciation for the contributions of Mr. Hirabhai A. Patel and Mr. Jyotindra S. Patel during his tenure as a Directors of the Company.

## **PERSONNEL:**

There are no employees covered Under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and hence no information is required to this report.

## **PARTICULARS OF CONSERVATION OF ENERGY ETC.:**

Particulars with respect to Conservation of Energy as per Section 217 (2A) of the Companies Act, 1956 read with the (Disclosures of particulars the Report of Board of Directors) Rules, 1988 and forming part of the Directors.

## **AUDITORS:**

M/s. Kantilal Manilal Shah & Co., (Chartered Accountants) Auditors, of the company retire by rotation at the ensuring Annual General Meeting and being eligible offer themselves for re-appointment.

The Cost Audit Report for the FY 2012-2013 which was due to be filed with the Ministry of Corporate Affairs (as per General Circular No.2/2013 dated January 31, 2013 of Ministry of Corporate Affairs) was already filed with Ministry of Corporate Affairs during the year under review.

## **INSURANCE:**

All the properties of the Company including Building, Plant & Machinery, Stock and Stores have been adequately insured.

## **CASH FLOW STATEMENT:**

As required by amended Clause 32 of the Listing Agreement a Cash Flow Statement is appended.

## **APPRECIATION:**

Your Directors express their sincere thanks for the co-operation and assistance received from Dena Bank. Your Directors also express their gratitude to the investors, Employees, Agents, Dealers and Consumers of the Company for their valuable support and continued confidence report in the company.

PLACE: Sidhpur  
DATE : 30.05.2013

## **ANNEXURE TO THE DIRECTOR'S REPORT:**

**FORM A** Form of disclosure of particulars with respect to conservation of energy:

BY ORDER OF THE BOARD  
**Mayank S. Patel**  
(CHAIRMAN)

### **A. POWER & FUEL CONSUMPTION**

PARTICULARS	31.03.2013	31.03.2012
Electricity Units Consumed (Nos.)	54139	59180
Total Amount (Rs.)	534720	472757
Rate per Unit (Rs.)	9.87	8.00

# UNJHA FORMULATIONS LIMITED



## FORM B

FORM DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC.

### RESEARCH & DEVELOPMENT (R&D):

The Company is in processing of identifying area in which research and developments activities can be carried out. Keeping in view the need in future, the company is planning to establish a separate Research & Development Division for which the provision for creation of necessary infrastructure will be made.

### TECHNOLOGY ABSORPTION, ADOPTION AND OUTGO:

Foreign Exchange earned during the year on account of export sales US \$ 39,240 (Equivalent to Rs.2152831.00)

PLACE: Sidhpur  
DATE : 30.05.2013

BY ORDER OF THE BOARD

Mayank S. Patel  
CHAIRMAN

## UNJHA FORMULATIONS LIMITED

Sidhpur-384151 (N. Guj.)

### REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2012-13

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance is given below:

1. **A brief statement on Company's philosophy on code of governance:**  
The Company always strives to achieve optimum performance of all levels by adhering to corporate governance practices, such as:

- Fair and transparent business practices.
- Effective Management Control by Board.
- Adequate representation of promoters, executive and independent directors on the Board.
- Accountability for performance and fully compliance of law.
- Monitoring of executive performance by the Board.
- Transparent and timely disclosure of financial and management information.
- Company has already completed provisions for Schedule M as per FDI, India norms.

- 1) **Board of Directors (As on 30.05.2013):**

The board of directors comprises of a non-executive chairman, a Managing Director, and three other non-executive directors. During the financial under review five board meetings were held on 31.05.12, 31.07.12, 01.09.12, 01.10.2012, 31.10.12 and 31.01.2013.

Attendance of each director at the board meetings and last annual general meeting and the no. of companies and committees where he is director/member as on 30.05.2013

Name of Director	Category of Directorship	No. of Board Meeting Attended	Attendance At last AGM Held on 18.08.2012	No. of other Companies In which Director	No. of Committees (other than UFL in which Member)
Shri Mayankbhai S. Patel	Managing Director	6	Yes	1	Nil
Shri Krutiben M. Patel	Executive Director	4	-	1	Nil
Shri Chandrakant V. Modh*	Independent non- Executive Director	6	Yes	Nil	Nil
Shri Chetankumar O. Thakker	Independent non- Executive Director	5	Yes	Nil	Nil
Shri Hasmukh S. Chavda	Independent non- Executive Director	6	Yes	Nil	Nil
Shri Jyotindra S. Patel (Up to 01-10-2012)	Independent non- Executive Director	3	Yes	Nil	Nil
Shri Hirabhai A. Patel (Up to 01-10-2012)	Independent non- Executive Director	3	Yes	Nil	Nil

•Employees of Group companies

- 2) **Audit Committee:**

Terms of reference and composition, name of members and chairman. The audit committee comprises under the Chairmanship of Shri Chandrakant V. Modhi, committee comprises other members than him as Mr. Hasmukh C. Chavda Four meeting were held during the year ended 31st March, 2013, Mr. Modh and Mr. Thakkar have attended all the meetings.

## UNJHA FORMULATIONS LIMITED



Name of Directors	Category	No. of Meetings held during the year	No. of Meetings Attended
Shri Hasmukh S. Chavda	Independent non-Executive Director	4	4
Shri Chandrakant V. Modh	Independent non-Executive Director	4	4

### 3) Share Transfer & Share Holders Grievances Committee:

1) The Board of Directors of the Company has constituted Share Transfer & Share Grievances Committee of Directors in order to meet the requirement of Clause 49 of the Listing Agreement of the Stock Exchange. The Committee has been constituted with the objective of over seeing redressal of investors complaint pertaining to Share Transfer/Transmission of Share, Interest, Dematerialization(Demat) of Shares and related matters.

2) Share Transfer & Share Holders Grievances Committee met on 31.05.12, 31.07.12, 31.10.12, 31.01.13 & 30.03.2013

**Composition of Committee and attendance of Directors at their meeting are given below:**

Name of Directors	Category	No. of Meetings held during the year	No. of Meetings Attended
Shri Chetankumar O. Thakker	Independent non-Executive Director	5	5
Smt Krutiben M. Patel	Executive Director	5	3

### Share Transfer System:

Status of complaints for the period 1<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2013

1. No. of complaints received	1
2. No. of complaints resolved	1
3. No. of complaints not solved to the satisfaction of Shareholders As at 31.03.2013	0
4. Complaints pending as at 31.03.2013	0
5. No. of Share Transfers pending for approval as at 31.03.2013	Nil

### 4) Remuneration Committee :-

The company has not formed a remuneration committee.

### Remuneration of Directors'

The details of remuneration paid to the directors during the financial year from April'12 to March'13 are given below:

#### a) Managing Director

Name of Directors	Salary & Allowances Rs.	Commission/ PLR (Provision Made) Rs.	Perquisites Rs.	Retirement Benefits Rs.
Shri Mayank S. Patel*	7,35,815	----	----	As per statutory rules
Shri Kutiben M. Patel**	3.60.000	----	----	As per statutory rules

Note:

1) \* The agreement with each of Managing Director is for a period of three years (01.09.2011 to 31.08.2014).Presently the company does not have a scheme for grant of stock option either to the Executive Directors or Employees.

2).\*\* The agreement with each of Executive Director is for a period of three years (01.10.2012 to 30.09.2015). Presently the company does not have a scheme for grant of stock option either to the Executive Directors or Employees.

#### b) Non - Executive Directors

Name of Directors	Sitting Fees Paid Rs.
Shri Hirabhai A. Patel (Up to 01-10-2012)	Nil
Shri Chandrakant V Modh	Nil
Dr. Chetan O. Thakker	Nil
Shri Jyotindra S. Patel (Up to 01-10-2012)	Nil
Shri Hasmukh S. Chavada	Nil

# UNJHA FORMULATIONS LIMITED



## 5) General Body Meetings

The last three Annual General Meetings were held as under:

Financial year	Date	Time	Location
2010-2011	27.08.2011	4.30 P. M.	---do---
2011-2012	18.08.2012	4.30 P. M.	---do---
2012-2013	24.08.2013	4.00 P. M.	---do---

Extra Ordinary General Meetings held on 24.09.2012 during the year under review was held as under:

## 6) Disclosure

(1) There were no transaction of material nature that have been entered into by the company with the promoters.

(2) There were no instances of non-compliance nor have any penalties strictures have imposed by Stock Exchanges or SEBI or any other statutory authority during the last three year on any matter related to capital market.

(3) Means of Communication

Half yearly reports sent to each household of shareholders

: No, as the result of the company are  
Published in the newspapers.

Quarterly results

: ----do----

Any website where displayed

: No

Newspapers, in which results are normally published

: Western Times Gujarati Edition  
Western Times English Edition

Whether Management Discussion & Analysis is a part of Annual Report

: Yes

4) General Shareholders Information

AGM Date, Time & Venue

: Saturday, 24th August, 2013 4.00 P.M.  
at Registered Office situated at Khali char Rasta,  
State Highway, Sidhpur-384151(N.G.)

5) Financial Calendar

: April, 2013 to March, 2014

First Quarter Results

: On or before 31st July, 2013

Half Yearly Results

: On or before 31st October, 2013

Third Quarter Results

: On or before 31st January, 2014

Audited Results for year ending

: May/June 2014.

Date of Book Closure

: 17.08.2013 to 24.08.2013

Dividend payment date

: N.A.

Listing on Stock Exchanges

: Bombay Stock Exchange limited

Stock code

: 531762 on the stock exchange Ltd. Mumbai

Demat ISIN Number for NSDL & CDSL

: INE576D01015

## Company's Share Price BSE Index (531762)

Date	Open	High	Low	Close
Apr 2012	2.54	3.05	2.40	2.76
May 2012	2.64	2.87	2.03	2.45
Jun 2012	2.50	3.11	2.19	3.10
Jul 2012	2.95	3.29	2.76	3.06
Aug 2012	3.20	3.34	2.63	2.94
Sep 2012	2.94	3.66	2.80	3.33
Oct 2012	3.17	3.75	3.10	3.63
Nov 2012	3.79	4.00	3.25	3.51
Dec 2012	3.40	4.70	3.40	3.97
Jan 2013	4.00	4.00	2.77	2.77
Feb 2013	2.67	3.28	2.67	2.99
Mar 2013	3.10	3.60	3.10	3.33