Report Annual Report

2007-2008

CRATIFIED TRUE COPY

For Welcure Drugs & Pharmaceuticals

Ltd.

Company Sobretary



WELCURE DRUGS & PHARMACEUTICALS LTD.

Welcure is an ISO 9001:2000 and WHO-GMP Norms Certified Company. Welcure has to its credit the most modern and sophisticated manufacturing facilities of international standards which include ultramodern plant, machinery and equipment, own R & D, in house testing laboratory and captive power generation. Welcure manufactures a large variety of pharmaceutical formulations. Some of our known products include:

MEDICINE

IBUCURE & RELAXON FORTE
ACEWEL, DICLO PLUS, DIMCIN PLUS
NIMAGYL, NIMAGYLTD, NIMAGYL-PC
COLDREST. COLDHIST-EX

CEZEN, CEZEN FORTE, L-CEZEN KUFFWEL, X-DRYL, X-DRYL FORTE

RENACT, OMEJEL, OMEJEL DM

LOPCURE

ACEWEL-MR. WELGESIC-MR

WORMICIDE

CEFPOWEL, CUREXIME

AZIWEL, WELOXY, CIPCIN, NORWEL, GATIWEL, OXCIN

WELQUIN

NORTIN, CIPCIN-TNZ

SERVO

B-REST

WELOXY-P, CEPHA-KID, NORKID

WELGRA

LIVOMAX, DROXWEL, CEFUROXIL

IVAWEL

MICAL

SPINACH

PNZOD

AVERINE

WEL Fe Na, MAXYRED, HAEMFLOW-Z

THER APEUTICAL INDICATIONS

- ◆ BODY PAIN, JOINT PAIN, INFLAMMATIONS
- ◆ BODY PAIN, FEVER, JOINT PAIN
- ◆ RHEUMATOID ARTHRITIS. HEADACHE, ENT INFLAMMATIONS
- NASAL CONGESTION, MUSCULAR PAIN, HEADACHE, BODYACHE. SNEEZING
- ◆ ALLERGY, SNEEZING, SINUSITIS, COUGH, COLD
- ALLERGIC / DRY / SMOKER'S COUGH, HEADACHE & FEVER, ANTI COUGH TABLETS
- ◆ ULCERS, HYPERACIDITY, REFLUX, GASTRITIS, STOMACH SPASM & PAIN
- ◆ LOOSE MOTIONS & DIARRHEA
- ◆ POTENT ANTI-INFLAMATORY ANALGESIC & MUSCLE RELAXANT
- ROUNDWORMS, HOOKWORMS, THREADWORMS ETC.
- ◆ ANTIBIOTIC FOR URTI INCLUDING PHARYNGITIS & TOSILITIS
- ◆ STRONG ANTIBIOTIC FOR UPPER & LOWER REPIRATARY IFECTIONS, SKIN INFECTION
- ◆ ANTI MALARIAL
- ◆ POWERFUL ANTI BIOTICS & ANTI PROTOZOAL AGAINST INFECTIONS
- POWERFUL ANTI INFLAMMATION IN PRE & POST OPERATIVE CASES, SINUSITIS
- ANXIETY, DEPRESSION, PANIC DISORDER
- ◆ PAEDIATRIC RANGE OF ANTIBIOTICS
- ◆ TREATMENT OF ERECTILE DYSFUNCTION
- ◆ BROAD SPECTRUM ANTIBIOTIC FOR URINARY TRACT & SOFT TISSUE INFECTIONS
- SCABIES, PEDICULOSIS, FILARIASIS, INTESTINAL NEMATODE INFECTION
- ◆ HEALTHY PREGNENCY
- ◆ LOW BACK PAIN, CERVICAL SPONDYLITIS, STIFF NECK, SPRAIN & STRAIN
- ♦ HYPERACIDITY, DYSPEPSIA
- ◆ RENAL COLICS, POST OPERATIVE PAIN, BILARY COLICS
- **◆** TREATMENT FOR IRON DEFICIENCY

सर्वे भवन्तु सुिखनः सभी स्वस्थ हों, सुंखीं हों, समृद्ध हों।



WELCURE DRUGS & PHARMACEUTICALS LTD.

ISO 9001:2000 AND WHO-GMP CERTIFIED COMPANY

Board of Directors

Shri D. C. Jain (Mg. Director)

Shri S. S. Dhanoa

Shri R. K. Pandey

Shri Shri Nath Prasad Ojha

Shri M. L. Bhateja

Shri Sudhir Chandra

Audit Committee

Shri R. K. Pandey, Chairman

Shri S. S. Dhanoa

Shri M. L. Bhateja

Shri Sudhir Chandra

Shri Shri Nath Prasad Ojha

Shareholders & Investors Grievance Committee

Shri R. K. Pandey, Chairman

Shri S. S. Dhanoa

Shri M. L. Bhateja

Shri Sudhir Chandra

Remuneration Committee

Shri R. K. Pandey, Chairman

Shri S. S. Dhanoa

Shri M. L. Bhateia

Shri Sudhir Chandra

Accounts Committee

Shri D.C.Jain, Chairman

Shri R.K.Pandey

Shri M. L. Bhateja

Company Secretary Prerna Suneja

Auditors

Gauba, Gauba & Associates

Internal Auditors

Gitika Dang

Cost Auditors

Aseem Jain, Cost Accountant

Bankers

State Bank of India

Factory & Regd. Office

Welcure Drugs & Pharmaceuticals Ltd. A-1129, RIICO Industrial Area, Phase-III,

Bhiwadi-301019 (Rajasthan)

Corporate Office

301-305, Mohan Palace, L.S.C., C Block, Saraswati Vihar, Delhi-34

Share Transfer Agent

Intime Spectrum Registry Ltd., A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi-110028

DIRECTORS REPORT:

Directors hereby present the Sixteenth Annual Report together with Audited Statements of Account of the Company for the year ended 31st March 2008.

FINANCIAL RESULTS Sales & Profitability:

The Total sales of the company together with the sales of its wholly owned subsidiary company is Rs. 25.78 crores for the year 2007-08 as compared to Rs. 25.35 Crores for the year 2006-07. The combined net loss is Rs. 1.90 crores for the year 2007-08 as compared to net loss of Rs. 0.81 crores in the previous year. The consolidated Income & Profitability Statement of the Company is as under:

Figures in Rs. Lacs

	Welci	ıre	Subsidia	ary Co.	Consolidated		
Particulars	2007-08	2006-07	2007-08	2006-07	2007-08	2006-07	
Sales	2548	1879	30	656	2578	2535	
Other Income	109	152	-	-	109	152	
Total Income	2657	2031	30	656	2687	2687	
Expenditure	2754	2055	26	625	2780	2680	
Interest	53	24		17	53	41	
Depreciation	42	42	1	1	43	43	
Provision for taxation	0	0	1	4	1	4	
Profit after tax	(192)	(90)	2	9	(190)	(81)	

Apart from its own manufacture & sales, the Company manufactured products for mainly for two other companies on Loan Licence Basis and earned an Income of Rs. 108.70 lacs as against previous year earning of Rs. 152.00 lacs.

The main reasons for increase in the loss include: writing off of deferred revenue expenditure of Rs. 90.91 lacs (previous year 30.30 lacs), short fall in job earnings by Rs. 43.30 lacs and manufacturing of own products becoming un-remunerative. Also certain bad debts had to be written off.

Sale of manufactured goods had been Rs. 303.53 lacs (previous year Rs.391.50) and sale of purchased goods had been Rs.2244.42 facs (previous year Rs. 1487.54 lacs)

Because of MRP based Excise in Rajasthan as against Excise

free Zones in various other states. Scope for manufacturing products for own sales has practically come to an end. It may therefore be worthwhile to sell the unit, if possible and shift its registered office to Delhi.

EXPORTS

During the year under review, the Company made indirect exports of Rs. 101.47 lacs. (Previous year Rs.165.06 lacs).

DIVIDEND

In view of loss in the current year and accumulated losses, the Directors do not recommend any dividend for the year under review.

ISO 9001: 2000 CERTIFICATION

The company is continuing to hold certification of ISO 9001:2000 The Company maintains highest standards of Quality matching International requirements.

DIRECTORS' RESPONSIBILITY STATEMENT

Directors hereby state that:

- In the preparation of Annual Accounts, the applicable accounting standards have been followed;
- We have selected such accounting policies and applied them consistently and made judgements 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;.
- We have 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;
- We have prepared the Annual Accounts on a going concern basis.

DIRECTORS

Shri R.K.Pandey and Shri Sudhir Chandra retire by rotation at the ensuing Annual General Meeting and are eligible for reappointments. The Board recommends their re-appointments.

SUBSIDIARY COMPANIES

In terms of section 212 of the Companies Act, 1956, the Particulars of Subsidiary Company; and in terms of section 211(3)(C) of the Companies Act 1956, read with Accounting Standard 21, issued by the Institute of Chartered Accountants of India, a Consolidated Financial Statement of Welcure Drugs & Pharmaceutical Ltd. & its wholly owned subsidiary A. K. Laboratories Ltd. are being included in the Annual Accounts of the Company.

PARTICULARS OF EMPLOYEES

During the year ended 31st March 2008, there was no employee drawing remuneration in excess of the amount prescribed under section 217(2A) of the Companies Act. 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information pursuant to Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 is given as under:

(A) CONSERVATION OF ENERGY

Optimum energy conservation steps are being taken to reduce per unit cost but purchase prices of diesel and electricity are increasing. Power factor is being monitored continuously as energy conservation measure. Efforts are made to save energy due to power factor improvement, maintenance of proper voltage supply and proper load distribution. Power & fuel consumption details are as under:

	2007-08	2006-07
(i) Units (Lacs) of Electricity Purchased (RSEB)	4.54	4.99
(ii) Total Amount (Rs. Lacs).	23.08	24.42
(iii) Rate per Electricity Unit (Rs.)	5.08	4.89
(iv) Unit (Lacs) Own Generation (through D.G. Set)	0.12	0.16
(v) Diesel Oil (Ltrs in Lacs)	0.07	0.08
(vi) Cost per unit (Rs.)	17.32	14.80

- (B) TECHNOLOGY ABSORPTION -Company is continuing to bring improvement in quality & processes.
- (C) FOREIGN EXCHANGE EARNINGS & OUTGO NIL

LISTING FEE OF SHARES

The Company's Shares are listed with The Stock Exchange Mumbai and up to date Listing Fee is paid.

MANAGEMENT DISCUSSION ANALYSIS & CORPORATE GOVERNANCE REPORT

In terms of the Listing Agreement, Management Discussion and Analysis Report and a report on Corporate Governance along with the Auditor's report are annexed and forms part of the Annual Report.

COST AUDIT

In terms of section 233 (1-B) of the Companies Act, 1956, M/s Aseem Jain & Associates, Cost Accountants have been duly appointed as Cost Auditors of the Company, for the financial year 2007-08.

AUDITORS

M/s Gauba, Gauba & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and have given confirmation to the effect that their re-appointment, if made, would be in conformity with the limits specified under section 224 (1-B) of the Companies Act ,1956.

ACKNOWLEDGMENT

Directors place on record their thanks for the support extended to the Company by its Customers, Dealers, Suppliers, Bankers, Employees, Investors, Medical Professionals, and other Government and local authorities.

> For & on behalf of the Board of Directors

Place : Delhí

Date : 31.05.2008

D. C. Jain, Chairman

CORPORATE GOVERNANCE REPORT

1. WELCURE'S PHILOSOPHY

Welcure believes in adopting the Best Global management practices in the area of Corporate Governance and follow the principles of full transparency and accoutability, thereby protecting the interests of all its stakeholders, and fulfilling the social obligation entrusted upon corporate sector.

The Board considers itself a Trustee of all Shareholders and acknowledges its responsibilities to the Shareholders for creating and safeguarding Shareholders' Wealth. During the year under review, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans, monitoring of major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

2. BOARD OF DIRECTORS

The Board consists of the following:

(a) Promoter & Executive Director:

Shri D. C. Jain, B. Com., LL.B., M.I.L (Hons)., G.D.I.M., M.I.I.A., A.M.I.B.M. FA.S.M., FC.S. is Chairman cum Managing Director and founder of the Company and has over four decades experience in controlling various industries as top level Company Executive. He had been President of the Institute of Company Secretaries of India. He is a Director of two other companies.

(b) Independent Executive Director:

Shri S.N.P. Ojha, B.Sc., has approximately 15 years of experience in manufacture of pharmaceuticals including 5 years experience with the Company. He has adequate technical qualification & knowledge; and has also been approved as Competent Manufacturing Chemist by Drugs Control Department, Rajasthan. He is in-charge and Director responsible for day-to-day affairs of Bhiwadi Factory including Compliance of Drugs and other Laws relating to Factory.

(c) Independent Non-Executive Directors:

Shri R. K. Pandey, M.Com., D.B.A., L.L.B., F.C.S. is a leading Financial Consultant with a high Financial and Accounting background. He had been Executive Director of the Delhi Stock Exchange Association Ltd for 16 years and Financial Advisor to a U.P Government Undertaking. He is the Chairman of the Company's Audit Committee, Remuneration Committee, Accounts Committee and Shareholders and Investors Grievance Committee. He is a Director of nine other companies, and member of three Board Committees of these companies.

Shri S.S. Dhanoa, I.A.S (Retd.), B.Sc., LL.B., GSPIA (Pittsburgh U.S.A) had been Election Commissioner of India, Health Secretary, Government of India and Chief Secretary, Punjab.

He is a Director and Board Committee member of one more Company. He is member of the Company's Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee.

Shri. M.L. Bhateja, B.Sc., has approximately 30 years of experience in the field of marketing of Bulk Drug and Pharmaceutical Formulations including Tablets, Capsules, Injection, Syrups, Dry Syrups, Ear and Eye Drops & Ointments. He had worked for 24 years with Ranbaxy Laboratories Limited as Regional Sales Manager. In one more he is a director and member in Company's Audit Committee, Remuneration Committee, Accounts Committee and Shareholders & Investors Grievance Committee.

Shri. Sudhir Chandra, B.Sc., B. Tech (Hons.) and Dip. (Ing.), has over 40 years working experience in Management & Systems including 4 years experience in Pharmaceuticals. He is highly experienced & matured person. His association has been with some of the leading industries in India and abroad, providing a high rate of work satisfaction throughout his career. He is not a director in any other company. He is a member in Company's Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee.

(c) Meetings: Four Board Meetings were held during the financial year on 30.05.2007, 28.07.2007, 30.10.2007 and 28.01.2008. Last Annual General Meeting was held on 28.07.2007. The Annual General Meeting and all the four Board meetings were attended by all the Directors except the meeting held on 30.5.2007 not attended by Shri S.S. Dhanoa and Meetings held on 28.7.2007 not attended by Shri S.N.P. Oiha and Shri S.S. Dhanoa.

3. AUDIT COMMITTEE

(i) Constitution of Audit Committee

R.K. Pandey (Chairman of the Committee)
S.S. Dhanoa
Non Executive Director
N.L. Bhateja
Non Executive Director
Sudhir Chandra
Non Executive Director
S.N.P. Ojha
Executive Director

(ii) Functions of the Committee

(a) Review of periodical results before submission to the Board; Review of Annual Financial Statements before submission to the Board; especially with regard to the Directors Responsibility Statement, the changes in accounting policies and practices, major accounting entries, significant adjustments arising out of audit, the going concern assumption, compliance with accounting standards, compliance with stock exchange & legal requirements concerning Listing, Legal and

Financial Statements, Disclosures of related party transaction, qualification in the Audit Report.

- (b) Oversight of Company's Financial reporting process & disclosures for correctness, sufficiency & credibility; and to look into the reasons for substantial defaults in payment to depositors, creditors and government dues.
- (c) Reviewing performance of statutory and internal Auditors; adequacy of internal control systems; review findings, investigations & follow ups of Internal & External Auditor's appointment, removal, functioning, staffing, reporting structure and frequency of Internal audit.
- (d) Discussion with Auditors regarding their observation on accounts; and adequacy and compliance of internal control system.
- (e) Recommendation on appointment and removal of external auditor(s); and fixation of audit fee, out of pocket expenses and payment of other services.
- (f) Other compliances of Companies Act and Stock Exchange.
- (g) Carry out of any other function as per the terms of reference.

(iii) Powers of the Committee

- (a) To investigate into any activity within its terms of reference.
- (b) To access the information contained in the Company records
- (c) To seek information from any employee
- (d) To obtain and to have access to outside legal and other professional advice
- (e) To secure attendance of outsiders with relevant expertise
- (f) To bind the Board with its audit report on financial management.

(iv) Meetings

During the financial year Four Meetings of Audit Committee were held on 30.05.2007, 28.07.2007, 30.10.2007 and 28.01.2008; and were attended by all the Audit Committee members except the meetings held on 30.5.2007 not attended by Shri S.S. Dhanoa and meeting held on 28.07.2007 not attended by Shri S.N.P. Oiha and Shri S.S. Dhanoa:

4. ACCOUNTS COMMITTEE

Pursuant to amended Clause 41 of the Listing Agreement and in terms of Circular SEBI Cicular No. SEBI/CFD/DIL/LA/3/2007/10/07 dated 10.7.2007 an Accounts Committee has been constituted during the year.

(i) Constitution of Accounts Committee

D.C.Jain (Chairman of the Committee) Managing Director

R.K.Pandey Non Executive Director

M.L. Bhateja Non Executive Director

(ii) Functions of the Accounts Committee

- (a) Approving the Quarterly Financial Results, if Board Meeting not being held.
- (b) Perusal of Limited Review Report.

(iii) Meetings

During the year two meetings of the Accounts Committee were held on 28.11.2007 and 25.02.2008 and were attended by all the Account Committee members except the meetings held on 28.11.2007 not attended by Shri M.L.Bhateia.

5. REMUNERATION COMMITTEE

(i) Constitution of Remuneration Committee

R. K. Pandey (Chairman of the Committee) Non Executive Director
S. S. Dhanoa Non Executive Director
M.L. Bhateja Non-Executive Director
Sudhir Chandra Non-Executive Director

(ii) Functions of the Committee & Remuneration Policy

The committee is entrusted with the function and responsibility of approving the remuneration to be paid to the managerial personnel of the Company including its Directors, Whole Time Directors, Managing Director(s) and Relatives of Directors; whose remuneration is fixed within the ceiling limits prescribed by Government under Schedule XIII of the Companies Act 1956. Remuneration paid to directors during the financial year 2007-2008 is given under Notes to the Accounts. Functions of Remuneration Committee are entrusted and combined with Audit Committee.

6. SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE

Constitution of the Committee

R. K. Pandey (Chairman of the Committee) Non Executive Director
S.S. Dhanoa Non Executive Director
M.L. Bhateja Non Executive Director
Sudhir Chandra Non Executive Director

Functions of Shareholders and Investor Grievance Committee are entrusted and combined with Audit Committee.

6 GENERAL BODY MEETINGS

Last Four Annual General Meetings were held in Bhiwadi on 28.7.2004, 29.07.2005, 28.07.2006 all at 9.00 A.M. and 28.07.2007 at 5.15 P.M.. All resolutions at these meetings were passed by show of hands. Special resolution regarding shifting of registered Office from State of Rajasthan to National Capital Territory of Delhi is proposed by Postal Ballot.

8. DISCLOSURES

There were no transactions of the company of material nature with related parties that may have potential conflict with the interest of the company at large. No penalties or strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

9. MEANS OF COMMUNICATION

Annual reports of the Company are sent to each shareholder of the Company. Half-yearly/ Quarterly results are normally published in Financial Express and Jansatta newspapers and copies thereof are sent to the Stock Exchanges as per Listing Agreement.

10. MANAGEMENT DISCUSSION & ANALYSIS

Management-Discussion & Analysis is being included in the Annual Report.

11. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and Senior management Personnel of the Company. All Board members and Senior management personnel have affirmed their compliance with the code.

12. DISCLOSURE ON RISK MANAGEMENT

The Company had laid down procedure to minimize and to inform Board Members about the risk assessment and management, which is periodically reviewed by the Board.

13. CEO/CFO CERTIFICATION

A Certificate from the CEO/CFO on the financial statement of the Company was placed and considered by the Board.

AGM: Date, T	ime & Ven	ue	28-07-2008; 9.00 AM; A-1129, RIICO Industrial Area, Phase III, Bhiwadi										
Financial Cal	endar		01-04-200	7 to 31-03-20	108								
Date of Book	Closure		14-7-2008	to 28-7-2008	(both days	inclusive)							
Dividend Pay	ment Date		No Dividend proposed										
Stock Exchan	ge Listing		Bombay Stock Exchange Ltd.										
Stock Code_			Bombay - !	Bombay - 524661									
Market Price	Data &											-	
Per formance	Compariso	n		1 _									
Particulars	Apr	Ma		Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	
	07	07		07	07	07	07	07	07	08	08	08	
Low	4.00	4.9		3.90 5.50	4.06	4.96	4.07 5.34	3.93	6.11	5.99	5.00	4.07	
High	4.70				6.89	6.17		5.82	12.15	14.74	7.60	6.10	
Registrar & T	ransfer Age	ent		Spectrum Re lear Batra Ba				Industrial A	Area,				
Share Transf	er System			eceived trans				hin 30 days	 S				
Dematerializa		ares		dematerialise					·				
and Liquidity				with CDSL				31C01017					
				d at Bombay									
Distribution of	Share		Directors an	Directors and their Relatives 5444000 Shares 40.290%									
Holding as or	Holding as on AGM held on			Body Corporate 21389									
28.07.2007		Non resident Indians 2420			2001	Shares 1.79%							
			Others	7143	3 Shares 42.09%								
Nominal Value of Shares			No of				% to Total Total Amt. in			. % to Total			
(as on 28.07.2007)			shareholders			Sharet	Shareholders				An	nount	
Up to	Rs. 250			120					15832730			11.717	
2501	500		3738				21.116		14336580			10.610	
5001				1254			7.084 101116						
10001				450			2.542		6889160			5.099	
20001				94			0.531		2390940			1.769	
30001	4000		38			0.215			1358710		1.006		
40001	5000		32				0.181 1518260				1.124		
50001	10000	JU					0.209 2559950				1.895		
100001 & above 47 Total 17702				·		0.266 80123010 59.297							
Total Pending CDB	e ADRe ot) <u>2</u> Vil		100.00		13512100	Ų	10	0.000	
Pending GDRs, ADRs etc. Plant Location			A-1129, RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan										
Corresponde		5\$	Regar Narain Of the RIICO	ding Shares: a Industrial A Company. V Industrial Are i Place, Bloc	M/s Intime trea, Phase Velcure Dru ea, Phase III	Spectrum -II, Near bags & Pharm , Bhiwadi, F	Registry Ltd. atra Banquet aceuticals Lt Rajasthan or	, A-40, 2 nd Hall, New l td., A-1129 305, LSC,	Delhi-110 02	28			