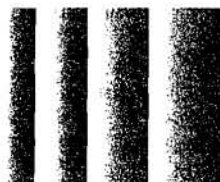
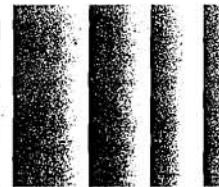


Annual Report



2014-15



**WELCURE DRUGS &
PHARMACEUTICALS LTD.**





WELCURE DRUGS & PHARMACEUTICALS LTD.

Board of Directors (All Non-Whole timers & Honorary)

Shri Sudhir Chandra (Managing Director)
Shri D. C. Jain - Director
Shri M. L. Bhateja - Director & C. F. O.
Shri S. S. Dhanoa - Director
Ms. Rashi Aggarwal- Director & Company Secretary

Audit Committee

Shri Sudhir Chandra
Shri S. S. Dhanoa
Shri M. L. Bhateja
Ms. Rashi Aggarwal

Shareholders & Investors Grievance Committee

Shri M.L.Bhateja, Chairman
Shri S. S. Dhanoa
Shri Sudhir Chandra
Ms. Rashi Aggarwal

Remuneration Committee

Shri S. S. Dhanoa
Shri M. L. Bhateja
Shri Sudhir Chandra

Accounts Committee

Shri D.C.Jain, Chairman
Shri M. L. Bhateja
Shri Sudhir Chandra
Ms. Rashi Aggarwal

Auditors

M.K. Goswami & Co.

Internal Auditors

V.P.Gupta & Co.

Registered Office

B-9, 10, Laxmi Towers,
L.S.C., C Block,
Saraswati Vihar, Delhi-110034

Share Transfer Agent

Link Intime (India) Pvt. Ltd.,
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I,
Near PVR Naraina,
New Delhi-110028.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

BOARD'S REPORT:

The Board hereby presents the Twenty Third Annual Report together with Audited Financial Statements of the Company and Auditors Report for the year ended 31st March 2015 in terms of section 134(3) of Companies Act, 2013.

a) Extract of Annual Return

Extract of the Annual Return as provided under section 92(3) of the Companies Act, 2013 in form MGT-9 is annexed as Annexure-I.

b) Numbers of Meetings of The Board

The Details are given in Para2(c) of Corporate Governance Report.

c) Directors Responsibility Statement

Directors hereby state that:

1. In the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors had selected 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 and loss 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 this Act, safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The Directors had prepared the Annual Accounts on a going concern basis; and
5. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; for ensuring the orderly and efficient conduct of business, including adherence to company's policies, the safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

d) Statement of Declaration by Independent Directors (Section 149(6))

- a) The Board of Directors of the Company is of the opinion that: The Independent directors are persons of integrity and possess relevant expertise and experience.
- b) The independent directors have given a statement on declaration that:
 - i) None of the independent directors is or was a promoter of the Company or its holding, subsidiary or associate company.
 - ii) None of the independent directors is related to promoters or directors in the company, its holding, subsidiary or associate company.
 - iii) None of the independent directors has or had any pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
 - iv) None of the relatives of independent directors has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters or directors, amounting to two percent or more of its gross turnover or total income or Rupees Fifty Lakhs, during the two immediately preceding financial years or during the current financial year.
 - v) Neither any independent director nor his relatives:
 - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years.
 - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year; or
 - (c) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (d) Any legal or a consulting firm that has or had any transaction with the

company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

- (c) Holds together with his relatives two per cent or more of the total voting power of the company; or

- (d) Is a chief executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company.

e) Nomination and Remuneration Committee and Stakeholders Relationship Committee(Section 178(1))

No remuneration has been paid or is being paid to any of the Directors or key Managerial Personnel during the financial year. Therefore no such committee meeting was held. The functions of Stakeholders Relationship Committee are combined and entrusted with Audit Committee.

f) Audit Observations

- (i) By the Auditor in his Audit Report :

No Qualifications, reservations or adverse remarks or disclaimer was made by the auditor in his audit report.

- (ii) By the Company Secretary in practice in his Secretarial Audit Report :

No Qualifications, reservations or adverse remarks or disclaimer was made by the secretarial auditor in his audit report.

g) Loans, Guarantees & Investment

During the year under review, the company has not provided any loan, guarantee or investment in terms of Section 186 of the Companies Act, 2013.

h) Related Party Transactions

No contract or arrangements with related parties were entered into by the Company, in terms of Section 188 of the Companies Act, 2013.

i) State of Company's Affairs

The Company had a total income of Rs. 5.31 lacs (Previous Year Rs. 5.09 Lacs); and after deducting the total expenditure of Rs. 4.72 Lacs (Previous year Rs. 4.79 Lacs), the company had a net profit of Rs. 0.59 Lacs (Previous year Rs. 0.29 lacs)

Total income basically comprise of commission of Rs. 5.07 lacs (previous year Rs. 3.77 lacs). Interest Rs. 0.24 lacs (Previous year Rs. 0.13 lacs) and other income Rs. NIL (Previous year Rs. 1.19 Lacs)

j) Reserves

The net profit after tax of Rs. 58,683/- has been retained in the profit & loss account and has been carried forward to the Balance Sheet accordingly.

k) Dividend

In view of the accumulated losses and non availability of liquid funds, dividend declaration is neither possible nor recommended for the year under review.

l) Material Changes and Commitment

No material changes and commitments occurred, which may affect the financial position of the Company, between the end of the financial year of the Company to which the financial statements relate and the date of the report.

m) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

- (i) Conservation of energy-Company has closed its manufacturing operations and sold its Bhiwadi unit; therefore provision relating to disclosure of Conservation of Energy is not applicable to the Company.

- (ii) Technology absorption- During the year under review no new technology was absorbed and no expenditure was incurred on Research & Development.

- (iii) Foreign exchange earnings and outgo - Foreign exchange earnings and outgo were nil during the current year.

n) Risk Management Policy

The details are given in Para 12 of Corporate Governance Report.

o) Corporate Social Responsibility

During the year under review, the net worth of the Company is less than Rs. 500.00 crore; turnover is less than Rs. 1000.00 crore; and net profit is less than Rs. 5.00 crore; therefore constitution of corporate Social Responsibility Committee is not applicable in terms of section 135(1) of the Companies Act, 2013.

p) Formal Annual Evaluation of Board, Committee and the Directors

All the Directors have performed their duties well. Inspite of the fact that no remuneration is being paid to any of the director, the Company has earned an income of Rs. 5.31 lacs.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

q) Other Matters

i) **Change in Nature of Business** - During the year under review, there has been no change in the nature of business of the Company.

ii) **Directors & Key Managerial Personnel** - During the year, Shri R.K. Pandey had resigned from the Audit Committee and Board of Directors of the company with effect from 30.09.2014. The Board expresses its gratitude for the valuable services and contribution rendered by him during his tenure with the company.

Ms. Rashi Aggarwal has been appointed as a woman director u/s 161 of Companies Act, 2013 and independent director with effect from 06.10.2014. She was also appointed as Company Secretary with effect from 06.10.2014 in place of Shri D.C. Jain, director of the company who resigned from the post of Company Secretaryship.

Shri M.L. Bhateja was formally designated as Chief Financial Officer of the company with effect from 06.10.2014.

None of the directors is liable to retire by rotation.

iii) **Subsidiaries, Joint ventures or Associate Companies** - During the period under review no Company became or ceased to be its subsidiaries, joint venture or associate company.

iv) **Fixed Deposits under Chapter V** - The Company had not accepted any deposit from its Directors, employees or general public during the year; and there is no unpaid or unclaimed deposit at the end of the year.

v) **Material Court Orders** - During the year no material court orders were passed by any regulators, tribunals or courts which impact the going concern & company's operation in future.

vi) **Internal Control System and their Adequacy** - The Company has adequate system of internal control to safeguard and protect from loss, unauthorised use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The management of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

vii) **Auditors** - M/s. M.K. Goswami & Co. holds the office as Auditors till the

conclusion of the forthcoming annual general meeting; and are eligible for re-appointment.

The company has received a letter from M/s M.K. Goswami & Co., Chartered Accountants, that they hold peer review certificate from Peer Review Board of the Institute of Chartered Accountants of India & their appointment, if made at the forthcoming Annual General Meeting, would be within the ceiling limits laid down under the Companies Act, 2013 and the rules made thereunder and they are eligible for appointment & not disqualified to act as Auditors of the Company to Audit Accounts of the Company for the Financial Year 2015-2016 and that there are no matters of conduct pending against the firm or any of the auditor.

The Board recommends their appointment.

viii) **Composition of Audit Committee** - The details of composition of Audit Committee, in terms of section 177(8) are given in Para 3(f) of Corporate Governance report.

ix) **Vigil Mechanism Policy** - The Company has no employee; and therefore no Vigil Mechanism Policy/Whistle blower Mechanism has been established, however the Directors of the Company can directly report any grievances to the Board of the Company.

x) **Prevention of Sexual Harassment of Women** - During the period under review, no woman was in employment of the company. Therefore no internal complaint committee was set up under Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

xi) **Listing fee of Shares** - The shares of the company are listed on a recognized stock exchange - 'Bombay Stock Exchange' and up to date Listing Fee is paid.

xii) **Management Discussion Analysis & Corporate Governance Report** - Management Discussion & Analysis Report and a Report on Corporate Governance along with the Auditors' Report are annexed and forms part of the Annual Report in accordance with the terms of the Listing Agreement.

xiii) **Certificate for Compliance of Corporate Governance** - Certificate from Practising Company Secretary regarding Compliance of Conditions of Corporate Governance as provided in clause 49 of the listing agreement is annexed.

For & on behalf of Board of Directors

Place: Delhi
Date: 27.04.2015

Sudhir Chandra,
Mg. Director
(DIN:00323545)

Rashi Aggarwal
Director & Co. Secretary
(DIN:06978655)

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

1. WELCURE'S PHILOSOPHY

In WELCURE, Corporate Governance philosophy stems from our belief that corporate governance is a key element in enhancing investor confidence. The Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it.

WELCURE complies with the requirements of the guidelines on Corporate Governance as stipulated in Clause-49 of the Listing Agreement though in terms SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014 clause 49 shall not be mandatory for the companies having paid up equity share capital not exceeding Rs. 10 crore and net worth of Rs. 25 crore as on the last day of the previous financial year. The fundamental concern of corporate governance is to ensure the conditions whereby a company's directors and managers act in the interest of the company and its various stakeholders.

2. BOARD OF DIRECTORS

The Board of WELCURE defines the Company's policy. There are five directors in the company which includes the Managing Director and four other Non-Executive Directors. The Board of Directors and its committees meet at regular intervals.

a) Promoter 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. F.A.S.M., F.C.S. is a Non-executive Director and founder & only promoter of the Company; and has nearly five 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 member of company's accounts committee.

b) Managing Director:

Shri Sudhir Chandra, B.Sc., B. Tech (Hons.) and Dip. (Ing.), is a Non-Whole

Time Honorary Managing Director of the Company. He has over 46 years working experience in Management & Systems including 9 years experience in Pharmaceuticals. He had been associated with some of the leading industries in India and abroad, providing a high rate of work satisfaction throughout his career. He is a member of Company's Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee.

a) Independent Non-Executive Directors:

i) 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 member of the Company's Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee.

ii) Shri M.L. Bhateja, B.Sc., has approximately 34 years of experience in the field of marketing of Pharmaceutical Formulations. He had worked for 24 years with Ranbaxy Laboratories Limited as Regional Sales Manager. He is also member of Company's Audit Committee, Remuneration Committee, Accounts Committee and Shareholders & Investors Grievance Committee. He is also honorary Chief Finance Officer of the Company.

d) Independent Woman Director:

Ms. Rashi Aggarwal, B.Com (Hons.) & Associate Member of Institute of Company Secretaries of India, is a Independent woman Director and Honorary Company Secretary of the Company. She has over 4.5 years of experience of handling secretarial matters. She is also a member of Company's Audit Committee, Accounts Committee and Shareholders & Investors Grievance Committee.

(c) Board Meetings

Four Board Meetings were held during the financial year dated 21.04.2014, 28.07.2014, 06.10.2014 & 17.01.2015. Last Annual General Meeting was held on 28.07.2014.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

Attendance of Directors at Board Meeting & last AGM

Name of Director	Board Meeting Attended	AGM
D.C.Jain	4	Yes
Sudhir Chandra	2	-
M.L.Bhateja	4	Yes
*R.K.Pandey	2	Yes
S.S.Dhanoa	3	
**Rashi Aggarwal	2	NA

* Sh R.K.Pandey has resigned from the Board of Directors of the company w.e.f.30.09.2014.

** Ms. Rashi Aggarwal was appointed as woman director on 06.10.2014.

3. AUDIT COMMITTEE

(i) **Audit Committee Constitution:** S.S.Dhanoa, M.L.Bhateja, Sudhir Chandra and Ms. Rashi Aggarwal

(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) Approval of appointment of Chief Financial Officer.

(e) Discussion with Auditors regarding their observation on accounts; and adequacy and compliance of internal control system.

(f) Recommendation on appointment and removal of external auditor(s); and fixation of audit fee, out of pocket expenses and payment of other services.

(g) Other compliances of Companies Act and Stock Exchange.

(h) Carry out any other function as per the terms of reference and as contained in Companies Act, 2013.

(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.

(g) Compliance of Schedule IV of Companies Act, 2013

(iv) Meetings

During the financial year four Meetings of Audit Committee were held on 21.04.2014, 28.07.2014, 06.10.2014 & 17.01.2015; and were attended by all the Audit Committee members except the meeting held on 28.07.2014, 06.10.2014 not attended by Shri S.S. Dhanoa and on 17.01.2015 by Sh. Sudhir Chandra.

4. ACCOUNTS COMMITTEE

(i) **Constitution:** D. C. Jain (Chairman), Sudhir Chandra, M.L. Bhateja & Rashi Aggarwal.

(ii) Functions of the Accounts Committee

Approving the Quarterly Financial results, if Board Meeting not being held & Perusal of Limited Review Report.

(iii) **Meetings:** During the year three meetings of the Accounts Committee were held on 28.07.2014, 06.10.2014 and 17.01.2015 and were attended by all the Account Committee members. In all the three meetings, the committee perused the Limited Review Reports.

5. REMUNERATION COMMITTEE

(i) **Constitution:** S. S. Dhanoa, M.L. Bhateja & Sudhir Chandra
No meeting was held during the year, as no remuneration is being paid to any of the directors, their relatives or Key Managerial Personnel.

6. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

(i) **Constitution:** M.L. Bhateja (Chairman), S.S. Dhanoa & Sudhir Chandra

(ii) **Functions:** To look into Investor's Grievances. Its functions are entrusted and combined with Audit Committee.

7. GENERAL BODY MEETINGS

Last Annual General Meeting was held at Delhi on 28.07.2014. Prior to that two Annual General Meetings were held at Delhi on 29.07.2013 and 28.07.2012, respectively at 9.00 AM. All resolutions at these meetings were passed by show of hands.

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.