



Kabra Drugs Limited

Regd. Office & Works :

Plot No. 26, Sector 'A' Sanwer Road,
Industrial Estate, INDORE-452 015

☎ : 0731-2971305, 6501305

E-mail : kabradrugs@rediffmail.com

Website : www.kabradrugsltd.com

CIN : LO2423MP1989PLC005438

Date: 08.10.2016

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

**Subject: Submission of Annual Report (2015-16) as per Regulation 34(1) of SEBI
(LODR) Regulations, 2015**

Reference : Scrip code- 524322

Dear Sir/Madam,

With reference to above cited subject we are enclosing herewith 27th Annual Report of the KABRA DRUGS LIMITED, approved and adopted in Annual General Meeting of the company held on 28th September, 2016.

You are requested to please find the same and take in your records.

Thanking you,

Yours truly,
For KABRA DRUGS LIMITED



Anchal Kabra
Company Secretary



KABRA DRUGS LIMITED



KABRA DRUGS LIMITED

27TH

ANNUAL REPORT

2015-2016



KABRA DRUGS LIMITED

◆ Board of Directors ◆

Mr. Shyam Kabra	Chairman and Managing Director
Mrs. Kusum Kabra	Whole- time Director
Mr. Mahendra Singh Madloi	Whole- time Director
Mr. Madhusdan Sharma	Independent Director
Mr. Shivaji Singh	Independent Director
Mr. Rajendra Kumar Bordia	Independent Director

◆ Chief Financial Officer ◆

Mr. Arvind Poal

◆ Company Secretary ◆

Ms. Anchal Kabra

◆ Auditors ◆

M/s. Agrawal Jhavar & Associates
Chartered Accounts

◆ REGD OFFICE & WORKS ◆

26, Sector "A" Sanwer Road, Industrial Area,
INDORE – 452 003

◆ Registrar & Transfer Agent ◆

M/s Ankit Consultancy Pvt.ltd.
Plot no. 60 Electronics Complex ,
Pardeshipura ,
Indore – 452010

CIN: L02423MP1989PLC005438

Website: www.kabradrugsltd.com

Email: kabradrugs@rediffmail.com, csanchalkabra@gmail.com



KABRA DRUGS LIMITED

NOTICE

Notice is hereby given that the **27th Annual General Meeting** of the Members of Kabra Drugs Limited, will be held at the 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003 on Wednesday the 28th September, 2016 at 11:00 A.M., to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Mahendra Singh Madloi (DIN 02396839), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Mahendra Singh Madloi (DIN 02396839) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s Agrawal Jhavar & Associates**, Chartered Accountants (Firm Registration No. 008614C) as Statutory Auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in a force), read with Schedule V to the Companies Act, 2013, approval be and is hereby granted to the re-appointment of Mr. Shyam Kabra (Holding DIN 00760020), as the Managing Director of the Company, liable to retire by rotation, for a period of five years from 1st June, 2016 till 31st May, 2021, and to the payment of his remuneration, perquisites, and benefit arising out of such appointment on the terms and conditions as set out in the Explanatory Statement to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/or agreement so as not to exceed the limits specified in schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and Mr. Shyam Kabra”.



KABRA DRUGS LIMITED

5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document .

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Kabra Drugs Limited**

**Date: 13th August, 2016
Place: Indore**

**Anchal Kabra
Company Secretary**

Registered Office:

26, Sector “A”, Sanwer Road,
Industrial Area, Indore – 452 003 (M.P)
CIN: L02423MP1989PLC005438
E-mail: kabradrugs@rediffmail.com

NOTES:

1. **A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of this meeting. Members/ proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members’ not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.**
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Register of the Company will remain close from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive).
6. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.



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7. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
8. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
9. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S Ankit Consultancy Pvt. Ltd., at Plot no. 60, Electronic Complex, Pardesipura, Indore-452001.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Ankit Consultancy.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Ankit Consultancy, for consolidation into single folio.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.
14. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
15. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website at www.kabradrugsltd.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: kabradrugs@rediffmail.com.
17. E- voting
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).



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The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period commences on 25th September, 2016 (9:00 am) and ends on 27th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - (i) Open email and open PDF file viz; ("remote e-voting.pdf) with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholders - Login
 - (iv) Now enter your User ID and click on Login.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - (vii) Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of KABRA DRUGS LIMITED. Members can cast their vote online from 25th September, 2016 (09.00 AM) and ends on 27th September, 2016 (05.00 PM).
Note: e-Voting shall not be allowed beyond said time
 - (ix) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ankit_4321@yahoo.com with a copy marked to evoting@nsdl.co.in
- B. In case Email I.D. of the member is not registered with the depository participant and member holding shares in Physical Form and a member receives physical copy of Notice:

- (i) Initial password is provided through the letter by registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.



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Other Instructions –

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com under help section or write an email to Helpdesk@nsdl.co.in ; evoting@nsdl.co.in
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) **21st September, 2016**
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **21st September, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/RTA email id) However, If you are already registered with NSDL, for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot user Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- The Chairman shall, at the AGM)/ EGM/ EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM)/ EGM/ EOGM but have not cast their votes by availing the remote e-voting facility.
- Mr. Manish Maheshwari, Proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS: 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than forty eight (48) hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any to the Chairman of AGM or any other person authorized by him in writing who shall countersign the same and declare the result of the voting. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.kabradrugsltd.com and on the website of NSDL immediately after the result is declared. The results shall also be immediately forwarded to the BSE Limited, Mumbai

For any further queries relating to the shares of the Company, you may contact the share Transfer Agents at the following address:

M/S Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardeshipura,

Indore (M.P.) 452010

Tel.: 0731-2551745-46 Fax: 0731-4065798

e-mail-ankit_4321@yahoo.com

18. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13.



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19. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by **representing / updating their e-mail addresses**, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.

**By Order of the Board
For Kabra Drugs Limited**

**Date: 13th August, 2016
Place: Indore**

**Anchal Kabra
Company Secretary**

Registered Office:

26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003 (M.P)
CIN: L02423MP1989PLC005438
E-mail: kabradrugs@rediffmail.com



KABRA DRUGS LIMITED

As required by section 102(1) of the Companies act, 2013, the following Explanatory Statements set out all material facts relating to the special business in accompanied notice.

Item No. 4

The Board of Directors of the Company had re-appointed Mr. Shyam Kabra as Managing Director of the Company with effect from 01st June, 2016 for a period of five years. In compliance with the provisions of the Companies Act, 2013, it is proposed to re-appoint Mr. Shyam Kabra as a Director in category of Executive Director of the Company liable to retire by rotation.

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 28th May, 2015, proposed to re-appoint Mr. Shyam Kabra as a Managing Director of the Company for a term of Five years w.e.f 1st June, 2016 as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions for time being in force and as per The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

His brief resume and other particulars have been given below under the heading 'Details of Directors seeking appointment/re-appointment. The detailed terms of appointment of Mr. Shyam Kabra as a Whole Time Director and remuneration payable to her as under:

a. **Remuneration**

Salary – Rs. 75000/- per month.

b. **Perquisites**

- I. Provident Fund – Contribution towards Provident Fund, Superannuation Fund as per rules of the Company and subject to ceiling as per Income-tax Act, 1961.
- II. Gratuity – As per Rules of the Company and Gratuity rules.
- III. Earned Leave – as per rules of the Company.
- IV. Leave accumulated and not availed will be encashed for 15 days salary for each completed year of service at the end of the tenure.

PROVIDED ALWAYS that remuneration payable to Mr. Shyam Kabra during her tenure as Managing Director shall not exceed the limits specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013. In the event of Loss or inadequacy of profits, minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid to Mr. Shyam Kabra.

A brief profile of Mr. Shyam Kabra is included as an annexure to this Notice as per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015. None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Kusum Kabra and Mr. Shyam Kabra, is concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.



KABRA DRUGS LIMITED

Item No. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members

**By Order of the Board
For Kabra Drugs Limited**

**Date: 13th August, 2016
Place: Indore**

**Anchal Kabra
Company Secretary**

Registered Office:
26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003 (M.P)
CIN: L02423MP1989PLC005438
E-mail: kabradrugs@rediffmail.com



KABRA DRUGS LIMITED

Details of Directors seeking Appointment /Re-appointment at the forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Name of Director	Shri Shyam Kabra	Shri Mahendra Singh Madloi
Date of Birth	20/09/1955	03/03/1966
Date of Appointment	22/08/1989	27/06/2006
Expertise in Specific Functional Area	30 years experience in pharma manufacturing	Production and Technical
Qualification	Post Graduate	M. Sc.
List of outside Directorship held	2	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	2	--



KABRA DRUGS LIMITED

REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present the 27th Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2016.

FINANCIAL RESULTS

Particulars	(Rs. in Lacs)	
	2015-2016	2014-2015
Sales & Other Income	967.08	826.90
Total Expenditure	919.85	793.22
Profit (loss) before depreciation, and tax	29.22	33.68
Less: Depreciation	24.31	23.08
Provision for Income Tax	2.17	03.55
Profit (Loss) after depreciation & tax	2.74	7.05

DIVIDEND

The Board of Directors to conserve the resources of the Company and to maintain the liquidity has decided not to declare dividend on Equity Shares for the year ended 31st March 2016.

BUSINESS REVIEW

Year under review proved to be turn around for the company in terms of profit target of the Company. The revenue realization is Rs. 967.08 Lacs as compare to previous Year of Rs. 826.90 Lacs which is a sign of increased revenue but profit of the company has decreased in the year under review.

FIXED DEPOSIT

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

MATERIAL CHANGES OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW AND THE DATE OF THE REPORT

There have been no material changes which affects the financial position of the Company had taken place during the time period between end of the financial year under review and the date of the report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis forms an integral part of this Report, as stipulated under Regulation 34(2) read with Schedule V to the Listing Regulations, 2015, is set out in the Report as **Annexure – "A"**.

CORPORATE GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organizations brand and reputation. The new Companies Act, 2013 and amended Listing Regulations have strengthened the governance regime in the country. The Company is in compliance with the governance



KABRA DRUGS LIMITED

requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Report on Corporate Governance is forming part of the Annual Report as **Annexure – “B”**.

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Annual Report.

A Certificate of the MD and CFO of the Company in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, stating that members of Board of Directors and Senior Management have affirmed compliance with the Company's Code of Conduct and adequacy of the internal control measures and reporting of matters to the Audit Committee.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, AND REDRESSAL) ACT, 2013

In accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under, the Company formulated an internal policy on Sexual Harassment at workplace (Prevention, Prohibition and Redressal) during the year under review.

The policy aims at educating employees on conduct that constitute sexual harassment, ways and means to prevent occurrence of any such incident, and the mechanism for dealing with such incident, and the mechanism for dealing with such incident in the unlikely event of its occurrence.

The Company has zero tolerance on Sexual Harassment at workplace. During the year under review, no complaints were received against the sexual harassment at workplace.

EXTRACT OF THE ANNUAL RETURN

Extract of Annual Return in Form No. MGT – 9 is attached pursuant to Section 134(3) to the Companies Act, 2013 as **Annexure – “C”**.

BOARD MEETINGS

During the year under review, the Board of Directors met 5 (five) times on the meetings held on May 30, 2015, August 14, 2015, October 15, 2015, November 09, 2015, and February 13, 2016.

Apart from the meetings of the Board different Committees met several times during the year under review.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have 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 as at March 31, 2016 and of the profit of the Company for the year ended on that date;



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- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURE BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

DIRECTORS

Appointment

In accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mahendra Singh Madloi (DIN 02396839), will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Shyam Kabra was the Managing director of the Company since the Incorporation of the Company and was serving the Company. In accordance with Section 196, 197 and 203 of the Companies Act, 2013, Mr. Shyam Kabra was re-appointed as a Managing Director of the Company w.e.f. 01st June, 2016 for the term of five years subject to the approval of Members at the ensuing Annual General Meeting,

Brief resume of Directors seeking appointment and re-appointment as stipulated under Regulation 36(3) of the Listing Obligations, has been provided as Annexure to the Notice of AGM of the Company.

Resignation

During the year under review, Mr. Ramesh Rai has resigned from the directorship of the Company w.e.f. 15.10.2015. The Board appreciates the services and the valuable support rendered by him during the tenure of his directorship.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 203 of the Companies Act, 2013 are as follows:

Mr. Shyam Kabra: Managing Director (DIN: 00760020)

Mrs. Kusum Kabra: Whole time Director (DIN: 01739741)

Mr. Mahendra Singh Madloi : Whole time Director (DIN: 02396839)

Mr. Arvind Poal: Chief Financial Officer

Ms. Anchal Kabra: Company Secretary & Compliance Officer



KABRA DRUGS LIMITED

AUDITORS AND AUDITORS' REPORT

At the Annual General Meeting held on September 29, 2015, M/s Agrawal Jhavar & Associates, Chartered Accountants, were appointed as statutory auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the year 2017.

In terms of Section 139 to the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Agrawal Jhavar & Associates, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by shareholders.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Manish Maheshwari, Practicing Company Secretary to conduct the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith to this Report and marked as **Annexure – "D"**.

There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit Report except the following:

1. Company has not filed MGT 10 under Section 93 of Companies Act, 2013 during the financial year.
2. Unaudited Result for Quarter ended 30th September 2015 was not published in Newspaper.

On above stated Para of Secretarial Audit Report, our explanation or comment as follows:-

1. Due to the uncertainty of calculation of 2% of the top 10 shareholders, we are not able to file the Form MGT 10. The Company was in process of filing MGT 10 and has filed MGT-10 for the half year.
2. Due to oversight, Company results were not being published for the Quarter ended 30th September 2015

RELATED PARTY TRANSACTIONS

During the financial year 2015-16, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued there under and Listing Regulations. During the financial year 2015-16, there were no transactions with related parties which qualify as material transactions under the Listing Regulations and the Companies Act, 2013.

In line with the requirements of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.kabradrugsltd.com. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties. Therefore the Company is not required to furnish any particulars in the Form AOC-2.



KABRA DRUGS LIMITED

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2015-16 are attached as Note no. 12 of the Financial Statements which forms part of this report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed as **Annexure – “E”** to the Annual Report.

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

Details of conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is forming part of this report as **Annexure – “F”**.

During the year there were no foreign earnings as well as outgo.

RISK MANAGEMENT

In line with the regulatory requirements of Section 134(3) of Companies Act, 2013, the Company has framed a Risk Management Policy to identify and access the key business risk areas and to resolve the same risk for smooth operations. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

INTERNAL FINANCIAL CONTROL

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorized, correctly recorded and properly reported.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

During the year under review, pursuant to the provisions of section 2(6), 2(87) to the Companies Act, 2013 it has been observed that the Company has no Subsidiaries, joint venture and any associate Company.

INDUSTRIAL RELATIONS

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.



KABRA DRUGS LIMITED

ACKNOWLEDGEMENT

The Directors wish to convey their appreciation for the co-operation extended by bankers and various Government agencies. The Directors also wish to thank the shareholders, employees, customers and suppliers for their support and co-operation.

Place: Indore
Date: August 13, 2016

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00760020

Registered Office:
26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003 (M.P)
CIN: L02423MP1989PLC005438
E-mail: kabradrugs@rediffmail.com



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report are prepared in adherence to the spirit enunciated in the Code of Corporate Governance, approved by the Securities Exchange Board of India and in compliance with the provisions of the Listing Regulations, 2015.

Industry Structure and Development

During the year, India's market is growing at a rate of 10% supported by slightly stronger global growth, improving export competitiveness and implementation of recently approved investment projects, an edition of the World Economic Outlook released by the IMF said. The Indian Pharma Industry is going to grow with an expected rate of 15 percent annum between the years 2015 and 2020. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product with the necessities.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies.

The Indian pharmaceuticals companies have started their product development according to the new environment. Yet, constant inflation in the country is taking its toll and rising global commodity prices is only compounding the problem. The growth in Indian domestic market will be on back of increasing consumer spending, rapid urbanization, and raising healthcare insurance and so on. The pharmaceutical industry in India retains its position of strength as the pharmacy capital of the world. It supplies an estimated one-third of all global pharmaceutical produce in terms of volume. A growing trend was that more Indian pharmaceutical companies focused on semi-urban and rural markets for incremental growth opportunities.

Opportunities and threats

Opportunities and threats go in line with the industry development. Your Company is required to accept the changes fast. Rising living standards is leading to growing demand for healthcare. Changing lifestyles leading to changing disease burden are opening markets for pharma industries. Your Company is the best manufacturer of Ether derivatives in M.P.

Strict government regulations are making it difficult to survive in the market. Threat of new entrance with wide resources is also a threat to survive in the market as low barriers are for entry.

Outlook

The current scenario defines that the market conditions will be favorable for the company and it is expected that the company will thrive in future only if it adapt the changes arising in the environment.

India's pharmaceutical market is dominated by generic drugs, which account for around 75 percent of the market by volume which is supplied mainly by domestic companies. Generics have helped to keep pharmaceutical prices low and the market is expected to continue expanding rapidly. Still, India's growing middle class is increasing demand for more advanced and costly medicines.

Demographic trends will be a significant driver of global demand for pharmaceuticals in the next five years. Increase in diagnosis and treatment of chronic conditions and an aging population will drive pharmaceutical demand in developed markets. In emerging markets, population growth, coupled with improved access to healthcare and rising per capita income will drive demand.

Taking into the account all the above it is expected that while the growth in profitability would be a challenge, the concrete plans and strategies set up by the management will help the company to overcome the challenges.

Risk and Concern



KABRA DRUGS LIMITED

Concern over health risks has brought into focus a need for strict regulations by government. Fraudulent marketing is also a concern for the company. Emerging markets will be the growth engines for pharmacy but as opportunities will be high risk and threats will move side by side.

Many drugs are taken off the market for safety reasons and there is no replacement drugs to compensate the shortfall in the profit margin. Need of homeopathic medicines is creating a challenge in the market and making it difficult for the company to maintain its stability.

Company needs to identify risks and make working and policy accordingly so as to save company from criminal and other fines and penalties etc.

The challenge for growth goes beyond cost and it includes flexibility, innovation and distribution. All the pharmacos use the same strategy to capture the emerging markets but difference lies in the quality of execution.

The company to stay in market has to lower the cost of production and have to adapt the strategies as per the changing environment and policies to get strategic advantage.

Financial & Operational Performance

(Rs. in Lacs)

Particulars	Year ending 31.03.2016	Year ending 31.03.2015	% Changes
Gross Income	967.08	826.90	16.95%
Net Profit After Interest, Depreciation & Tax	2.75	7.05	-60.99 %

Internal Control Systems and Adequacy

As always, the Company's internal control procedures are tuned to keep up with the organization's pace of growth and increasing complexity of operations. These ensure compliance with various regulations. The internal audit team carries out extensive audits throughout the year, across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

Human Resources

Your Company believes in philosophy of communicating with the entire team in a two way process. Company also believes in the principal of proper delegation of authority which results in uplift of Commitment level, responsibility and accountability of entire team right from Managing Director to Lowest level of administration. Every effort is made to implement the suggestions received and to encourage staff for more suggestion. During the year 2015-16, the company has maintained cordial and harmonious relation with the employees.

Cautionary Statement

Actual performance may differ from projections made as the Company's operations are subject to various economic conditions, government regulations and other incidental factors.

Place: Indore
Date: August 13, 2016

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00760020



ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy

Your Company's Philosophy on code of Corporate Governance is based on attainment of high level of transparency, accountability, and adequate disclosures and economic value addition. All employees are guided by the Company's policies on important issues, including our relationship with consumers, stakeholders and Government.

The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Company has timely adopted the amendments as made by SEBI in respect of Corporate Governance for sustainable growth and wealth creation.

2. Board of Directors

Composition, Attendance & Information of other Directorship/ Committee Memberships

In keeping with the commitment of the Management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board, and to separate the board functions of governance and management.

The Board of Directors comprises of six members. The composition of Board of Directors and their attendance for the financial year 2015-16 is as under:

Name of Directors	Category of Director	No. of other Directorship	No. of other Board Committees in which he is		Attendance at last AGM held on 29.09.2015	Attendance at Board Meeting
			Member	Chairman		
Mr. Shyam Kabra	Managing Director	2	2	-	Yes	5
Mrs. Kusum Kabra	Whole Time Director	2	-	-	No	1
Mr. Mahendra Singh Madloi	Whole Time Director	-	-	-	No	5
Mr. Madhusudan Sharma	Independent Director	-	2	1	Yes	5
Mr. Rajendra Kumar Bordia	Independent Director	-	1	2	No	4
Mr. Shivaji Singh	Independent Director	-	3	-	No	1

*Mr. Shyam Kabra and Mrs. Kusum Kabra are inter-se related. Mrs. Kusum Kabra is wife of Mr. Shyam Kabra who is Chairman and Managing Director of the Company.



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**Audit Committee and other committees are also included.

*** Mr. Ramesh Rai has attended the Board Meeting held on 14.08.2015. Thereafter he resigned from the directorship of the Company w.e.f 15.10.2015

Meetings of the Board

During the financial year 2015-2016, the Board of Directors met five times on following dates: 30th May, 2015, 14th August, 2015, 15th October, 2015, 09th November, 2015, and 13th February, 2016.

Independent Directors, Meetings and Familiarisation programmes for independent director

The Board includes Directors with independent standing in their respective field/ profession who can effectively contribute to the Company's business and policy decisions. Their appointment as Independent Directors on the Board is considered by Nomination and Remuneration Committee.

One meeting of the Independent directors was held during the year without the presence of Executive Director or managerial personnel. Such meetings are conducted to enable Independent directors to have insight into the company's working and discuss matters related to company and put forth their views to the Chairman.

Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of Board of Director in every financial year, gives a declaration that he meets the criteria of Independence as required by law.

Independent Directors are given periodic updates with necessary documents, reports and documents to enable them to familiarize with the Company's procedures and practices.

Quarterly updates as well as updates when required are provided to Independent Directors in respect of statutory changes in Companies Act , various laws as applicable to company and SEBI Regulations.

Performance Evaluation Criteria for Independent Director

The Nomination and Remuneration Committee has defined criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance at Board Meetings, preparedness and contributions at Board Meetings, interpersonal skills, effective deployment of knowledge and expertise and maintaining of confidentiality etc.

3. Audit Committee

The Audit Committee comprises of four directors of whom Chairman and two members are Independent Director. The Audit Committee met on regular intervals during the year under review.

Objective

The objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting processes with a view to ensuring accurate and proper disclosure and the transparency and quality of financial reporting. The committee also reviews the financial and risk management policies, and the adequacy of internal control systems of the Company and meets Statutory Auditors periodically.

Terms of Reference

The scope and role of activities of the Audit Committee is as set out Part C of Schedule II of the Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013. These broadly include oversight of the company's financial reporting process and the disclosure of its financial information to ensure that company's financial statement are fair and credible, to meet Statutory Auditors to discuss their findings/ suggestions, to review weaknesses in internal controls reported by Auditors, to review financial reporting systems and internal control systems, to review quarterly/half yearly/annual financial results and other matters.



KABRA DRUGS LIMITED

Composition, Meetings and Attendance

Name of Director	Designation	Category	No. of Meetings attended	Dates on which meeting was held
*Mr. Rajendra Kumar Bordia	Chairman	Independent Director	2	30.05.2015 14.08.2015 09.11.2015 13.02.2016
Mr. Shyam Kabra	Member	Managing Director	4	
Mr. Madhusudan Sharma	Member	Independent Director	4	
**Mr. Shivaji Singh	Member	Independent Director	2	

*Mr. Rajendra Kumar Bordia has become the Chairman of Audit Committee w.e.f. 15.10.2015.

** Mr. Shivaji Singh has become the member of Audit Committee w.e.f. 15.10.2015.

***Mr. Mahendra Singh Madloi attended the meeting held on 30.05.2015 and 14.08.2015 thereafter his designation was change and thereafter he has resigned from the membership of the Audit Committee w.e.f 15.10.2015.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of three directors who are Independent Directors. The Nomination and Remuneration Committee met on regular intervals during the year under review as and when required.

Terms of Reference:

Terms of reference of the Committee, includes considering the matters relating to the Company's Policies on remuneration payable and determining the package to the Managing Directors, Executive Directors and Whole-time Directors, Independent Directors and other employees, commission to be paid to the Directors, formulation of criteria for evaluation of performance of independent directors and board of directors and other matters specified in section 178 of the Companies Act, 2013 and Part D of Schedule II of the Listing Regulations, 2015.

Composition, Meetings and Attendance:

Name of Director	Designation	Category	No. of Meetings attended	Dates on which meeting was held
Mr. Rajendra Kumar Bordia	Chairman	Independent Director	-	30.05.2015 14.08.2015
Mr. Shivaji Singh	Member	Independent Director	-	
Mr. Madhusudan Sharma	Member	Independent Director	2	

*Mr. Mahendra Singh Madloi and Mr. Shyam Kabra attended two meetings held on 30.05.2015 and 14.08.2015. Thereafter designation of Mr.Mahendra Singh Madloi was changed and he resigned from the Committee.

**Mr. Shyam Kabra resigned from the Committee w.e.f. 15.10.2015.

***Committee was reconstituted w.e.f. 15.10.2015.



Remuneration Policy and Details of remuneration:

Objective:

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors. The policy is also available on Company's website (www.kabradrugsltd.com)

Guiding principles

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

-The remuneration policy for executives reflects the overriding remuneration philosophy and principles of the Company. When determining the remuneration policy and arrangements for Executive Directors/ KMP's, the Remuneration Committee considers pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that level of remuneration remain appropriate in this context.

The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

-The Remuneration Committee while considering a remuneration package must ensure a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

Reward principles and objectives

Company's remuneration policy is guided by a common reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, interalia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Reward policies

Attract and retain: Remuneration packages are designed to attract high-caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

Executive Director Remuneration – Board of Management

Executive Director remuneration is proposed by the Committee and subsequently approved by the Board of Directors. In determining packages of remuneration, the Committee may consults with the Chairman/ Managing Director as appropriate Total remuneration shall be comprised as follows:

A **fixed base salary**, set at a level aimed at attracting and retaining executives with Professional and personal competences required to drive the Company's performance.



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Short-term incentives, based on the achievement of a number of individual, pre-defined financial and strategic business targets recommended by the Committee and approved by the Board of Directors.

Long-term incentives in the form of **stock options**, promoting a balance between Short-term achievements and long-term thinking. However the Directors should not participate in the stock options.

Pension contributions, made in accordance with applicable laws and employment agreements.

Remuneration of Non Executive Directors:

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings and commission, if any, after approval of the members.

Disclosure of Information

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management may be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year. Details of remuneration paid to the directors are part of the Annual Report.

Remuneration paid to directors:

The remuneration paid to Executive directors is duly approved by the Nomination and Remuneration Committee, Board of Directors and the members in General Meeting. The remuneration paid to the Executive Directors for the year ended 31st March, 2016, is as follows:

Mr. Shyam Kabra :9,00,000/-, Mrs. Kusum Kabra: 6,00,000/- and Mr. Mahendra Singh Madloi: 2,68,000/-.

Sitting fees paid to Non-Executive Directors for the year ended 31st March, 2016, is as follows:

Mr. Rajendra Kumar Bordia: 2,43,00/-, Mr. Shivaji Singh: 2,04,000/- and Mr. Madhusudan Sharma: 48,000/-.

There was no other pecuniary relationship or transactions of Non-Executive Directors with the Company.

5. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee comprises of four directors of whom Chairman and two members are Independent Directors. The Stakeholders Relationship Committee met on regular intervals during the year under review.

Terms of Reference

Terms of reference for Stakeholders Relationship Committee is to consider and resolve the shareholders' grievances related to non-receipt of Annual Report, transfer of shares etc, approve issue of the Company's duplicate share certificates and to carry out any other functions as referred by Board from time to time and by any statutory notification as come into force from time to time.

Compliance Officer: Miss. Anchal Kabra, Company Secretary and Compliance officer.



KABRA DRUGS LIMITED

Composition, Meetings and Attendance:

Name of Director	Designation	Category	No. of Meetings attended	Dates on which meeting was held
Mr. Madhusudan Sharma	Chairman	Independent Director	2	12.12.2015 07.03.2016
Mr. Rajendra Kumar Bordia	Member	Independent Director	2	
Mr. Shivaji Singh	Member	Independent Director	2	
Mr. Shyam Kabra	Member	Managing Director	2	

* Stakeholders Relationship Committee had been reconstituted w.e.f 15.10.2015.

Investors Complaints: During the year under review eight complaints were received against the company and were resolved timely by Registrar and Share Transfer Agent. As on March 31, 2016, no complaints were pending on company's part.

A complaint was received through platform and was duly resolved on Company's part and was pending with SEBI subordinates and it was duly resolved too.

6. General Body Meetings

The details of Annual General Meetings held in last 3 years are as under:

Year	Venue	Date	Time
2012-2013	26,Sector "A" Sanwer Road, Industrial Area, Indore – 452 003	30.09.2013	02.00 P.M.
2013-2014	26,Sector "A" Sanwer Road, Industrial Area, Indore – 452 003	31.07.2014	11.00 A.M.
2014-2015	26,Sector "A" Sanwer Road, Industrial Area, Indore – 452 003	29.09.2015	11.00 A.M.

The details of Special Resolutions passed in the Annual General Meeting held in the last three years are as follows.

Meeting	Special Resolutions passed in the Annual General Meeting
25 th	<ol style="list-style-type: none">1. Consent of the Company to create charge on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.2. Approval of borrowing limits in excess of aggregate of paid up share capital and free reserves of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.
26 th	<ol style="list-style-type: none">1. Appointment of Mrs. Kusum Kabra as Whole time Director of the Company for



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	a period of three years from 01 st September, 2015 till 31 st August, 2018.
	2. Appointment of Mr. Mahendra Singh Madloi as Whole time Director of the Company for a period of three years from 01 st September, 2015 till 31 st August, 2018

Special Resolutions passed through postal ballot: no resolution was passed through postal ballot during the year 2015-2016. There is an immediate proposal of passing resolution through postal ballot. None of the businesses to be transacted at the Annual General Meeting requires passing a special resolution through postal ballot.

Procedure for postal ballot:

1. Convene a Board Meeting to consider the matter, to appoint scrutinizer and to approve the Calendar of Events for the postal ballot.
2. Notice of postal ballot shall be send by registered post, speed post, email or through courier facility.
3. An advertisement shall be published in the vernacular newspaper in the vernacular language of the district where registered office of the company is situated and one in an English newspaper having wide circulation in that district regarding dispatch of ballot paper.
4. Notice of postal ballot will also be available on Company's website.
5. Resolution will be deemed to be passed at a general meeting convened if majority of shareholders by means of postal ballot as well as voting by electronic means have assented to the resolution.
6. The postal ballot and all other papers relating to postal ballot shall be in the safe custody of scrutinizer till the chairman considers, approves and sign the minutes and then the papers will be given back to company.
7. The assent or dissent received after 30 days from the date of issue of notice shall be treated as no reply is received from members.
8. The results shall be published on the website of the Company.

7. Subsidiary Companies:

The Company has no subsidiary.

8. Disclosure

- During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related parties' transaction viz., Promoters, Directors or the Management, their subsidiaries or relatives that had a potential conflict with the interest of the Company at large.
- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.

9. Vigil Mechanism

Pursuant to clause of Listing Regulations and as per applicable provisions of section 177 of the Companies Act 2013 requires every listed company shall establish a whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's code of conduct for Directors and senior management executive("the Code")which lays down the principles and standards that one should govern the actions of the Company and its employees. Any actual or potential violation of code, however insignificant or perceived as such, would be a



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matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employee who avail of such mechanism and also make provisions for the direct access to the chairperson of Audit Committee in exceptional cases.

10. Means of Communication

a) Quarterly Results: The Company's quarterly/half yearly/annual financial results are sent to the Stock Exchanges and are published in the newspaper i.e Choutha Sansar and are also displayed on the Company's website(www.kabradrugsLtd.com)

b) Website: The Company's website (www.kabradrugsLtd.com) has a separate section named "Investors information" where information related to shareholders is available.

11. General Shareholders Information

1.	Annual General Meeting Date/Day : Friday, 28 th September, 2016 Time : 11.00 A.M. Venue : 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003	
2.	Financial Year of the Company	1st April, 2016 to 31st March, 2017.
3.	Results for the Quarter ending: June 30, 2015 September 30, 2015 December 31, 2015 March 31, 2016	On or before 14th August, 2016. On or before 14th November, 2016 On or before 14th February, 2017 On or before 30th May, 2017 (Audited).
3.	Date of Book closure	September 22, 2016 to September 28, 2016 (both days inclusive).
4.	Listing of Equity Shares on the Stock Exchanges	1. BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Listing Fees as applicable have been paid
5.	Stock Code	524322

12. Stock Market Price Data

Month	Bombay Stock Exchange Limited (BSE)	
	High	Low
April 2015	77.75	57.70
May 2015	56.55	41.30
June 2015	40.50	28.00
July 2015	27.45	18.10
August 2015	17.75	12.25
September 2015	12.01	8.26
October 2015	09.91	7.79
November 2015	12.88	10.10
December 2015	16.52	13.19



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January 2016	21.90	15.30
February 2016	15.00	09.00
March 2016	16.90	8.93

13. Registrar and Transfer Agent

Name & Address : M/s. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) – 452 010	Telephone No. : 0731-2551745/46 E-mail : ankit_123@yahoo.com Website : www.ankitonline.com
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14. Share Transfer System

Shares received for transfer in physical form are registered and dispatched within thirty days of receipt of the documents. If shares are under objection then the same are returned within fifteen days. Request for dematerialization of shares are processed within fifteen days. Transfer/Transmission of shares is always approved by Board of Directors in their meeting.

15. Distribution of Shareholding as on 31.03.2016

Shareholding of nominal value of Rs.	No. of Shareholders	% of Shareholders	No. of Ordinary shares	% of share holding
Up to 1000	3696	48.99	3459440	7.88
1001 – 2000	1839	24.37	3633320	8.28
2001 – 3000	426	5.65	1254670	2.86
3001 – 4000	230	3.05	907430	2.07
4001 – 5000	482	6.39	2398370	5.47
5001 – 10000	448	5.94	3760370	8.57
10001 – 20000	231	3.06	3532870	8.05
20001 – 30000	68	0.90	1737670	3.96
30001 – 40000	24	0.32	833360	1.90
40001 – 50000	26	0.34	1201680	2.74
50001 – 100000	44	0.58	3339100	7.61
100001 & above	31	0.41	17827720	40.62
Total	7545	100.00	43886000	100.00



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16. Shareholding Pattern as on 31.03.2016

S.No	Category	No. of Shares held	% Shareholding
1	Promoter	1048200	23.88
2	Private Corporate Bodies	172430	3.93
3	Indian Public	3167970	72.19
	Total	4388600	100.00

17. Dematerialization of shares and liquidity:

As on March 31st, 2016, 2791800 shares were held in dematerialized form and 1596800 were in physical form.

18. Plant Location:

The Company is engaged in the manufacturing of Ether derivatives and Pharmaceutical formulations and the plant for the same is located at the Registered Office of the Company situated at 26, Sector-A, Sanwer Road, Industrial Estate, Indore - 452003 (M.P.)

19. Other Disclosure:

The Company has maintained all the policies as required by law for better functioning and Corporate Governance and the same had been provided on the website of the Company i.e. www.kabradrugsltd.com.

20. Non- compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

21. Address for correspondence:

Shareholders may address their communications to:

Mr. Arvind Poal
Kabra Drugs Limited
26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003

Ms. Anchal Kabra
Kabra Drugs Limited
26, Sector "A", Sanwer Road,
Industrial Area, Indore – 452 003



KABRA DRUGS LIMITED

22. Disclosure of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations:

S. No.	Particulars	Regulation	Compliance Status Yes/No/N.A.
1.	Board of Directors	17	Yes
2.	Audit Committee	18	Yes
3.	Nomination and Remuneration Committee	19	Yes
4.	Stakeholders Relationship Committee	20	Yes
5.	Risk Management Committee	21	N.A.
6.	Vigil Mechanism	22	Yes
7.	Related Party Transaction	23	Yes
8.	Corporate governance requirements with respect to subsidiary of listed entity	24	N.A.
9.	Obligations with respect to independent directors	25	Yes
10.	Obligations with respect to directors and senior management	26	Yes
11.	Other corporate governance requirements	27	Yes
12.	Website	46(2)(b)to (i)	Yes

Place: Indore
Date: August 13, 2016

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00760020



KABRA DRUGS LIMITED

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Kabra Drugs Limited

We have examined the compliance of corporate governance by Kabra Drugs Limited for the year ended on 31st March 2016, as stipulated in Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and other Regulations of the SEBI (LODR), Regulations, 2015.

The compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and representation made by the Director and management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or the effectiveness with which the Management has conducted the affairs of the Company.

For Agrawal Jhavar & Associates.
Chartered Accountants

Place : Indore
Date : 28.05.2016

Sd/-
(Dharmendra Agrawal)
(Partner)
M.No.77507



KABRA DRUGS LIMITED

MD/CFO CERTIFICATION

The Executive Director and Chief Financial Officer of the Company gives annual certification on financial reporting, internal controls and financial statements of the Board in terms of Regulation 17(8) read with Schedule II of the Listing Regulations. The annual certification given by the Executive Director and Chief Financial Officer is given below:

To,
The Board of Directors
Kabra Drugs Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting. We have not come across any deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit committee:
 - that there are no significant changes in internal control over financial reporting during the year;
 - that there are no significant changes in accounting policies during the; and
 - that there are no instances of significant fraud of which they have become aware.

Place: Indore
Date: May 28, 2016

Shyam Kabra
Managing Director

Arvind Poal
Chief Financial Officer



KABRA DRUGS LIMITED

ANNEXURE - C

Form MGT 9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31.03.2016

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i	CIN	L02423MP1989PLC005438
ii	Registration Date	22/08/1989
iii	Name of the Company	KABRA DRUGS LIMITED
iv	Category/Sub-category of the Company	Public Company
v	Address of the Registered office & contact details	26 Sector – A, Sanwer Road, Industrial Estate, Indore – 452003 (M.P.) Ph. 0731- 2971305& 6501305
vi	Whether listed company	Listed
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. Registrar & Share Transfer Agent (SEBI REG. No. INR 000000767) CIN NO - U74140MP1985PTC003074 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel.:0731-2551745, 2551746 Fax:0731-4065798

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. no.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Drugs	21	100%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

The Company has no Holding, Subsidiary & Associate Companies.



KABRA DRUGS LIMITED

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2015)				No. of Shares held at the end of the year (As on 31st March, 2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoter									
1. Indian									
a. Individual/HUF	1048200	--	1048200	23.88	1048200	--	1048200	23.88	0
b. Central Govt./State Govt.	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	0	0	0	0	0	0	0	0	0
d. Bank/FI	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0
Sub Total: (A)(1)	1048200	--	1048200	23.88	1048200	--	1048200	23.88	0
2. Foreign									
a. NRI-Individuals	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/FI	0	0	0	0	0	0	0	0	0
e. Any other....	0	0	0	0	0	0	0	0	0
Sub Total:	0	0	0	0	0	0	0	0	0



KABRA DRUGS LIMITED

(A)(2)									
Total Shareholding of Promoters (A)= (A)(1)+ (A)(2)	1048200	--	1048200	23.88	1048200	--	1048200	23.88	0
A. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a. Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
b. Banks/FI	0	0	0	0	0	0	0	0	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital Fund	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIS	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total: (B)(1)	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
I. Bodies Corporate	181038	90400	271438	6.19	114630	57800	172430	3.93	-2.26
II. NRI & OCB	12064	--	12064	0.27	9740	--	9740	0.22	-0.05



KABRA DRUGS LIMITED

III. Clearing Member	38518	--	38518	0.88	1167	--	1167	0.03	-0.85
II. Individuals									
1. Individual Shareholders holding nominal share capital upto Rs. 2 Lacs	911769	1430400	2342169	53.37	1274090	1446000	2720090	61.98	8.61
Individual Shareholders holding nominal share capital in excess of Rs. 2Lacs	600211	76000	676211	15.41	386973	50000	436973	9.96	-5.45
Sub-Total: (B)(2)	1743600	1596800	3340400	76.12	1786600	1553800	3340400	76.12	--
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1743600	1596800	3340400	76.12	1786600	1553800	3340400	76.12	--
Shares held by Custodian against which Depository receipts have been issued	-	-	-	-					
Grand Total (A)(B)(C)	2791800	1596800	4388600	100	2834800	1553800	4388600	100	--

ii. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	



KABRA DRUGS LIMITED

1.	Mr. Shyam Kabra	480700	10.95	--	480700	10.95	--	--
2.	Mrs. Kusum Kabra	345500	7.87	--	345500	7.87	--	--
3.	Khushbu Kabra	222000	5.06	--	222000	5.06	--	--

iii. Change In Promoters' Shareholding (Please Specify, If There Is No Change)

S. No.	Name	Shareholding	Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year	
						No. of Shares	% of total shares of the Company
1.	Mrs. Kusum Kabra	345500	01.04.2015 31.03.2016	--	--	345500	7.87
2.	Mrs. Khushbu Kabra	222000	01.04.2014 31.03.2016	--	--	222000	5.06
3.	Mr. Shyam Kabra	480700	01.04.2014 31.03.2016	--	--	480700	10.95

iv. Shareholding Pattern of top ten Shareholders

S. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Nandkishor Simaya Tula Ram	90000	2.05	90000	2.05
2.	G B Bhat	70659	1.61	70659	1.61



KABRA DRUGS LIMITED

3.	Subhash N. Kanojiya	70100	1.60	0	00
4.	Landmark Capital Markets Ltd.	56400	1.29	56400	1.29
5.	Sandip S. Narkar	55100	1.26	4100	0.09
6.	Ramesh Rai	50000	1.14	50000	1.14
7.	Raha Ram Sharma	45535	1.04	0	0.00
8.	Hirensinh P Bhatti	43000	0.98	18300	0.42
9.	BP Equities Pvt Ltd	38518	0.88	0	0.00
10.	Ketan Tulsidas Dhanak	27054	0.62	20054	0.46
11.	Kureshi Akhtarbanu A	26000	0.59	26000	0.59
12.	Takhatsingh Bhanwarsingh Dulawat	9875	0.23	24207	0.55
13.	Manohar Kunwar Solanki	10185	0.23	22100	0.50
14.	Natwar Lal Rathi	5894	0.13	25894	0.59
15.	Sanjaykumar Ramabhai Patel	0	0.00	64030	1.46
16.	Urvi Atul Sheth	0	0.00	23400	0.53

v. Shareholding of Directors and Key Managerial Personnel:

S. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company



KABRA DRUGS LIMITED

1.	Mr. Shyam Kabra	48070 0	10.95	01.04.2015	--	--	480700	10.95
2.	Mrs. Kusum Kabra	34550 0	7.87	01.04.2015	--	--	345500	7.87

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (` In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	12287920	1450290	--	13738210
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	12287920	1450290		13738210
Change in Indebtedness during the financial year	--	--	--	--
• Addition	481147	447176	--	928293
• Reduction				
Net Change	481147	447176	--	928293
Indebtedness at the end of the financial year				
i) Principal Amount	11806773	1003114	--	12809887
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	11806773	1003114	--	12809887



KABRA DRUGS LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (In Lacs)

S.no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Shyam Kabra	Mrs.Kusum Kabra	Mr.Mahendra Singh Madloi	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	Rs. 9,00,000/- -- --	Rs. 6,00,000/- -- --	Rs. 2,68,000/- -- --	Rs. 17,68,000/- -- --
2	Stock Option	Nil			Nil
3	Sweat Equity	Nil			Nil
4	. Commission - as % of profit - others, specify...	Nil			Nil
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act	--			



KABRA DRUGS LIMITED

B. Remuneration to other directors:

S.no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Madhusudan Sharma	Mr. Rajendra Kumar Bordia	Mr. Shivaji Singh	
1	Independent Directors • Fee for attending board /committee meetings • Commission • Others, please specify	Rs. 48,000/-	Rs. 2,43,000/-	Rs. 2,04,000/-	Rs. 4,95,000/-
2	Total (1)				Rs. 4,95,000/-
3	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	Rs. 4,95,000/-			Rs. 4,95,000/-
	Total Managerial Remuneration (A+B)	Rs. 22,63,000/-			Rs. 22,63,000/-
	Overall Ceiling as per the Act	Not applicable for the Non-Executive Directors of the Company since they are paid sitting fees.			



KABRA DRUGS LIMITED

C. Remuneration To Key Managerial Personnel Other Than MD / Manager/WTD

S.no.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	2,64,900/-	1,80,000/-	4,44,900/-
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	. Commission - as % of profit - others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	2,64,900/-	1,80,000/-	4,44,900/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/Compounding fees imposed	Authority [RD/NCL T / COURT]	Appeal made, if any(give Details)
A.COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B.DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--



KABRA DRUGS LIMITED

Compounding	--	--	--	--	--
C.OTHERS OFFICERS DEFAULT	IN	--	--	--	--
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding					



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

KABRA DRUGS LIMITED

CIN: L02423MP1989PLC005438
26, Sector-A Sanwer Road,
Industrial Estate,
Indore MP- 452003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KABRA DRUGS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **KABRA DRUGS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **March 31, 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under read with notifications, exemptions and clarifications thereto;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; however, the Company has not entered into any transaction with foreign countries and does not deal in foreign currency during the Audit period, hence these regulations have not been considered for the purpose of this report.



KABRA DRUGS LIMITED

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time. However, the regulations are not applicable to the Company during the Audit period since the Company has not raised any money from the public and hence, these regulations have not been considered for the purpose of this report;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014. However, the regulations are not applicable to the Company during the Audit period since the Company does not have any scheme in operation and hence, these regulations have not been considered for the purpose of this report;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company has not issue any debt securities;**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time;- **Not applicable to the Company during the Audit period;**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999- **Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.**
- vi Other significant laws specifically applicable to the Company including as per the representation made by the Management;
- 1. Factories Act, 1948
 - 2. The Payment of Wages Act, 1936
 - 3. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 - 4. The Maternity Benefit Act, 1961
 - 5. The Child Labour (Prohibition & Regulation) Act, 1986
 - 6. The Industrial Employment (Standing Order) Act, 1946
 - 7. The Employees' Compensation Act, 1923
 - 8. The Apprentices Act, 1961



KABRA DRUGS LIMITED

9. The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013
10. Water (Prevention and Control of Pollution) Act, 1974;
11. Air (Prevention and Control of Pollution) Act, 1981
12. Environment (Protection) Act, 1986
13. The Legal Metrology Act, 2009
14. The Negotiable Instrument Act, 1881
15. The Drugs and Cosmetics Act, 1940

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings. These Standards were applicable with effect from July 1, 2015 and have been taken into consideration for all meetings of the Company held thereafter to the extent as possible by the company.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below-

1. *MGT 10 under Section 93 of Companies Act, 2013 not filed during the financial year.*
2. *Unaudited Result for Quarter ended 30th September 2015 was not published in Newspaper.*

We further report that

We rely on Statutory Auditor's Report in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under Financial Statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



KABRA DRUGS LIMITED

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company has no specific events / actions that having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard, etc.

**For M Maheshwari & Associates
Company Secretaries**

Date : 13th August, 2016
Place : Indore

**MANISH MAHESHWARI
FCS 5174
C.P. No.3860**



KABRA DRUGS LIMITED

To,
The Members,

KABRA DRUGS LIMITED

CIN: L02423MP1989PLC005438
26, Sector-A Sanwer Road,
Industrial Estate,
Indore MP- 452003

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

For M. Maheshwari & Associates
Company Secretaries

Manish Maheshwari
FCS-5174
CP-3860

Date: 13th August 2016
Place: Indore



KABRA DRUGS LIMITED

ANNEXURE - E

PARTICULARS OF EMPLOYEES

[As per section 197(12) read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. Remuneration of the Directors:

S.No.	Name	Designation	Remuneration for the year 2015-16	Remuneration for the year 2014-15	% increase in the remuneration	Ratio between Directors and Median Remuneration of Employee
1.	Shyam Kabra	Managing Director	9,00,000/-	9,00,000/-	Nil	11.41:1

* Non executive Directors are paid remuneration by way of sitting fees for attending Board/ Committees Meetings. Hence this ratio is not provided for non executive directors.

* No percentage increase in the remuneration of the Executive director in the financial year 2015-16. This ratio is not provided for other Key Managerial Personnel as they were appointed during the year.

* The Median Remuneration of the Employees for the year 2015-16 is Rs.78, 900/-.

2. Percentage increase in the Median Remuneration of Employees in the financial year:

The median remuneration of the employees increased by 10.75% during the financial year 2015-16.

3. Number of permanent employees on the rolls of the Company:

During the financial year the total numbers of employees on the roll were 41.

4. Average percentile increase in the salaries of employees other than KMPs:

Average increase in the salaries of employees other than KMPs is 18.93% in the financial year 2015-16. No increment in the managerial remuneration took place in the financial year 2015-16.

5. Affirmation for remuneration policy:

It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.



KABRA DRUGS LIMITED

ANNEXURE – F

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo [Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

(A) Conservation of energy

S.No.	Particulars		
i.	the steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.	
ii.	the steps taken by the company for utilising alternate sources of energy;	NA	
iii.	the capital investment on energy conservation equipments	NIL	NIL
Technology absorption			
(i)	the efforts made towards technology absorption	NIL	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL	
	(a) the details of technology imported	NA	
	(b) the year of import	NA	
	(c) whether the technology been fully absorbed	NA	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA	
(iv)	the expenditure incurred on Research and Development	NIL	NIL
Foreign exchange earnings and Outgo		2015-16	2014-15
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	0.00	0.00
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	0.00	0.00

Place: Indore
Date: August 13, 2016

For and on behalf of the Board of Directors
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00760020



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF KABRA DRUGS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KABRA DRUGS LIMITED (“the company”), which comprise the Balance Sheet as at 31 March 2016, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give true and fair view, in order to design audit



KABRA DRUGS LIMITED

procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As Requirements by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013,
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014: In our opinion and to the best of our information and according to the explanations given to us, we report as under



KABRA DRUGS LIMITED

- i. The Company does not have any pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivatives contracts including derivative contracts.
- iii. There has been no delay in transferring to be transferred, to the Investor Education and Protection Fund by the Company.

For AGRAWAL JHAVAR ASSOCIATES
Chartered Accountants
(Firm Registration No. : 008614C)

DHARMENDRA AGRAWAL
Partner
(Membership No.:077507)

Place: INDORE
Date: 28/05/2016



Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on other legal and Regulatory Requirements' section of our report of even date)

(1) In respect of Fixed Assets

- (a) the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification.

(2) In Respect of Inventory

- (a) physical verification of inventory has been conducted at reasonable intervals by the management
- (b) In our opinion and acceding to the information & explanation given to us, the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. There are no inadequacies in such procedures that should be reported.
- (c) Company is maintaining proper records of inventory no material discrepancies were noticed on physical verification.

(3) Loans and advances to parties covered under section 189

The company as explained by director, has not granted unsecured loans, during the year & to Companies firms and other parties covered us 189 of the companies Act, 2013.

(a) N.A.

(b) There is no overdue amount of any loans, secured or unsecured to companies, firms or other parties Covered in the register maintained under section 189 of the companies Act

(4) Internal control in reference to purchase of inventory and fixed assets and whether there is Continue failure of internal control

In our opinion and according to the information and explanation give to us there are adequate internal Control system commensurate with the size of the company and the nature of its business, for the Purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit we have not observed continuing failure to correct major weaknesses in internal control system.

(5) Rules followed while accepting deposits

No deposits within the meaning of sections 73 to 76 or any other relevant provision of the act and rules framed there under have been accepted by the company.



(6) Maintenance of cost records

We have broadly reviewed the book of accounts relating to materials. Labour and other items of cost maintained by the company pursuant to the rules made by the central government for the maintenance of cost records which has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and we are of opinion that prima facie the prescribed accounts and records have been made and maintained.

(7) According to the information and explanations given to us in respect of statutory dues

- (a) The company is regular in depositing with appropriate undisputed statutory dues including Provident fund investor education protection fund, employees' state insurance income tax sales tax Wealth tax service tax custom duty cess and other material statutory dues applicable to it.
- (b) according to information and explanation given to us no undisputed amount in respect of provident Fund employees' state insurance income tax sales tax wealth tax service tax duty of customs duty of Excise value added tax or cess and any other statutory dues with the appropriate authorities were in Arrears as at 31st march, 15 for a period of more than six months from the date they become payable
- (c) No there is no such amount required to transfer to investor education and protection fund.

(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of net worth, reporting of cash losses

The company does not have any accumulated losses at the end of the financial year and has not Incurred cash losses in the financial year and in the immediately preceding financial year.

(9) Default in repayment of loans taken from bank or financial institutions

The company has not defaulted in repayment of dues to financial institution or bank.

(10) Terms for loans and advances from banks or financial institutions prejudicial the interest of the Company

On the basis of records examined by us and information provided by the management we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial Institutions.

(11) Application versus purpose for which loan granted

In our opinion the term loans raised by the company during the year has been applied for the purpose for which it was raised.



KABRA DRUGS LIMITED

(12) Reporting of fraud during the year nature and amount

According to the information and explanation give to us no or by company has been noticed or reported during the year.

(13) Managerial Remuneration

According to the information and explanation give to us company managerial remuneration has been paid or provided in accordance with the required approval mended by the provision of section 197 of Company Act 2013.

(14) Nidhi Company

The company is not a Nidhi Company as per the Nidhi Rules 2014.

(15) Related Party Transactions

All transactions with the related parties are in compliance with section 177 and 188 of the company Act 2013.

(16) Preferential Allotment.

The Company Has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year .

(17) Non cash Transactions

The company has not entered into any non cash transaction with directors or persons connected with the company as per the provisions of section 192 of the company Act 2013.

(18) The company is not required to registered under section 45I-A of the Reserve Bank of India 1934.

For AGRAWAL JHAVAR ASSOCIATES
Chartered Accountants
(Firm Registration No. : 008614C)

DHARMENDRA AGRAWAL
Partner
(Membership No.:077507)

Place: INDORE
Date: 28/05/2016



KABRA DRUGS LIMITED

Balance Sheet as at 31st March, 2016			
Particulars	Note No	As at 31st March 2016	As at 31st March 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	43886000	43886000
(b) Reserves and Surplus	3	-17562451	-17836928
(c) Money received against share warrants		0	0
(2) Share application money pending allotment		0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	22941033	26579374
(4) Current Liabilities			
(a) Short-term borrowings	5	1003114	1450290
(b) Trade payables	6a	27860095	20824094
(c) Other current liabilities	6b	12949902	9756832
(d) Short-term provisions	7	633542	753828
Total		91711235	85413490
II.Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>	8		
(i) Tangible assets		27274906	27803511
(ii) Intangible assets		0	0
(iii) Building Work in process		2124935	972016
(iv) Intangible assets under development		0	0
(b) Inventories	9	3186336	4127630
(c) Trade receivables	10	53643829	44702870
(d) Cash and cash equivalents	11	1620216.5	4414667
(e) Short-term loans and advances	12	3861012	3392796
(f) Other current assets		0	0
Total		91711235	85413490
Summary of Accounting Policies		1	
The Accompanying Notes are integral part of the Financial Statement			
As per our report of Even Date			
For Agrawal Jhavar & Associates		For and on Behalf of Board of Directors	
Chartered Accountants			
Firm Regn No. 008614C			
	Arvind Poal Chief Financial Officer	Shyam Kabra Managing Director	Mahendra Singh Madloi Director
Dharmendra Agrawal Partner M .No. 77507	Anchal Kabra Company Secretary	DIN: 00760020	DIN: 02396839
Place: Indore			
Date: 28.05.2016			

**KABRA DRUGS LIMITED****Profit and Loss statement for the year ended 31st March, 2016**

Particulars	Note No	2015-16	2014-15
Revenue from operations (Gross)	13	96545407	82616915
Less: Excise Duty / VAT		0	0
Revenue from Operations (Net)		96545406.82	82616915
Other Income	14	163220	73472
Total		96708627	82690387
Expenses:			
Cost of materials consumed	15	64314690	51795190
Cost of Packing Material	16	8428866	6535634
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	110000	190027
Employee benefit expense	18	6782447	6369988
Other expenses	19	12348771	13769502
Total		91984774	78660341
Earnings Before Interest Tax, Exceptional Items, Depreciation and amortization Expenses		4723853	4030046
Financial costs	20	1801939	662138
Depreciation and amortization expense	8	2430704	2307357
Exceptional Items	21	0	0
Profit before extraordinary items and tax		491210	1060551
Extraordinary Items		0	0
Profit before tax		491210	1060551
Tax expense:	22		
(1) Current tax		216733	355272
(2) Deferred tax		0	0
Profit(Loss) from the period from continuing operations		274477	705279
Profit/(Loss) from discontinuing operations		0	0
Tax expense of discounting operations		0	0
Profit/(Loss) from Discontinuing operations		0	0
Profit/(Loss) for the period		274477	705279
Earning per equity share:			
(1) Basic		0.06	0.16
(2) Diluted		0.06	0.16

Summary of Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement

As per our report of Even Date
For Agrawal Jhavar & Associates
Chartered Accountants
Firm Regn No. 008614C

For and on Behalf of Board of Directors

Dharmendra Agrawal
Partner
M .No. 77507

Arvind Poal Chief Financial Officer	Shyam Kabra Manging Director DIN: 00760020	Mahendra Singh Madloi Director DIN: 02396839
Anchal Kabra Company Secretary		

Place: Indore
Date: 28.05.2016

**KABRA DRUGS LIMITED****CASH FLOW STATEMENT FOR THE YEAR 2015-16**

	2015-16	2014-15
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraordinary item	491210	1060551
Adjustment for:		
Depreciation	2430704	2307357
Miscellaneous (Preliminary) Expenses Written Off		
Interest Paid	1801939	662138
Interest received	-163220	-73472
Profit/Loss on Sale of assets	0	0
Operating Profit before Working Capital Changes	4560633	3956574
Increase/Decrease in Inventory	941294	3494302
Increase/Decrease in Loans and Advances	-468216	-551809
Increase/Decrease in Trade Paybles	6951591	-9861702
Increase/Decrease in trade receivables	-8940959	1120512
Cash generated from Operations	3044343	-1842123
Prior Period Expenses		
FBT paid		
Miscellaneous Expenses		
Income Tax	-216733	-355271
NET CASH FLOW FROM OPERATING ACTIVITIES	2827610	-2197394
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of investment		
Interest received	163220	73472
Miscellaneous expenditure		
Purchase of Fixed Assets	-3055018	-2069540
Sale of Asset		
NET CASH FLOW FROM INVESTING ACTIVITIES	-2891798	-1996068
CASH FLOW FROM FINANCING ACTIVITIES		
Amount of Secured Loan raised/repaid	-481147	5736829
Unsecured Loan Repaid/Raised	-447176	684770
Interest Paid	-1801939	-662138
Corporate tax on dividend		
Dividend Paid		
NET CASH FLOW FROM FINANCING ACTIVITIES	-2730262	5759461
NET INCREASE IN CASH AND CASH EQUIVALENTS	-2794450	1565999
Cash and Cash Equivalents at the begining of the period	4414667	2848668
Cash and Cash Equivalents at the end of the period	1620217	4414667

1. Figures in minus represents Cash outflows
2. Cash & Cash equivalents represents Cash & Bank Balances only

As per our report of Even Date

For Agrawal Jhavar & Associates
Chartered Accountants
Firm Regn No. 008614C

For and on Behalf of Board of Directors

Arvind Poal Shyam Kabra Mahendra Singh
Madloi

Dharmendra Agrawal
Partner
M .No. 77507

Chief Financial Officer Manging Director Director
DIN: 00760020 DIN: 02396839
Anchal Kabra
Company Secretary

Place: Indore
Date: 28.05.2016

**Basis of Preparation**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1 Accounting Policies**a Use of Estimates**

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

b Fixed Assets - All fixed assets are stated at cost of acquisition including installation and incidental cost. No addition/deletion took place in fixed assets during the year. No amortization has been made in respect of premium paid for the leasehold land since grant of lease is for a long period.

c Intangible Assets- The company has not having any Intangible Assest during the year.

d Depreciation - Depreciation is provided from date of use on staight line method as per the provisions of schedule 14 of the companes Act 1956 and Deprication charges as per Compnay act 2013.

e Lease - the Company has paid lease rent to DIC for land and account for as per payment basis.

f Impairment of Assets- The compnay has not having impairment of assest.

g Government Grant & Subsidies -: The Company has not registered for Govt.Granth and Subittees , during the year .

h Investments - The compnay has not having instestments during the year .

i Inventories -: Inventories are valued as certified by management on following basis. Raw Material. At cost Finish Goods - At

j Revenue Recognition- Sales are recognised on dispatch of goods to the customers , which normally results in transfer fo title in the goods. The company has only one business segment " MANUFACTURING OF DRUGS " Furtner , since virtually all sales are effected in the domestic market , there is only one geographical segment . Therefore , the disclosure requirements of " SEGMENT REPORTING " are not applicable to the company. Related party disclosures as required as per accounting standard (AS_18 on " Related party discloures " issued by the Institute of Chartered Accountnat of India , are as below.

k Foreign Currency Transaction -: The company has not incurred any transaction in foreign currency during the year .

l Retirement and Employee Benefits - Contribution of Provident fund and ESIC are charged to P & L a/c on actual basis and provision for gratuity , leave encasement etc. Retirement enefits are charges to P & L a/c on payment basis. The company has not practice to create separate reserve on actual basis.

m Income Taxes.- Payment and provisions of Income Tax has been done as per .

n Provision & Contingent Liabilities - These are separately disclosed in the financial statement by way of notes to the accounts. Contingent liabilities are not recognazed but are disclosed in the notes, contingent assets are neigher recognized nor disclosed in the financial statement.

o CONTINGENT LIABILITIES AS ON BALANCE SHEET DATE. 1] HON, BLE M.P. has given probable liability under sales tax and excise acts on purchase of denatured spirit relating to 1991-1992 . High Court has granted a stay. (Rs. 47.50 Lacs) Estimated amount due.



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

2 SHARE CAPITAL	31.03.2016	31.03.2015
a Particulars		
<u>Authorized Share Capital</u>		
500000 Equity Shares (Prev. Year 500000) of Rs.10 Each	50000000	50000000
Nil Preference Shares (Prev. Year Nil)	0	0
	50000000	50000000
<u>Issued, Subscribed and Paid Up Capital</u>		
4388600 Equity Shares (Prev. Year 4388600 of Rs. 10 Each	43886000	43886000
Nil Preference Shares (Prev. Year Nil)	0	0
	43886000	43886000

b Reconciliation of Shares outstanding at the beginning and at the end of the year

Equity Shares	31.03.2016	31.03.2015
At the Beginning of the Year	0	0
Issued during the year	0	0
Outstanding at the end of the year	0	0
Preference Shares	31.03.2016	31.03.2015
At the Beginning of the Year	0	0
Issued during the year	0	0
Outstanding at the end of the year	0	0

c Terms / Rights Attached to Shares

i Equity Shares

The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the Year Ended 31st March 2016 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL For 31st March 2015 was Rs NIL)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii Preference Shares

The company has not having any preference Share during the year

d Shares held by holding / ultimate holding and or their subsidiaries / associates

	31.03.2016		31.03.2015	
Equity Shares	Nos.	Amount	Nos.	Amount
Holding Company (Name)	0	0	0	0
Ultimate Holding Company (Name)	0	0	0	0
Subsidiaries / Associates (Name)	0	0	0	0
	0	0	0	0

	31.03.2016		31.03.2015	
Preferences Shares	Nos.	Amount	Nos.	Amount
Holding Company (Name)	0	0	0	0
Ultimate Holding Company (Name)	0	0	0	0
Subsidiaries / Associates (Name)	0	0	0	0
	0	0	0	0



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

e Details of Shareholders holding more than 5% shares in the Company

Name of the Share holders	31.03.2016		31.03.2015	
	Nos.	%	Nos.	%
Equity				
Shri Shyam kabra	480700	10.95	480700	10.95
Mrs Kusum Kabra	345500	7.87	345500	7.87
Mr.Asyush Kabra	0	0	0	0
Miss Khushboo Kabra	222000	5.06	222000	5.06
Total	1048200	23.88	1048200	23.88
Preferences				
NIL				

f Shares reserved for issue under options / Contracts / Commitments

g Details of Shares Issued other than by Cash / Issued by way of Bonus / Brought Back in immediately preceding Five Years.

	31.03.2016	31.03.2015
No of shares Issued Other Than by Cash	NIL	NIL

h Details of Securities converting into Shares along with their terms and dates

The company has not converted shares during the year

i Calls Unpaid

NIL NIL

j Shares Forfeited

NIL NIL

3 RESERVE & SURPLUS

a Capital Reserve	31.03.2016	31.03.2015
Opening Balance	0	0
Addition during the year	0	0
Transfer during the year	0	0
Closing Balance	0	0

b Profit & Loss Account

Balance as per last Balance Sheet	-17836928	-14556537
Add Profit For the Year	274477	705279
Less: Appropriation		
Dividend on Equity Shares	0	0
Dividend on Preference Shares	0	0
Extra ordinary depreciation	0	-3985670
Transfer to General Reserve	0	0
	<u>-17562451</u>	<u>-17836928</u>

Total Reserve & Surplus

-17562451 -17836928

4 LONG TERM BORROWINGS

a Particulars	31.03.2016	31.03.2015
Bonds & Debentures (Secured / Unsecured)	0	0
Term Loans (Secured / Unsecured)	0	0
From Religare capital loan	11806773	12287920
Deferred Payment Liabilities (Secured / Unsecured)	0	0
Deposits (Secured / Unsecured)	0	0
Loans & Advances from Related Parties (Secured / Unsecured)	0	0
Trade Payables(Long Term)	11134260	14291454
	<u>22941033</u>	<u>26579374</u>

b Out of the Above

Total Secured	11806773	12287920
	<u>11806773</u>	<u>12287920</u>



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

5 SHORT TERM BORROWINGS

a Particulars	31.03.2016	31.03.2015
Bonds & Debentures (Secured / Unsecured)	0	0
Term Loans (Secured / Unsecured)	0	0
From Bank		
BANK OF INDIA	0	0
Deferred Payment Liabilities (Secured / Unsecured)	0	0
Deposits (Secured / Unsecured)	0	0
Loans & Advances from Related Parties (Secured / Unsecured)	0	0
Other Loans & Advances (Secured / Unsecured)	1003114	1450290
	<u>1003114</u>	<u>1450290</u>

b Out of the Above

Total Secured		
Total Unsecured	1003114	1450290
	<u>1003114</u>	<u>1450290</u>

c Out of the Above Loans Guaranteed by Directors & Others 11806773 12287920

d Terms and Conditions of Borrowings

12287920 Loan from Religare finvest as a Term Loan

e Default in payment of Borrowings NIL NIL

6 TRADE PAYABLES & CURRENT LIABILITIES

a Particulars	31.03.2016	31.03.2015
Trade Payables	27860095	20824094
b Other Liabilities		
Other Current Liability	12949902	9756832
	<u>40809997</u>	<u>30580926</u>

7 SHORT TERM PROVISIONS

Particulars	31.3.2016	31.03.2015
Provision for Employee Benefits		
Gratuity	0	0
	<u>0</u>	<u>0</u>
Other Provisions		
Provision for Income Tax (Net of Advance Tax)	0	0
Others	633542	753828
Total of Provisions	<u>633542</u>	<u>753828</u>

9 INVENTORIES

a Particulars	31.03.2016	31.03.2015
Raw Materials	2705256	3475255
Packing Material	265955	327250
Finished Goods	215125	325125
	<u>3186336</u>	<u>4127630</u>

b All Inventories Valued at Cost of Net Realizable Value whichever is lower.

c Details of Stock in transit included above

Raw Materials	0	0
Stock in Trade (Trading Activity)	0	0
Stores & Spares	0	0
Loose Tools	0	0
Others	0	0
	<u>0</u>	<u>0</u>



KABRA DRUGS LIMITED

8. FIXED ASSETS

FIXED ASSETS SCHEDULE

Particulars	Original cost				Depreciation and amortization					Net book value	
	01.04.2015	Additions during the period	Deductions during the period	31.03.2016	01.04.2015	Additions during the period	Addition during the period extraordinary	Deductions during the period	31.03.2016	31.03.2016	31.03.2015
Tangible assets :											
Land Free-hold	169985	0	0	169985				0	0	169985	169985
electrical	592209	0	0	592209	592209	0		0	592209	0	0
Buildings	16,182,966	1	0	16182967	10140956	255690	0	0	10396646	5786321	6042010
Plant and equipment	64173473	1811134	0	65984607	44840250	1853806	0	0	46694056	19290551	19333223
Laboratory equipemnt	3036686	0	0	3036686	2884852	0	0	0	2884852	151834	151834
Air conditioners	61000	90964	0	151964	57950	8642	0	0	66592	85372	3050
site development	165619	0	0	165619	157338	0	0	0	157338	8281	8281
Office equipment	714714	0	0	714714	678978	0	0	0	678978	35736	35736
Plant and machinery	0	0	0	0	0	0	0	0	0	0	0
Furniture and fixtures	605413	0	0	605413	601208	0	0	0	601208	4205	4205
Vehicles	2550044	0	0	2550044	494857	312566	0	0	807423	1742621	2055187
Others	0	0	0	0	0	0	0	0	0	0	0
	88252109	1902099	0	90154208	60448598	2430704	0	0	62879302	27274906	27803511
Intangible assets :					630						
Goodwill	0	0	0	0	0	0	0	0	0	0	0
Computer Software	0	0	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0	0	0
WIP											
Buildings	972016	1152919	0	2124935	0	0	0	0	2124935	972016	972016
Palnt & Equipment	0	0	0	0	0	0	0	0	0	0	0
	972016	1152919	0	2124935	0	0	0	0	2124935	972016	972016
Intangible assets under Development											
Goodwill	0	0	0	0	0	0	0	0	0	0	0
	972016	1152919	0	2124935	0	0	0	0	2124935	972016	972016
Total	89,224,125	3,055,018	0	92,279,143	60,448,598	2,430,704	0	0	62,879,302	29,399,841	28,775,527

**KABRA DRUGS LIMITED**

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

10 TRADE RECEIVABLES

	Non Current		Current	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
a Outstanding for a period exceeding 6 months from the due date				
Before six months	0	0	30163605	23600013
After six month	0	0	23480224	21102853
Doubtful	0	0	0	0
	<u>0</u>	<u>0</u>	<u>53643829</u>	<u>44702866</u>
Less: Provision for Doubtful Debts	0	0	0	0
	<u>0</u>	<u>0</u>	<u>53643829</u>	<u>44702866</u>
b Others				
Secured considered Good	0	0	0	0
Unsecured Considered Good	0	0	0	0
Doubtful	0	0	0	0
	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Less: Provision for Doubtful Debts	0	0	0	0
	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total	<u>0</u>	<u>0</u>	<u>53643829</u>	<u>44702866</u>
Less: Amount Disclosed under Non Current Assets	0	0	0	0
Total Trade Receivables	0	0	53643829	44702866

Details of Receivables due from Directors or Officers of the Company

Director A	0	0	0	0
Officer B	0	0	0	0

11 CASH & CASH EQUIVALENTS

	31.03.2016	31.03.2015
Cash In Hand	488679	179869
Balances with Bank	270412.5	2973673
Earmarked Bank Balances	172737	172737
Balances with Bank held as Margin Money / Security	0	0
Deposits with Bank		
fixed deposit	688388	1088388
Maturity above 12 months	0	0
Total	<u>1620216.5</u>	<u>4414667</u>
Less: Amount Disclosed under Non Current Assets	0	0
Total of Cash & Cash Equivalents	1620216.5	4414667

12 SHORT TERM LOANS & ADVANCES

	31.03.2016	31.03.2015
a Particulars		
a Capital Advances		
Sort terms loan and advances	2788505	2167416
Unsecured Considered good	0	0
Doubtful	0	0
	<u>2788505</u>	<u>2167416</u>
Less: Provision for Doubtful Advances	0	0
	<u>2788505</u>	<u>2167416</u>
b Security Deposits		
Secured Considered good	1072507	1225380
Unsecured Considered good	0	0
Doubtful	0	0
	<u>1072507</u>	<u>1225380</u>
Less: Provision for Doubtful Advances	0	0
	<u>1072507</u>	<u>1225380</u>
c Loans & Advances to Related Parties	Nil	Nil
Less: Provision for Doubtful Advances	0	0
d Loans & Advance to Director / Officers	0	0
Less: Provision for Doubtful Advances	0	0
	<u>3861012</u>	<u>3392796</u>
Total Loans & Advances	3861012	3392796



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

	31.03.2016	31.03.2015
13 REVENUE FROM OPERATIONS		
a Sale of Products		
Finished Goods	96545406.82	82616915
Traded Goods	0	0
b Sale of Services	0	0
c Other Operating Revenues		
Sale of Scrap	0	0
Others	0	0
	96545406.82	82616915
Details of Product Sold		
Finish Good	96545406.82	82616915
	96545406.82	82616915
14 OTHER INCOME		
OTHER INCOME	163220	73472
	163220	73472
15 COST OF MATERIAL CONSUMED	31.03.2016	31.03.2015
Opening Stock of Raw Material	3475255	6525195
Add: Purchases	63544691	48936322
Add- Entry Tax	0	93612
Less -: Goods return	0	284684
	67019946	55270445
less-insurance claim received		0
Less: Clsoing Stock of Raw Material	2705256	3475255
	64314690	51795190
Details of Raw Material Consumed		
RM 1 K.G.	59061477	72537907
RM 2 LITTER	5253213	5291373
	64314690	77829280
Details of Stock of RM		
RM 1 LTR Rs	1708876	2879515
RM 2 KG Rs	996380	595740
TOTAL STOCK	2705256	3475255
16 COST OF PACKING MATERIAL CONSUMED	31.03.2016	31.03.2015
Opening Stock Of Packing Material	327250	581585
Purchase A/c	8367571	6281299
	0	0
	8694821	6862884
Less: Closing Stock of Packing material		
Closing Stock	265955	327250
	8428866	6535634
17 CHANGES IN INVENTORY OF FINISHED GOODS AND STOCK IN TRADE	31.03.2016	31.03.2015
a. (Increase)/Decrease in Inventory	0	0
Opening Stock of Inventory	0	0
Stock at Finished goods ad close	215125	325125
Others	325125	515152
	110000	190027
Work in Progress		
Others	0	0



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

18 EMPLOYEE BENEFIT EXPENSES

	31.03.2016	31.03.2015
Salaries & Wages	5644858	5412953
Bonus	295899	265166
Contribution to Provident & Other Funds	735133	539300
Expenses on ESOP & ESPP	0	0
Staff Welfare Expenses	92992	66005
Gratuity Expenses	0	85042
Leave Encashment Expenses	0	0
Medical reimbursements	13565	1522
	<u>6782447</u>	<u>6369988</u>

19 OTHER EXPENSES

Advisiting Exp.	16800	14300
Auditor Remuneration	120000	120000
Cost audit	0	15000
Commision	1257000	2956539
consulating charges	61000	45000
Consumption of Stores & Spares	840609	401371
Conveyance & Vehcle exp	46869.27	11416
courier charges	147792	27194
Club Fees A/c	35400	21000
Cgmsc bank gurantee block	0	730000
Dicount and other charges	15604	14947
Director Remuneration	900000	900000
Donation	12100	46000
Dr/Cr Written Off	882.14	9267
Dipawali exp	32448	28216
Electrial exp	27430	55363
Entry tax by purchase	377251.5	167782
Excise Duty	796507.88	946845
Expiary and Destroyed Goods	395366.5	943084
Factory expenses	594516	673320
Freight Charges	678359.69	1351266
salex tax	562423	0
Insurance	69662	105996
interest on tds a/c	0	21302
Job work charges	454067.8	0
Legal and Fees , Other Fees	443755.73	766011
Loss of Car	0	0
Loss of m.p.govt vat tax	0	212506
Office Expenses	75333	88767
Other Repairs	0	142085
Panalty for lete supply	0	30080
Power & Fuel	2409640	1771855
Professional Charges	361021	325085
Professional tax	0	0
Property Tax	53000	53858
Repairs to Buildings	110516	26034
Repairs to Others	261257	0
Siting fees	398000	0
Service Tax	27433	20337
Share Transfer Exp	129189	134511
Stationery and printint books	55934	55369
Others expenses	0	197049
Telephone and other exp.	61503	104971
Testing charges	171738	82107
Traveling Exp.Director	348038.4	153612
Roundoff	323.63	57
	<u>12348770.54</u>	<u>13769502</u>

Details of Payment to Auditors

As Auditor	0	0
Audit Fee	100000	100000
Tax Audit Fee	20000	20000
Limited Review	0	0
Others	0	0
Reimbursement of Expenses	0	0
	<u>120000</u>	<u>120000</u>



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

20 FINANCIAL COST

	31.03.2016	31.03.2015
Interest on OTHER	1788757	68000
Interest on Working Capital Loans	0	516140
Interest on Unsecured Loans	0	0
Interest on Deposits	0	0
Bank Charges	13181.96	77998
Exchange Difference to the extent of Borrowing Cost	0	0
	1801938.96	662138

21 EXCEPTIONAL ITEMS / EXTRAORDINARY ITEMS

Details with explicit reasoning	0	0
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22 TAX EXPENSES

	31.03.2016	31.03.2015
a Income Tax		
Current Year	216733	355272
Excess / Short Provision of Previous Year	0	
Less: MAT Credit Entitlement	0	0
	216733	355272
b Deferred Tax	0	0
	216733	355272

23 INCOME FROM DISCONTINUED OPERATIONS

Details with explicit reasoning	0	0
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24 RELATED PARTY DISCLOSURE

a Names of Related Parties and Related Party Relationship

Name of Related Party	Relation
SHRI SHYAM KABRA MANAGING DIRECTOR	Key Managerial Person
SMT KUSUM KABRA (SPOUSE OF MD)	Key Managerial Person
SHRI MAHENDRA MANDLOI	DIRECTOR
SHRI AYUSH KABRA	S/o Shri Syam Kabra

b The details of the related party transactions entered into by the Company

Particulars	31.03.2016	31.03.2015
Capital Transactions		
NIL		
Revenue Transactions		
1 SHRI SHYAM KABRA DIRECTOR REMUNRATION	9.00 LACS	9.00 LACS
2 SMT KUSUM KABRA DIRECTOR REMUNRATION	6.00 LACS	6.00 LACS
3. MR MAHENDRA MANDLOI DIRECTOR REMUNRATION	2.68 Lacs	2.68 lacs
4. SHRI AYUSH KABRA REMUNERATION	4.8 Lacs	4.8Lacs
Loan Taken		
NIL		
Loan Given		
NIL		

c The details of amounts due to or due from

Particulars	31.03.2016	31.03.2015
Short Term Loans & Advances	NIL	NIL
Trade Receivables	NIL	NIL
Trade Payables	NIL	NIL
Deposits	NIL	NIL
Others	NIL	NIL



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2016

25 SEGMENT REPORTING

a Identification of Segments

The Company only one segment of the year

b Segment Information

Particulars	Segment A	Segment B	Segment C	Total
Revenue				
External Sales	96545407	0	0	96545407
Incter Segment Sales	0	0	0	
	96545407	0	0	96545407
Results	0	0	0	0
Unallocated Expenses	96217416	0	0	96217416
Operating Profit				
Other Income	163220	0	0	163220
Profit Before Tax	491211	0	0	491211
Income Tax	216733	0	0	216733
Net Profit	274478	0	0	274478

c As at 31.03.2016 Segment Assets

Segment Assets	54114005	0	0	54114005
Unallocated Assets	27274906	0	0	27274906
	81388911	0	0	81388911

As at 31.03.2016 Segment Liabilities

Segment Liabilities	55065368	0	0	55065368
Unallocated Liabilities	0	0	0	0
	55065368	0	0	55065368

26 EARNING PER SHARE

Particulars	31.03.2016	31.03.2015
Profit/ Loss After Tax	274478	705279
Less: Dividends on Preference Shares and Tax Thereon	0	0
Net Profit	274478	705279
No of Shares Basic	4388600	4388600
No of Shares Diluted	0	0
Earning Per Share Basic	0.06	0.16
Earning Per Share Diluted	.	.

**27 LEASES**

Finance Lease

The company not having any financial Lease

Operating Lease

The company having lease hold from DIC

And the company paid lease rent regularly to DIC

28 EMPLOYEE BENEFIT

Contribution to provident fund and Esic for gratuity, leave encasement etc. payment basic. The company has not

are charged to P & L A/c on actual basic and provision retirement benefit are charges to P & L a/c on practice to create separate reserve on actual basic.

29 RAW MATERIAL CONSUMPTION

Particulars	31.03.2016	%	31.03.2015	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	64314690	100%	51795192	100%
packing material				
Imported	0	0%	0	0%
Indigenous	8428866	100%	653622	100%
Components				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%

30 PREVIOUS YEAR FIGURES

The Company has reclassified and regrouped the Previous Year Figures to confirm the current classification. Figures of current and previous year has been regrouped



KABRA DRUGS LIMITED

ATTENDANCE SLIP

CIN: L02423MP1989PLC005438

Registered Office: 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003 (M.P)

(Please complete this attendance slip and hand it over at the entrance of the hall)

I hereby record my presence at Twenty Seventh Annual General Meeting of the Company on Wednesday the 28th September , 2016 at 11:00 A.M at 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003.

Folio No. /DP ID-Client ID:

Full Name of the Shareholder in (Block Letters):.....

No. of Shares held:

Name of Proxy (if any) in the (Block Letters):

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever in not applicable

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting venue. Attendance slips shall also be issued at the venue.
2. Electronic copy of the Annual Report for the year ended March 31, 2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual report for the year ended March 31, 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email id is not registered or have requested for a hard copy.



KABRA DRUGS LIMITED

PROXY FORM CIN: L02423MP1989PLC005438

Registered Office: 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003 (M.P)
(Please complete this attendance slip and hand it over at the entrance of the hall)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	L02423MP1989PLC005438		
Name of Company	KABRA DRUGS LIMITED		
Registered Office	26,SECTOR-A SANWER ROAD,INDUSTRIAL ESTATE, INDORE-452 003,(M.P.)		
Name of Member (s)			
Registered Address			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member(s) of Shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
3.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of



KABRA DRUGS LIMITED

the Company, to be held on Wednesday the 28th September , 2016 at 11:00 A.M at 26, Sector “A”, Sanwer Road, Industrial Area, Indore – 452 003, (M.P.) and at any adjournment in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Re-appointment of Shri Mahendra Singh Madloi who retires by rotation		
3. Ratification of appointment of Auditors M/s Agarwal & Jhavar Associates, Chartered Accountant		
4. Re-appointment of Mr. Shyam Kabra as Managing Director of the Company for a term of five years		

*Applicable for investors holding shares in the electronic form.

Affix a Revenue Stamp

Signed this -----day of ----- 2016.

Signature of shareholder

..... Signature of First Proxy holder Signature of Second Proxy holder Signature of Third Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10 % of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. This is only optional. Please put a ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be Stated.