

DRUGS & PHARMACEUTICALS LTD.

22nd Annual Report 2011 - 2012

BOARD OF DIRECTORS

Mihir R.Ghatalia Jagdish K.Shah Lalit R.Tulsiani Chetan K.Mehta Satish M.Sheth Managing Director Chairman Director Director Director

REGISTERED OFFICE

E-34, M.I.D.C., Tarapur, Boisar, Dist.Thane. Pincode - 401 506.

HEAD OFFICE

107, Sahakar Bhavan, 340/348, Narshi Natha Street, Masjid, Mumbai - 400 009.

WORKS

E-34, M.I.D.C, Tarapur, Boisar, Dist.Thane. Pincode - 401 506.

BANKERS

STATE BANK OF PATIALA Seepz++, Andheri (East) Branch INDIAN OVERSEAS BANK Vile Parle (East) Branch CANARA BANK Vile Parle (East) Branch

AUDITORS

DMKH & Co. C-9, Sanjay Apartment, Near Gokul Hotel, SVP Road, Borivali (W), Mumbai - 400 092.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON, 29^{TH} SEPTEMBER, 2012 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 9.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2012 and the Balance Sheet as on that date and the Report of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Satish Sheth, who retires by rotation and, being eligible, offers himself for reappointment.
- To appoint M/s DMKH and company, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorise the Board of Directors to fix their remuneration.

By order of the Board of Directors FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R.Ghatalia Managing Director

REGISTERED OFFICE: E-34, MIDC, TARAPUR, BOISAR, DIST.THANA

Date: 6th September, 2012

Place: Mumbai

NOTES:

 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

- 2. The relevant Explanatory Statement pursuant to the Section 173 (2) of the Companies Act, 1956 is annexed hereto.
- 3. The register of members and the share transfer books of the company will remain closed from 26th September' 2012 to 29th September' 2012 (both days inclusive) in connection with the Annual General Meeting.
- 4. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys, change in their address etc to the Registrar & Share Transfer Agents i.e

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078.

5. As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed and reappointed is furnished below:

| 1 | Name Of Director | Mr. Satish Sheth |
|---|--|------------------|
| 2 | Age | 43 Years |
| 3 | Date of Appointment | 31-01-2005 |
| 4 | Qualification | B.Com |
| 6 | Directorship held in other Limited Companies (Excluding Foreign Companies) | NIL |
| 7 | Committee position held in other companies | NIL |
| 8 | Number of Shares held | NIL |

6. Members are requested to bring their copy of the Annual Report at the meeting.

By order of the Board of Directors FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R.Ghatalia Managing Director

REGISTERED OFFICE: E-34, MIDC, TARAPUR, BOISAR, DIST. THANA

Date: 6th September, 2012

Place: Mumbai

DIRECTORS REPORT

To,

The Shareholders,

Your Directors have pleasure in presenting the Twenty Secound Annual Report together with Audited Accounts for the year-ended 31st March, 2012.

FINANCIAL RESULTS:

(In ₹)

(In ₹)

| Particular | 31 st March' 2012 | 31 st March' 2011 |
|---|------------------------------|------------------------------|
| Income | 1306165678 | 678404953 |
| Expenditure | 1302054450 | 668449763 |
| (Loss)/ Profit Before Exceptional Item & Tax | 4111228 | 9955190 |
| Profit Before Tax | 4111228 | 9955190 |
| (Less)/ Add: Balance Brought Forward From Previous Year | 47981323 | 40075767 |
| Less: Income Tax Provision | 1272506 | 2049635 |
| Balance Carried To Balance Sheet | 51224923 | 47981322 |

During the year the Company has issued the Rights Shares in the ratio of 2:1 at a price of Rs. 25.00 per share (including premium of Rs. 15.00 per share).

REVIEW OF OPERATIONS & FUTURE OUTLOOK

- PROFIT FROM WASTE: Company plans to manufacture Ammonium Sulphate from effluent, which at present is drained away, additional investment of Rs. 95.22 lacs is required, the company has already invested Rs. 90 lacs from internal accruals & Share application money, company has already placed order for required machinery & expects to start productions by 31st March'2013. This will add to profitability of company.
- 2. CREATING NEW CAPACITIES: Company plans to increase capacity by app. 80% of existing capacity of Metronidazole (MTZ) and Metronidazole Benzoate (MBO) i.e. from 35 M.T. (MTZ) to 65 M.T. (MTZ) and from 10.50 M.T. (MBO) to 20 M.T. (MBO) respectively, Additional investment of Rs.177.76 lacs is required the Company has already invested Rs. 160 lacs through internal accruals & Share application money. Company has already placed order for required machinery & expects to starts production by 31st March'2013.
- 3. EXPANDING PRODUCT BASKET: Company plans to add new products i.e. Tinidazole, Glyoxal and Sildenafil Citrate. The total requirement for addition of this 3 products is Rs.875.76 lacs out of which the company has already invested Rs.672.91 lacs towards expansion. This investment is done through Internal accruals & Share application money. Company has already placed order for required machinery & expects to starts production by September'2013

DIVIDEND

Your directors do not recommend any dividend for the year ended 31st March, 2012.

BONUS ISSUE

The Company has declared bonus shares in the ratio of 1:5, i.e. one bonus share for every five equity shares held as on the record date, during the month of June, 2012.

DEPOSITS

The Company has not accepted the deposits from the public as per the Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTOR

Mr. Satish Sheth, Director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm:

- that in preparation of the Annual Accounts for the year ended 31st March, 2012, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of financial year ended 31st March,2012 and the profit/(Loss) of the Company for the year under review;
- iii) that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the annual accounts for the year ended 31st March,2012 have been prepared on a "going concern basis"

AUDITORS

M/s. DMKH & Company, who were appointed as Auditors to hold office until the conclusion of the ensuing Annual General Meeting are eligible for re-appointment. The Company has received the Certificate from them to this effect.

AUDIT COMMITTEE

The Company has formed the Audit Committees as per Section 292A of the Companies Act, 1956. The Members of the Committees are experts in finance matters, company law and general business practice.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is produced as a part of the Annual Report along with the Auditors statement on its compliance.

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

Information in accordance with the provisions of Section 217(1)(e) of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in annexure and forms part of this report.

EMPLOYEES:

There were no employees coming under the purview of Section 217(2A) of the Companies Act, 1956 and the rules frame there under.

DISCLOSURE UNDER SECTION 274

None of the Directors of the company are disqualified for being appointed as Directors as specified under section 274 of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000.

<u>ACKNOWLEDGMENTS</u>

Your Directors wish to place on record, the appreciation for the continued support of the customers, Bankers and Suppliers. Your Directors acknowledge and thank the employees for their valuable contribution and involvement.

For and on behalf of the Board of Directors

Jagdish K.Shah CHAIRMAN

Place: Mumbai

Date: 06th September, 2012

ANNEXURE TO DIRECTOR'S REPORT

ANNEXURE-"I"

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORBTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

A. CONSERVATION OF ENERGY:

- a) Energy conservation measures taken:
 - The company has been strictly observing and monitoring the power consumption.
 - ii) The grinding operation with keeping the automatic regular of feeds has been maintained to minimize power consumption.
 - iii) Dual Fuel Burner was installed.
- b) Impact of above measures:
 High power factor above 0-9 and optimization of the grind ability has been maintained.

B. POWER AND FUEL CONSUMPTION:

| Par | rticulars | 2011-2012 | 2010-2011 |
|-------|----------------------------------|-----------|-----------|
| (i) | Electricity Purchased: | | |
| | Units (KWH) | | |
| | Total Amount (Rs.) | | |
| | Rate / Unit (Rs.) | | |
| (ii) | Own generation | | |
| ` ' | a) Through diesel generator Unit | | |
| | Units per ltr. Of diesel oil | | |
| | Cost / Unit | | |
| | b) Through steam turbine/genera | itor | |
| | Unit | 109125 | 581250 |
| | Units per ltr. Of fuel oil / gas | 5.45 | 6.14 |
| | Cost / Unit | 5.00 | 4.50 |
| (iii) |) Coal | | |
| | Quantity (tones) | | |
| | Total Cost | | |
| | Average rate | | |
| (iv) | Furnance Oil / Diesel | | |
| | Quantity (k. Itrs.) | 20000 | 94352 |
| | Total Amount (Rs.) | 545626 | 2615626 |
| | Average rate (Rs.) | 27.28 | 27.72 |
| (v) | Others/internal generation | | |
| | Quantity | | |
| | Total cost | | |
| | Rate / unit | | |

| | | Quantity (in MTS) | Quantity (in MTS) |
|--|---|----------------------|--------------------------------------|
| Pı Rl i) ii) | By the company : | | 26.50 |
| | Expenditure on R&D : | 2011-12 (Rs.) | 2010-2011 (Rs.) |
| a) b) c) | Recurring Total | | · |
| | Absorption, adaption and innovation | • | 2010-2011 (Rs.) |
| 5) | j Donomo derived do a result of the above | 2011-12 (Rs.) | 2010-2011 (Rs.) |
| c) | In case of imported technology (import during the last 5 years reckoned from the beginning of the financial year) Technology import Year of import Has technology ben fully absorbed If not fully absorbed, areas where has not Taken place, Reasoms the and future Plans of action | ed he | |
| A l Ad To Ex ar To | OREIGN EXCHANGE EARNINGS ND OUTGO: ctivities relating to exports; initiative taker o increase exports; development of new xports markets for products and services; nd export plans; otal Foreign Exchange used otal Foreign Exchange earned (F.O.B.) | 2011-12 (Rs.) | 2010-2011 (Rs.) |
| | For and on be | ehalf of the | Board of Directors Jagdish K.Shah |

Place: Mumbai

Date: 06th September, 2012

Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

This report contains statements, which may constitute "forward looking statements" within the meaning of the applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of the future events. Actual results could differ materially from those expressed or implied. Important factors that could impact the Company's performance include, among others, economic conditions affecting the demand / supply and price conditions in the markets in which the company operates, changes in the Government policies, regulations, tax laws, other statutes and incidental factors.

The Company undertakes no obligations to update or revise forward-looking statements on the basis of any subsequent developments, information or events.

GENERAL REVIEW

The Company is in the API / Bulk Drugs manufacturing and offers a range of products for diverse industrial applications. The Company maintains its head office in Masjid, Mumbai and the plant in Tarapur, Maharashtra.

SIGNIFICANT FINANCIAL EVENTS OF THE YEAR

The Company has achieved 95% capacity utilities i.e. Sales of Rs.13048.07 lacs. This has been mainly possible due to the efforts put in to achieve growth. The increased sales also reflect the improved performances of the company. The Company's improved capacity utilization at the plant and streamlined production processes.

Expenditure increased from Rs.6684.50 lacs. To Rs. 13020.54 lacs

The paid-up equity share capital stood at Rs.1401.22 lacs as on 31st March, 2012. The Earnings per Share were Rs.0.023. The Company has issued the Rights Shares in the ratio of 2:1 at a price of Rs. 25.00 per share (including premium of Rs.15.00 per share). As the company is going for expansion hence dividend not recommended.

RESOURCES AND LIQUIDITY

Primary liquidity needs have been to finance working capital needs. To fund these, the company relied on internal accruals and borrowings. The Company's secured loans is 442.13 And unsecured loans is Rs.0.95 lacs, which is made by Director's & its Relatives.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains effective internal controls, systems and procedures for management of its business. As a part of this process, system and procedures are regularly reviewed and strengthened. The internal controls systems cover the accounting, production and administration functions. The Company has appointed an outside internal audit agency to further assess the systems and provide valuable deback on the systems and areas of improvement of the same. The Company has a proper and adequate system to ensure that all assets are safeguard and protected against loss, theft, unauthorized use and damage from improper use.

HUMAN RESOURCES / DEVELOPMENT

The Company has a large pool of talented and knowledgeable personnel. The Company offers several in-house training programs to its personnel. This is aimed at continuos development and improvement of the company's talent pool. Over 15 inhouse training Programs were conducted during the year. Industrial relations at the plant remained cordial throughout the year.

OUTL OOK

The industry sector under which the company operates has been posting healthy growth rates over the years. The market for the product mix is expanding at above 6% per annum. These factors provide opportunities for the company to continue to return impressive growth and returns for all stakeholders.

CORPORATE GOVERNANCE

PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources flow and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and the Board of Directors are your fiduciaries and trustee's engaged in pushing the business forward and maximizing the value for you, the shareholders..

CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interests of stakeholders. We further believe that the shareholders have the right to know the complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The report on Corporate Governance is divided in to five parts

- Board of Directors
- Committees of the Board.
- Disclosure
- 4. Means of Communication
- Shareholder Information

I BOARD OF DIRECTORS

A. The details of the Board of Directors of the Company. Meeting held and attendance of the Directors are given below:

| Name of Directors | Designation | Directorship in other public | Other Companies Committee | |
|-----------------------|---------------------|------------------------------|------------------------------|-------------|
| | | Limited Companies | Membership | Chairperson |
| Mr. Lalit R. Tulsiani | Whole time Director | Nil | Nil | Nil |
| Mr. Mihir R. Ghatalia | Managing Director | Nil | Nil | Nil |
| Mr. Jagdish K. Shah | Chairman | Nil | Nil | Nil |
| Mr. Chetan K.Mehta | Director | Nil | Nil | Nil |
| Mr. Satish M. Sheth | Director | Nil | Nil | Nil |

As required by the Companies Act, 1956 & Clause 49 of the Listing Agreement, none of the Directors hold Directorship in more than 15 public Companies, Membership of Board Committees (Audit / Remuneration/Investor Grievance Committees) in excess of 5.

B. REVIEW OF THE BOARD

The Board of Director's review in their Board Meeting matters relating to:

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments and Exposures limits
- Business risk analysis and control
- Senior Executive appointment
- Compliance with statutory/ regulatory requirements and review of major legal issues
- Adoption of quarterly results/ annual results
- Transactions pertaining to purchase, disposal of property, major provisions and write offs.

C. BOARD MEETINGS

The meetings of the Board of Directors are scheduled well in advance and the folder containing agenda for the meeting with detailed review of all aspects of the Company business, including Performance of the Company, Employee relations, details of Investments, Capital Expenditure, etc. is circulated to all the Directors before 7days of the date of Board Meeting. It also highlights important matters discussed at the Audit Committee, Share Transfer Committee & Investor Grievance Committee of the Board. Four Board Meetings were held during the year on 05/04/2011, 30/09/2011, 09/01/2012, 30/01/2012 and 10/02/2012.

| Name of Directors | No. of Board Meeting Held | No. of Board Meeting attended | Attendance at last AGM |
|-----------------------|------------------------------|----------------------------------|------------------------|
| Mr. Lalit R. Tulsiani | 5 | 5 | Yes |
| Mr. Mihir R. Ghatalia | 5 | 5 | Yes |
| Mr. Jagdish K. Shah | 5 | 5 | Yes |
| Mr. Chetan K.Mehta | 5 | 5 | Yes |
| Mr. Satish M. Sheth | 5 | 3 | Yes |

D. CODE OF CONDUCT

The Board of Directors has adopted the code of conduct & responsibilities of the Board towards the Company in the Board Meeting.

II COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Composition of Audit Committee and attendance of members of the meetings are as under:

| Name of Members | Category | Designation | No. of Meetings Attended |
|---------------------------|------------------------------|-------------|-----------------------------|
| Mr. Mihir Rajesh Ghatalia | Managing Director | Director | 4 |
| Mr. Chetan K. Mehta | Non Executive Independent | Director | 4 |
| Mr. Jagdish Shah | Non-Executive Independent | Chairman | 4 |

Audit Committee reviews in their meetings & recommends to the Board matters relating to the following terms of reference

- To Oversee the Company's Financial reporting process and disclosure of its financial information.
- To recommend the appointment of Statutory Auditors and fixation of the Audit fee.
- To review and discuss with the Auditors about internal control system, the scope of audit including observations of the Auditors, adequacy of internal audit function, major accounting policies, practices and entries, compliance with accounting Standards with The Stock Exchanges and legal requirements concerning financial statements and related party transactions, if any.
- To review the Company's Financial and Risk Management Policies and discuss with the Internal Auditors.
- To follow-up significant finding thereon.
- To review the quarterly and annual financial statements before submission to the Board of Directors.

During the financial year the Audit Committee met 29/04/2011, 29/07/2011, 31/10/2011 & 30/03/2012.

B REMUNERATION COMMITTEE

Remuneration Committee reviews and approves the annual salaries, performance commission, service agreements and other employment conditions for Executive Directors. The Composition of the Remuneration Committee is as under.

| Name of Members | Category | Designation |
|-----------------------|-----------------------------|-------------|
| Mr. Chetan K. Mehta | Non-Executive - Independent | Chairman |
| Mr. Mihir R. Ghatalia | Managing Director | Member |
| Mr. Satish M.Sheth | Non-Executive - Independent | Member |
| Mr. Lalit R. Tulsiani | Non-Executive - Independent | Member |

Remuneration to Managing Director and Non Executive Director:

| Name of Directors | Designation | Salary | Perquisite | Total (Rs.) | Service Contract |
|-----------------------|-------------|-----------|--------------|--------------|---------------------|
| Mr. Mihir R. Ghatalia | Managing | 300000.00 | 13,83,181.00 | 16,83,181.00 | 3 Years |
| | Director | | | | w.e.f. 29/12/2009 |
| | | | | | to 30/12/2012 |

C. SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

a. The Committee comprises of the following members

| Name of the Director | Category | Designation |
|-----------------------|-----------------------------|-------------|
| Mr. Mihir R. Ghatalia | Managing Director | Member |
| Mr. Lalit R. Tulsiani | Whole time Director | Member |
| Mr. Chetan K. Mehta | Non-Executive - Independent | Member |
| Mr. Jagdish K. Shah | Non-Executive - Independent | Chairman |

b. Name & Designation of Compliance Officer:

Mrs. Sweta Poddar

Bhakti Residency, Flat - 803, Plot No. 6, Sector - 11, Sanpada, Navi Mumbai, Mumbai - 400705. Tel/ Fax No: 022-23455543

- c. Number of Shareholder Complaints received so far: 13
- d. Number of Complaints not solved to satisfaction: Nil
- e. Number of pending complaints: NIL

GENERAL BODY MEETINGS

Location and time of General Meetings held in last three years.

| Year | AGM / EGM | Date | Time | Venue | Special Resolution |
|---------|--------------|----------|------------|--|-----------------------|
| 2012-13 | EOGM | 13/06/12 | 09.00 A.M. | E-34, MIDC,Tarapur, Boisar, Thana-401 506. | YES |
| 2011-12 | EOGM | 02/05/11 | 09.00 A.M. | E-34, MIDC, Tarapur, Boisar, Thana-401 506. | NO |
| 2010-11 | AGM | 30/09/11 | 09.30 A.M. | E-34, MIDC, Tarapur, Boisar, Thana-401 506. | NO |
| 2009-10 | AGM | 30/09/10 | 09.30 A.M. | E-34, MIDC, Tarapur, Boisar, Thana-401 506. | NO |
| 2008-09 | AGM | 30/09/09 | 09.30 A.M. | E-34, MIDC, Tarapur, Boisar, Thana-401 506. | NO |

of the above meetings. At the ensuing AGM there are no resolution proposed to be passed through postal ballot.

III DISCLOSURE

- There were no materially significant related party transactions with the promoters, Directors etc that may have potential conflicts with the interest of the company at large.
- b. There were no pecuniary relationships or transactions of Non Executive Directors vis- a- vis the Company.

IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Stock Exchanges in accordance with the Listing Agreement.

V SHAREHOLDERS INFORMATION

1. ANNUAL GENERAL MEETING

Date & Time
 29th September, 2012 at 9.30 a.m
 Venue
 E-34, MIDC, Tarapur, Boisar

Thana - 401 506.

2. Book Closure Date : 26th September, 2012 to

29th September, 2012 (both days inclusive)

3. Registered Office : E-34, MIDC, Tarapur, Boisar

Thana - 401506.

4. Equity Shares Listed: The Bombay Stock Exchange Limited

The Stock Exchange, Ahmedabad

The Stock Exchange, Delhi

5. Stock Price Data & ISIN No:

The monthly high and low shares prices during the year at BSE are as under (ISIN NO: INE198401019)

| MONTH | HIGH | LOW |
|------------------|-------|-------|
| April - 2011 | 24.85 | 21.60 |
| May - 2011 | 27.50 | 21.55 |
| June - 2011 | 28.65 | 21.05 |
| July - 2011 | 25.20 | 20.05 |
| August - 2011 | 21.75 | 17.15 |
| September - 2011 | 20.60 | 17.30 |
| October - 2011 | 18.65 | 17.25 |
| November - 2011 | 24.50 | 17.00 |
| December - 2011 | 21.45 | 16.40 |
| January - 2012 | 19.85 | 16.20 |
| February - 2012 | 17.95 | 15.15 |
| March - 2012 | 16.45 | 11.30 |

6. Registrar & Transfer Agents: LINK INTIME INDIA PVT LTD.

C-13, Pannalal Silk Mills Compound,

L. B. S. Marg, Bhandup (West), Mumbai - 400 078.

7. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

| No. of Equity | Shareholders | | Share Amo | unt (Rs) |
|------------------|--------------|--------|-----------|----------|
| Shares Held Nos. | Nos. % | | Nos. | % |
| 1-500 | 5645 | 86.71 | 9237750 | 6.59 |
| 501-1000 | 481 | 7.39 | 4056860 | 2.90 |
| 1001-2000 | 197 | 3.03 | 3098890 | 2.21 |
| 2001-3000 | 71 | 1.09 | 1789530 | 1.28 |
| 3001-4000 | 37 | 0.57 | 1344120 | 0.96 |
| 4001-5000 | 17 | 0.26 | 828720 | 0.59 |
| 5001-10000 | 24 | 0.37 | 1797320 | 1.28 |
| 10001 & above | 38 | 0.58 | 117969170 | 84.19 |
| Total | 6510 | 100.00 | 140122360 | 100.00 |

8. CATEGORY OF SHAREHOLDINGS AS ON 31.3.2012

| Sr. | CATEGORY | DEMATED | | PHYSICAL | | TOTAL | |
|-----|----------------------------------|----------|---------|----------|---------|----------|--|
| No. | | Shares | Holders | Shares | Holders | | |
| 1 | Other Corporate Bodied | 181861 | 94 | 20200 | 19 | 3202061 | |
| 2 | Clearing Member | 309755 | 40 | 0 | 0 | 309755 | |
| 3 | Non Resident Indian | 8268 | 14 | 0 | 0 | 8268 | |
| 4. | Non Resident (Non Repatrible) | 2052 | 2 | 0 | 0 | 2052 | |
| 5. | Public | 4894009 | 4147 | 601640 | 2191 | 5495649 | |
| 6. | Promoters | 4994451 | 3 | 0 | 0 | 4994451 | |
| | Total | 13390396 | 4300 | 621840 | 2210 | 14012236 | |

9. FINANCIAL RELEASE DATES FOR THE YEAR 2012-13

| QUARTER RELEASE DATE | TENTATIVE AND SUBJECT TO CHANGE) |
|---|----------------------------------|
| 1 st Quarter ending 30 th June | End of July, 2012 |
| 2 nd Quarter ending 30 th September | End of October, 2012 |
| 3 rd Quarter ending 31 st December | End of January, 2013 |
| 4 th Quarter ending 31 st March | End on April, 2013 |

10. DEMAT POSITION AS ON 31.03.12

| Total No. of Fully | Shares in | Percentage | Shares in | Percentage |
|--------------------|------------|------------|---------------|------------|
| paid up shares | demat form | (%) | physical form | (%) |
| 14012236 | 13390396 | 95.56% | 621840 | 4.44% |

11. The Company has no outstanding GDR/ Warrant and Convertible Bonds.

Auditors' Certificate on Compliance of the conditions of Clause 49 of the Listing Agreement (Corporate Governance) for the year ended 31st March, 2012

To
The Member's of M/S AAREY DRUGS & PHARMACEUTICALS LIMITED

We have examined the compliance of conditions of Corporate Governance by Aarey Drugs & Pharmaceuticals Limited for the year ended 31.03.2012, as stipulated in Clause 49 of the listing agreement of the said company with stock exchanges.

The Compliance condition of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the 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 explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance are pending for a period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

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

For DMKH & Co. Chartered Accountants, FRN. No. 116886W

CA. Omprakash Somani Partner M.No. 123830

Place: Mumbai

Date: 6th September, 2012

AUDITORS' REPORT

To.

The Members.

AAREY DRUGS & PHARMACEUTICALS LIMITED

- We have audited the attached Balance Sheet of AAREY DRUGS & PHARMACEUTICALS LIMITED as at 31st March 2012, the statement of Profit & Loss and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial Statements are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts and disclosure in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall Financial Statement presentation. We believe that our audit provides reasonable basis for our opinion.
- 3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
- 4. Further to our comments in the Annexure referred to above, we state that:
 - We have obtained all the information and explanation which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
 - ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
 - iii. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - iv. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
 - v. On the basis of written representation received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (q) of sub-section (1) of Section 274 of the Companies Act. 1956.
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2012,
 - (ii) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date, and
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For DMKH & Co. Chartered Accountants FRN. No. 116886W

CA. OM PRAKASH SOMANI Partner

M.No. 123830

Place: Mumbai Date: 06/09/2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of Auditors' Report of even date on the financial statements as at and for the year ended 31st March,2012)

On the basis of such checks as were considered appropriate and according to the information and explanation given to us during the course of audit, we state that:-

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - The assets have been physically verified by the management in accordance with the phased programme of verification adopted by the Company. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and nature of fixed assets, no material discrepancies have been noticed in respect of assets physically verified during the year.
- No substantial part of the fixed assets has been disposed off during the year.
- The inventory has been physically verified by the management at reasonable intervals during the year.
 - b. In our opinion, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were notmaterial.
- iii. a. The Company had given unsecured loans to Four Parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum principal amount involved during the year was 106.62 Lacsand Closing Balance is 59.52 Lacs
 - b. In Our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions on which the loans have been granted to companies covered in the register maintained under section 301 of the companies act, 1956 are not prima facie prejudicial to the interest of the company, at the time when loans were granted.
 - As explained to us, principal amount and interest are also regular.
 - According to the information and explanation given to us, there is no overdue amount for more than rupees one lakh.
 - The Company has taken unsecured loan from one parties and Two Companies covered in register maintained under section 301 of the Companies Act, 1956. The maximum amount involved was 0.95 Lacs and the Closing balance is 0.95 Lacs
 - In our opinion the rate of interest and other term and conditions of loan taken by the company are not prima facie prejudicial to the interest of the Company.
 - The Payments of principal amounts and interest in respect of such loans during the year has been regular/as per stipulation.
- iv. In our opinion and according to the information and explanations given to us, there is 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 our audit no major weakness has been noticed in the internal control system. V
 - In respect of the contracts and arrangements referred to in Section 301 of the Companies Act 1956:
 - a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of the contracts and arrangements that need to be entered in the register maintained under Section 301 of the Companies Act 1956, have been so entered
 - b. In our opinion, and according to the information and explanations given to us, these contracts or arrangements referred to in (a) above have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under
- The Company does not have a formal system of Internal Audit, but there are adequate checks & controls at all level established by the management.
- viii. According to the information and explanation given to us the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for any of the activities of the company.
- The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Costom Duty, Excise Duty, cess and other material statutory dues applicable to the company with the appropriate authorities According to the information and explanation given to us, there are no undisputed ix. a. amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
 - According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute except the following:-

| Name of the statute | Nature of the dues | Amount (Rs.) | Period to which the amount related | Forum where dispute pending |
|----------------------|--------------------|-----------------|------------------------------------|-----------------------------|
| Income Tax Act, 1961 | Income Tax | Rs. 79,83,821/- | A.Y. 2000-2001 | ITAT Mumbai |
| Income Tax Act, 1961 | Income Tax | Rs. 592,527/- | A.Y. 2001-2002 | ITAT Mumbai |
| Income Tax Act, 1961 | Income Tax | Rs. 3,40,729/- | A.Y. 2002-2003 | ITAT Mumbai |
| Income Tax Act, 1961 | Income Tax | Rs. 58,94,180/- | A.Y. 2003-2004 | ITAT Mumbai |
| Income Tax Act, 1961 | Income Tax | Rs. 44,09,110/- | A.Y. 2004-2005 | ITAT Mumbai |

- The Company does not have any accumulated losses as at 31st March, 2012. The company has not incurred cash losses during the financial year х. covered by our audit and immediately preceding financial year.
- According to the records of the Company examined by us and the information and explanation given to us, we are of the opinion that the Company xi. has not defaulted in repayment of dues to financial institutions, banks or debenture holders as at the Balance sheet date.
- XII. Based on our examination of documents and records and according to the information and explanation given to us, we are of the opinion that the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the Company.
- The Company has maintained proper records of the transactions and contracts for dealing or trading in shares, securities, debentures and other xiv. investments and timely entries have been made therein. All shares, securities, debentures and other investment have been held by the company, in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956, and save for certain shares which are either lodged for transfer or held with transfer forms.
- In our Opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others XV from Banks or Financial Institutions during the year.
- xvi In our Opinion, and according to the information and explanations given to us, the Company did not have any term loans outstanding during the year.
- xvii According to the information and explanations given to us and on an overall examination of the cash flow statements and balance sheet of the company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.
- During the year the Company has not made any preferential allotment of shares to the parties covered and recorded in the register maintained under section 301 of the Companies Act 1956. xviii.
- According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any xix.
- The Company has raised money of Rs. 22.53 Crore on account of right issue during the period. XX.
- During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing xxi. practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For DMKH & Co. Chartered Accountants Firm Regn. No.: 116886W CA. Om Prakash Somani - Partner Membership No.: 123830

Place: Mumbai. Date: 6th September, 2012

| BALANCE SHEE | T AS AT 315 | ST MARCH, 2012 | | | |
|---|----------------|-----------------------------------|---------------------------------|--|--|
| PARTICULARS | Note No. | As at 31.03. 2012 | As at 31.03. 2011 | | |
| | | (In ₹) | (In ₹) | | |
| A EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' funds | | | | | |
| (a) Share capita | 2 | 140,122,360 | 50,004,000 | | |
| (b) Reserves and surplus | 3 | 187,997,590 328,119,950 | 49,981,329 99,985,329 | | |
| Share application money pending allo | tment | 320,119,930 | 119,065,100 | | |
| 2 Non-current liabilities | | | ,, | | |
| (a) Long-term borrowings | 4 | 171,815 | 410,030 | | |
| (b) Deferred tax liabilities | | - | - | | |
| (c) Other long-term liabilities | | - | - | | |
| (d) Long-term provisions | | 171,815 | 410,030 | | |
| 3 Current liabilities | | 17 1,013 | 410,030 | | |
| (a) Short-term borrowings | 5 | 44,136,603 | 32,532,327 | | |
| (b) Trade payables | 6 | 480,751,454 | 153,539,100 | | |
| (c) Other current liabilities | 7 | 6,591,444 | 10,392,863 | | |
| (d) Short-term provisions | 8 | 8,591,334 | 10,711,907 | | |
| | | 540,070,834 | 207,176,197 | | |
| TOTAL B ASSETS | | 868,362,599 | 426,636,656 | | |
| 1 Non-current assets | | | | | |
| (a) Fixed assets | | | | | |
| (i) Tangible assets | 9 | 39,429,115 | 45,251,106 | | |
| (ii) Intangible assets | | - | - | | |
| (iii) Capital work-in-progress | | 8,781,275 | 8,781,275 | | |
| (iv) Intangible assets under deve | elopment | - | - | | |
| (v) Fixed assets held for sale | | 48,210,390 | 54,032,381 | | |
| (b) Non-current investments | 10 | 15,940 | 15,940 | | |
| (c) Deferred tax assets (net) | 10 | - | - | | |
| (d) Long-term loans and advances | | - | - | | |
| (e) Other non-current assets | 11 | 1,254,107 | 211,746 | | |
| | | 1,270,047 | 227,686 | | |
| 2 Current assets | | | | | |
| (a) Current investments (b) Inventories | 12 | 81,227,835 | 34,829,217 | | |
| (c) Trade receivables | 13 | 477,993,607 | 193,608,101 | | |
| (d) Cash and cash equivalents | 14 | 11,419,785 | 3,792,119 | | |
| (e) Short-term loans and advances | 15 | 82,440,992 | 3,767,776 | | |
| (f) Other current assets | 16 | 165,799,942 | 136,379,377 | | |
| •• | | 818,882,161 | 372,376,590 | | |
| TOTAL | | 868,362,599 | 426,636,656 | | |
| Significant Accounting Policies | 1 | | | | |
| The accompanying notes are an integ | gral part of t | he financial statem | ents | | |
| FOR DMKH & CO FOR A A PEY DRUGS & PHARMACEUTICAL SLTD | | | | | |

FOR DMKH & CO., For AAREY DRUGS & PHARMACEUTICALS LTD

Chartered Accountants

Firm Registration No.: 116886W

JAGDISH K SHAH CHAIRMAN

CA. O.P.SOMANI PARTNER

M NO. 123830

20

Place : MUMBAI MIHIR R.GHATALIA CHETAN K. MEHTA
Date: 6th September, 2012 MANAGING DIRECTOR DIRECTOR

| PART | ICULARS | Note No. | For year ended 31 March, 2012 | For year ended 31 March, 2011 |
|--------|--|----------------|-------------------------------|-------------------------------|
| | | | (In ₹) | (In ₹) |
| A CC | NTINUING OPERATIONS | | | |
| 1 | Revenue from operations (gross) | 17 | 1,304,807,312 | 676,807,586 |
| 2 | Otherincome | 18 | 1,358,366 | 1,597,367 |
| 3 | Total revenue | | 1,306,165,678 | 678,404,953 |
| 4 | Expenses | | | |
| | (a) Cost of Goods Sold | 19 | 1,276,083,262 | 653,017,874 |
| | (d) Employee benefits expense | 20 | 2,609,661 | 2,040,360 |
| | (e) Finance costs | 21 | 7,487,058 | 1,322,056 |
| | (f) Depreciation and | 9 | 5,895,536 | 5,043,169 |
| | amortisation expense | | | |
| | (g) Other expenses | 22 | 9,978,933 | 7,026,305 |
| | Total expenses | | 1,302,054,450 | 668,449,763 |
| 5 | Profit / (Loss) before exceptional | | - | |
| | and extraordinary items and tax (| 3 - 4) | 4,111,228 | 9,955,190 |
| 6 7 | Exceptional items Profit / (Loss) before extraordina | ry | | |
| | items and tax $(5+6)$ | | 4,111,228 | 9,955,190 |
| 8 | Extraordinary items | | | |
| 9 | Profit / (Loss) before tax (7 + 8) | | 4,111,228 | 9,955,190 |
| 10 | Tax expense: | | | |
| | (a) Current tax expense for curre | ent year | 1,272,506 | 1,468,538 |
| | (b) (Less): MAT credit (where ap | plicable) | - | 581,091 |
| | (c) Current tax expense relating | to prior years | - | |
| | (d) Net current tax expense | | - | |
| | (e) Deferred tax | | | |
| | | | 1,272,506 | 2,049,629 |
| 11 | Profit / (Loss) for the year | | 2,838,721 | 7,905,561 |
| 12 | Earnings per share (of Rs. 10/- ea | ach): | | |
| | (a) Basic | | 0.20 | 1.58 |
| | (b) Diluted | | 0.20 | 1.58 |
| | The accompanying notes are an | integral part | of the financial sta | atements |

Chartered Accountants

Firm Registration No.: 116886W

CA. O.P.SOMANI **PARTNER**

M NO. 123830

Place: MUMBAI Date: 6th September, 2012

JAGDISH K SHAH CHAIRMAN

MIHIR R.GHATALIA CHETAN K. MEHTA MANAGING DIRECTOR DIRECTOR

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS

NOTE 1:

SIGNIFICANT ACCOUNTING POLICIES:

(a) Corporate Information

Nature of Business Activity:

Manufacturing and Trading in Chemical Products, Solvent, and Drugs Intermediates etc.

(b) Basis of Preparation of Financial Statements

The financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act,1956 ("the Act"). The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

(c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(d) Revenue recognition

All incomes and expenditure are recognized as per 'Accounting Standard- 9' accounted on accrual basis except where stated otherwise.

(e) (Fixed Assets

(i) Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition price. Borrowing costs directly attributable to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase be put to use.

(ii) Intangible fixed assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a basis which is estimated to be the useful life of the asset.

(f) Depreciation

Depreciation has been provided on Written down value Method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956 on pro-rata basis from the date assets have been put to use.

However, the Company has not provided depreciation in the financial year 2001 to 2004 and has provided excess depreciation later on resulting in the Reserved & Surplus being overstated by Rs.2,937,405

(g) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized in accordance with Accounting Standard-28 "Impairment of Assets", for the amount by which the asset's carrying amount exceeds its recoverable amount as on the carrying date. The recoverable amount is higher of the asset's fair value less costs to sell vis-à-vis value in at the lowest levels for which there are separately identifiable cash flows.

(h) Investments

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is of a permanent nature.

Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

(i) Inventories

Inventories are valued at cost or net realizable value whichever is lower.

(j) Taxation

Provision for current tax is made as per the provisions of the Income-tax Act, 1961.

Deferred tax for the year is recognized on timing difference, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

(k) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(I) Retirement Benefits

Liabilities in respect of bonus, gratuity, retirement benefit & leave encashment is being accounted for on cash basis.

(m) Earnings per share

The earnings considered in ascertaining the company's EPS comprise of the net profit after tax as per Accounting Standard 20 on "Earnings Per Share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

(n) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 2: SHARE CAPITAL

| Particulars | As at 31.03.2012 | | As at 31.03 | 3.2011 |
|--|---------------------|-------------|------------------|-------------|
| | Number of Shares | (In ₹) | Number of shares | (In ₹) |
| (a) Authorised: 16,000,000 Equity Shares of Rs. 10/- each (Previous year 16,000,000 Equity Shares of Rs 10/- each) | 16,000,000 | 160,000,000 | 16,000,000 | 160,000,000 |
| (b) Issued, subscribed and fully paid-up shares: 14,012,236 Equity Shares of Rs. 10/- each fully paid up (Previous Year 500040,00 Equity Shares of Rs. 10/- each) | 14,012,236 | 140,122,360 | 5,000,400 | 50,004,000 |
| Total Issued, subscribed and fully paid-up shares | 14,012,236 | 140,122,360 | 5,000,400 | 50,004,000 |

(a) Reconciliation of the shares outstanding at the beginning and end of the reporting year

| Particulars | As at 31 | .03.2012 | As at 31.03.2011 | |
|---|------------------------|-------------|------------------|------------|
| | Number of Shares | (In ₹) | Number of shares | (In ₹) |
| Equity Shares At the beginning of the year Issued during the year (right issue) | 5,000,400 9,011,836 | | -,, | 50,004,000 |
| Outstanding at the end of the year | 14,012,236 | 140,122,360 | 5,000,400 | 50,004,000 |

During the period the company has issued 9011836 no. of equity share of Rs. 10 each at the premium of Rs 15 each through the right issue.

(b) Shares held by each shareholder holding more than 5% of euity share capital:

| | As at 31 | .03.2012 | As at 31 | .03.2011 |
|-----------------------------|-----------------|---------------------|--------------|---------------------|
| Name of the shareholder | No of Shares | % Share- holding | No of shares | % Share- holding |
| BINA RAJESH GHATALIA | 1,481,591 | 10.57 | 322,697 | 6.45 |
| DAMYANTI PRANLAL GHATALIA | 1,162,120 | 8.29 | 654,040 | 13.08 |
| MIHIR RAJESH GAHTALIA | 2,350,740 | 16.78 | 740,580 | 14.81 |
| SURAJ TRADELINKS PVT LTD | 1,300,000 | 9.28 | - | - |
| NIMIT IMPEX PRIVATE LIMITED | 1,300,000 | 9.28 | - | - |
| TOTAL [5% & above] | 7,594,451 | 54 | 1,717,317 | 34 |

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. The Company decleres and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive 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.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 3: RESERVES AND SURPLUS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|-----------------------------|----------------------------|
| (a) Capital reserve | | |
| Opening balance | 2,000,000 | 2,000,000 |
| Add: Additions during the year | - | - 1 |
| Less: Utilised / transferred during the year | - | - 1 |
| Closing balance | 2,000,000 | 2,000,000 |
| (b) Securities premium account | | |
| Opening balance | - | - 1 |
| Add : Premium on shares issued during | | |
| the year | 135,177,540 | - |
| Less: Utilised during the year | - | - |
| Closing balance | 135,177,540 | - |
| (c) Surplus / (Deficit) in Statement of Profit | | |
| and Loss Opening balance | 47,981,329 | 40,075,768 |
| Add: Profit / (Loss) for the year | 2,838,721 | 7,905,561 |
| Less: Profit / (Loss) transfer to Genral Reserve | | |
| Closing balance | 50,820,050 | 47,981,329 |
| Total | 187,997,590 | 49,981,329 |

NOTE 4 - LONG TERM BORROWINGS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|---|-----------------------------|----------------------------|
| (a) Loans and advances from related parties (b) Other Loans & Advances Secured Kotak Mahindra Prime Limited | - | - |
| (Secured against vehicle financed) | 171,815 | 410,030 |
| Total | 171,815 | 410,030 |

NOTE 5 - SHORT TERM BORROWINGS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|-----------------------------|----------------------------|
| (a) Loans and advances from related parties Secured Unsecured | - | - |
| From Directors From Others | 95,000 | 1,460,000 3,977,180 |
| (b) Other loans and advances Secured State Bank Of Patiala (Cash Credit facility | 95,000 | 5,437,180 |
| taken from bank which is secured by way of hypothecation of stock, book debts, and further secured by mortgage of factory land and bldg) Kotak Mahindra Prime Limited | 43,803,388 | 26,878,465 |
| (Secured against vehicle financed) Unsecured | 238,215 - | 216,682 |
| | 44,041,603 | 27,095,147 |
| Total | 44,136,603 | 32,532,327 |

NOTE-6 TRADE PAYABLE

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|-----------------------------|----------------------------|
| Trade payables: Acceptances Other than Acceptances | - 480,751,454 | 153,539,100 |
| Total | 480,751,454 | 153,539,100 |

NOTE-7 OTHER CURRENT LIABILITIES

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|--------------------------------|-------------------------------|
| (a) Employees Profession Tax Payable (b) T.D.S. Payable (c) Advance from Customers | 11,325 367,991 6,212,127 | 6,175 86,298 10,300,390 |
| Total | 6,591,444 | 10,392,863 |

NOTE-8 SHORT TERM PROVISIONS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|---------------------------------------|-----------------------------|----------------------------|
| Provision - Others: | | |
| (i) Provision for tax | | |
| Provision for Income Tax (AY 2007-08) | 1,042,130 | 1,042,130 |
| Provision for Income Tax (AY 2008-09) | 68,741 | 2,568,741 |
| Provision for Income Tax (AY 2009-10) | 598,508 | 1,598,508 |
| Provision for Tax (AY 2010-11) | | |
| Income Tax | 1,195,594 | 1,195,594 |
| MAT | 210,803 | 210,803 |
| Provision for Income Tax (AY 2011-12) | | |
| Income Tax | 1,295,859 | 1,468,538 |
| MAT | 581,091 | 581,091 |
| Provision for FBT | 38,770 | 38,770 |
| Provision for income Tax AY 2012-13 | 1,272,506 | - |
| (ii) Provision - others | | |
| Provision for Expenses | 2,287,331 | 2,007,732 |
| | 8,591,334 | 10,711,907 |

NOTE-10 NON CURRENT INVESTMENT

| Particulars | As | at 31.03.20 | 012 | 2 As at 31.03.2011 | | |
|---|---------|-------------|---------|--------------------|----------|---------|
| | Quoted | Unquoted | Total | Quoted | Unquoted | Total |
| | (In ₹) | (In ₹) | (In ₹) | (In ₹) | (In ₹) | (In ₹) |
| A. Long Term Investments (a) Investment in: Government Securities 6 years N.S.C. | _ | 15.940 | 15.940 | _ | 15.940 | 15.940 |
| o years 14.0.0. | | 10,040 | 15,940 | - | 10,040 | 15,940 |

Aggregate Market Value Of Quoted Investment

Antey drugs & Pharmaceuticals Ltd.

| L | | | 10 0000 | TANOLO | Taga | | 2 | TAISTO | 200 | | 70010 |
|----------|----------------------------|---------------------|-----------------|--------------------|-----------------|------------|---------------------|---------------------|----------------|---------------------|---------------------|
| | | פֿ | | | 1803 | | UE | DEPRECIALION | Z O | NE B | LOCK |
| S. | : PARTICULARS | | Additions | | Total | Rate | | | | | |
| Š. | Ġ | As on 01.04.2011 | during the year | during the year | Amount (RS.) | of Dep. | Up to 31.03.2011 | Up to 31.03.2012 | Total (RS.) | As on 31.03.2012 | As on 31.03.2011 |
| <u> </u> | LAND | 2,243,546 | | | 2243546 | 0 | 226,620 | | 226,620 | 2,016,926 | 2016926 |
| 2. | . FACTORY BUILDING | 22,751,068 | | | 22751068 | 10% | 16,479,514 | 627,155 | 17,106,670 | 5,644,398 | 6271554 |
| 3. | . PLANT & MACHINERY | 95.970.178 | 0 | | 95970178 | 13.91% | 60,129,357 | 4.985.458 | 65,114,815 | 30,855,363 | 35840821 |
| 4. | | 523,758 | | | 523758 | 13.91% | 448,298 | 10,497 | 458.794 | 64.964 | 75460 |
| 5. | | 211.095 | 22569 | | 233664 | 18.10% | 76.125 | 27.576 | 103.701 | 129.963 | 134970 |
| 6. | | 44,519 | 0 | | 44519 | 18.10% | 40,735 | 685 | 41,420 | 3,099 | 3784 |
| 7. | | | | | L | 3 | | · · | L | | i c |
| | | 59,935 | | | 28832 | 18.10% | 54,598 | 996 | 55,564 | 4,3/1 | 5337 |
| ∞. | . D.G. SET | 178,525 | | | 178525 | 18.10% | 134,400 | 7,987 | 142,386 | 36,139 | 44125 |
| 9. | . COMPUTER | 339,651 | 20976 | | 390628 | 40% | 291,174 | 32,189 | 323,363 | 67,265 | 4847 |
| 10. | 10. MOTOR CAR | 1,120,871 | 0 | | 1120871 | 25.89% | 366,271 | 195,366 | 561,637 | 559,234 | 754600 |
| Ė. | . LABORATORY EQUIPMENT | 139,056 | | | 139056 | 13.91% | 84,004 | 7,658 | 91,662 | 47,394 | 55051 |
| 12. | . CAPITAL WIP BUILDING | 5,754,376 | 0 | | 5754376 | | , | ' | | 5,754,376 | 5754376 |
| 13. | . CAPITAL WIP MACHINERY | 3,026,899 | 0 | | 3026899 | | | ' | | 3,026,899 | 3026899 |
| | Total | 132,363,476 | 73546 | | 132437022 | | 78,331,096 | 5,895,536 | 84,226,632 | 48,210,390 | 54032381 |

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asset, however there would not be any impact on the profitability of the company.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE-11 OTHER NON CURRENT ASSETS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|---|----------------------------|-----------------------------|
| (a) Miscelleneous Expenditure (Related to right issue) Less: Current Year Written Off | 1,567,634 313,527 | 211,746 |
| Total | 1,254,107 | 211,746 |

NOTE-12 INVENTORIES

(At lower of cost and net realisable value)

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|---|----------------------------------|----------------------------------|
| (a) Stock-in-trade (b) Stores & Spares (c) Finished Goods | 80,079,635 198,000 950,200 | 33,681,017 198,000 950,200 |
| Total | 81,227,835 | 34,829,217 |

NOTE-13 TRADE RECEIVABLE

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|---------------------------------|---------------------------------|
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment Secured, considered good | _ | |
| Unsecured, considered good | 5,227,885 | 15,002,619 |
| Doubtful Other Trade receivables | 5,227,885 | 15,002,619 |
| Secured, considered good Unsecured, considered good Doubtful | 472,765,722 - 472,765,722 | 178,605,482 - 178,605,482 |
| Total | 477,993,607 | 193,608,101 |

NOTE-14 CASH & CASH EQUIVALENTS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|--|----------------------------|----------------------------|
| (a) Cash on hand (b) Cheques, drafts on hand (c) Balances with banks | 2,901,266 | 3,269,875 - |
| (i) In current accounts (ii) In deposit accounts | 7,987,764 530,755 | 522,244 - |
| (d) Others Total | 11,419,785 | 3,792,119 |

NOTE-15 SHORT TERM LOANS & ADVANCES

| Par | ticulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|-------|--|----------------------------|----------------------------|
| (a) | Loans and advances to related parties | | |
| (-) | (i) Damyanti P.Ghatalia | 405.245 | 430,245 |
| | (ii) Nimit R. Ghatalia | 5,290,000 | _ |
| | (iii) Bina Ghatalia | 254,269 | 224,269 |
| | (iv) Rajesh P. Ghatalia | 2.820 | |
| | (v) Rameshchandra Mehta | 2,020 | 500,000 |
| | (V) Italilesiiciialidia Melita | 5,952,334 | 1,154,514 |
| (h) | Balances with government authorities | 3,332,334 | 1,134,314 |
| (0) | (i) TDS receivable | 421,122 | 400,031 |
| | () | | |
| | (ii) Sales Tax Refundable | 2,057,432 | 1,568,511 |
| | (iii) Sales tax-Gujrat | 150,000 | 150,000 |
| | (iv) Duty entitlement (Custom duty) | 95,572 | |
| | | 2,724,126 | 2,118,542 |
| (d) | Prepaid expenses - Unsecured, | | |
| | considered good | 29,812 | - |
| | | 29,812 | - |
| (c) | Inter-corporate deposits | | |
| | Secured, considered good | - | - |
| | Unsecured, considered good | 70,551,000 | _ |
| | • | 70,551,000 | - |
| (d) | Security Deposit | | |
| ` ′ | Deposit BSE for Right issue | 2,500,000 | _ |
| | Deposit MIDC Tarapur | 45,000 | 45,000 |
| | Deposit Tarapur J/I Effluent | 100,000 | 100,000 |
| | Deposit Mumbai Waste Managment | 100,000 | - |
| | Deposit With M.S.E.B- Tarapur | 282,600 | 282,600 |
| | Deposit Nitrozen CYL R-Parma | 15,000 | 15,000 |
| | Deposit Rekha M Panchal | 77,500 | 10,000 |
| | Deposit with M.T.N.L | 20,000 | 20,000 |
| | Deposit TMRCT Hospital Boisar | 5,000 | 5,000 |
| | | | |
| | Deposit for Water Connection | 20,620 | 20,620 |
| (- \ | Other (December 1) | 3,165,720 | 488,220 |
| (e) | Others- (Recoverable in cash or kind) | | |
| | Secured, considered good | - | - |
| | Unsecured, considered good | 18,000 | 6,500 |
| | Doubtful | - | |
| | | 18,000 | 6,500 |
| | Less: Provision for other doubtful loans and | | |
| | advances | - | |
| | | 18,000 | 6,500 |
| | Total | 82,440,992 | 3,767,776 |

NOTE-16 OTHER ASSETS

| Particulars | As at 31.03.2012 (In ₹) | As at 31.03.2011 (In ₹) |
|---|----------------------------|----------------------------|
| (a) Advance to suppliers (b) Advance towards Expenses | 45,098,133 120,701,809 | 5,934,354 130,445,023 |
| Total | 165,799,942 | 136,379,377 |

| Particulars | (In ₹) | (In ₹) |
|--|---|--|
| a a a a a a a a a a a a a a a a a a a | For the year ended | |
| | 31 March, 2012 | 31 March, 201 |
| (a) Sale of Traded Goods | 1,304,807,312 | 676,807,58 |
| Total | 1,304,807,312 | 676,807,58 |
| NOTE-18 OTHER INCOME | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | ,, |
| | F. att | F 0 |
| Particulars | For the year ended 31 March, 2012 | For the year ende |
| (a) Interest income | , | , |
| Interest from Bank on Deposits | 34,171 | |
| Interest from Bank on Other Balance | 9,747 | |
| Interest on loans and advances | 350,108 | 46,01 |
| b) Commission received | 288,390 | 850,69 |
| M-VAT Receivable | 488,921 | 615,86 |
| Misc. Income | 187,028 | 84,80 |
| c) Other non-operating income | - | 0 1,00 |
| Total | 1,358,366 | 1,597,36 |
| NOTE -19 COST OF GOODS SOLD | | |
| Particulars | For the year ended | For the year ende |
| artioulars | 31 March, 2012 | 31 March, 201 |
| a) Opening Stock | 34,829,217 | 47,369,15 |
| Add: Purchases | 1,313,690,350 | 635,142,55 |
| Add: Direct Expenses | 8,791,530 | 5.335.38 |
| Add. Billoot Expolloop | 1,357,311,097 | 687,847,09 |
| Less: Closing Stock | 81,227,835 | 34,829,21 |
| Cost of Goods Sold | 1,276,083,262 | 653,017,87 |
| Total | 1,276,083,262 | 653,017,87 |
| DIRECT EXPENSES | | |
| Particulars | For the year ended | For the year ende |
| artioulars | 31 March, 2012 | 31 March, 201 |
| Factory Expenses | 45,270 | 21,07 |
| Carriage Inwards | 425.975 | 1,286,36 |
| Power & Fuel | 545,626 | 2,615,62 |
| Labour Charges | 403,850 | 423,25 |
| Custom Duty | 6,746,396 | 840,77 |
| Storage Expenses | 501,289 | 148,29 |
| Import Expenses | 123,124 | 140,23 |
| | 87,91,530 | 53,35,38 |
| lotal | | 00,00,00 |
| Total NOTE-20 EMPLOYEE RENEELT EXPENSES | | |
| NOTE-20 EMPLOYEE BENEFIT EXPENSES | | For the year ende |
| NOTE-20 EMPLOYEE BENEFIT EXPENSES | For the year ended 31 March, 2012 | 31 March, 201 |
| NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages | For the year ended 31 March, 2012 2,582,275 | 31 March, 201 2,009,51 |
| NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages | For the year ended 31 March, 2012 | 31 March, 201 |
| NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages | For the year ended 31 March, 2012 2,582,275 | 31 March, 201 2,009,51 |
| Total NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages (b) Staff Welfare Expenses NOTE- 21 FINANCE COSTS | For the year ended 31 March, 2012 2,582,275 27,386 | 31 March, 201 2,009,51 30,85 |
| NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages (b) Staff Welfare Expenses | For the year ended 31 March, 2012 2,582,275 27,386 | 31 March, 201 2,009,51 30,85 20,40,36 |
| NOTE-20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages (b) Staff Welfare Expenses NOTE-21 FINANCE COSTS Particulars | For the year ended 31 March, 2012 2,582,275 27,386 2,609,661 For the year ended 31 March, 2012 | 31 March, 201 2,009,51 30,85 20,40,36 For the year ende 31 March, 201 |
| NOTE- 20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages (b) Staff Welfare Expenses NOTE- 21 FINANCE COSTS Particulars (a) Bank Interest | For the year ended 31 March, 2012 2,582,275 27,386 2,609,661 For the year ended 31 March, 2012 6,901,493 | 31 March, 201 2,009,51 30,85 20,40,36 For the year ende 31 March, 201 966,68 |
| NOTE-20 EMPLOYEE BENEFIT EXPENSES Particulars (a) Salaries and wages (b) Staff Welfare Expenses NOTE-21 FINANCE COSTS Particulars | For the year ended 31 March, 2012 2,582,275 27,386 2,609,661 For the year ended 31 March, 2012 | 31 March, 201 2,009,51 30,85 20,40,36 For the year ende 31 March, 201 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

| NOTE-22 OTHER EXPENSES | (In ₹) | (In ₹) |
|----------------------------------|-----------------------------------|-----------------------------------|
| Particulars | For the year ended 31 March, 2012 | For the year ended 31 March, 2011 |
| Security Services Charges | 410,095.00 | 410,316 |
| Conveyance | 68,169.00 | 46,117 |
| Electricity Charges - BEST | 44,051.00 | 51,669 |
| Custodial Fees | 43,856.00 | 48,999 |
| Brokerage and commsion Expenses | 2,570,721.25 | 891,599 |
| Legal & Professional Charges | 581,845.00 | 819,111 |
| Motar Car Expenses | 131,941.00 | 374,266 |
| Printing & Stationary Exps. | 47,214.02 | 69,712 |
| Audit Fees | 84,270.00 | 56,253 |
| Communication Expenses | 192,913.55 | 126,086 |
| Repairs & Maintenance | 63,993.00 | 20,118 |
| Travelling Exps. | 80,616.05 | 82,716 |
| Insurance Exps. | 72,582.50 | 103,422 |
| Share Transfer & Demat Expenses | 147.59 | 856 |
| Donation Expenses . | - | 11,000 |
| Income Tax (Appeal fees) | 8,654.00 | 21,871 |
| RTAExpenses | 86,034.00 | 87,684 |
| Water Charges | - | 809,198 |
| House Rent Expenses | 575,000.00 | 60,000 |
| Office Rent | 246,000.00 | 216,000 |
| Sales Tax Expenses | - | 14,513 |
| Clearing & Forwarding | - | 167,656 |
| VAT on Fixed Assets Purchases | 5,359.01 | 778,278 |
| VAT in expenses | 1,280.00 | - |
| Sales Promotion Expenses | 154,640.95 | 53,713 |
| Advertisement Expenses | 60,103.00 | 35,206 |
| Carriage Outward Expenses | 1,273,065.75 | 1,547,053 |
| Entertainment Expenses | 24,072.66 | 28,958 |
| Miscelleneous Expenses | 80,302.03 | 93,935 |
| MIDC Expenses | 938,792.00 | - |
| Central excise duty(Penalty) | 10,000.00 | - |
| MPCB Cess charges | 140,890.00 | - |
| State stamp duty | 497,870.00 | - |
| Office expenses | 53,971.00 | - |
| Sales tax Paid | 1,116,957.00 | - |
| Right Issue expenses Written Off | 313,526.80 | - |
| Total | 9,978,933 | 7,026,305 |

Note 22 Other expenses (contd.)

| Particulars | For the year ended 31 March, 2012 | For the year ended 31 March, 2011 |
|---|-----------------------------------|-----------------------------------|
| (i) Payments to the auditors comprises (net of service tax input credit, where applicable): As auditors - statutory audit For taxation matters For company law matters For management services For other services Reimbursement of expenses | 56,180 28,090 | 38,605 17,648 |
| Total | 84,270 | 56,253 |

NOTES TO ACCOUNTS:

- 23. Balances of Debtors, Loans and Advances, Secured Loans, Sundry Creditors & Others are subject to confirmation and reconciliation and consequential adjustments, if any.
- 24. In the opinion of the Board & to the best of their knowledge & belief the value of realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet & the provisions for all the loans & determined liabilities is adequate and not in excess of the amount.
- 25. Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Statement of Profit & Loss.
- 26. According to a technical assessment carried out by the Company, there is no impairment in the carrying cost of cash generating units of the Company in terms of accounting standards-28 issued by the Institute of Chartered Accountants of India.
- 27. The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been made.
- 28. Earnings Per Share (AS-20):

The Earning Per Share computed as per the requirement under Accounting Standard 20 on Earning Per Share issued by The Institute of Chartered Accountant of India, is as under:

| | 2011-2012 (In ₹) | 2010-2011 (In ₹) |
|---|---------------------|---------------------|
| Profit Attributable to Equity Share Holders (After Tax) | 2,838,721 | 7,905,561 |
| Weighted Average Number of Equity Share (Nos.) | 14,012,236 | 5,000,400 |
| Basic/ Diluted Earnings Per Share | 0.20 | 1.58 |
| Face Value per Equity Share | 10.00 | 10.00 |

29. Deferred Tax Assets/(Liability):

The Company has not provided Deferred Tax Liabilities for the year, amounting to Rs. 73,09,521/-, resulting in overstatement of Reserve and Surplus by the said amount, which is not in conformity with Accounting Standard 22 on "Accounting on Taxes on Income" issued by the Institute of Chartered Accountant of India.

30. The Company has not provided depreciation in the financial year 2001 to 2004 and has provided excess depreciation later on resulting in the Reserved & Surplus being overstated by Rs.2.937.405/-

Related Party Transaction:

Related Parties and Nature of Relationship:

| Related Party | Nature of Relation ship | | |
|------------------------|--|--|--|
| Mihir R. Ghatalia | Managing Director | | |
| JagdishK.Shah | Chairman | | |
| Chetan K. Mehta | Director | | |
| Lalit R. Mehta | Whole - Time Director | | |
| Satish M. Mehta | Director | | |
| Damyanti P Ghatalia | Relative of Managing Director | | |
| Bina R Ghatalia | Relative of Managing Director | | |
| Mira M Ghatalia | Relative of Managing Director | | |
| Rajesh P. Ghatalia | Relative of Managing Director | | |
| NimitImpexPvt Ltd | Concern in which relatives of MD are substantially interested. | | |
| SurajTradelinksPvt Ltd | Concern in which relatives of MD are substantially interested | | |

Note: Related Parties as disclosed by the management and relied upon by auditors.

Related Party Transaction

| Particulars | Companies in which Directors are substantially interested | Key Management Personnel | Relative of Key Management Personnel |
|---------------------------------|--|--------------------------------|--|
| Remuneration and Parquisites | | 1,683,180 | - |
| Rent Paid | | | 821,000 |
| | | | |
| Loan Transactions | | | |
| Gross Loans Taken | | | |
| Gross Loans Repaid | | 1,460,000 | 3,882,180 |
| | | | |
| Credit Balance as on 31.03.2012 | 85,000 | - | 10,000 |
| Gross Loans Given | | | 19,415,000 |
| Gross Amount Receive | | | 14,617,180 |
| | | | |
| Debit Balance as on 31.03.2012 | | | 5,952,334 |

31. Segment Information (AS-17)

Company has only one segment of activity namely "Trading and Manufacturing Activities". Since there is No export turnover, there are no reportable geographical segments.

32. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

For AAREY DRUGS & PHARMACEUTICALS LTD

FOR DMKH & CO.. Chartered Accountants

Firm Registration No.: 116886W

CA. O.P.SOMANI **PARTNER**

M NO. 123830

Place: MUMBAI Date: 6th September, 2012 **JAGDISH K SHAH** CHAIRMAN

MIHIR R.GHATALIA MANAGING DIRECTOR

CHETAN K. MEHTA DIRECTOR

| Cash Flow Statement for the | E 41 | | | |
|--|---|-----------------------|---|--------------|
| Particulars | For the year ended 31 March, 2012 (In ₹) (In ₹) | | For the year ended 31 March, 2011 (In ₹) (In ₹) | |
| A. Cash flow from operating activities | (() | (\/ | (\) | (() |
| Net Profit / (Loss) before extraordinary | 4 444 000 | | 0.055.400 | |
| items and tax Adjustments for: | 4,111,228 | | 9,955,190 | |
| Depreciation and amortization | 5,895,536 | | 5,043,169 | |
| Finance costs | 7,487,058 | 17,493,822 | 1,322,056 | 16,320,415 |
| Operating profit / (loss) before working capital changes | | 17,493,822 | | 16,320,415 |
| Changes in working capital: | | | | |
| Adjustments for (increase) / decrease in operating assets: | | | | |
| Inventories | -46,398,618 | | 12,539,933 | |
| Trade receivables | -284,385,507 | | -62,217,426 | |
| Short-term loans and advances | -78,673,216 | | -2,013,501 | |
| Other current assets | -29,420,565 | | -110,123,904 | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | |
| Short-term borrowings | 11,604,275 | | -11,425,273 | |
| Trade payables | 327,212,353 | | 56,477,146 | |
| Other current liabilities | -3,801,419 | | -11,273,999 | |
| Short-term provisions | -3,393,080 | -107,255,776 | 2,007,732 | -126,029,292 |
| Cash flow from extraordinary items | | -89,761,954 | | -109,708,878 |
| Cash generated from operations | | -89,761,954 | | -109,708,878 |
| Net income tax (paid) / refunds | | | | - |
| Net cash flow from / (used in) operating activities (A) | | -89,761,954 | | -109,708,878 |
| B. Cash flow from investing activities | | | | |
| Fixed Assets Purchase | -73,546 | | -6,279,151 | |
| 1 Med 7 tootto 1 di cildoc | 10,040 | -73,546 | 0,270,101 | -6,279,151 |
| Cash flow from extraordinary items | - | -73,546 | -6,279,151 | ., ., |
| Net income tax (paid) / refunds | | | | |
| Net cash flow from / (used in) investing activities (B) | | 73,546 | | -6,279,151 |
| C. Cash flow from financing activities | | | | |
| Proceeds from long-term borrowings | - 238,215 | | 626,712 | |
| Share application money received / (refunded) | 106,230,800 | | 119,065,100 | |
| Finance cost | -7,487,058 | 07 462 466 | -1,322,056 | 110 150 010 |
| Other Non current Assets Cash flow from extraordinary items | -1,042,361 | 97,463,166 | -211,746 | 118,158,010 |
| , | | | | |
| Net cash flow from / (used in) financing activities (C) | | 97,463,166 | | 118,158,010 |
| Net increase / (decrease) in Cash and cash | | | | |
| equivalents (A+B+C) | | 7,627,666 | | 2,169,981 |
| Cash and cash equivalents at the beginning of the year Effect of exchange differences on restatement of foreign | | 3,792,119 | | 1,622,137 |
| currency Cash and cash equivalents | | | | |
| Cash and cash equivalents at the end of the year | | 11,419,785 | | 3,792,118 |
| Reconciliation of Cash and cash equivalents | | | | |
| with the Balance Sheet: | | 11 110 705 | | 0.700.410 |
| Cash and cash equivalents as per Balance Sheet Less: Bank balances not considered as Cash | | 11,419,785 | | 3,792,119 |
| and cash equivalents | | | | |
| Net Cash and cash equivalents | | 11,419,785 | | 3,792,119 |
| Add: Current investments considered as part of | | | | |
| Cash and cash equivalents | | 11 110 705 | | 0.700.410 |
| Cash and cash equivalents at the end of the year * * Comprises: | | 11,419,785 | | 3,792,119 |
| (a) Cash on hand | | 2,901,266 | | 3,269,875 |
| (c) Balances with banks | | 2,001,200 | | 5,200,070 |
| | | 7,987,764 | | 522,244 |
| | | | | , |
| (i) In current accounts (ii) In earmarked accounts | | 530,755 11,419,785 | | 3,792,119 |

FOR DMKH & CO., **Chartered Accountants**

Firm Registration No.: 116886W

CA. O. P. SOMANI JAGDISH K SHAH **PARTNER** CHAIRMAN M NO. 123830

Place: MUMBAI

Date: 6th September, 2012

For AAREY DRUGS & PHARMACEUTICALS LTD

MIHIR R. GHATALIA CHETAN K. MEHTA MANAGING DIRECTOR DIRECTOR



Registered Office: E-34, MIDC, TARAPUR, BOISAR, DIST. THANA.

ATTENDANCE SLIP

(To be handed at the Entrance of the Meeting Hall)

I hereby record my presence at the Twenty First Annual General Meeting of the Company at E-34, MIDC, Tarapur, Boisar, Dist. Thana. On September 29, 2012 At 09.30 A.M. DP ID No.* Folio No.* Full Name of the Shareholder Signature (in block letters) Full Name of the Proxy Signature * Applicable for Investors holding shares in Electronic Forms. AGICY DRUGS & PHARMACEUTICALS LTD. Registered Office: E-34, MIDC, TARAPUR, BOISAR, DIST, THANA. PROXY FORM DP ID No * Client ID No.* ı of in the district of Member(s) of the above named Company hereby appoint _______of in the district of or failing of in the district him as my / our Proxy to attend and vote for me/us and my/our behalf at the Twenty First Annual General Meeting of the Company to be held on September 29, 2012 at 09.30 A.M. at E-34, MIDC, Tarapur, Boisar, Dist. Thana on and at any adjournment thereof. Signed this day of 2012. Reference Folio No. Affix Re 1/-No. of Shares held Revenue

Note: The Proxy duly executed should reach the Registered Office of the Company at least 48 hrs. before the time of Meeting.

*Applicable for Investors holding shares in Electronic Forms.

Stamp

BOOK - POST

To,

If undelivered please, return to:



Registered Office: E-34, MIDC, TARAPUR, BOISAR, DIST. THANA.