



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

04th October, 2017

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

Subject: Submission of Annual Report (2016-17) 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 28th Annual Report of Kabra Drugs Limited, approved and adopted in Annual General Meeting of the Company held on 29th September, 2017.

You are requested to please take the same on your records.

Thanking you,

Yours truly,

For Kabra Drugs Limited
For Kabra Drugs Ltd.,

Director.

Shyam Kabra
Managing Director
Din: 00760020



KABRA DRUGS LIMITED



KABRA DRUGS LIMITED

28TH

ANNUAL REPORT

2016-2017



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. Kuldeep Kumar Ajmera	Additional 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 **28th 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 Friday the 29th September, 2017 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, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt Kusum Kabra (DIN 01739741), who retires by rotation and being eligible offer herself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt Kusum Kabra (DIN 01739741) who retires by rotation at this meeting and being eligible has offered herself 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 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 Companies auditors M/s. Agrawal Jhavar Associates, Chartered Accountants who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming Annual General Meeting and being not eligible for re-appointment as their term has completed. Further Pursuant to the provision of section 139 of Companies Act, 2013, **M/s. Ashok Khasgiwala & Co. (FRN: 000743C)**, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, as per the provisions of the Companies Act, 2013 on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors.”

SPECIAL BUSINESS:

4. 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 Sections 149, 150, 152 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 force) read with Schedule IV to the Companies Act, 2013, Mr. Kuldeep Kumar Ajmera (DIN 07782041), who was appointed as an Additional Director w.e.f. 17th April, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office upto this Annual General Meeting and in respect of whom Company has received notice under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.

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

**Date: 14th August, 2017
Place: Indore**

**Anchal Kabra
Company Secretary**



KABRA DRUGS LIMITED

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 Saturday, September 23, 2017 to Friday, September 29, 2017 (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.
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 28th 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



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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 28th 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 28th Annual General Meeting and the Annual Report for 2016-17 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. 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).

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 26th September, 2017 (9:00 am) and ends on 28th September, 2017 (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 22nd September, 2017, 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.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (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



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- (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 26th September, 2017 (09.00 AM) and ends on 28th September, 2017 (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.

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) **22nd September, 2017**
- *NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.*
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- 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. **22nd September, 2017**, 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



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“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 3 days 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 alongwith 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.

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

**Anchal Kabra
Company Secretary**

**Date: 14th August, 2017
Place: Indore**

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 appointed Mr. Kuldeep Kumar Ajmera as an Additional Director of the Company with effect from 17th April, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Kuldeep Kumar Ajmera shall holds office up to the date of the forthcoming Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Kuldeep Kumar Ajmera as required under section 149 (6) of Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act, and Rules framed there under for appointment as an Independent director and he is independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Kuldeep Kumar Ajmera as an independent director of the Company to hold office for a term up to April 16, 2022.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kuldeep Kumar Ajmera, 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.

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

**Anchal Kabra
Company Secretary**

**Date: 14th August, 2017
Place: Indore**

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 Kuldeep Kumar Ajmera	Smt Kusum Kabra
Date of Birth	19/11/1947	09/10/1960
Date of Appointment	17/14/2017	30/05/2015
Expertise in Specific Functional Area	40 years' experience in pharma Industry	Laboratory
Qualification	B Pharma and Ayurvedik Doctor	M.sc
List of outside Directorship held	-	2
Chairman/ Member of the Committee of the Board of Directors of the Company	-	-



KABRA DRUGS LIMITED

REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present the 28th Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2017.

FINANCIAL RESULTS

Particulars	(Rs. in Lacs)	
	2016-2017	2015-2016
Sales & Other Income	772.06	967.08
Total Expenditure	767.47	919.85
Profit (loss) before depreciation, and tax	28.9	29.22
Less: Depreciation	24.31	24.31
Provision for Income Tax	0.77	2.17
Profit (Loss) after depreciation & tax	3.82	2.74

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 2017.

BUSINESS REVIEW

Year under review proved to be turn around for the company. The revenue realization has decreased in the year under review. The year was not favorable for the company and the company has gone through many changes in the year under review.

FIXED DEPOSIT

During the financial year 2016-17, 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 taken place during the time period between end of the financial year under review and the date of the report which affects the financial position of the Company.

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 requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time.



KABRA DRUGS LIMITED

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 4 (four) times on the meetings held on May 28, 2016, August 13, 2016, November 14, 2016, and February 14, 2017.

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, 2017, 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, 2017 and of the profit of the Company for the year ended on that date;
- 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;



KABRA DRUGS LIMITED

- 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, Mrs. Kusum Kabra (DIN 01739741), will retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

Mr. Kuldeep Kumar Ajmera was appointed as an Additional Director of the Company w.e.f 17th April, 2017 and is being proposed for appointment as an Independent Directors of the Company.

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. Rajendra Kumar Bordia has resigned from the directorship of the Company w.e.f 17th April, 2017. 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

AUDITORS AND AUDITORS' REPORT

The Companies auditors M/s. Agrawal Jhavar Associates, Chartered Accountants, who are the statutory auditors of the company, hold office till the conclusion of the forthcoming AGM and being not eligible for reappointment as their term has completed. Pursuant to the provisions of Section 139 of Companies Act, 2013 and the rules framed thereunder, it is proposed to appoint M/s. Ashok Khasgiwala & Co. (FRN: 000743C), Chartered Accountants based on the recommendation of the Audit Committee and the Board of directors in its meeting held on 14th August, 2017 for a period of one year from the conclusion of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting to be held in the year 2018. There has been no change in the Statutory Auditors during the year. The Auditor report does not contain any remark or qualification.



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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 M/s. M. Maheshwari & Associates, a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the year ended March 31, 2017. 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 form MGT-14 for disposal of the company's undertaking and it is incumbent under section 180(1) (a) of the Companies Act, 2013.

On above stated para of Secretarial Audit Report, our explanation is as follows:

1. Due to oversight, company has failed to file MGT-14 and is under process of filing the same with ROC.

RELATED PARTY TRANSACTIONS

During the financial year 2016-17, 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 2016-17, 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.

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 2016-17 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.



KABRA DRUGS LIMITED

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.

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 14, 2017

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
MANAGING DIRECTOR
DIN: 00760020



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 growth rate has decreased and failed to give credible returns in the market. The Indian Pharma Industry is going to grow with a expected rate of 15percent annum between the years 2015 and 2020. Going forward, better growth in domestic sales would also depend on the regulatory and pricing issue in the company

The growth in Indian domestic market will be boosted by increasing consumer spending, rapid urbanization, increasing healthcare insurance, drugs and so on.

By 2020, India is likely to be among the top three pharmaceutical markets by incremental growth and sixth largest market globally in absolute size.

Indian pharma companies spend 8-11 per cent of their total turnover on R&D due to that expenditure on R&D is likely to increase due to the introduction of product patents; companies need to develop new drugs to boost sales.

Growth in the number of lifestyle diseases in India could boost the sale of drugs in this segment. Pharma companies have increased spending to tap rural markets and develop better medical infrastructure.

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. As India is a developing country, increasing population and income levels are the reasons because of which demands have increased for drugs which is opening new opportunities for the pharmaceuticals industries. 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.

Slow market growth is a big in hurdle in the growing process. Many policy reforms are going to take place as healthcare is being the top priority.

Patient centric healthcare is the new technology trend which is resulting in more informed patients who take more active role in any treatment planned by doctor which is giving a challenge to the pharmaceuticals industry. 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. 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



KABRA DRUGS LIMITED

Outlook

The pharmaceutical industry is expected to have muted export growth and stable domestic revenue in the year. The overall pharma exports are expected to grow by about 5 per cent while the domestic pharma market is expected to grow by 8-10 per cent in the next fiscal.

The key factors driving growth for the domestic market have been increasing healthcare spending by the government, demographic trends, increasing disposable income and higher incidence of lifestyle diseases. The market will, however, remain exposed to any expansion of the price control regime. Though expansion of the drug price control regime could have an impact on the topline growth of companies temporarily, a likely improvement in volume sales over the medium term could offset the impact, the report stated.

The growth momentum is likely to face further pressure. Increased regulatory scrutiny, consolidation of supply chain in the US market resulting in pricing pressures and higher research and development expenses will have an impact on profitability of the companies.

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 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

The commercial environment is getting harsher, as healthcare payers impose new cost constraints on healthcare providers and scrutinise the value medicines offer much more carefully. They want new therapies that are clinically and economically better than the existing alternatives, together with hard, real-world outcomes data to back any claims about a medicine's superiority.

Pharma's output has remained at a stable level for the past decade. Using the same discovering and developing processes, there's little reason to think its productivity will suddenly soar.

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.

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 pharma companies 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.



KABRA DRUGS LIMITED

Financial & Operational Performance

(Rs. in Lacs)

Particulars	Year ending 31.03.2017	Year ending 31.03.2016	% Changes
Gross Income	772.05	967.08	-20.16%
Net Profit After Interest, Depreciation & Tax	3.82	2.75	38.90 %

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 2016-17, 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 14, 2017

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00760020



KABRA DRUGS LIMITED

ANNEXURE - B

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 2016-17 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 28.09.2016	Attendance at Board Meeting
			Member	Chairman		
Mr. Shyam Kabra*	Managing Director	2	2	-	Yes	4
Mrs. Kusum Kabra*	Whole Time Director	2	-	-	Yes	2
Mr. Mahendra Singh Madloi	Whole Time Director	-	-	-	Yes	4
Mr. Madhusudan Sharma	Independent Director	-	2	1	No	4
Mr. Rajendra Kumar Bordia***	Independent Director	-	1	2	Yes	4
Mr. Shivaji Singh	Independent Director	-	3	-	Yes	4

*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.

**Audit Committee and other committees are also included.

*** Mr. Rajendra Kumar Bordia has attended all the Board Meetings. Thereafter he resigned from the directorship of the Company w.e.f.17.04.2017



KABRA DRUGS LIMITED

Meetings of the Board

During the financial year 2016-2017, the Board of Directors met four times on following dates: 28th May, 2016, 13rd August, 2016, 14th November, 2016, and 14th February, 2017.

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	4	28.05.2016 13.08.2016 14.11.2016 14.02.2017
Mr. Shyam Kabra	Member	Managing Director	4	
Mr. Madhusudan Sharma	Member	Independent Director	2	
Mr. Shivaji Singh	Member	Independent Director	4	

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	1	27.05.2016
Mr. Shivaji Singh	Member	Independent Director	1	
Mr. Madhusudan Sharma	Member	Independent Director	1	

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, inter alia principles pertaining to determining qualifications, positive 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 consult 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.

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.



KABRA DRUGS LIMITED

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 during the financial year 2016-17 was Rs.18,09,000/-.

The non-executive directors of the Company are paid sitting fees for attending meetings. The total amount of sitting fees paid to non- executive directors during the financial year 2016-17 was Rs.5,12,000/- . The non-executive directors of the company do not have any material pecuniary relationship or transactions.

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

The Board has constituted Stakeholders Relationship Committee to 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.

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	1	03.11.2016
Mr. Rajendra Kumar Bordia	Member	Independent Director	1	
Mr. Shivaji Singh	Member	Independent Director	1	
Mr. Shyam Kabra	Member	Managing Director	1	



KABRA DRUGS LIMITED

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, 2017, no complaints were pending on company's part.

6. General Body Meetings

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

Year	Venue	Date	Time
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.
2015-2016	26, Sector "A" Sanwer Road, Industrial Area, Indore – 452 003	28.09.2016	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"> Consent of the Company to create charge on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013. 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"> Appointment of Mrs. Kusum Kabra as Whole time Director of the Company for a period of three years from 01st September, 2015 till 31st August, 2018. Appointment of Mr. Mahendra Singh Madloi as Whole time Director of the Company for a period of three years from 01st September, 2015 till 31st August, 2018
27 th	<ol style="list-style-type: none"> Re-appointment of Mr. Shyam Kabra as Managing Director of the Company for a period of five years from 01st June, 2016 till 31st May, 2021

Special Resolutions passed through postal ballot: Special Resolution was passed through Postal Ballot during the Financial Year 2016-17 vide Postal Ballot notice dated 13th August, 2016 under Section 110 of Companies Act, 2013. The members were provided facility to cast their votes through E-voting (Electronic Voting) or through Postal Ballot. The Board of Directors of the Company, appointed M. Maheshwari & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot Process. The scrutinizer submitted his report to the Chairman after complete scrutiny of the postal ballots. The resolution was approved and declared on 07th October, 2016 and was communicated to Stock Exchange and displayed on the Company's Website. The details of voting pattern are hereunder:

Sr. No	Particulars	Type of Resolution	Votes in favour (In Numbers)	Votes In favour (In %)	Votes casted Against (In No.)	Votes casted Against (In %)
1.	Authorization for Transfer, Sell and/or Dispose of the Company's undertaking	Special	827400	100%	Nil	Nil



KABRA DRUGS LIMITED

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 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 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 Free Press and are also displayed on the Company's website(www.kabradrgsltd.com)
- b) Website: The Company's website (www.kabradrgsltd.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, 29 th September, 2017 Time : 11.00 A.M. Venue : 26, Sector "A", Sanwer Road, Industrial Area, Indore – 452 003	
2.	Financial Year of the Company	1st April, 2017 to 31st March, 2018.
3.	Date of Book closure	September 23, 2017 to September 29, 2017 (both days inclusive).
4.	Stock Code	524322



KABRA DRUGS LIMITED

5.	Results for the Quarter ending: June 30, 2017 September 30, 2017 December 31, 2017 March 31, 2018	On or before 14th September, 2017. On or before 14th December, 2017 On or before 14th February, 2018 On or before 30th May, 2018 (Audited).
6.	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

12. Stock Market Price Data

Month	Bombay Stock Exchange Limited (BSE)	
	High	Low
April 2016	12.50	9.35
May 2016	11.45	8.90
June 2016	10.29	8.10
July 2016	9.89	7.15
August 2016	7.89	6.42
September 2016	7.30	6.02
October 2016	6.85	5.78
November 2016	9.85	6.5
December 2016	8.82	7.05
January 2017	8.45	6.90
February 2017	7.48	6.45
March 2017	7.40	6.37

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.



KABRA DRUGS LIMITED

15. Distribution of Shareholding as on 31.03.2017

Shareholding of nominal value of Rs.	No. of Shareholders	% of Shareholders	No. of Ordinary shares	% of share holding
Up to 1000	3682	48.93	3450240	7.86
1001 – 2000	1833	24.36	3619380	8.25
2001 – 3000	425	5.65	1248150	2.84
3001 – 4000	224	2.98	882530	2.01
4001 – 5000	480	6.38	2390650	5.45
5001 – 10000	442	5.87	3689770	8.41
10001 – 20000	241	3.20	3690490	8.41
20001 – 30000	73	0.97	1861840	4.24
30001 – 40000	26	0.35	891060	2.03
40001 – 50000	22	0.29	1004260	2.29
50001 – 100000	47	0.62	3507990	7.99
100001 & above	30	0.40	17649640	40.22
Total	7525	100.00	43886000	100.00

16. Shareholding Pattern as on 31.03.2017

S.No	Category	No. of Shares held	% Shareholding
1	Promoter	1048200	23.88
2	Private Corporate Bodies, NRI and Others	211066	4.81
3	Indian Public	3129334	71.4
	Total	4388600	100.00

17. Dematerialization of shares and liquidity:

As on March 31, 2017, 2853000 shares were held in dematerialized form and 1535600 were in physical form.



KABRA DRUGS LIMITED

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 14, 2017

By order of Board
FOR KABRA DRUGS LIMITED

SHRI SHYAM KABRA
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 2017, 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: 30.05.2017**

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

Declaration Regarding Code of Conduct

I hereby declare that all the directors and Senior Management Personnel have affirmed compliance during the financial year 2016-17 with the provisions of Code of Conduct as adopted by the Company.

**Place: Indore
Date: May 30, 2017**

**Shyam Kabra
Managing Director**



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, 2017 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 year; and
 - that there are no instances of significant fraud of which they have become aware.

Place: Indore
Date: May 30, 2017

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 31.03.2017

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, 2016)				No. of Shares held at the end of the year (As on 31st March, 2017)				% 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: (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)= (A)(1)+ (A)(2)	1048200	--	1048200	23.88	1048200	--	1048200	23.88	0



KABRA DRUGS LIMITED

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									
	114630	57800	172430	3.93	107742	90400	198142	4.51	0.58
I. Bodies Corporate									
II. NRI & OCB	9740	--	9740	0.22	11450	--	11450	0.26	0.04
III. Clearing Member	1167	--	1167	0.03	1474	--	1474	0.03	0.00
II. Individuals									
1. Individual Shareholders holding nominal share capital upto Rs. 2 Lacs	1274090	1446000	2720090	61.98	1333245	1395200	2728445	62.17	0.19
Individual Shareholders holding nominal share capital in excess of Rs. 2Lacs	386973	50000	436973	9.96	350889	50000	400889	9.13	-0.83



KABRA DRUGS LIMITED

Sub-Total: (B)(2)	1786600	1553800	3340400	76.12	1804800	1535600	3340400	76.12	--
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1786600	1553800	3340400	76.12	1804800	1535600	3340400	76.12	--
Shares held by Custodian against which Depository receipts have been issued	-	-	-	-					
Grand Total (A)(B)(C)	2834800	1553800	4388600	100	2853000	1535600	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	
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	--	--	--	--	-5.06
4.	Ayush Kabra	--	--	--	222000	5.06	--	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.	Mr. ShyamKabra	480700	01.04.2016 31.03.2017	--	--	480700	10.95
2.	Mrs. Kusum Kabra	345500	01.04.2016 31.03.2017	--	--	345500	7.87



KABRA DRUGS LIMITED

3.	Mrs. KhushbuKabra	222000	01.04.2016 03.08.2016 31.03.2017	-- (222000)	-- Inter se Transfer	--	--
4.	Mr. AyushKabra	--	01.04.2014 03.08.2016 31.03.2017	-- 222000 --	-- Inter se Transfer	222000	5.06

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
3.	SanjayKumar Rambhai Patel	64030	1.46	64030	1.46
4.	Ramesh Rai	60000	1.37	60000	1.37
5.	Landmark Capital Markets Ltd.	56400	1.29	56400	1.29
6.	Kureshi Akhtarbanu A	26000	0.59	26000	0.59
7.	Natwar Lal Rathi	25894	0.59	25894	0.59
8.	Takhatsingh Bhanwarsingh Dulawat	24207	0.55	7157	0.16
9.	Urvi Atul Sheth	23400	0.53	23400	0.53
10.	Manohar Kunwar Solanki	22100	0.50	7834	0.18
11.	BP Equities Pvt Ltd	210000	0.48	190000	0.43
12.	Rajshree Tarun Shah	20629	0.47	30629	0.70
13.	Chhotubhai Nazarali Khanderia	19039	0.43	23062	0.53
14.	Dilip H Mehta	10400	0.24	10400	0.24



KABRA DRUGS LIMITED

15.	Proficient Securities Limited	9800	0.22	9800	0.22
16.	Shubham Equity & Finance (P) Ltd	8300	0.19	8300	0.19
17.	Vikram Agnihotri	7500	0.17	7500	0.17
18.	Aditya Financial Services (P) Ltd	7500	0.17	7500	0.17
19.	Helin Tekchand Shah	7200	0.16	7200	0.16
20.	Kusum T Shah	7200	0.16	7200	0.16
21.	Shweta T Shah	7200	0.16	7200	0.16
22.	Tekchand J Shah	7100	0.16	7100	0.16
23.	Rashmi Navinbhai Mehta	0	0	30277	0.69

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
1.	Mr. Shyam Kabra	480700	10.95	01.04.2016	--	--	480700	10.95
2.	Mrs. Kusum Kabra	345500	7.87	01.04.2016	--	--	345500	7.87
3.	Mr. Mahendra Singh Madloi	400	0.009	01.04.2016	--	--	400	0.009



KABRA DRUGS LIMITED

V. INDEBTEDNESS

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

Particulars	Secured Loansexcluding 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	1346764	914096	--	2260860
• Reduction				
Net Change	1346764	914096	--	2260860
Indebtedness at the end of the financial year				
i) Principal Amount	10941156	536194		11477350
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	10941156	536194	--	11477350



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. 3,09,000/- -- -- --	Rs. 18,09,000/- -- --
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	Within Provisions of Sec. 197 read with Schedule V of the Companies Act,2013			



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. 32,000/-	Rs. 3,96,000/-	Rs. 84,000/-	Rs. 5,12,000/-
2	Total (1)				Rs. 5,12,000/-
3	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	Rs. 5,12,000/-			Rs. 5,12,000/-
	Total Managerial Remuneration (A+B)	Rs. 23,21,000/-			Rs. 23,21,000/-
	Overall Ceiling as per the Act	Within Provisions of Sec. 197 read with Schedule V of the Companies Act,2013			



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/-	1,98,000/-	4,62,900/-
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	. Commission(as % of profit and others, specify)	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	2,64,900/-	1,98,000/-	4,62,900/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any(give Details)
A.COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B.COMPOUNDING					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C.OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--



KABRA DRUGS LIMITED

ANNEXURE - D

Form No.MR-3
SECRETARIALAUDITREPORT
FORTHE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To,
TheMembers,

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** (herein after 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, 2017** 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, 2017** 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; (Not applicable to the Company during the Audit period hence, these regulations have not been considered for the purpose of this report).
- 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,2015 as amended from time to time;



KABRA DRUGS LIMITED

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time. (Not applicable as the Company during the reporting period under Audit)
- 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. (Not applicable as the Company during the reporting period under Audit).
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable as the Company during the reporting period under Audit);
- 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 as the Company during the reporting period under Audit)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999. (Not applicable as the Company during the reporting period under Audit)
- vi. Other significant laws specifically applicable to the Company including as per the representation made by the Management;
 - 1. The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 - 2. Water (Prevention and Control of Pollution) Act, 1974;
 - 3. Air (Prevention and Control of Pollution) Act, 1981
 - 4. Environment (Protection) Act, 1986
 - 5. The Legal Metrology Act, 2009
 - 6. The Negotiable Instrument Act, 1881
 - 7. The Drugs and Cosmetics Act, 1940.

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

- (i) Secretarial Standard on Board and General Meeting (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements 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. *Company has not filed form MGT-14 for disposal of the company's undertaking and it is incumbent under section 180(1) (a) of the Companies Act, 2013.*

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.



KABRA DRUGS LIMITED

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.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously/majority as recorded in the Minutes of the Board of Directors of the Company or committee of the Board, as the case may be.

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 conducted Postal Ballot for authorization to Transfer, Sell and/or dispose off The Company's Undertaking under section 180(1)(a) that having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard, etc.

Note : This Report is to be read with our letter dated 11th August, 2017 which is annexed and forms an integral part of this report.

For *M. Maheshwari & Associates*
Company Secretaries
Firms U.C.N. I2001MP213000

Date : 11th August, 2017
Place : Indore

Manish Maheshwari
Proprietor
FCS-5174
CP-3860



KABRA DRUGS LIMITED

To,
The Members,

Date: 11.08.2017

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 is 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
Firms U.C.N. I2001MP213000

Manish Maheshwari
Proprietor
FCS-5174
CP-3860



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 2016-17	Remuneration for the year 2015-16	% increase in the remuneration	Ratio between Directors and Median Remuneration of Employee
1.	Shyam Kabra	Managing Director	9,00,000/-	9,00,000/-	Nil	10.79:1
2.	Kusum Kabra	Whole time Director	6,00,000/-	6,00,000/-	Nil	7.19:1
3.	Mahendra Singh Madloi	Whole time Director	3,09,000/-	2,68,000/- (appointed during the year)	Nil	3.67:1

* 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 2016-17.

* The Median Remuneration of the Employees for the year 2016-17 is Rs.83, 400/-.

2. Percentage increase in the Remuneration of each Director, CFO, CEO, Company Secretary or Manager in the financial year:

No increase in the remuneration except Mr. Rajendra Kumar Bordia whose remuneration increased by 62.96% and Company Secretary whose remuneration increased by 20%.

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

The median remuneration of the employees increased by 8.45% during the financial year 2016-17.

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

During the financial year the total numbers of employees on the roll were 46.

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

Average increase in the salaries of employees other than KMPs is 3.24% in the financial year 2016-17. No increment in the managerial remuneration took place in the financial year 2017.

6. 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		2016-17	2015-16
(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 14, 2017

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

SHRI SHYAMKABRA
MANAGING DIRECTOR
DIN: 00760020



KABRA DRUGS LIMITED

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 2017, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2017.

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 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, 2017, its profit and its cash flows for the year ended on that date.



KABRA DRUGS LIMITED

Report on other Legal and Regulatory Requirements

1. As Requirements by the Companies (Auditor's Report) Order, 2017 ("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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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
 - 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.
 - iv. The Company has provided requisite disclosures in its Standalone Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company and the Company has deposited Rs. Nil in its bank a/c in specified bank (i.e. old 500 & 1000 notes) during the period.

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

Place: INDORE
Date: 30.05.2017

DHARMENDRA AGRAWAL
Partner
(Membership No.: 077507)



KABRA DRUGS LIMITED

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, 2013.

(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 thereare 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 Farmed 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.



KABRA DRUGS LIMITED

(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 Fundemployees' 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, 17 for a period of more than six months from the date they become payable
- (d) 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.

(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 Companies Act 2013.



KABRA DRUGS LIMITED

(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: 30.05.2017



KABRA DRUGS LIMITED

Balance Sheet as at 31st March, 2017			
Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	43,886,000	43,886,000
(b) Reserves and Surplus	3	(17,180,198)	(17,562,451)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	18,975,351	22,941,033
(4) Current Liabilities			
(a) Short-term borrowings	5	536,194	1,003,114
(b) Trade payables	6a	11,908,451	27,860,095
(c) Other current liabilities	6b	6,316,689	12,949,902
(d) Short-term provisions	7	605,176	633,542
Total Equity and Liabilities		65,047,663	91,711,235
II. Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>	8		
(i) Tangible assets		24,844,203	27,274,906
(ii) Intangible assets		-	-
(iii) Building Work in process		2,124,834	2,124,932
(iv) Intangible assets under development		-	-
(b) Inventories	9	2,231,561	3,186,336
(c) Trade receivables	10	30,712,954	53,643,833
(d) Cash and cash equivalents	11	1,722,740	1,620,217
(e) Short-term loans and advances	12	3,411,371	3,861,012
(f) Other current assets		-	-
Total Assets		65,047,663	91,711,235
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	Shyam Kabra	Mahendra Singh Madloi
Dharmendra Agrawal	Chief Financial	Manging Director	Director
Partner	Officer	DIN: 00760020	DIN: 02396839
M .No. 77507	Anchal Kabra		
	Company		
	Secretary		
Place: Indore			
Date: 30.05.2017			



KABRA DRUGS LIMITED

Profit and Loss statement for the year ended 31st March, 2017

Particulars	Note No	2016-17	2015-16
Revenue from operations (Gross)	13	77029066	96545406.82
Less: Excise Duty / VAT		0	0
Revenue from Operations (Net)		77029066	96545406.82
Other Income	14	176711	163220
Total		77205777	96708626.82
Expenses:			
Cost of materials consumed	15	41476651	64314690
Cost of Packing Material	16	6587303	8428866
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	-90231	110000
Employee benefit expense	18	7435584	6782447
Other expenses	19	17191554	12348770.54
Financial costs	20	1715336	1801938.96
Depreciation and amortization expense	8	2430704	2430704
Total		76746901	96217416.5
Profit before Exceptional Items and Extraordinary items and tax		458876	491210.32
Exceptional Items and Extraordinary Items	21	0	0
Profit before tax		458876	491210.32
Tax expense:	22		
(1) Current tax		76522	216733
(2) Deferred tax		0	0
Profit(Loss) from the period from continuing operations		382354	274477.32
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		382354	274477.32
Earning per equity share:			
(1) Basic		0.09	0.06
(2) Diluted		0.09	0.06

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
 Anchal Kabra
Company Secretary

Shyam Kabra
Manging Director
 DIN: 00760020

Mahendra Singh Madloi
Director
 DIN: 02396839

Place: Indore
 Date: 30.05.2017



KABRA DRUGS LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2016-17

		2016-17	2015-16
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before taxation and extraordinary item		458876	491210
Adjustment for:		—	—
Depreciation		2430704	2430704
Miscellaneous (Preliminary) Expenses Written Off			
Interest Paid		1715336	1801939
Interest received		-176711	-163220
Profit/Loss on Sale of assets		0	0
Operating Profit before Working Capital Changes		4428205	4560633
Increase/Decrease in Inventory		954715	941294
Increase/Decrease in Loans and Advances		449641	-468216
Increase/Decrease in Trade Paybles		-25713288	6951591
Increase/Decrease in trade receivables		22930879	-8940959
Cash generated from Operations		3050152	3044343
Prior Period Expenses		—	—
FBT paid		—	—
Miscellaneous Expenses		—	—
Income Tax		-76467	-216733
NET CASH FLOW FROM OPERATING ACTIVITIES		2973685	2827610
CASH FLOW FROM INVESTING ACTIVITIES			
Sale of investment		—	—
Interest received		176711	163220
Miscellaneous expenditure		—	—
Purchase of Fixed Assets		0	-3055018
Sale of Asset		—	—
NET CASH FLOW FROM INVESTING ACTIVITIES		176711	-2891798
CASH FLOW FROM FINANCING ACTIVITIES			
Amount of Secured Loan raised/repaid		-865617	-481147
Unsecured Loan Repaid/Raised		-466920	-447176
Interest Paid		-1715336	-1801939
Corporate tax on dividend		—	—
Dividend Paid		—	—
NET CASH FLOW FROM FINANCING ACTIVITIES		-3047873	-2730262
NET INCREASE IN CASH AND CASH EQUIVALENTS		102523	-2794450
Cash and Cash Equivalents at the begining of the period		1620217	4414667
Cash and Cash Equivalents at the end of the period		1722740	1620217

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 & Accociates
Chartered Accountants
Firm Regn No. 008614C

For and on Behalf of Board of Directors

Dharmendra Agrawal
Partner
M .No. 77507

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

Place: Indore
Date: 30.05.2017



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017

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 Asset during the year.

d Depreciation - Depreciation is provided from date of use on straight line method as per the provisions of schedule 14 of the companies Act 1956 and Depreciation charges as per Company 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 company has not having impairment of asset.

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

h Investments - The company has not having investments during the year.

i Inventories -: Inventories are valued as certified by management on following basis. Raw Material. At cost. Finish Goods - At estimated realizable value. Work in process, stores and spares etc. - At estimated realizable value.

j Revenue Recognition- Sales are recognised on dispatch of goods to the customers, which normally results in transfer of title in the goods. The company has only one business segment " MANUFACTURING OF DRUGS ". Further, 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.

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 benefits are charged 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 recognized but are disclosed in the notes, contingent assets are neither 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 2017

2 SHARE CAPITAL

a Particulars

Authorized Share Capital

5000000 Equity Shares (Prev. Year 5000000) of Rs.10 Each	50000000	50000000
Nil Preference Shares (Prev. Year Nil)	0	0
	<u>50000000</u>	<u>50000000</u>

Issued, Subscribed and Paid Up Capital

4388600 Equity Shares (Prev. Year 4388600 of Rs. 10 Each	43886000	43886000
Preference Shares (Prev. Year Nil)	0	0
	<u>43886000</u>	<u>43886000</u>

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

Equity Shares	31.03.2017	31.03.2016
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	31.03.2017	31.03.2016
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 2017 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL. For 31st March 2016 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 compnay has not having any preference Share during the year

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

	31.03.2017		31.03.2016	
Equity Shares	Nos.	Amount	Nos.	Amount
Holding Company (Name)		0	0	0
Ultimate Holding Company (Name)		0	0	0
Subsidiaries / Associates (Name)		0	0	0
		0	0	0
	31.03.2017		31.03.2016	
Preferences Shares	Nos.	Amount	Nos.	Amount
Holding Company (Name)		0	0	0
Ultimate Holding Company (Name)		0	0	0
Subsidiaries / Associates (Name)		0	0	0
		0	0	0

**KABRA DRUGS LIMITED****Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017****e Details of Shareholders holding more than 5% shares in the Company**

Name of the Share holders	31.03.2017		31.03.2016	
	Nos.	%	Nos.	%
Equity				
Mr. Shyam kabra	480700	10.95	480700	10.95
Mrs Kusum Kabra	345500	7.87	345500	7.87
Mr.Ayush Kabra	222000	5.06	0	0
Miss Khushboo Kabra	0	0	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.**

	31.03.2017	31.03.2016
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
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j Shares Forfeited	NIL	NIL
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3 RESERVE & SURPLUS

a Capital Reserve	31.03.2017	31.03.2016
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	-17562451	-17836928
Add Profit For the Year	382253	274477
Less: Appropriation		
Dividend on Equity Shares	0	0
Dividend on Preference Shares	0	0
Extra ordinary deprecation	0	0
Transfer to General Reserve	0	0
	-17180198	-17562451

Total Reserve & Surplus

-17180198	-17562451
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4 LONG TERM BORROWINGS

a Particulars	31.03.2017	31.03.2016
Bonds & Debentures (Secured / Unsecured)	0	0
Term Loans (Secured / Unsecured)	0	0
From Religare capital loan	10941156	11806773
Deferred Payment Liabilities (Secured / Unsecured)	0	0
Deposits (Secured / Unsecured)(include amount)	0	0
Loans & Advances from Related Parties (Secured / Unsecured)	0	0
Trade Payables(Long Term)	8034195	11134260
	18975351	22941033

b Out of the Above

Total Secured	10941156	11806773
	10941156	11806773

**KABRA DRUGS LIMITED****Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017****5 SHORT TERM BORROWINGS**

a Particulars	31.03.2017	31.03.2016
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)	536194	1003114
	<u>536194</u>	<u>1003114</u>

b Out of the Above

Total Secured		
Total Unsecured	536194	1003114
	<u>536194</u>	<u>1450290</u>

c Out of the Above Loans Guranteed by Directors & Others

10941156	11806773
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d Terms and Conditions of Borrowings

12287920 Loan from Religare finvest as a Term Loan

e Default in payment of Borrowings

NIL	NIL
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6 TRADE PAYABLES & CURRENT LIABILITIES

a Particulars	31.03.2017	31.03.2016
Trade Payables	11908451	27860095
Other Liabilities		
Other Current Liability	6316689	12949902
	<u>18225140</u>	<u>40809997</u>

7 SHORT TERM PORIVISIONS

a Particulars	31.03.2017	31.03.2016
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	605176	633542
Total of Provisions	<u>605176</u>	<u>633542</u>

9 INVENTORIES

a Particulars	31.03.2017	31.03.2016
Raw Materials	1760250	2705256
Packing Material	165955	265955
Finished Goods	305356	215125
	<u>2231561</u>	<u>3186336</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	
	01.04.2016	Additions during the period	Deductions during the period	31.03.2017	01.04.2016	Additions during the period	Addition during the period extraordinary	Deductions during the period	31.03.2017	31.03.2017	31.03.2016
Tangible assets :											
Land Free-hold	169985	0	0	169985		0		0	0	169985	169985
electrical	592209	0	0	592209	592209	0		0	592209	0	0
Buildings	16,182,967	1	0	16182968	10396646	255690	0	0	10652336	5530632	5786321
Plant and equipment	65984607	0	0	65984607	46694056	1853806	0	0	48547862	17436745	19290551
Laboratory equipemnt	3036686	0	0	3036686	2884852	0	0	0	2884852	151834	151834
Air conditioners	151964	0	0	151964	66592	8642	0	0	75234	76730	85372
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
Furniture and fixtures	605413	0	0	605413	601208	0	0	0	601208	4205	4205
Vehicles	2550044	0	0	2550044	807423	312566	0	0	1119989	1430055	1742621
Others	0	0	0	0	0	0		0	0	0	0
	90154208	1	0	90154209	62879302	2430704	0	0	65310006	24844203	27274906
Intangible assets :					630						
Goodwill	0	0	0	0	0	0		0	0	0	0
Computer Software	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
WIP											
Buildings	2124932	0	98	2124834	0	0		0	0	2124834	2124932
Palnt & Equipment	0	0	0	0	0	0		0	0	0	0
	2124932	0	98	2124834	0	0		0	0	2124834	2124931.5
Intangible assets under Development											
Goodwill	0	0	0	0	0	0		0	0	0	0
	2124932	0	196	2124834	0	0		0	0	2124834	2124932
Total	92,279,140	1	196	92,279,043	62,879,302	2,430,704		0	65,310,006	26,969,037	29,399,838



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017

10 TRADE RECEIVABLES

	Non Current		Current	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
a Outstanding for a period exceeding 6 months from the due date				
Before six months	0	0	30712954	30163605
After six month	0	0	0	23480224
Doubtful	0	0	0	0
	0	0	30712954	53643829
Less: Provision for Doubtful Debts	0	0	0	0
	0	0	30712954	53643829
b Others				
Secured considered Good	0	0	0	0
Unsecured Considered Good	0	0	0	0
Doubtful	0	0	0	0
	0	0	0	0
Less: Provision for Doubtful Debts	0	0	0	0
	0	0	0	0
Total	0	0	30712954	53643829
Less: Amount Disclosed under Non Current Assets	0	0	0	0
Total Trade Receivables	0	0	30712954	53643829
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

	31.03.2017	31.03.2016
Cash In Hand	388912	488679
Balances with Bank	376471	270412.5
Earmarked Bank Balances	162040	172737
Balances with Bank held as Margin Money / Security	0	0
Deposits with Bank		
fixed deposit	795317	688388
Maturity above 12 months	0	0
Total	1722740	1620216.5
Less: Amount Disclosed under Non Current Assets	0	0
Total of Cash & Cash Equivalents	1722740	1620216.5

12 SHORT TERM LOANS & ADVANCES

Particulars	31.03.2017	31.03.2016
a Capital Advances		
Sort terms loan and advances	2408353	2788505
Unsecured Considered good	0	0
Doubtful	0	0
	2408353	2788505
Less: Provision for Doubtful Advances	0	0
	2408353	2788505
b Security Deposits		
Secured Considered good	1003013	1072507
Unsecured Considered good	0	0
Doubtful	0	0
	1003013	1072507
Less: Provision for Doubtful Advances	0	0
	1003013	1072507
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
	3411366	3861012
Total Loans & Advances	3411366	3861012

**KABRA DRUGS LIMITED**

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017

13 REVENUE FROM OPERATIONS

	31.03.2017	31.03.2016
a Sale of Products		
Finished Goods	77029066	96545406.82
Traded Goods	0	0
b Sale of Services	0	0
c Other Operating Revenues		
Sale of Scrap	0	0
Others	0	0
	77029066	96545406.82

Details of Product Sold

Finish Good	77029066	96545406.82
	77029066	96545406.82

14 OTHER INCOME

OTHER INCOME	31.03.2017	31.03.2016
	176711	163220
	176711	163220

15 COST OF MATERIAL CONSUMED

	31.03.2017	31.03.2016
Opening Stock of Raw Material	2705256	3475255
Add: Purchases	40531645	63544691
Add- Entry Tax	0	0
Less -: Goods return	0	0
	43236901	67019946
less-insurance claim received		0
Less: Clsoing Stock of Raw Material	1760250	2705256
	41476651	64314690

Details of Raw Material Consumed

RM 1 K.G.	34924080	59061477
RM 2 LITTER	6552571	5253213
	41476651	64314690

Details of Stock of RM

RM 1 LTR Rs	823814	1708876
RM 2 KG Rs	936436	996380
TOTAL STOCK	1760250	2705256

16 COST OF PACKING MATERIAL CONSUMED

	31.03.2017	31.03.2016
Opening Stock Of Packing Material	265955	327250
Purchase A/c	6487303	8367571
	0	0
	6753258	8694821
Less: Closing Stock of Packing material		
Closing Stock	165955	265955
	6587303	8428866

17 CHANGES IN INVENTORY OF FINISHED GOODS AND STOCK IN TRADE

	31.03.2017	31.03.2016
a. (Increase)/Decrease in Inventory	0	0
Opening Stock of Inventory	0	0
Stock at Finished goods ad close	215125	325125
Others	305356	215125
	-90231	110000
Work in Progress		
Others	0	0

**KABRA DRUGS LIMITED****Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017****18 EMPLOYEE BENEFIT EXPENSES**

	31.03.2017	31.03.2016
Salaries & Wages	6039447	5644858
Bonus	331025	295899
Contribution to Provident & Other Funds	697573	735133
Expenses on ESOP & ESPP	0	0
Staff Welfare Expenses	81022	92992
Gratuity Expenses	265730	0
Leave Encashment Expenses	20787	0
Medical reimbursements	0	13565
	7435584	6782447

19 OTHER EXPENSES

	31.03.2017	31.03.2016
Advisiting Exp.	30528	16800
Auditor Remuneration	120000	120000
Cost audit	0	0
Commision	0	1257000
consulating charges	43500	61000
Consumption of Stores & Spares	670406	840609
Conveyance & Vehcle exp	20271	46869.27
courier charges	117735	147792
Club Fees A/c	39100	35400
Cgmsc bank gurantee block	0	0
Dicount and other charges	32380	15604
Director Remuneration	900000	900000
Donation	5000	12100
Dr/Cr Written Off	0	882.14
Dipawali exp	32118	32448
Electrial exp	0	27430
Entry tax by purchase	76415	377251.5
Excise Duty	947303	796507.88
Expiary and Distroyed Goods	1938454	395366.5
Factory expenses	350213	594516
Freight Charges	710257	678359.69
salex tax	495550	562423
Insurance	93473	69662
interest on tds a/c	0	0
Job work charges	6500	454067.8
Legal and Fees , Other Fees	561348	443755.73
House kepping service charrges	416876	0
loss of chattisgarh govt sale	5532421	0
Office Expenses	114442	75333
Other Repairs		0
Panalty for lete supply	0	0
Power & Fuel	1839473	2409640
Professional Charges	277150	361021
Professional tax	0	0
Property Tax	54190	53000
Repairs to Buildings	242067	110516
Repairs to Others	101755	261257
Siting fees	512000	398000
Service Tax	105418	27433
Share Transfer Exp	158924	129189
Stationery and printint books	39422	55934
Others expenses [sundry deposit w/ff]	82550	0
Telephone and other exp.	46410	61503
Testing charges	152400	171738
Traveling Exp.Director	325064	348038.4
Roundoff	441	323.63
	17191554	12348770.54

Details of Payment to Auditors

As Auditor	0	0
Audit Fee	75000	100000
Tax Audit Fee	20000	20000
Limited Review	0	0
Others	25000	0
Reimbursement of Expenses	0	0
	120000	120000



KABRA DRUGS LIMITED

Notes to the Accounts and Accounting Policies for the Year Ended 31st March 2017

20 FINANCIAL COST

	31.03.2017	31.03.2016
Interest on OTHER	1689375	1788757
Interest on Working Capital Loans	0	0
Interest on Unsecured Loans	0	0
Interest on Deposits	0	0
Bank Charges	25961	13181.96
Exchange Difference to the extent of Borrowing Cost	0	0
	1715336	1801938.96

21 EXCEPTIONAL ITEMS / EXTRAORDINARY ITEMS

	31.03.2017	31.03.2016
Details with explicit reasoning	0	0

22 TAX EXPENSES

	31.03.2017	31.03.2016
a Income Tax		
Current Year	76522	216733
Excess / Short Provision of Previous Year	0	
Less: MAT Credit Entitlement	0	0
	76522	216733
b Deferred Tax	0	0
	76522	216733

23 INCOME FROM DISCONTINUED OPERATIONS

	31.03.2017	31.03.2016
Details with explicit reasoning	0	0

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	31.03.2017	31.03.2016
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	3.09 lacs	2.68 Lacs
4. SHRI AYUSH KABRA	REMUNERATION	4.8 Lacs	4.8 Lacs

Loan Taken

NIL

Loan Given

NIL

c The details of amounts due to or due from

Particulars	31.03.2017	31.03.2016
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 2017****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	77029066	0	0	77029066
Inter Segment Sales	0	0	0	0
	77029066	0	0	77029066
Results	0	0	0	0
Unallocated Expenses	76746901	0	0	76746901
Operating Profit				
Other Income	176711	0	0	176711
Profit Before Tax	458876	0	0	458876
Income Tax	76522	0	0	76522
Net Profit	382354	0	0	382354

c As at 31.03.2017 Segment Assets

Segment Assets	38078621	0	0	38078621
Unallocated Assets	26969137	0	0	26969137
	65047758	0	0	65047758

As at 31.03.2017 Segment Liabilities

Segment Liabilities	65047758	0	0	65047758
Unallocated Liabilities	0	0	0	0
	65047758	0	0	65047758

26 EARNING PER SHARE

Particulars	31.03.2017	31.03.2016
Profit/ Loss After Tax	382354	274478
Less: Dividends on Preference Shares and Tax Thereon	0	0
Net Profit	382354	274478
No of Shares Basic	4388600	4388600
No of Shares Diluted	0	0
Earning Per Share Basic	0.09	0.06
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 are charged to P & L A/c on actual basis and provision for gratuity, leave retirement benefit, encasement etc. are charged to P & L a/c on payment basis. The company has not practice to create separate reserve on actual basis.

29 RAW MATERIAL CONSUMPTION

Particulars	31.03.2017	%	31.03.2016	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	41476651	100%	64314690	100%
packing material				
Imported	0	0%	0	0%
Indigenous	6587303	100%	8428866	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

31 Details of Specified Bank Notes held and transacted during the period 08th November, 2016 to 30th December, 2016

Particulars	Specified Bank Notes	Other Denomination Notes	Total
Closing cash in hand on 08/11/2016	15000	24653	39653
Add: Permitted receipts	-	300000	300000
Less: Permitted payments	15000	310000	325000
Less: Amount deposited in banks	-	-	-
Closing cash in hand on 30/12/2016	-	14653	14653



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 Eighth Annual General Meeting of the Company on Friday the 29th September , 2017 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 is 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, 2017 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, 2017 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)

[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 28th Annual General Meeting of



KABRA DRUGS LIMITED

the Company, to be held on Friday the 29th September, 2017 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. To Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. To Re-appoint Smt Kusum Kabra who retires by rotation.		
3. To appoint M/s. Ashok Khasgiwala Co. (FRN: 000743C), Chartered Accountant for a period of 1 year.		
4. To appoint Shri Kuldeep Kumar Ajmera as Independent Director u/s 149 of Companies Act, 2013		

*Applicable for investors holding shares in the electronic form.

Affix a
Revenue
Stamp

Signed this -----day of ----- 2017.

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.



Registered Office Address : 26, Sector A, Swr Road, Sector A, Indore, Madhya Pradesh 452017