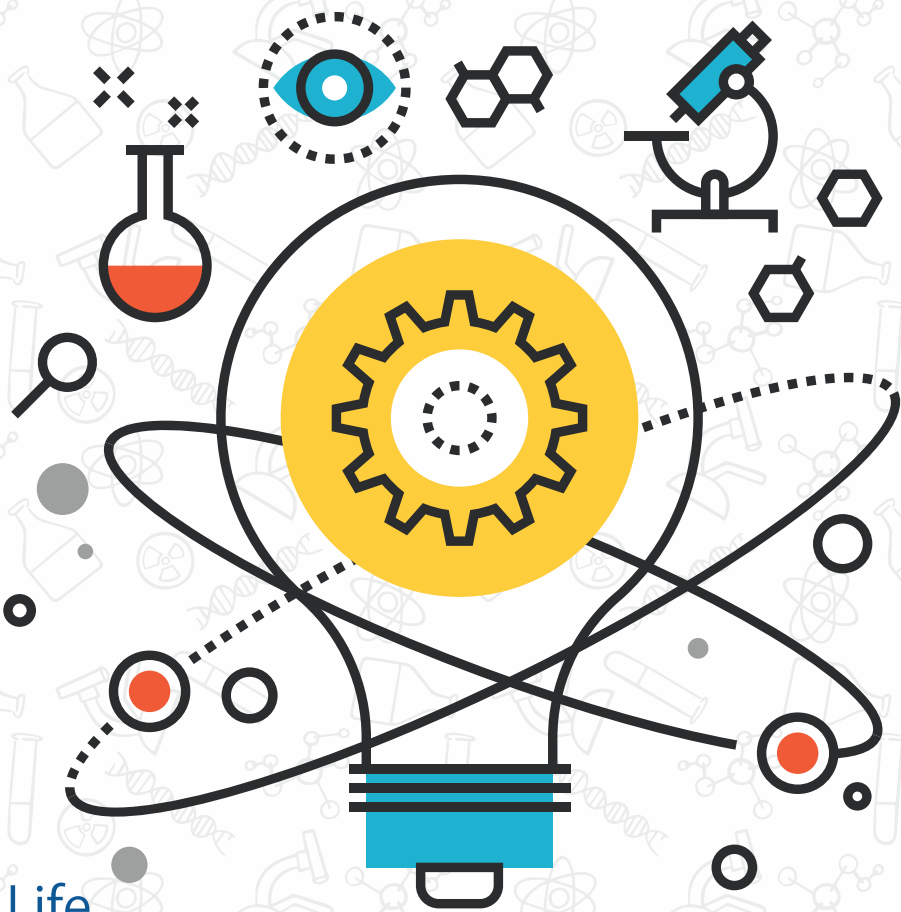


Ideas that adds **Value to Life**



## Ideas that Inspire Life

In a rapidly evolving world, innovation is the key to staying ahead. With each passing day, newer and more vibrant technology permeates and defines our life. And the ones who deliver the cutting edge, are the ones who lead the way. At Jenburkt, we have always held innovation at the core of our philosophy. It has seen us grow from strength to strength, year on year.

At the heart of innovation though, lies a strong idea. For it is ideas that change lives. At Jenburkt, we have used innovation through ideas to good effect. We believe in ideas that inspire life. That add value to living. And it is this thinking that inspires Jenburkt to develop new products.



## Founders

Hemendra N. Bhuta  
Uttam N. Bhuta

## Board of Directors

Ashish U. Bhuta	Chairman and Managing Director
Dilip H. Bhuta	Whole Time Director & Chief Financial Officer
Bharat V. Bhate	Non-Executive and Independent Director
Rameshchandra J. Vora	Non-Executive and Independent Director
Arun R. Raskapurwala	Non-Executive and Independent Director
Anjali S. Dalvi	Non-Executive and Independent Director

## Company Secretary

Ashish R. Shah

## Auditors

D. L. Arora & Co.  
Chartered Accountants, Mumbai

## Bankers

Bank of Baroda

## Registered Office

Nirmala Apartments, 93, Jayprakash Road, Andheri (W), Mumbai – 400 058.  
CIN: L24230MH1985PLC036541  
Tel. No.: +91-22-67603603 • Fax. No.: +91-22-66943127  
E-mail: investor@jenburkt.com • Website: www.jenburkt.com

## Plant

11-12, GIDC, Phase - I, Bhavnagar Road, Sihor, Gujarat - 364240.

## Registrars & Transfer Agents

Bigshare Services Pvt. Ltd.  
E-2 & 3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072.  
Tel. No.: +91-22-40430200. • E-mail: investor@bigshareonline.com • Website: www.bigshareonline.com

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## Notice

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **Jenburkt Pharmaceuticals Limited** will be held on Monday, the 31<sup>st</sup> July, 2017 at 3.30 p.m. at the ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended on 31<sup>st</sup> March, 2017, together with the Directors' and Auditors' Report thereon.
2. To declare dividend for the Financial Year ended on 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Shri Ashish U. Bhuta, (DIN-00226479) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint the Statutory Auditors and authorise the Board of Directors to fix their remuneration and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 including any statutory modification or re-enactment thereto, the members hereby accords their approval to appoint M/s. D. R. Mehta & Associates, Chartered Accountants (Firm registration No.106207W) as the Statutory Auditors of the Company in place of the retiring auditors M/s. D. L. Arora & Co., Chartered Accountants, Mumbai (Registration No. 100545W), to hold office from the conclusion of this 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to ratification by the members of such appointment at every Annual General Meeting, and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration on recommendation of the Audit Committee in consultation with the Auditors”.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the Sections 196, 197, 203, Schedule V, all other applicable provisions of the

Companies Act 2013, any rules made thereunder, including any statutory alterations, modifications or re-enactments thereof, for the time being in force and subject to the approval of Central Government and all such other approvals as may be required, the consent of the Members be and is hereby accorded for the re-appointment of Shri Ashish U. Bhuta (DIN-00226479), as the Chairman and Managing Director and Key Managerial Personnel of the Company, for a period of 3 (three) years commencing from 1<sup>st</sup> April 2018 till 31<sup>st</sup> March 2021, on such terms of remuneration as mentioned herein under and whose terms of office shall be liable to retire by rotation:

#### Remuneration:

- A. Salary: Salary up to Rs. 24,00,000/- (Rupees Twenty Four Lac only) per month, with an annual increment effective from the 1<sup>st</sup> April every year, at the discretion of the Board of Directors and/or the Nomination and Remuneration Committee of the Company.
- B. Commission: Maximum Commission up to 3% of the net profit of the Company, payable yearly. The Board of Directors and/or the Nomination and Remuneration Committee of the Company shall have the power to decide and approve the commission, within the above stated limit.
- C. Perquisites and Allowances: In addition to salary and commission, the Chairman and Managing Director shall be entitled to the following perquisites and allowances: (1) House Rent Allowances at 30% of the basic salary; (2) Utilisation of gas and electricity at residences; (3) Telephones at residences and mobile phone for official use; (4) Furnishing and repairs at residences; (5) Medical reimbursement for self and family; (6) Cars with services of drivers for official use; (7) Leave travel allowance; (8) Club Membership fees; (9) Medical insurance for self and family; (10) Contribution to Provident Fund and Superannuation Fund; (11) Gratuity; (12) Reimbursement of expenses incurred for the business purpose and (13) All such other perquisites, benefits and allowances under the schemes / rules as applicable to the other employees of the Company, the total remuneration being within the ceiling prescribed by the provisions of the Companies Act, 2013 and/or as may be approved by the Central Government.

The following perquisites, however, shall not be included in the computation of the ceiling on remuneration:

- (a) Contribution to Provident Fund, Superannuation



Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.

- (b) Gratuity payable under the payment of Gratuity Act, 1972 and
- (c) Encashment of leave.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee thereof be and is hereby authorised and empowered in their absolute discretion to change, alter or modify the terms and conditions of Chairman and Managing Director's appointment and payment of remuneration, in consultation with him, subject to the applicable provisions of the Companies Act, 2013, any rules made thereunder and Schedule V (including any alterations / modifications, if any, thereof for the time being in force) and the terms as may be approved by the Central Government.

RESOLVED FURTHER THAT in the event of a loss or inadequacy of the profit of the Company in any financial year during his tenure, the aforesaid remuneration shall be paid to the Chairman and Managing Director as a minimum remuneration, for the period of his appointment, subject to Schedule V and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any alterations / modifications, if any, thereof for the time being in force), or as may be approved by the Central Government.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to enter into an agreement with the Chairman and Managing Director and do all such acts, deeds, things, as they may in their absolute discretion consider necessary and appropriate to give effect to this resolution”.

- 6. To consider and if thought fit, to pass with or without modification the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or any amendment(s) or any

re-enactment(s) thereto, for the time being in force, Ms. Anjali S. Dalvi, (DIN 03293810) independent director of the Company, whose term of office expires on 23<sup>rd</sup> July, 2018 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose her candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five years commencing from 24<sup>th</sup> July, 2018 to 23<sup>rd</sup> July, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any executive Director and/ or the Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

- 7. To consider and if thought fit, to pass with or without modification the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (hereafter referred as “the Act”) and the Companies (Audit and Auditors) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, the Cost Auditors' remuneration as approved by the Board of Directors of the Company of Rs.1,70,000/- (Rs. One Lac Seventy Thousand Only) for the financial year 2017-18, to conduct the audit of cost records of the Company, be and is hereby ratified.

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

By order of the Board of Directors

Ashish R. Shah  
Company Secretary

Mumbai, 30<sup>th</sup> May, 2017




**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
 A person can act as a proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. Duly completed proxy forms, in order to be effective, must be received at the registered office of the Company, **not less than 48 hours before the scheduled time of the meeting.**
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Annual General Meeting is annexed to this Notice.
3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given herein below. The Company will also intimate to all the members regarding User ID and Password.
4. Members / proxies should bring the filled-in attendance slip to attend the meeting and are requested to bring their copies of Annual Report to the meeting. Notice of the 32<sup>nd</sup> Annual General Meeting is also available on the website of the Company viz. [www.jenburkt.com](http://www.jenburkt.com) and viz. [www.evotingindia.com](http://www.evotingindia.com).
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send in advance to the Company, a certified copy of the Board resolution, authorizing their representatives to attend and vote on their behalf at the meeting.
6. Members who wish to seek any information on the financial accounts and operations are requested to write to the Company, so as to reach the registered office of the Company at least one week before the date of the Annual General Meeting (AGM), so that the information required can be made available at the AGM. All the information /clarification shall be provided only at the AGM.
7. 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.
8. The Securities and Exchange Board of India (SEBI) has notified that the shareholders / transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company / Registrars and Transfer Agents (RTA) while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders / transferee of shares (including joint holders) are requested to furnish a self attested copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA, Bigshare Services Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.jenburkt.com](http://www.jenburkt.com) under the section 'Investors'.
11. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 25<sup>th</sup> July, 2017 to Monday, 31<sup>st</sup> July, 2017 (both days inclusive).
12. The dividend on equity shares as recommended by the Board, if declared at the AGM, will be paid by NACH /NEFT or by dividend warrants which will be dispatched on or after 11<sup>th</sup> August, 2017.
13. Non Resident Indian (NRI) members are requested to inform the Registrars regarding (a) Change in their residential status and (b) Particulars of their bank accounts with complete details viz. name of the bank, branch address with pin code, account type, account number, MICR, NEFT details, etc.
14. The Company will be transferring the unpaid or unclaimed amount of dividend pertaining to Financial Year 2009-10, to the Investors' Education and Protection Fund (IEPF) of the Central Government, during the current year. Shareholders, who have not yet claimed their dividend for the Financial Year 2009-10 and thereafter, are requested to do so at the earliest. Shareholders' attention is invited to the IEPF's notification dated 5<sup>th</sup> September, 2016 and 28<sup>th</sup> February, 2017 and the Company's advertisement in the Newspapers viz. Free Press Journal (English) and Navashakti (Marathi) both dated 24<sup>th</sup> November, 2016 and 4<sup>th</sup> May, 2017, regarding the transfer of equity shares to IEPF Authority in accordance to the provisions to Companies Act, 2013 of those shareholders who have not claimed their dividend corresponding to their shares for seven consecutive years. The dividend amount and equity shares transferred to IEPF can be claimed back by the Shareholders from the IEPF authority.
15. Brief profile of the Directors proposed to be appointed/re-appointed, with other relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are appearing under explanatory statement to the Notice.
16. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company including Annual Report, Notices, Circulars, etc. electronically. Members who have not registered their bank details are requested to register the same at the earliest to receive the dividends through NACH (direct credit in to your bank account). A form is attached in this regard.**
17. Instructions for members for remote e-voting are as under:-
  - I. The remote voting period begins from 9.00 a.m. on Friday, 28<sup>th</sup> July, 2017 to 5.00 p.m. on Sunday, 30<sup>th</sup> July, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Monday, 24<sup>th</sup> July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL at 5.00 p.m. on 30<sup>th</sup> July, 2017.
  - II. Shareholders who have already voted electronically through e-voting would not be entitled to vote at the meeting venue. The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the general meeting.

**Procedure for Remote e-voting:**

- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on Shareholders.
- V. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



VIII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- XIX. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XX. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24<sup>th</sup> July, 2017 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.
- XXI. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XXII. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- XXIII. M/s. Nilesh Shah & Associates, Practising Company Secretaries represented by Mr. Nilesh Shah, (Membership No. FCS 4554), or failing him Ms. Hetal Shah (Membership No. 8063) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XXIV. The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting will not later than three days of the conclusion of AGM make a consolidated Scrutinizer's Report and submit the same to the Chairman.
- XXV. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jenburkt.com](http://www.jenburkt.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).
- XXVI. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24<sup>th</sup> July, 2017.

By Order of the Board of Directors  
For Jenburkt Pharmaceuticals Ltd

Asish R.Shah  
Company Secretary

Mumbai, 30<sup>th</sup> May, 2017



## Annexure to the Notice

### EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Special Business:

#### For item number 4 of the Notice:

In terms of section 139 of the Companies Act, 2013 and rules framed thereunder, the existing Auditors at the time of commencement of the Companies Act, 2013 i.e. on 1<sup>st</sup> April, 2014, who had completed five years or more as the Auditors in a Company were granted transition period of three more years to continue with the same Company i.e. up to conclusion of Annual General Meeting for the Financial Year ended on 31<sup>st</sup> March, 2017. Therefore M/s. D. L. Arora & Co., Chartered Accountant retires as the Auditors of the Company from conclusion of the 32<sup>nd</sup> Annual General Meeting to be held on 31<sup>st</sup> July, 2017.

In view of the above, the Board of Directors of the Company, on the proposal of the Audit Committee has recommended subject to Members consent at the 32<sup>nd</sup> AGM of the Company, the appointment of M/s. D. R. Mehta & Associates, Chartered Accountants of Mumbai, having firm registration number as 106207W, as the Statutory Auditors of the Company in place of M/s. D. L. Arora & Co., Chartered Accountants, having firm registration number as 100545W, for a term of five years from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting and to fix their remuneration. M/s. D. R. Mehta & Associates, Chartered Accountant, have confirmed that their appointment, if made, will be within the limits prescribed under the Act.

Your Directors recommend the resolution as set out at item number 4, for your approval.

None of the partners of M/s. D. R. Mehta & Associates hold any shares of the Company. All of them are independent to the Management of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any manner, concerned or interested, financially or otherwise, in the said resolution.

#### For item number 5 of the Notice:

Shri Ashish U. Bhuta is the Promoter Director of the Company. His existing terms of Chairman and Managing Director and KMP expires on 31<sup>st</sup> March, 2018. The Audit

Committee recommended and the Board accorded its approval, for his re-appointment as the Chairman and Managing Director and KMP of the Company for a period of three years from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 vide their respective meetings held on Tuesday, 30<sup>th</sup> May, 2017, subject to the consent of Members and Central Government. His appointment will be in terms of Section 196, 197, 203 and Schedule-V of the Companies Act, 2013 and rules framed thereunder, as set out in the special resolution.

Given his expertise, knowledge and experience, the Board considers that the continued association of Shri Ashish U. Bhuta would be of immense benefit to the Company and it is desirable in the best interest of the Company to continue to avail his services as the Chairman and Managing Director of the Company.

The Company has not made any default in repayment of any of its debt (including public deposits) or debentures in the past one year.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Shri Ashish U. Bhuta for his re-appointment, is in any manner concerned or interested financially or otherwise in the said resolution. His relatives may be deemed to be interested in this resolution to the extent of their shareholdings, if any, in the Company.

Ashish U. Bhuta holds 261127 equity shares of the Company as on 31<sup>st</sup> March 2017, in his individual capacity. He is not related to any of the Directors on the Board or any Key Managerial Personnel of the Company.

The remuneration last drawn by Shri Ashish U. Bhuta for the Financial Year 2016-17 is Rs. 110.35 lacs.

The Board of Directors recommends for your approval, the resolution as set out at item no.5 in accompanying Notice to be passed as Special Resolution.

Brief resume of Shri Ashish U. Bhuta is provided herein below.

Statement of information as required under Schedule V, Part II, Section II (b) (iv) of the companies act 2013:-

#### I. General Information:

1. Nature of Industry: The Company is the manufacturer of Pharmaceutical Formulations.
2. Date of Commencement of Commercial Production: The Company was incorporated on 10<sup>th</sup> June 1985.





3. Financial Performance based on Given Indicators:  
The financial data as per last audited Balance Sheet as on 31<sup>st</sup> March, 2017 is as under:

(₹ in lacs)

PARTICULARS	For the Financial Year ended 31 <sup>st</sup> March 2017
Income from Operation	10290.17
Other Income	40.42
Total Income	10330.59
Net Profit Before Depreciation and Tax	2222.34
Depreciation	178.71
Net Profit Before Tax	2043.63
Provision for Income Tax	697.18
Net Profit after Tax	1346.45

4. Foreign Investments or Collaborators: N.A.

## II. Information about the Appointee:

### 1. Background Details:

Shri Ashish U. Bhuta is a Bachelor of commerce. He has done his masters degree in Finance Management and postgraduate diploma in Patent Law & Practice. He was first appointed in the Company on 01<sup>st</sup> June 1994 and since then has worked at several levels and across various departments of the company and was elevated as Vice President on 01<sup>st</sup> April 1997, as Senior Vice President on 01<sup>st</sup> April 2006 and as the Whole Time Director on 02<sup>nd</sup> June 2007. He has gained immense experience in operations, purchase, manufacturing, marketing, finance, etc. by working across all sectors and departments of the company since 1994. Shri Ashish U. Bhuta has many achievements to his credits like obtaining ISO 9002 and WHO GMP Certification of the Plant, setting up a R&D unit approved by the Central Government and International Business Department to foray in to new countries. He is also shouldering responsibilities of overall supervision of operations and departments of finance, purchase, manufacturing, marketing and human resources development along with developing various strategies and their implementation. He has coordinated commissioning of Sihor plant and the formulation development centre at Sihor and has established Batch Costing System, precise MIS system at senior level and budgeting system in the Company. He is also responsible for computerization of the organization including commissioning Company's own developed Q-logie TM a supply chain software and setting up of ERP system. He is part of the team to decide new products, expansion of territories in India, appointment of Distributors / Agents in India and selecting talent for the Company. He created and is still

very active in the development of the cross functional team-QUEST & QUEST-II Team.

He is also instrumental in setting up the best practices in Cost Accounting systems, as a result of which the Company received prestigious National Award, ranked as "FIRST" from ICWAI, New Delhi under the category of Small Industries, for consecutive two years.

Ashish U. Bhuta holds 261127 equity shares of the Company as on 31<sup>st</sup> March 2017.

- Past Remuneration: for F.Y. 2016-17 Rs.110.35 lacs, per annum.
- Recognition or Awards: Shri Ashish U. Bhuta has coordinated the commissioning of Sihor Plant, led the team to achieve ISO 9002, WHO GMP Certification, setting up and procuring approval of Central Government for R&D unit and winning two National Awards ranked "FIRST" from ICWAI. He was awarded the best mooter and also achieved moot court team award, at the moot court competition in Patent Law held by IIPS.
- Job Profile and Suitability: Shri Ashish U. Bhuta, exercises substantial executive power, under the control and direction of the Board of Directors of the company. He is responsible for overall operation and working affairs of the Company. He is managing under his direct control the core functional departments of the Company viz. purchase, production, marketing, accounts, finance, information technology, human resource development, R & D and exports. Considering his experience and ability to skillfully coordinate all the departments for the growth of the company, he is best suitable for the responsibility assigned by the Board as the Chairman and Managing Director.
- Remuneration proposed : Subject to the Central Government's approval, a Salary upto Rs. 24 lac, per month (excluding perquisites and allowances) and a commission @ 3% of the net profit of the Company, yearly, subject to the terms of agreement and discretion of the Board of Directors or Committee thereof with annual increment effective from 1<sup>st</sup> April every year. The quantum of perquisites, benefits, allowance, and commission in addition to the Salary shall be determined by the board and / or remuneration committee thereof.
- Comparative Remuneration in the Industry: Remuneration as proposed to Shri Ashish U, Bhuta is provided herein above is most competitive in



quantum. Considering the nature / size of the industry, the specialty of services rendered by Shri. Ashish U. Bhuta and the complex role performed by him, no comparative remuneration of industry is available for information.

7. Pecuniary Relationship: Shri Ashish U. Bhuta does not have any direct or indirect pecuniary relationship with the Company, except his remuneration and dividend on his and his relatives shareholding.

### III. Other information:

1. Reason for inadequate Profit : The Company was incorporated in year 1985 and falls under SME Sector. The Company is yet to reach to its optimum manufacturing capacity. In addition to that the factors like the ever increasing cost of material, manufacturing, marketing and administrative expenditures, plant and product registration at various countries, R&D activities, fluctuation in foreign currency rates and stiff competition in domestic as well as the foreign market have also put pressure on the profit margin of the Company. The Company is taking every possible steps to increase the business volume and thereby profitability. Few products of the Company are under DPCO, which has ceiling on the selling price.
2. Steps taken or proposed to be taken for improvement: The Company has its WHO GMP compliant plant, which is also approved under Schedule-M. The Company is focusing on product development through its own R&D unit and on exports vide its International Business division and expects to register sizable bottom line growth in years to come.
3. Expected Increase in Profits in Measurable Terms: Considering the nature of business of the Company, it is not possible to ascertain and quantify the expected increase in profits in next three financial years. The Company expect to better its profitability in next three financial year, as compared to its profitability achieved in past three financial years.

### IV. Disclosures:

1. The details regarding the remuneration package etc. of all the other Directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.
2. The Company has not issued any stock option.

### For item number 6 of the Notice:

As per provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with rules made thereunder,

the Company had appointed, Ms. Anjali S. Dalvi as an Independent Director for a period of 5 (Five) years commencing from 24<sup>th</sup> July, 2018 to 23<sup>rd</sup> July, 2023. She is eligible for re-appointment for another term of five years under the applicable provisions of the Companies Act, 2013.

The Company has received, from Ms. Anjali S. Dalvi, (i) consent in writing to act as a Director (ii) intimation, to the effect that she is not disqualified under the provisions of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence.

The Company has also received notice in writing from a Member along with a deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Ms. Anjali S. Dalvi for the office of Director of the Company.

The Board is of the opinion that Ms. Anjali S. Dalvi fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for her appointment as an Independent Director. Based on her performance evaluation, expertise and knowledge, on recommendation of the Nomination & Remuneration Committee and subject to approval of Members, the Board considers her re-appointment as an Independent Director for a second term to be in the best interest of the Company and accordingly, recommends the Special resolution as set out at item no. 6 in the accompanying Notice, for the approval of the Members. She shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter of appointment and terms and conditions of re-appointment of Ms. Anjali S. Dalvi, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and public holidays up to the date of AGM and also posted on Company's website viz. [www.jenburkt.com](http://www.jenburkt.com).

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. Anjali S. Dalvi for her re-appointment is, in any manner concerned or interested financially or otherwise in the said resolution. Her relatives may be deemed to be interested in this resolution to the extent of their shareholdings, if any, in the Company.

Ms. Anjali S. Dalvi holds 'Nil' Equity Shares in the Company. She has no relationship with any other Directors and Key Managerial Personnel of the Company. She is independent of the management.

Ms. Anjali S. Dalvi draws remuneration as sitting fees for



attending the Board of Directors meeting, which is disclosed in the Corporate Governance segment in this Annual Report.

Brief resume of Ms. Anjali S. Dalvi is provided herein below.

**For item number 7 of the Notice:**

In terms of the Section 148 (3) of the Companies Act, 2013, read with Company (Audit and Auditors) Rules 2014 the Cost Accountant is to be appointed by the Board and the approval of their remuneration need to be ratified by the members of the Company.

The Audit Committee recommended and the Board of Directors approved at their respective meetings held on 30<sup>th</sup> May, 2017, the appointment and payment of remuneration of M/s. Jagdish R. Bhavsar, cost accountants, in practice, as the cost auditor of the Company to carry out the audit of cost records relating to the drug formulations of the Company for the Financial Year 2017-18.

Accordingly, consent of members is sought by passing a resolution as set out in the item no. 7 of the Notice for ratifying the amount of remuneration mentioned therein, payable to the Cost Auditors for the Financial Year 2017-18.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution at item numbers 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at item number 8 of the Notice, for the approval of the Members.

Brief profile of the directors being appointed / re-appointed:

**A. Shri Ashish U. Bhuta:**

For a brief profile of Shri Ashish U. Bhuta (Managing Director) members may kindly refer to a portion titled as 'Background Details' as appearing under the heading "Information about the Appointee", placed in the explanatory statement for the item no. 5 of the notice, above.

Shri Ashish U. Bhuta (DIN:00226479), 44 years, is the Chairman and Managing Director of the Company. His office is liable to determination by retirement by rotation. Being eligible, he has offered

his candidature for re-appointment. His appointment as director is subject to the Members approval at the ensuing 32<sup>nd</sup> AGM.

**B. Ms. Anjali S. Dalvi:**

Ms. Anjali S. Dalvi (DIN:03293810), 50 years, is a Chartered Accountants by profession and has also done a valuation course of Institute of Chartered Accountants of India (ICAI) and a specialized course viz. ICP-CSR conducted by IICA, Ministry of Corporate Affairs, New Delhi.

She has specialised and in-depth knowledge in Finance and Banking fields. She was involved in the development of business plans for infusion of funds through private equity route, interacting with PE funds and HNI's, before and after infusion of capital and fund raising, liaising and negotiating with banks and financial institutions for raising fund and non-fund based facilities to meet working capital and project requirements, preparing projections (including CMA data), formulating budgets aimed at setting targets, improving profitability and efficiency, conducting variance analysis to determine difference between projected figures and actual expenditure and implementing corrective actions, carrying out cash flow and profitability analysis, monitoring cash flow and furnishing reports to the management, performance, viz. fund management, credit control, profitability, etc., She has also branched out into CSR advisory.

At present she is carrying out her practice as a Chartered Accountant in 'Anjal Dalvi Associates' and also working as a Director in Mansh CSR Advisory Pvt. Ltd. (OPC) as a consultant for policy, strategy, identification-monitoring-reporting projects for compliance and preparation of financial accounts and reports required under Sec 135 of Companies Act, 2013.

She has also worked in a senior positions in Reliance Capital Ltd and Praxis Advisors Pvt. Ltd. and as a Manager credit with Saraswat co-op. Bank Ltd.

By Order of the Board of Directors  
For Jenburkt Pharmaceuticals Ltd

Ashish R.Shah  
Company Secretary

Mumbai, 30<sup>th</sup> May, 2017.



## Directors' Report

Your Directors, with pleasure, present the 32<sup>nd</sup> Annual Report along with the Audited Financial Statement of the Company and Auditors' Report thereon, for the Financial Year ended 31<sup>st</sup> March, 2017.

### 1. Summary of Financial Performance:

(₹ in Lacs)

Particulars	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Net Income	10330.60	9358.50
Profit before Tax	2030.85	1682.30
Less: Tax Expenses	697.18	604.93
Add: Exceptional Items	12.78	0.54
Profit after Tax	1346.45	1077.90
Add: Balance in Profit & Loss Account	3219.32	2544.32
Sub-Total	4565.77	3622.22
Less: Appropriation:		
Dividend on equity shares	376.59	334.75
Tax on dividend	76.67	68.15
Closing Balance	4112.51	3219.32

The total net income from the operations of the Company for the financial year 2016-17, stood at Rs.10330.60 lac, the same was registered in previous financial year 2015-16, at Rs.9358.50 lac, recording a growth of 10.39%.

The profit before tax stood at Rs.2030.85 lacs for the Financial Year (F.Y.) 2016-17 compared to Rs.1682.30 lacs for the previous F.Y. 2015-16, recording a growth of 20.72 %. The profit after tax registered for F.Y. 2016-17 is of Rs. 1346.45 lacs as compared to Rs. 1077.90 lacs, for the previous F.Y. 2015-16, recording a growth of 24.91 %. The earnings per share of the Company, for the F.Y. under review, stood at Rs. 28.96 as compared to Rs. 23.18 registered for the F.Y. 2015-16.

### 2. Dividend and Reserves:

Your Directors are pleased to recommend, based on the Company's performance, a dividend for the F.Y. 2016-17, of Rs. 8.10 (81%) per Rs.10/- paid-up equity shares of the Company, subject to approval of the Shareholders at the ensuing 32<sup>nd</sup> Annual General Meeting (AGM).

The amount of dividend payable would stand at Rs. 376.59 lacs for the F.Y. 2016-17 the dividend distribution tax payable would be at Rs. 76.67 lacs. The aggregate cash outflow would be Rs. 453.26 lac for the year under review.

As on 31<sup>st</sup> March, 2017, the reserves and surplus amount stood at Rs. 4900.39 lacs as compared to Rs. 3553.94 lacs as on 31<sup>st</sup> March, 2016.

The Register of Members and Share Transfer Books will remain closed from 25<sup>th</sup> July, 2017 to 31<sup>st</sup> July, 2017 for the purpose of dividend and AGM. The 32<sup>nd</sup> AGM is scheduled on Monday, 31<sup>st</sup> July, 2017.

### 3. Management Discussion & Analysis Report:

#### a. Industry Structure and Development:

The Government of India has taken several initiatives in the areas of infrastructure, easing the process of doing business, opening the doors to FDI, targeting inflation for monetary policy, campaigns on smart cities, urban development, encouraging start-ups, skill development etc. The impact of most of these measures can be gauged over a period of time and may not get reflected in the economic numbers immediately as they must hence be interpreted more in terms of laying a foundation for future growth. Currently, Indian economy is at a steady growth trajectory, which is expected to take a fast track growth drive due to above, riding on strong macroeconomic fundamentals, favorable business sentiments and downward trend in interest rates.

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. Further, the government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

The Indian pharma industry, which is expected to outperform the global pharma industry, will emerge as the sixth largest pharmaceutical market globally by absolute size. Branded generics dominate the pharmaceuticals market, constituting nearly 80 per cent of the market share (in terms of revenues).

According to the Department of Pharmaceutical, Ministry of Chemical and Fertilizer, Government of India, the domestic Pharma market witnessed a slowdown in the ongoing financial year owing to the Government's efforts to make medicines affordable. The impact of this can be seen in the industry's financials as well. The Drugs & Pharmaceuticals industry reported poor sales performance for two consecutive quarters ended September 2016.

The industry's operating expenses rose much faster than the growth in sales. As a result, the industry's operating profit declined, the operating margin and the industry's net profit margin contracted, during the said quarter. During the decade ending 2015-16, India's drug exports grew at a CAGR of 11.9 per cent.

This growth was backed by large number of drugs going off patent, rise in the number of drug approvals and access to new markets. However, the trend, it seems, in drug exports, reversed in the ongoing financial year. During April-November 2016, drug exports fell by one per cent. This is on account of tightening of regulatory mechanism by various countries, price erosion in the US market and economic crisis in the emerging markets.

**b. Business Performance, Opportunities and Outlook:**

The Indian pharmaceutical market size is expected to grow immensely by 2025, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depression and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and its effects are to be seen, in days to come. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

Demographic trends, rise in diagnosis and treatment of chronic conditions, ageing and growing population, improved access to healthcare and increasing per capita income are the factor that will drive the future demand of the pharmaceutical products in the world.

**c. Risk, Concerns & Threats:**

The pharmaceutical product prices in India are regulated by National Pharmaceuticals Pricing Authority (NPPA). The NPPA vide various notifications, declares the ceiling price of the formulations mentioned in NLEM (National List of Essentials Medicines), beyond which the companies are restrained to fix their products' MRP. Department of Pharmaceuticals vide its Notification dated 10<sup>th</sup> March 2016 has amended Schedule-I of DPCO, 2013 by substituting NLEM 2011 with NLEM, 2015. As per this notification, few more products have been bought under price control, while few are removed. However, the product in price control contributes a very small amount to the total revenue of your Company.

1. NPPA had served a show cause notice to your Company alleging that a Company's product was violating a NPPA's standing order. However after a Personal Hearing and detailed submission, NPPA passed a written order stating that your Company's product did not violate the standing order. Subsequently, NPPA reviewed its own order, without having any power to review, and issued show cause notices and demand notice to your Company. Your Company subsequently filed a writ petition against the demand of NPPA, at the Hon'able High Court of Bombay. The matter was settled in favor of your company. The NPPA after over a year filed a Special Leave Petition (SLP) (demanding Rs. 16.45 crore) at the Hon'able Supreme Court, where the matter is pending, after being admitted for further arguments. DPCO, 1995, explicitly debars NPPA to review its

own order, the very reason cited by Hon'able High Court of Bombay, while quashing the show cause notices and demand notice in their judgement dated 08<sup>th</sup> August, 2013 and 26<sup>th</sup> September, 2013. Your Company has been legally advised, that based on the facts and merits of the case, the demand raised by NPPA is not likely to crystallize.

2. The Ministry of Health and Family Welfare, Government of India, vide its notification dated 10<sup>th</sup> March, 2016 banned 344 Fixed Dose Combinations (FDCs) with immediate effect. Many Companies including your Company have challenged the said notifications at the Hon'ble High Court of Delhi. Your Company's seven products are affected by the said notifications which in terms of value and volume do not have substantial impact on the sales and profitability of the Company. The Hon'ble High Court, Delhi passed an order on 1<sup>st</sup> December, 2016 quashing all the notifications of the Ministry. Subsequently, they filed a special leave petition at The Hon'ble Supreme Court against said the Judgement of the Hon'ble High Court, Delhi. The matter, at present is pending at Supreme Court. The Management is of the opinion that even if the said notifications are upheld and coming in to effect, the same will not substantially impact the sales and profitability of the Company.
3. The Indian Drug Manufacturer's Association (IDMA) has appealed the honourable Prime Minister of India to not to disturb the branded generics market in India, in response to the Indian Medical Association's circular stating use of only Generic names in the prescription to be written by the Physicians in India. All major Pharmaceutical Companies, including your Company, are also engaged in manufacturing of branded Fixed Dose Combinations (FDCs) across therapeutic segment. These products from reputed Company's ensures quality as against plain generic drugs.

Any compulsion, in future, from the Government of India, with regard to mandating the physicians to prescribe only generic drugs and not the branded medicines will entail the patients to be at the mercy of chemist and they may be deprived of good quality products of reputed Companies. Moreover, this will jeopardize the pharmaceutical industry as it will eliminate brand names, which may result in loss of revenue to the industry and rendering many skilled workers unemployed.

IDMA has suggested to allow prescribing both branded and generic products together, leaving the choice to the patient to either buy generic drug or the branded quality product.





As of date, there is no clarity, in this regard, but the government's push for making available cheap medicines through its Janaushadhi programme for the mass, could lead to such a step in future. Your Company is in the process of finding various option for such a situation.

4. The constant change in policies by the Government of India and its delays in product approvals have undesirable effect on the industry.
5. Any further increase in the number of FDC's banned or in the number of National List of Essential Medicines (NLEM) drugs may hamper the sales and profitability of the Company.

**d. Internal Control System:**

To maintain and improve the internal control system of the Company, its senior management is committed towards compliances, risk management, safeguarding of Company's assets, prevention and detection of frauds, etc.

The Company has formulated various policies for its day to day operations, activity-wise, which inter-alia comprises of policy on prevention of Sexual Harassment at work place, code on Prohibition of Insider Trading (for all defined as "Insider"), code on Business Compliance (by Directors and Senior Personnel) and Risk Management Plan. As needed the Company follows maker / checker concept. Accounting of various financial activities is done by dedicated employees and monitored by accounts head. The Company's books of accounts are maintained in ERP System. All transactions and movement of stocks are executed through and recorded in the said system. All statutory and other dues and payments are made within the stipulated time limit. All compliances are taken care by a dedicated software to enhance the timely compliance process. It generates alerts for timely compliance with an escalation process. A robust internal audit system at the registered office and plant is in place. The Internal Auditors independently evaluate transactions and the activities carried out by the Company during the year, on quarterly basis. Internal Auditors submit their report periodically. The CFO along with Accounts Head / Head of other departments ensure rectification and initiate corrective steps based on their report.

The Audit Committee of the Company carries out inter-alia, the functions specified under the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

With regard to raw material, packing material and finished goods at plant and other locations, the strong systems through software are setup to record and monitor each and every movement of such material. The Internal Auditors conduct stock audit at Plant and

verify fixed assets annually. In compliance with the Companies Act, 2013, the Company gets its cost data audited every year by an independent practicing Cost Accountants and get it's secretarial functions and records audited by an independent practicing Company Secretary. Compliance with all applicable laws are ensured at functional level.

Your Company's WHO approved plant and it's Quality Assurance and Quality Control Department, are equipped with latest laboratory equipments, instruments and technology to ensure the strict quality compliances of all its products, within the Company's premises. The Company has in place a well-defined Whistle Blower Policy / Vigil Mechanism.

**e. Research and Development (R&D):**

1. Some of the notable new formulations developed by your Company's R&D team are as follows:
  - i) Senna tablets for international business.
  - ii) Vitamin-D chewable tablets and drops for international markets.
  - iii) Itraconazole 100 and 200 mg capsules for domestic market.
  - iv) Sugar free cough expectorants with a broncho dilater for adults and also for children (with sugar) for the domestic market.
2. Your company will continue to work towards formulating new and improving existing formulations for Domestic and International markets for efficient and cost saving treatment of diseases.
3. Recently R&D department was visited by the Department of Scientific and Industrial research New Delhi.

**f. Human Resources:**

In consonance with your company's avowed H.R. Policy, the company has formed a strong talented management team at various levels of organization, whose strength will be utilized to achieve optimum growth.

Your co's performance management system will drive employee's performance and their development. Periodical development programmes were conducted for all employees in the Plant and Sales and Marketing force covering topics like "Seven Habits of Highly Effective People and Key Competencies" etc.

"Sandhan" series of workshop were conducted for Quest & Quest II Teams. Under this topics such as behaviour change, happiness at work place, detoxifying work place, etc. were covered.

Industrial harmony was healthy during the year.

**g. Sales and Marketing:**

Your company periodically launches new products in India and in the International markets. Your company launched new dermatology products, during the year in India and intend to introduce more such products in future to set a strong foothold in skincare segment.

Your company believes in optimum coverage of potential target prescribers in order to increase the yield per doctor. In this regard, your company has again undertaken field force expansion by adding number of headquarters to further extend the doctors' reach and thereby increase revenue generation. The initiative that your Company has taken to extend its penetration into extra-urban markets, i.e. Class 2 to 4 towns that have more demand for medicine, continues.

Your company participated in various national and state level doctor conferences of superspecialties like Orthopedicians, Neurologists, Dermatologists and Consulting Physicians. This has benefited the company in enhancing its visibility and image and also of its brands.

Your company also conducts CMEs (Continuing Medical Education) on a regular basis to build relationship with the local doctors.

Your company has further strengthened its efforts to meet the training and development needs of its Field Managers and Medical Representatives so as to help them achieve the sales targets with better efficiency and effectiveness.

**h. International Business:**

Your company's business in the International Market is growing steadily, as some established markets are facing local political challenges which is affecting routine sales promotion, product stocking and ordering pattern. During the year your company has launched operations in three new Francophone countries in West Africa namely Cameroon, Guinea and Chad. Product registration is a very slow process in these countries. Product registration is in process for many products in existing markets as well. In coming years, we are hopeful of entering into new markets and launch new products.

**i. Segment-wise Performance:**

Jenburkt operates exclusively in one segment i.e. pharmaceutical formulations.

**4. Directors and Key Managerial Personnel (KMP):**

Shri Ashish U. Bhuta (DIN:00226479) existing Chairman and Managing Director and KMP of the Company was appointed as the Chairman and Managing Director and KMP of the Company, liable to retire by rotation, for a period of three years from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2018. He is liable to retire and his office is to be determined by retirement by rotation, as the ensuing AGM. Being eligible, he has offered

his candidature for re-appointment. His appointment is subject to the Members approval at the ensuing 32<sup>nd</sup> AGM.

Further his re-appointment as the Chairman and Managing Director and KMP, for a period of three years from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 is also proposed in the ensuing 32<sup>nd</sup> AGM of the Company. A brief profile of Shri Ashish U. Bhuta is produced in the explanatory statement to the Notice of 32<sup>nd</sup> AGM.

The Nomination and Remuneration Committee by their meeting held on 30<sup>th</sup> May, 2017 recommended his appointment, as the Chairman and Managing Director and KMP of the Company for a term of three years. The Board at its meeting held on 30<sup>th</sup> May, 2017 approved his appointment, subject to Members' consent at the ensuing AGM and the Central Governments' approval.

Ms. Anjali S. Dalvi's (DIN: 03293810), re-appointment for the second term, as the Independent Director on the Board of the Company is also proposed at the ensuing 32<sup>nd</sup> AGM of the Company. Her re-appointment is for a period of five years from 24<sup>th</sup> July, 2018 to 23<sup>rd</sup> July, 2023. She was appointed as an Independent Director of the Company, by Members' consent, for a period of three years from 24<sup>th</sup> July, 2015 to 23<sup>rd</sup> July, 2018.

The Nomination and Remuneration Committee by their meeting held on 30<sup>th</sup> May, 2017 recommended her appointment, as the Independent Director of the Company for the second term of five years. The Board at its meeting held on 30<sup>th</sup> May, 2017 approved her appointment, subject to Members' consent at the ensuing AGM.

Ms. Anjali S. Dalvi has submitted her declaration at the Board of Director's meeting held on 30<sup>th</sup> May, 2017, confirming her meeting with the criteria of independence. A brief profile of Ms. Anjali S. Dalvi is produced in the explanatory statement to the Notice of 32<sup>nd</sup> AGM.

Pursuant to section 149, 152 and schedule IV of the Companies Act, 2013 Shri Bharat V. Bhate (DIN:00112361), Shri Rameshchandra J. Vora (DIN:00112446) and Shri Arun R. Raskapurwala (DIN:00143983) were appointed as the Independent Director on 30<sup>th</sup> May, 2014, for a term of five years each. They all have submitted a declaration stating that each of them meets the criteria of Independence. No changes occurred which may affect their status as an independent director during the year. The Board relies on their declaration of independence.

During the year, the non-executive and independent directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees.

Shri Ashish U. Bhuta, Chairman and Managing Director, Shri Dilip H. Bhuta Whole Time Director and CFO and Shri Ashish R. Shah, Company Secretary are the Key



Managerial Personnel of the Company, as on 31<sup>st</sup> March, 2017, in accordance to the provisions of the Section 203 of the Companies Act, 2013.

#### 5. **Statutory Auditors and Report:**

In terms of section 139 of the Act and rules framed thereunder, the existing Auditors at the time of commencement of the Act i.e. on 1<sup>st</sup> April, 2014, who have completed one term of five years or more as the Auditors in a Company were granted transition period of three more years i.e. up to conclusion of AGM for the Financial Year ended on 31<sup>st</sup> March, 2017. Therefore M/s. D. L. Arora & Co., Chartered Accountant retires as the Auditors of the Company from conclusion of the 32<sup>nd</sup> AGM.

The Board of Directors recommended the appointment of new Auditors viz. M/s. D. R. Mehta & Associates, Chartered Accountants of Mumbai, having firm registration number as 106207W, for the period of five consecutive years from conclusion of the ensuing 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM of the Company, subject to ratification by Members at every AGM. They have provided, in writing, their consent to such an appointment, confirmed their eligibility, and that their appointment, if made, would be within the prescribed limit under the Companies Act, 2013 and that they are not disqualified from such an appointment.

Members are requested to refer to the Item Number 4 of the Notice convening 32<sup>nd</sup> AGM and the explanatory statement thereunder regarding their appointment.

The Auditors' Report for the financial year 2016-17, does not contain any qualification, reservation or adverse remark.

We would like to put on record appreciation for the long service put on and able guidance provided over the years, to the Company, by Shri Dilip L. Arora, proprietor of M/s. D. L. Arora & Co., Chartered Accountants, who are retiring as the auditors of the Company at the conclusion of the ensuing AGM of the Company.

#### 6. **Secretarial Auditors and Report:**

The Board of Directors has appointed M/s. Nilesh Shah & Associates, Practicing Company Secretary, Mumbai, to carry out the Secretarial Audit of the Company for the financial year 2016-17. Their Secretarial Audit Report for the Financial Year 2016-17 is attached to this report as "Annexure A". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### 7. **Cost Auditors and Report:**

The Board of Directors has re-appointed M/s. Jagdish R. Bhavsar, Cost Accountants, Mumbai, as the Auditors of the cost records of the Company, for the financial year 2016-17. Their fees as fixed by the Board of Directors of the Company is to be ratified by the Members at the ensuing 32<sup>nd</sup> AGM of the Company. Members are requested to refer to the item no. 7, in the Notice convening the ensuing AGM

along with the explanatory statement for the ratification of their remuneration. The Cost Audit Report for the F.Y. 2016-17 does not contain any qualification, reservation or adverse remark.

#### 8. **Directors Responsibility Statement:**

Pursuant to Section 134 (5) of the Companies Act, 2013, your Board of Directors state that:

- in the preparation of the annual accounts for the Financial Year 2016-17, the applicable accounting standards have been followed;
- the estimates and judgments relating to financial statements have been made on a prudent and reasonable basis in order to ensure that financial statements reflect, in a true and fair manner, the form and substance of the transactions and reasonably present the Company's state of affair and profit for the year;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls, which are adequate and operating effectively. The internal auditors have conducted periodic audits of the Company's financials;
- the systems are in place to ensure compliance with the provisions of specifically applicable laws and such systems were adequate and operating effectively.

#### 9. **Extract of Annual Return:**

As provided under Section 92 (3) of the Act, the extract of Annual Return under Form MGT-9 is attached to this report as "Annexure-B".

#### 10. **Number of Meetings of the Board:**

The Board of Directors met four times during the year. For further details in this regard, kindly refer to report on Corporate Governance included in the Annual Report.

#### 11. **Company's Policy on Directors / KMP's appointment and remuneration:**

- Policy for selection of directors and determining directors' independence and
  - Policy on remuneration of Directors, KMP and Senior Managerial Personnel.
- The same are annexed to this report as "Annexure-C" and "Annexure-D", respectively.

#### 12. **Particulars of Loans, Guarantees or Investments made by the Company:**

During the financial year 2016-17, no loan or guarantee was given to any person or body corporate directly or indirectly, by the Company and the investment made by the Company are within the limits under section 186 of the Companies Act, 2013.



### 13. Particulars of Related Party Transactions u/s 188 of the Companies Act, 2013:

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website [www.jenburkt.com](http://www.jenburkt.com) at link: [http://www.jenburkt.com/Other\\_Info/20152016/Policy%20on%20RPT.pdf](http://www.jenburkt.com/Other_Info/20152016/Policy%20on%20RPT.pdf)

There was no materially significant related party transaction made by the Company, during the year, with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the directors have any material pecuniary relationships or transactions vis-à-vis the Company. There is no related party transaction, during the financial year 2016-17 as covered under Section 188 of the Companies Act, 2013 and rules made thereunder. Particulars of transactions with Related Parties entered into by the Company, which are at the arm length basis and in ordinary course of business during financial year 2014-15, having validity up to 31<sup>st</sup> March 2019, under section 188 (1) of Companies Act, 2013 is presented in the prescribed form No. AOC-2 and is annexed to this report as "Annexure-E", which forms part of this report.

With reference to Schedule V(A) of SEBI (LODR) Regulations 2015, regarding the disclosure about Company's "Related Party Transactions" during financial year 2016-17 in compliance with the Accounting Standard on "Related Party Disclosures":-

The Company does not have any holding or subsidiary or associate Company, hence, this disclosure is not applicable to the company.

### 14. Corporate Social Responsibility (CSR) initiative:

A brief note on CSR policy of the Company, action taken in that regard is set out as "Annexure-F" to this report, in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules 2014. The CSR Policy of the Company is uploaded on the website of the Company at [www.jenburkt.com](http://www.jenburkt.com).

### 15. Annual Evaluation:

Pursuant to Schedule-IV and other applicable provisions of Companies Act, 2013, and the applicable provisions of SEBI (LODR) the Independent directors at their third meeting, reviewed/ carried out evaluation of the: (a) Chairman and Managing Director by taking into account, the views of executive and non-executive directors (b) Whole Time Director and Chief Financial Officer i.e. non-independent directors, and (c) the Board as whole, on criteria as laid down. They also assessed the quality, quantity and timeliness of flow of information between the Company Management and Board that is necessary for the Board to effectively and reasonably perform their duties.

Pursuant to Section 134(3)(p) of Companies Act, 2013 the Board evaluated its own performance, performances of its committees and also the performances of all the individual directors based on criteria as provided by the Guidance Note on Board Evaluation issued by SEBI on 5<sup>th</sup> January, 2017. The Nomination and Remuneration Committee, in terms of Section 178(2) carried out evaluation of performances of every directors, based on its own criteria.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of set criteria.

In pursuance of applicable provisions of SEBI (LODR), Regulations, 2015, the independent directors were evaluated individually by the directors on the Board, excluding the independent director being evaluated.

### 16. Other Informations:

- Conservation of Energy and Technology Absorption, foreign exchange earnings and outgo:  
The information on conservation of energy and technology absorption, foreign exchange earnings and outgo is annexed as "Annexure-G", to this report.
- Development and implementation of Risk Management Policy:  
The Company has formulated a Risk Management Plan and have constituted a Risk Management Committee. The risks are classified in different areas such as market, finance, operational risks, etc. These risks are reviewed regularly to mitigate the same.
- Employee's details, pursuant to Section 197(12) Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed herewith as "Annexure-H".

### 17. Report on Corporate Governance:

A brief report on the Corporate Governance and the Secretarial Auditor's certificate thereof is included separately in this Annual Report.

### 18. Green Initiative:

Your Directors support the green initiative measures taken by the Ministry of Corporate Affairs and Securities and Exchange Board of India in order to be a part of the green initiative and to help in conserving trees for a greener India. With the active co-operation of all the shareholders, your Company shall be able to disseminate to you all the requisite documents and information electronically, i.e. through e-mails and make payments of dividend directly into your Bank Account. Members are requested in this regard to:-

- Register their e-mail address by filling in and signing the form attached at the end of this report and submit with RTA/Company (for shares held in Physical form) or with your depository participant (for shares held in demat form), as the case may be and



- b. To provide / update your bank details, for crediting dividend amount directly into your bank account through National Automated Clearing House (NACH), a separate form is attached in this regard, to be filled in and duly signed, to be sent to the RTA / Company.

Kindly note that it is mandatory for the Company to mention your bank details on the dividend warrant / cheque, in case where NACH details are not registered with the Company / RTA.

#### 19. Vigil Mechanism:

The Vigil Mechanism of the Company as required u/s 177 of the Companies Act, 2013 and a Whistle Blower Policy of the Company, as required under SEBI (LODR) Regulations, 2015, for sheltered disclosure by the Directors / Employees of the Company for genuine concern, is in place. There was no reporting of such events during the year. No personnel was denied access to the Audit Committee. A Policy of the Company in this regard is uploaded on the website of the Company at [www.jenburkt.com](http://www.jenburkt.com).

#### 20. Audit Committee:

The Audit Committee of the Company under the Chairmanship of Shri Bharat V. Bhate, an Independent Director, includes three Independent Directors out of total four directors as the members of the Committee. The Members are Shri Bharat V. Bhate, Shri Rameshchandra J. Vora, Shri Arun R. Raskapurwala, Shri Dilip H. Bhuta (executive director). All the recommendations made by the Audit Committee were accepted by the Board. A detailed note on Audit Committee is included in the Corporate Governance Report, which is forming part of this Annual Report.

#### 21. Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, no reportable material weaknesses in the operations were observed. For further details, kindly refer to internal financial control and their adequacy in the Management Discussion and Analysis Report, in the Directors' Report.

#### 22. General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

4. No significant or material orders were passed by the Regulators or Courts or Tribunals which may impact the going concern status and Company's operations in future. However, legal matters with National Pharmaceutical Pricing Authority and Ministry of Health and Family Welfare, Government of India, are pending, at Hon'ble Supreme Court. Details of which are mentioned herein above.
5. No case was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
6. No shares are lying, as informed by the RTA, with them which are under demat suspense account or unclaimed suspense account, in terms of Schedule-V- Clause-F of the SEBI ("LODR") Regulations, 2015.
7. The Investors' Education and Protection Fund (IEPF) of the Central Government came out with series of notifications and circulars, during the year inter-alia, laying down procedure to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, in accordance to Section 124(6) of the Companies Act, 2013. You are requested to refer to 'Notes' under the Notice convening the ensuing AGM.

#### 23. Cautionary Statement:

Statements in this report, particularly that pertains to Management Discussion and Analysis may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence the Company's operations such as Government Policies, local, political and economic development, risks inherent to the Company's growth and such other factors.

#### 24. Appreciation:

The efficient support system provided by each of the Jenburkt family members is the biggest source of sustained satisfactory business performance of the Company, during the year under review. Your Directors place on record sincere support of the shareholders, customers, suppliers and other stakeholders. The Board also put on record the whole hearted efforts of all the Independent Directors.

For and on behalf of the Board  
For Jenburkt Pharmaceuticals Ltd.

Ashish U. Bhuta  
(DIN:00226479)

Chairman and Managing Director

Mumbai, 30<sup>th</sup> May, 2017.





## Annexure - A

### Form No. MR-3 : Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2017

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

To  
The Members,  
**JENBURKT PHARMACEUTICALS LIMITED**  
Nirmala Apartments, 93, Jay Prakash Road,  
Andheri (West), Mumbai 400 058.

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by Jenburkt Pharmaceuticals Limited (hereinafter called “**the Company**”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities 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 financial year ended 31<sup>st</sup> March, 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 reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2017, as per the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (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 (to the extent applicable to the Company);
- (iv) 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
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have in-principally verified systems and mechanism which is in place and followed by the Company to ensure compliance of the following specifically applicable Laws / Orders (in addition to the above mentioned Laws (i to iv) and applicable to the Company since the company is engaged in dealing of Pharmaceutical products) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the of the same:

- Drugs and Cosmetics Act, 1940 and Drugs and Cosmetics (6<sup>th</sup> Amendments) Rules, 2016
- The Drug (Price Control) Order, 2013
- Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954



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

- (1) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013
- (2) The Listing Agreements entered into by the Company with Stock Exchange.

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations / Guidelines as covered under MR-3:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (to the extent applicable);
- (f) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) ;

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Standards etc. mentioned above and we have not found material observation / instances of material non Compliance in respect of the same.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the year under review.

We also report that adequate notice was given to BSE Ltd. and all Directors to schedule the Board Meetings. The agenda along with detailed notes to agenda were sent sufficiently in advance and a reasonable system exists for Board Members to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

It is noted that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, We 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 and regulations.

We further report that during the year under report, the Company has not undertaken any corporate action having a major bearing on the Company's affairs in pursuance of aforesaid laws, rules and regulations.

Nilesh Shah  
(Partner)

Nilesh Shah & Associates  
(Practising Company Secretary)  
FCS : 4554  
C.P. : 2631

Mumbai, 30<sup>th</sup> May, 2017.

Note : This Report has to be read with "Annexure"


**“Annexure” (to the Secretarial Audit Report)**

To,  
 The Members,  
**JENBURKT PHARMACEUTICALS LIMITED**  
 Nirmala Apartments, 93, Jay Prakash Road,  
 Andheri (West), Mumbai 400 058.

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes 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. Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and occurrence of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Nilesh Shah  
 (Partner)

Nilesh Shah & Associates  
 (Practising Company Secretary)  
 FCS : 4554  
 C.P. : 2631

Mumbai, 30<sup>th</sup> May, 2017

## Annexure - B

**FORM NO. MGT 9: Extract of Annual Return as on Financial Year ended on 31<sup>st</sup> March, 2017**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.]

**I REGISTRATION AND OTHER DETAILS**

1	CIN	L24230MH1985PLC036541
2	Registration Date	10 <sup>th</sup> June, 1985.
3	Name of the Company	Jenburkt Pharmaceuticals Limited
4	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	Nirmala Apartments, 93, J.P.Road, Andheri West, Mumbai-400058. Tel. No.: +91-22-66943121, Fax No.: +91-22-66943127 email: investor@jenburkt.com, web site: www.jenburkt.com
6	Whether listed company	Yes, Listed at BSE Ltd.
7	Name, Address & contact details of the Registrar & Transfer Agent.	Bigshare Services Pvt. Ltd., E-2 & 3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai - 400072. Tel. No. 91-22-40430200, Fax No.: 91-22-28475207 e-mail: investor@bigshareonline.com



## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Pharmaceutical Formulations	21002	100

## III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N. A.				

## IV SHAREHOLDING PATTERN AS AT 31<sup>st</sup> MARCH 2017 (equity share capital break up as percentage of total equity)

### (A) CATEGORY-WISE SHAREHOLDERS

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	1,534,261	-	1,534,261	33.00	1,519,415	-	1,519,415	32.68	-0.32
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	602,351	-	602,351	12.96	610,324	-	610,324	13.13	0.17
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	2,136,612	-	2,136,612	45.96	2,129,739	-	2,129,739	45.81	-0.15
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>2,136,612</b>	<b>-</b>	<b>2,136,612</b>	<b>45.96</b>	<b>2,129,739</b>	<b>-</b>	<b>2,129,739</b>	<b>45.81</b>	<b>-0.15</b>
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	21,425	-	21,425	0.46	0.46
Sub-total (B)(1):	-	-	-	-	21,425	-	21,425	0.46	0.46
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	165,833	1300	167,133	3.59	177,567	1300	178,867	3.85	0.25
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,413,090	332,620	1,745,710	37.55	1,362,023	316,670	1,678,693	36.11	-1.44
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	524,393	10,200	534,593	11.50	534,062	10,200	5,44,262	11.71	0.21
c) Others (specify)									
Non Resident Indians	44,598	11,000	55,598	1.20	82,161	3,500	85,661	1.84	0.65
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	6,054	-	6,054	0.13	7,053	-	7,053	0.15	0.02
Trusts	-	-	-	-	-	-	-	-	-
Directors' Relatives	3,100	500	3,600	0.08	3600	-	3600	0.08	-
Sub-total (B)(2):	2,157,068	355,620	2,512,688	54.04	2,166,466	331,670	2,498,136	53.73	-0.31
<b>Total Public (B)</b>	<b>2,157,068</b>	<b>355,620</b>	<b>2,512,688</b>	<b>54.04</b>	<b>2,187,891</b>	<b>331,670</b>	<b>2,519,561</b>	<b>54.19</b>	<b>0.15</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4,293,680</b>	<b>355,620</b>	<b>4,649,300</b>	<b>100.00</b>	<b>4,317,630</b>	<b>331,670</b>	<b>4,649,300</b>	<b>100.00</b>	<b>0.00</b>


**(B) SHARE HOLDING OF PROMOTERS**

Sr. 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	Ashish Uttam Bhuta	259,319	5.58	-	261,127	5.62	-	0.04
2	Bhagirathi Harshad Bhuta	117,650	2.53	-	117,650	2.53	-	0.00
3	Bhavika Ashish Bhuta	51,637	1.11	-	51,637	1.11	-	0.00
4	Bhuta Holdings Pvt. Ltd	602,351	12.96	-	610,324	13.13	-	0.17
5	Jagruti Ketan Bhuta	4,367	0.09	-	3,787	0.08	-	-0.01
6	Jayshree Uttam Bhuta	536,480	11.54	-	536,480	11.54	-	0.00
7	Kalindi Hemendra Bhuta	399,700	8.60	-	399,700	8.60	-	0.00
8	Ketan Harshad Bhuta	930	0.02	-	930	0.02	-	0.00
9	Kunti Gala	51,278	1.10	-	51,278	1.10	-	0.00
10	Mahesh H Bhuta	69,000	1.48	-	69,000	1.48	-	0.00
11	Riddhi Hareesh Shroff	26,900	0.58	-	10,826	0.23	-	-0.35
12	Shivani H Shroff	17,000	0.37	-	17,000	0.37	-	0.00
	<b>Total</b>	<b>2,136,612</b>	<b>45.96</b>	<b>-</b>	<b>2,129,739</b>	<b>45.81</b>	<b>-</b>	<b>-0.15</b>

**(C) CHANGES IN PROMOTERS' SHAREHOLDING DURING THE FINANCIAL YEAR 2016-17**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	2,136,612	45.96	2,136,612	45.96
	Changes during the year	(6,873)	-0.15	(6,873)	-0.15
	At the end of the year	-	-	2,129,739	45.81

**(D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS AND PROMOTERS)**

Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Dilip Ghanshyamdas Punjabi				
	At the beginning of the year	68,702	1.48	-	-
	Purchase during the year	-	-	-	-
	Sale during the year	-	-	(5,093)	-0.11
	At the end of the year	-	-	63,609	1.37
2	Dinero Wealth Advisors Private Limited				
	At the beginning of the year	65,743	1.41	-	-
	Purchase during the year	-	-	(14,872)	-0.32
	Sale during the year	-	-	-	-
	At the end of the year	-	-	50,871	1.09
3	Kanchan Pramodkumar Daga				
	At the beginning of the year	42,000	0.90	-	-
	Purchase during the year	-	-	-	-
	Sale during the year	-	-	-	-
	At the end of the year	-	-	42,000	0.90
4	Kaushik Daga				
	At the beginning of the year	42,000	0.90	-	-
	Purchase during the year	-	-	-	-
	Sale during the year	-	-	-	-
	At the end of the year	-	-	42,000	0.90
5	Nirmala Vinodkumar Daga				
	At the beginning of the year	42,000	0.90	-	-
	Purchase during the year	-	-	-	-
	Sale during the year	-	-	-	-
	At the end of the year	-	-	42,000	0.90





6	Paraskumar Harakchand Daga At the beginning of the year Purchase during the year Sale during the year At the end of the year	42,000 - - -	0.90 - - -	- 4,557 - 46,557	- - - 1.00
7	Romali Consultancy LLP At the beginning of the year Purchase during the year Sale during the year At the end of the year	31,200 - - -	0.67 - - -	- - - 31,200	- - - 0.67
8	Shushila Paraskumar Daga At the beginning of the year Purchase during the year Sale during the year At the end of the year	42,000 - - -	0.90 - - -	- 4,346 - 46,346	- - - 1.00
9	Rajiv Garg At the beginning of the year Purchase during the year Sale during the year At the end of the year	10050 - - -	0.22 - - -	- 21,950 - 32,000	- 0.47 - 0.69
10	Vinodkumar Harakchand Daga At the beginning of the year Purchase during the year Sale during the year At the end of the year	42000 - - -	0.90 - - -	- 2,526 - 44,526	- - - 0.96

**(E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Ashish Uttam Bhuta At the beginning of the year Changes during the year At the end of the year	259,319 - -	5.58 - -	- 1,808 261,127	- 0.04 5.62
2	Dilip Harkisandas Bhuta At the beginning of the year Changes during the year At the end of the year	100 - -	- - -	- - 100	- - -
3	Bharat Vasant Bhate At the beginning of the year Changes during the year At the end of the year	2,500 - -	0.05 - -	- - 2,500	- - 0.05
4	Rameshchandra Jadavji Vora At the beginning of the year Changes during the year At the end of the year	500 - -	0.01 - -	- - 500	- - 0.01
5	Arun R. Raskapurwala At the beginning of the year Changes during the year At the end of the year	100 - -	- - -	- - 100	- - -
6	Ashish Rasiklal Shah At the beginning of the year Changes during the year At the end of the year	2,926 - -	0.06 - -	- - 2,926	- - 0.06



## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment for the Financial Year 2016-17:

(₹ in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	541.91	287.91	-	829.82
ii) Interest due but not paid	-	32.41	-	32.41
iii) Interest accrued but not due	-	-	-	-
<b>Total</b>	<b>541.91</b>	<b>320.32</b>	<b>-</b>	<b>862.23</b>
<b>Change in Indebtedness during the financial year</b>				
i) Addition	2,543.57	27.85	-	2,571.42
ii) Reduction	2,448.02	19.18	-	2,467.20
<b>Net Change</b>	<b>95.55</b>	<b>8.67</b>	<b>-</b>	<b>104.22</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	637.27	292.73	-	930.00
ii) Interest due but not paid	0.21	36.26	-	36.47
iii) Interest accrued but not due	-	-	-	-
<b>Total</b>	<b>637.48</b>	<b>328.99</b>	<b>-</b>	<b>966.47</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director and Whole-time Director and Chief Financial Officer

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount ₹ in lac
		Ashish U. Bhuta Chairman & M.D.	Dilip H. Bhuta WTD & CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	95.21	26.02	121.23
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	15.14	3.98	19.12
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others, please specify	-	-	-
	Total (A)	110.35	30.00	140.35
	Ceiling as per the Act	Pursuant to the section 198 of the Companies Act, 2013, 10% of the net profit, Schedule V thereof or Central Government's permission.		

### B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount ₹ in lac
		Arun R. Raskapurwala	Bharat V. Bhate	R. J. Vora	Anjali S. Dalvi	
1	Independent Directors					
	Fee for attending board and committee meetings	0.46	0.46	0.46	0.36	1.74
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.46	0.46	0.46	0.36	1.74
2	Other Non-Executive Directors					
	Fee for attending board and committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	0.46	0.46	0.46	0.36	1.74
	Total Managerial Remuneration (A+B)	-	-	-	-	142.09
	Ceiling as per the Act	Pursuant to the section 198 of Companies Act, 2013, 11% of the net profit.				


**C. Remuneration to Company Secretary - Key Managerial Personnel**

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount ₹ in lac
		Ashish U. Bhuta CMD	Dilip H. Bhuta CFO	Ashish R. Shah Company Secretary	
1	Gross salary	Kindly refer VI-A above	Kindly refer VI-A above		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			24.24	24.24
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			1.94	1.94
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-	-
2	Stock Option			-	-
3	Sweat Equity			-	-
4	Commission			-	-
5	Others, please specify			-	-
	Total	-	-	26.18	26.18

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no instances of any penalties, punishment or compounding of offences during the financial year ended on 31<sup>st</sup> March, 2017, against the Company or any of its Directors / KMP.

## Annexure - C

**Policy for Selection of Directors and determining Directors' Independence**
**1. Scope and Exclusion:**

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become directors and to determine the independence of directors, in case of their appointment as independent directors of the Company.

**2. Definitions:**

- 2.1 "Director" means a director appointed to the Board of a Company.
- 2.2 "Nomination and Remuneration Committee" (hereinafter referred as N&R Committee) means the committee constituted by Jenburkt's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.
- 2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**3. Criteria for Qualifications:**

3.1.1 In evaluating the suitability of individual Board members, the N&R Committee may take into account the following factors:

- General understanding of the Company's business dynamics and social perspective;
- Educational and professional background for the job;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.2 The proposed appointee shall also fulfill the following requirements:

- Shall possess a director identification number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a director;
- Shall endeavour to attend all Board Meetings and the Committee Meetings (if appointed in the Committee);
- Shall abide by the code of conduct established by the Company for directors and senior management personnel and affirm it's compliance, annually;
- Shall disclose his concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.



### 3.2 Criteria of Independence

#### 3.2.1 The criteria of independence, as laid down in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director -

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate Company;  
(ii) who is not related to promoters or directors in the Company, its holding, subsidiary or associate Company;
- c. who has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives-
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-
    - (a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
  - (iv) is a chief executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
  - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.

#### 3.2.2 The Nomination and Remuneration Committee shall assess the independence of directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a director.

#### 3.2.3 The independent directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

### 3.3 Other directorships / committee memberships

#### 3.3.1 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

#### 3.3.2 A director shall not serve as an independent director in more than 7 listed Companies and not more than 3 listed Companies in case he is serving as a Whole-time director in any listed Company.

#### 3.3.3 A director shall not be a member in more than 10 Committees or act as Chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committees, audit committee and stakeholders' relationship committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.



## Annexure - D

### Policy on Remuneration of Directors, Key Managerial Personnel and other Employees

#### 1. Guiding Principles:

To ensure to attract, retain and motive competent talent the terms of employment and remuneration of Managing Directors (MD), Whole Time Director (WTD), Key Managerial Personnel (KMP) and Senior Managerial Personnel (SMP) shall be in appropriate / proper order.

#### 2. Remuneration Policy:

- A. For Managing Director, Whole Time Director, Key Managerial Personnel (KMP) and Senior Management Personnel:
- Remuneration packages shall be designed in such a manner that attracts executives in a competitive global market and remunerate executives fairly and responsibly.
  - Remuneration shall be competitive and may include basic salary, perquisites, allowances and retiral benefits, etc.
  - Remuneration to the MD, WTD, KMP shall be proposed by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors. Remuneration of executive directors, whenever required shall be approved by Members and Central Government as the case may be.
  - Remuneration of other employees shall be decided in accordance to their proposed level in hierarchy and performance by the Human Resource Department in consultation with Chairman and Managing Director, wherever required.

B. For Non-Executive Directors (NEDs):

- NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committees thereof, in accordance to the provisions of the Companies Act, 2013.
- Independent Directors shall not be eligible for any Stock Options, pursuant to any future Stock Option Plan that may be adopted by the Company.
- Independent Director shall submit declaration of independence at the time of appointment and annually and the Board shall rely on such declaration.

#### 3. Director And Officer Liability Insurance:

- The Company may provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust.
- The premium paid by the Company for such insurance cover shall be paid by the Company without any cost to the Directors, KMPs and SMPs and such premium shall not be treated as a part of their remuneration.

#### 4. Applicability:

- This remuneration policy shall apply to all employment agreements with Directors, KMPs & SMPs, existing or to be made in and future.
- In all respects, the remuneration policy shall be subject to overall guidance of the Board of Directors.

#### 5. Dissemination:

This policy may be published in the Annual Report and uploaded on its website, as required.

## Annexure - E

### Form No. AOC-2:Related Party Transactions

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered in to by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

- Details of contracts or arrangements or transactions not at arm's length basis during F.Y. 2016-17: None.
- Details of contracts or arrangement or transactions at arm's length basis during F.Y. 2016-17: None.

However, following is the detail of the Contract of Leave and License Agreements entered into by the Company in Financial Year 2014-15 at arm's length and in ordinary course of business with a Related Party.

Name of the related party and relationship	Nature of contract	Duration	Salient terms	Amount (₹ in lac)
Bhuta Holdings Pvt. Ltd. (A Private Company in which directors of the Company are directors / members)	Ongoing Leave and License Agreements	From 01.04.2014 To 31.03.2019	On arm's length basis and in ordinary course of business	(i) Security Deposit:30.00 (ii) Rent: 48.00 (For FY. 2016-17)

For and on behalf of the Board of Directors

Ashish U. Bhuta  
Chairman and Managing Director.

Mumbai, 30<sup>th</sup> May, 2017.





## Annexure - F

### Report on Corporate Social Responsibility (CSR) for the Financial Year 2016-17

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link thereto:

The Company's social responsibility is based on the principle of philanthropy (i.e. giving back to the Society) and the Company is always committed in finding means to give back to Society, in all possible ways. The Company has funded social activities in the past, prior to the Companies Act, 2013 came into existence, as a part of its self imposed commitment to the society. In pursuance of the Companies Act, 2013, the Company has formulated a CSR Committee which plans and ensures the social activity to be funded by the amount as per the Company's policy and the Companies Act, 2013 and rules framed thereunder. The Committee recommend it's proposal to the Board and the Board take final decision to spend, based on Company's policy on CSR.

For the Company's Policy on CSR, kindly refer to web-link:

[http://jenburkt.com/Other\\_Info/20152016/Policy%20on%20CSR.pdf](http://jenburkt.com/Other_Info/20152016/Policy%20on%20CSR.pdf), and for the CSR Committee's composition please refer to Corporate Governance Report.

2. Composition of CSR Committee: The CSR Committee comprises of three directors, Shri Arun R.Raskapurwala, Chairman of the Committee is a non-executive Independent Director of the Company. The other two members are: Shri Dilip H. Bhuta, the Whole Time Director and CFO of the Company and Shri Ashish U.Bhuta, the Chairman and Managing Director of the Company.

(₹ in Lacs)

3	Average net profit of the Company for last three Financial Years for the purpose of computation of CSR	1399.99
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above):	28.00
5	Details of CSR spent during the Financial Year:	
(a)	Total amount spent for the financial year	28.00
(b)	Amount unspent, if any	Nil
(c)	Manner in which the amount spent during the financial year	As detailed below

#### Details of CSR amount spent during Financial Year 2016-17

(₹ in Lacs)

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs 1. Local area or other 2. Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub-heads: 1.Direct expenditure 2.Overheads	Cumulative expenditure upto the reporting period in F.Y. 2016-17	Amount spent: Direct or through implementing agency
1.	Funding mammography equipment installed by "Om Shri Ram Mantra Mandir Trust" at Bhavnagar.	In prevention of healthcare for those who are facing inequalities socially and economically.	Local Area, Sihor, District Bhavnagar, Gujarat.	28.00	Direct expenditure 28.00	28.00	Direct

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

We hereby declare that implementation and monitoring of the CSR policy are in compliance with the CSR objectives and policy of the Company.

Arun R.Raskapurwala  
Independent Director.  
Chairman (CSR Committee)

Ashish U. Bhuta  
Chairman and Managing Director.  
Member (CSR Committee)

Mumbai, 30<sup>th</sup> May, 2017.



## Annexure - G

### Conservation of Energy, Technology Absorption, Foreign exchange earnings and outgo:

[Particulars pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule (8)(3) of Companies (Accounts) Rules, 2014 and forming part of the Directors' Report, for the financial year ended on 31<sup>st</sup> March, 2017.]

#### (A) Conservation of energy:

##### i) The steps taken or impact on conservation of energy:

- Boiler coil has been replaced with a new high energy efficient one to control losses of heat during steam generation.
- All peripheral lightings around the plant has been replaced by high efficiency LED for greater illumination and energy efficiency,
- An extensive energy audit is being taken up involving Plant and processes to identify avenues for energy conservation and replacing energy guzzling operation by more efficient ones.

##### ii) The steps taken by the company to utilize alternate sources of energy:

- Additional investment proposal are being pursued for reduction in consumption of energy at the plant viz. replacing all the CFL and incandescent lights inside production areas with LEDs.
- An elaborate and extensive system for rain water harvesting is underway to support the existing one to recharge the ground water table to maximum.

##### iii) The capital investment on energy conservation equipments:

No capital investment undertaken during the F.Y. 2016-17.

#### (B) Technology Absorption, Adoption and Innovation:

##### i) Efforts in brief made towards technology absorption:

- Development of new drug delivery systems.
- Improvement in existing and development of new processes for manufacture of finished formulations.

##### ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Import substitution of imported materials and their standardization.
- Compliance to national and international regulatory agencies.
- Improvement of pollution control system management and norms.

##### iii) The details of imported technology (imported during the last three years):

- The details of technology imported: Nil
- The year of import: N.A.
- Whether the technology been fully absorbed: Nil
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Nil

##### iv) The expenditure incurred on research and development:

Capital Expenditure: Rs. Nil, Recurring Expenditure: Rs.76.65 lacs, Total: Rs.76.65 lacs.

#### (C) Foreign exchange earnings and outgo:

During the year under review, the foreign exchange earnings by the Company was Rs.1404.17 Lacs and the foreign exchange expenditure of the Company was Rs.215.00 lacs (including Rs.0.30 lacs towards dividend on equity shares).

For and on behalf of the Board  
 For Jenburkt Pharmaceuticals Ltd

Ashish U. Bhuta  
 Chairman and Managing Director

Mumbai, 30<sup>th</sup> May, 2017.



## Annexure - H

### Details of Employees

[Details Pursuant to Section 197(12) Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

- The ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, 2016-17;
- The percentage increase in remuneration of each director, chief financial officer, Company Secretary in the financial year 2016-17 is as follows:

Sr. No.	Director / Key Managerial Personnel	Remuneration for the Year 2016-17 (₹ In lacs)	Percentage increase in Remuneration in 2016-17	Ratio of remuneration to median remuneration (%)
1	Shri Ashish U. Bhuta	110.35	13.26	52.30
2	Shri Dilip H. Bhuta	30.00	26.05	14.22
3	Shri Bharat V Bhate	0.46	-8.69	0.00
4	Shri Rameshchandra J Vora	0.46	-8.69	0.00
5	Shri Arun R. Raskapurwala	0.46	-8.69	0.00
6	Ms. Anjali S. Dalvi	0.36	20.00	0.00
7	Shri Ashish R. Shah	26.18	12.36	12.40

- The Percentage increase in the median remuneration of employees in the financial year 2016-17 is : 6.40%.
- The number of permanent employees on the roll of the Company at the end of the Financial Year 2016-17 is : 680.
- Average percentage increase in the remuneration of employees other than the managerial personnel in the Financial Year 2016-17 : 12.61%, as against increase in remuneration of the managerial personnel for the Financial Year 2016-17 was 12.75%.
- None of the Directors availed variable component of remuneration in the Financial Year 2016-17.
- The statement containing particulars of the employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is provided in the separate annexure forming part of this report. In terms of Section 136 of the Act, the annexure relating to employees' particulars is open for inspection at the registered office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Company's registered office.
- The Company affirm that remuneration is in accordance with the remuneration policy of the Company.

For and on behalf of the Board  
For Jenburkt Pharmaceuticals Ltd

Ashish U. Bhuta  
Chairman and Managing Director

Mumbai, 30<sup>th</sup> May, 2017.



# Corporate Governance Report

## 1. Brief Statement on Company's Philosophy on Corporate Governance:

Corporate Governance at Jenburkt originates from within. All the affairs of the Company are carried out with utmost fairness, ethically and transparently. The Company follows set of values viz. Trust, Integrity, Unity, Stability, Consistency, Reliability, Commitment and Team Spirit, etc. All the ideas, innovations and internal policies emerge from the core principles of ethical governance in affairs of the Company to foster a culture of compliance and obligation, at all stages of the organization. Accountability, transparency and fairness are the focus points in all the policy framework and they are the way of life at Jenburkt.

Diversed Board, with majority of independent directors carries out decision making process. All the directors, the committees in which they are the members and the Board as a whole, are evaluated annually.

Nurturing stakeholders interest is one more aspect of the Corporate Governance at Jenburkt. Employees-Jenburktians are the real strength of Jenburkt. Selection of and investment in man power are done selectively and systematically. The Company is in compliance with all the provisions of Companies Act, 2013 and Securities and Exchange Board of India, "Listing Obligation and Disclosure Requirements", Regulations, 2015 (hereafter referred to as "SEBI-LODR") with regard to Corporate Governance.

## 2. Board of Directors:

The Board of Directors at Jenburkt, comprises blend of knowledge, experience and gender in compliance with requirements of the applicable provisions of the Companies Act, 2013, SEBI-LODR. The Board discharge it's fiduciary responsibilities by exercising independence with strategic supervision, guidance, direction and oversees the management of the Company. It also ensure highest standard of ethics and transparency. The Committees of the Board are extending support to the Board by various recommendations, to enable it function smoothly. Interest of all the stakeholders of the Company are well nurtured, enhanced and equally protected by the Board.

The Board of Directors of the Company is constituted with optimum combination of executive and non-executive Directors. Out of the six Directors, two are executive directors and four are non-executive and independent directors including a woman director. The Board meets at least once in every quarter in order to, inter alia, consider the quarterly financial results of the Company. All the independent directors are non-executive and have submitted the declaration confirming their independence.

The gap between two Board meetings does not exceed one hundred and twenty days. During the period under review four Board meetings were held by the Company, on 30<sup>th</sup> May, 2016, 27<sup>th</sup> July, 2016, 22<sup>nd</sup> October, 2016 and 31<sup>st</sup> January, 2017.

The agenda of the meeting along with other relevant documents are sent in advance to all the directors of the Company to enable them to take the decisions in an efficient manner.

The details of composition and category of directors, their attendance of Board meeting / AGM, other positions in Board / Committee of Board during the financial year 2016-17 are as under:-

Name of Director	Designation/ Category of directorship	No. of Board meetings in F.Y. 2016-17		Attendance at last AGM	No. of directorships held in another Company
		Held	Attended		
Shri Ashish U. Bhuta	Promoter / Chairman and Managing Director	4	4	Yes	1
Shri Bharat V. Bhate	Non- Executive/ Independent Director	4	4	Yes	3
Shri Rameshchandra J. Vora	Non- Executive/ Independent Director	4	4	Yes	Nil
Shri Arun R. Raskapurwala	Non- Executive/ Independent Director	4	4	Yes	Nil
Shri Dilip H. Bhuta	Whole Time Director / Chief Financial Officer	4	4	Yes	1
Ms. Anjali S. Dalvi	Non- Executive/ Independent Director	4	4	Yes	1

Note:

1. All directorships shown above, for all the directors, are held in private limited companies only.
2. None of the Directors has any membership in any Committee of any other Company.
3. None of the Directors is related to any other Directors on the Board of the Company.



### Independent Directors:

An Independent Director is a non-executive director, other than a managing director or a whole time director or a nominee director and who fulfills the conditions of section 149(6) and all applicable provisions of the Companies Act, 2013, rules framed thereunder and applicable provisions of SEBI-LODR. The Company has four independent directors on its Board. They have declared that they meet with the criteria of independence as provided in above stated provisions of Companies Act, 2013. As required the terms and conditions of their appointment are disclosed on the website of the Company. None of the independent directors is an independent director in any other Company, in excess of the prescribed limit in the Companies Act, 2013. The independent directors are evaluated annually by the entire Board, except the independent director being evaluated.

For the appointment of any person as an independent director on the Board of the Company, the Nomination and Remuneration Committee considers an independent standing in his/her respective field or profession and possession of the required skill to contribute to the maximum to the improvement and growth of the Company. Certain criteria viz. qualification, positive attribute, expertise, skills, etc. are considered by the Nomination and Remuneration Committee for the selection of a person as an independent director, in accordance to the Company's policy on selection of directors and determining directors' independence. All the independent directors receive remuneration as sitting fees for attending Board and Committee meetings.

A familiarization program for independent directors of the Company, as formulated by the Board, is in place. Such program enables the independent directors to have fair understanding about the operations and affairs of the Company. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices involved in the Company's operation. A familiarization policy in this regard has been framed by the Company and hosted on the Company's website at [http://jenburkt.com/Other\\_Infor/20152016\\_familiarisation.pdf](http://jenburkt.com/Other_Infor/20152016_familiarisation.pdf).

The independent directors of the Company met once during the year under review for their third separate meeting on 30<sup>th</sup> May, 2017 to evaluate the Performances of the non-independent directors viz. (i) the Chairman and Managing Director with the views of other executive director, (ii) the Whole Time Director & Chief Financial Officer, (iii) the Board as a whole; and (iv) for the evaluation of the quality, content and timeline of the flow of information between management and the Board to effectively and reasonably perform its duties. All the independent directors attended the said meeting.

### 3. Committees of the Board:

#### A) Audit Committee:

Section 177 (2) of the Companies Act, 2013, Regulation 18 of SEBI-LODR lays down provisions about constitution of the Audit Committee, its terms of reference and role in the Company. A qualified and independent Audit Committee of the Company is in place in compliance with the requirements under the above stated applicable provisions. At present the Committee consist of four directors, three of them are non-executive and independent directors while one is an executive director.

Shri Bharat V. Bhate is the Chairman of the Committee, Shri Rameshchandra J. Vora, Shri Arun R. Raskapurwala and Shri Dilip H. Bhuta are the other three members, forming part of the Committee.

The Company Secretary acts as the Secretary to the Committee and remains present in its meetings.

During the Financial Year 2016-17, the Audit Committee met for four times on 30<sup>th</sup> May, 2016, 27<sup>th</sup> July, 2016, 22<sup>nd</sup> October, 2016 and 31<sup>st</sup> January, 2017.

The details of the Meetings of the Audit Committee held and attendance by the members are as follows:

Name of Director	Category of directorship	No. of Meetings in F.Y. 2016-17	
		Held	Attended
Shri Bharat V. Bhate	Non- Executive/ Independent Director	4	4
Shri Rameshchandra J. Vora	Non- Executive/ Independent Director	4	4
Shri Arun R. Raskapurwala	Non- Executive/ Independent Director	4	4
Shri Dilip H. Bhuta	Whole Time Director and Chief Financial Officer	4	4





The Minutes of all the above stated meetings of the Audit Committee were noted at the Board meetings held during the Financial Year 2016-17.

The Chairman of Audit Committee attended the 31<sup>st</sup> AGM of the Company held on 27<sup>th</sup> July, 2016.

The terms of reference of the Audit Committee, which are unchanged from previous year, are as under:

- (1) Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approval of payment to statutory auditors for any other services, if any, rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to the following items:-
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of section 134 (3)(c) of the Companies Act, 2013;
  - (b) changes in accounting policies and practices, if any;
  - (c) compliance with listing and other legal requirements relating to financial statements;
  - (d) disclosure of any related party transactions;
  - (e) major accounting entries involving estimates based on the exercise of judgment by the management;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (7) Scrutiny of any inter-corporate loans and investments;
- (8) Evaluation of internal financial controls and risk management systems;
- (9) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (10) Discussion with internal auditors of any significant findings and follow-up thereon;
- (11) Insert point 16 of Role of Audit Committee (under 16(3) of LODR)-part "C" of Schedule-II;
- (12) To review the functioning of the whistle blower mechanism;
- (13) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (14) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

#### **B) Nomination and Remuneration Committee:**

In compliance with the requirements under Section 178(1) of the Companies Act, 2013, Regulation 19 of SEBI-LODR, the Nomination and Remuneration Committee was formed by the Company with terms of reference as prescribed therein.

Shri Rameshchandra J. Vora who is a non-executive and independent director is the Chairman of the Committee. The other two members of the committee are also non-executive and independent directors, viz. Shri Bharat V. Bhate and Shri Arun R. Raskapurwala. The total strength of the Committee is three members.

During the Financial Year 2016-17, the Committee met three times on 30<sup>th</sup> May, 2016, 27<sup>th</sup> July, 2016 and 31<sup>st</sup> January, 2017.

The Committee oversees the process of recruiting members to its Board and senior managerial personnels. Under its terms of reference, Committee has inter-alia formulated policies, one for selection of directors and determining directors independence and another for remuneration of directors, Key Managerial Personnel and other employees of the Company. These policies are annexed to the directors' report, which are unchanged from the previous Financial Year.

The details of Nomination and Remuneration Committee's meetings held and attended by the members are as follows:

Name of director	Category of directorship	No. of Meetings in F.Y. 2016-17	
		Held	Attended
Shri Rameshchandra J. Vora	Non- Executive/ Independent Director	3	3
Shri Bharat V. Bhate	Non- Executive/ Independent Director	3	3
Shri Arun R. Raskapurwala	Non- Executive/ Independent Director	3	3

The Minutes of all the meetings of the Nomination and Remuneration Committee, held during the year, were noted at the Board meetings.



The role of Nomination and Remuneration Committee, inter alia, includes the followings :

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board and carryout performance evaluation of all the directors;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The remuneration of the directors, including independent directors, is recommended by the Nomination and Remuneration Committee and conveyed to the Board, subject to the criteria laid down in the policy viz. remuneration of directors, key managerial personnels and other employees of the Company. The details of the remuneration paid to the directors of the Company during the period under review is as follows:

(₹ in Lacs)

Name of director	Remuneration including all benefits	Sitting Fees	Total	Present service contract	Equity Shares held as on 31 <sup>st</sup> March 2017
Shri Ashish U. Bhuta	110.35	Nil	110.35	01 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2018	261127
Shri Dilip H. Bhuta	30.00	Nil	30.00	01 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2019	100
Shri Bharat V. Bhate	Nil	0.46	0.46	-	2500
Shri Rameshchandra J. Vora	Nil	0.46	0.46	-	500
Shri Arun R. Raskapurwala	Nil	0.46	0.46	-	100
Ms. Ajnali S. Dalvi	Nil	0.36	0.36	-	Nil

The Chairman of Nomination and Remuneration Committee attended the 31<sup>st</sup> AGM of the Company held on 27<sup>th</sup> July, 2016.

### C) Stakeholders' Relationship Committee:

In compliance with the provisions of Section 178 (5) of the Companies Act, 2013, Regulation 20 of SEBI-LODR, the Stakeholders Relationship Committee comprises of three directors. The Committee is chaired by Shri Bharat V. Bhate, a non-executive and independent director. The other two members are Shri Rameshchandra J. Vora, a non-executive and independent director and Shri Ashish U. Bhuta who is an executive director of the Company.

The Committee has authorized the Compliance Officer of the Company to monitor M/s. Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent's (RTA)'s activities to approve transfers, transmissions, splitting, dematerialization of shares and issuance of duplicate share certificates, etc. and to carry out all other related activities and redress all types of complaints of the investors including those related to transfer of shares, non-receipt of annual report and dividend. The Committee also formulates and implements steps to better the service standards towards the investors.

Shri Ashish R. Shah is the Company Secretary and Compliance Officer of the Company.

The Board is periodically informed about the share transfer and related activities, carried out by the Compliance Officer, being ratified by the Committee. The minutes of the meetings of the Stakeholders' Relationship Committee held during the year were noted at the Board of Directors Meetings.

Total seven complaints were received from the shareholder by the Company, RTA and through "Scores", during the year and all the complaints were resolved, during the year, to the satisfaction of the shareholders.

The Committee met four times during the year on 30<sup>th</sup> May, 2016, 27<sup>th</sup> July, 2016, 22<sup>nd</sup> October, 2016 and 31<sup>st</sup> January, 2017.



The details of the Committee's meetings held and attended by its members are given below:

Name of director	Category of directorship	No. of Meetings in F.Y. 2016-17	
		Held	Attended
Shri Bharat V. Bhate	Non-Executive/ Independent Director	4	4
Shri Rameshchandra J. Vora	Non-Executive/ Independent Director	4	4
Shri Ashish U. Bhuta	Promoter / Executive Director	4	4

The Chairman of Stakeholders Relationship Committee attended the 31<sup>st</sup> AGM of the Company held on 27<sup>th</sup> July, 2016.

#### D) Corporate Social Responsibility Committee:

In accordance to the provisions of Section 135(1) of Companies Act, 2013 the Corporate Social Responsibility (CSR) Committee has been formed by the Company with three directors as its members. Shri Arun R. Raskapurwala, a non-executive and independent director is the Chairman of the Committee. The Committee consists of other two directors viz. Shri. Ashish U. Bhuta and Shri Dilip H. Bhuta as its members, who are the executive directors of the Company.

The Committee met twice in the F.Y. 2016-17, on 24<sup>th</sup> July, 2016 and 31<sup>st</sup> January, 2017. All three members of the committee were present in both the meetings. The minutes of CSR Committee held during the year 2016-17 were noted at the Board meetings.

The role of CSR Committee includes the followings :

- To formulate and recommend to the Board, a CSR policy indicating activities to be undertaken by the Company in compliance with all applicable provisions and Schedule-VII of the Companies Act, 2013 and rules made thereunder;
- To recommend the amount of expenditure to be incurred on the Co's CSR activities;
- To monitor the implementation of the CSR policy of the Company from time to time;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

The Chairman of CSR Committee attended the 31<sup>st</sup> AGM of the Company held on 27<sup>th</sup> July, 2016.

#### 4. General Body Meeting:

Location, date, time and details of the last three AGM held by Company:

Financial Year	Venue	Date	Time	Special Resolutions Passed
2015-2016, 31 <sup>st</sup> AGM.	ISKCON Auditorium, Juhu, Mumbai	27 <sup>th</sup> July, 2016	3.30 p.m.	Nil
2014-2015, 30 <sup>th</sup> AGM.	ISKCON Auditorium, Juhu, Mumbai	08 <sup>th</sup> September, 2015	3.30 p.m.	Re-appointment of Shri Dilip H. Bhuta as the Whole Time Director and Chief Financial Officer, for three years up to 31 <sup>st</sup> March, 2019.
2013-2014, 29 <sup>th</sup> AGM.	ISKCON Auditorium, Juhu, Mumbai	12 <sup>th</sup> September, 2014	3.30 p.m.	1. Revising terms of appointment of Shri. Ashish U. Bhuta, Chairman and Managing Director, to make him director liable to retire by rotation. 2. Promoting Shri Dilip H. Bhuta as the Whole Time Director and Chief Financial Officer.

Postal Ballot: Special resolution passed in last 3 years through postal ballot with voting result pattern.



The Company completed the process of obtaining approval of its Members on the following 5 Special Resolution through Postal Ballots during the year 2014-2015, in pursuance of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:

(1) To adopt new set of Articles of Association in conformity with the Companies Act, 2013; (2) To Approve creation of Charges, Mortgages on the properties of the Company, both present and future, in respect of borrowings of the Company; (3) To approve borrowing limit of the Company; (4) To approve giving of any loan, guarantee, providing securities or making investments of the funds of the Company and (5) To appoint Shri Ashish U. Bhuta as a Chairman and Managing Director of the Company and payment of his remuneration in conformity with the Companies Act, 2013.

According to the Scrutinizer's Report, the following was the voting pattern for each of the five special resolutions, passed under postal ballot process:

Resolution No.	No. of valid Members Voted	No. of votes in Favor	No. of votes against	% by which the resolution was passed
1	118	1932044	1590	99.92
2	115	1931104	1930	99.90
3	115	1931355	1679	99.91
4	114	1931010	1924	99.90
5	110	439637	1974	99.55

No resolution passed by way of postal ballot in the Financial Year 2015-16, 2016-17 and no resolution is proposed to be conducted through postal ballot in the Financial Year 2017-18.

## 5. Disclosure:

- A Related Party Transactions:** During the year, the Company has not entered into any materially significant related party transaction with its promoters, directors, or management, their Subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large. A related party transaction entered into was in financial year 2014-15 for a Leave and License agreement for a period of five years from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019. The said transaction was made in ordinary course of business of the Company and was at arm's length basis.

The Company has formulated and adopted a policy on dealing with the related party transactions and the same is displayed under the investors section on the website of the Company “[www.jenburkt.com](http://www.jenburkt.com)”. There is no change in the policy from the previous financial year.

None of the directors or the senior managerial personnel of the Company have entered into any material, financial and commercial transactions, during the year under review, in which they or their relatives may have a personal interest. Transactions with the related parties as per requirement of Accounting Standard 18 (AS-18) are disclosed in the financial statements and they are not in conflict with the interest of the Company at large.

The Audit Committee is entrusted to review the related party transactions as required under the relevant provisions of the Companies Act, 2013, rules made thereunder, the SEBI-LODR.

- B Penalties / strictures:** No penalties or stricture has been imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.
- C Vigil Mechanism:** The Vigil Mechanism of the Company as required u/s 177 (9) of the Companies Act, 2013 and a Whistle Blower Policy of the Company, as required under SEBI- LODR, is in place. Under which the directors and employees can report concerns about any unethical behaviors, actual or suspected fraud or violation, by any person in the Company. The said mechanism provides adequate safeguards against victimisation and also direct access to the chairman of the Audit Committee of the Company, in exceptional cases. No incident was occurred, during the year, invoking the policy.

Kindly refer to Directors' report for further details in this regard and for the content of the policy kindly refer to the website of the Company.



- D Management Discussion and Analysis: A Management Discussion and Analysis Report as required under Regulation 34(1)(e) of SEBI-LODR, forms a part of the Directors' Report. It is also available on the Company's website.
- E Risk Management: Jenburkt also faces business risks which exist for any enterprise having national and international exposure. The key risks are – operational risk, credit risk, unfavourable exchange rate fluctuations, emergence of inflationary conditions, any unexpected changes in regulatory framework, etc.

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

- F Code of Conduct: The Company has framed it's comprehensive Code of Business Conduct (the code) applicable to all the directors on the Board and the senior management of the Company, to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business.

The code has been uploaded on the Company's website. All the directors and senior management personnel have affirmed their compliance for the Financial Year 2016-17 and a declaration signed by the Company's Chairman and Managing Director to this effect is as below:

It is hereby declared that the Company has obtained, from all the Members of the Board and all the Senior Management Personnel, an affirmation that they have complied with the code of business conduct, for the Financial Year 2016-17.

For Jenburkt Pharmaceuticals Ltd

Ashish U. Bhuta  
Chairman and Managing Director

Mumbai, 30<sup>th</sup> May, 2017

- G Proceeds from Public Issue, Right Issue, Preferential Issue, etc.: The Company has not raised any amount through any Public, Rights or Preferential issue of shares, during the financial year.
- H CEO / CFO Certificate: In accordance to SEBI-LODR, a certificate from the Managing Director and person heading the finance department (CFO) on the financial statements for the Financial Year 2016-17, was placed before the Board Meeting.
- I Code of Prohibition of Insider Trading : The Company has framed a code on prohibition of insider trading, pursuant of SEBI (Prohibition of Insider Trading) Regulations, 2015, prohibiting trading in equity shares of the Company, by certain persons while in possession of undisclosed price sensitive information. This code applies to all the "Designated Persons" (insiders and connected persons) of the Company. Trading windows remain closed, regularly, in accordance to the said code. There is no change in the code, from the previous financial year.
- J The Company also have framed "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)", which remained unchanged during the financial year, under review.

## 6. Mandatory Requirements:

The Company is in compliance of mandatory requirements and additional disclosures in pursuance of regulation 34 and schedule V of SEBI-LODR.

## 7. Means of Communication:

The quarterly/annual financial results are generally published in "The Free Press Journal"-English and in "Navshakti" –Marathi newspapers. All the declared results are placed on the Company's website viz. "www.jenburkt.com". A separate segment viz. "investors" containing financial and investor related details is available on the Company's site. The notice calling Board and General Meeting are uploaded at this segment along with the quarterly /annual results and the Annual Reports which are available in the downloadable formats. The Annual Report contains details of audited annual accounts, auditors' report, directors' report containing management discussion and analysis report and the report on corporate governance. It also include other corporate governance important information for the stakeholders.





The Company has not displayed any news release and has not made any presentation to the institutional investor or to the analysts. Results / Reports mentioned above and official news releases are sent to the BSE Ltd., where the shares of the Company are listed. BSE Ltd. also host the said results and other updation on its website viz. [www.bseindia.com](http://www.bseindia.com)  
The Company has provided an exclusive e-mail ID: [investor@jenburkt.com](mailto:investor@jenburkt.com), for any communication by the investors.

#### 8. Profile of the directors being appointed/ re-appointed:

Kindly refer to the “Explanatory Statement” under the Notice convening the ensuing AGM, for the brief profile of the directors being appointed / re-appointed.

#### 9. A. General Shareholders’ Information:

AGM : • Date and Timing • Venue	31 <sup>st</sup> July, 2017 at 3.30 p.m. ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049
Financial Calendar (Proposed) for F.Y. 2017-18.	Results for Q1 (June 30, 2017) - By 4 <sup>th</sup> week of July, 2017 Results for Q2 (Sept 30, 2017) - By 4 <sup>th</sup> week of Oct, 2017 Results for Q3 (Dec 31, 2017) - By 4 <sup>th</sup> week of Jan, 2018 Results for Q4 (Mar 31, 2018) - By 4 <sup>th</sup> week of May, 2018
Cut-off Date	24 <sup>th</sup> July, 2017.
Date of Book Closure	25 <sup>th</sup> July, 2017 to 31 <sup>st</sup> July, 2017 (both days inclusive).
Date of Dividend Payment	On or after 11 <sup>th</sup> August, 2017.
Listing of equity shares on Stock Exchanges at	The BSE Ltd. The Listing fee for Financial Year 2017-18 is paid to the BSE Ltd., Mumbai. The custodial fees are paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL), for the Financial Year 2017-18.
Stock Code	Trading Code “524731” at the BSE Ltd., Mumbai.
Security ISIN No.	INE354A01013
Company’s Registration No.	The Corporate ID No. (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L24230MH1985PLC036541.

#### B. Market Price Data, Performance Chart:

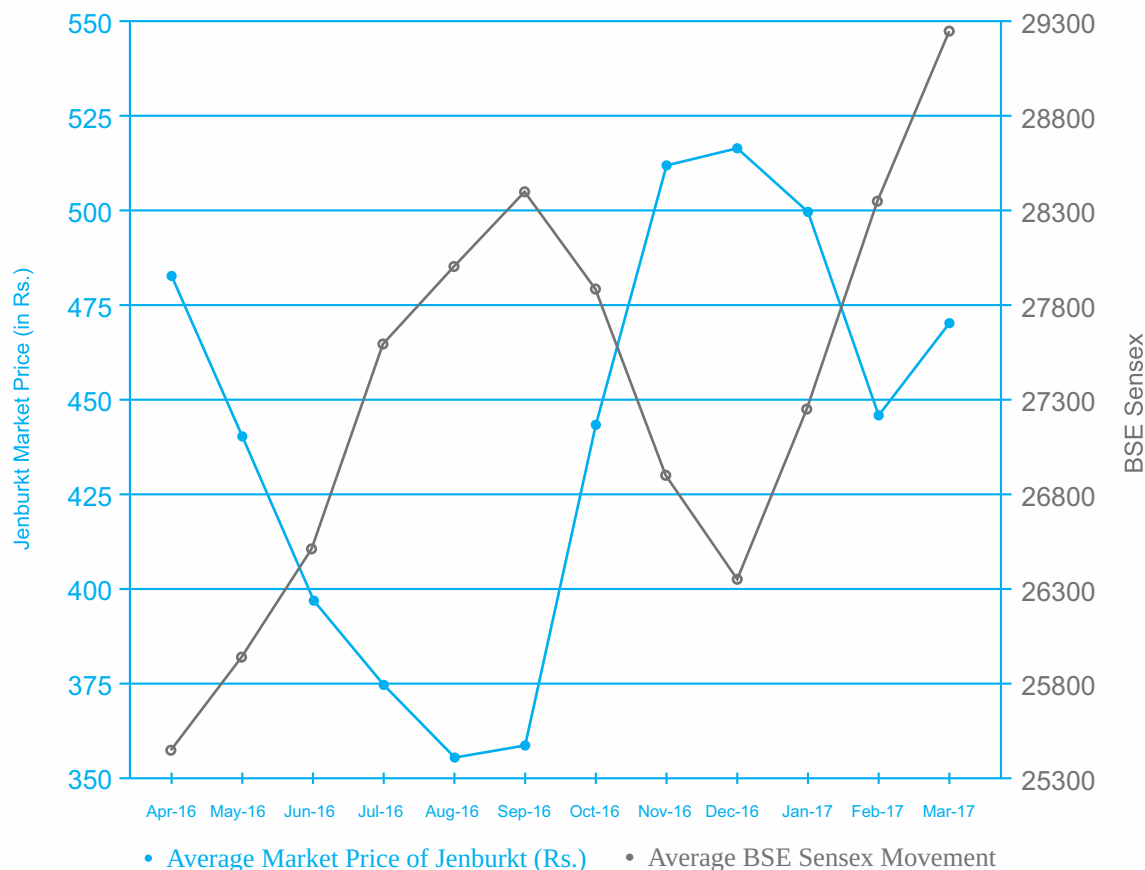
High / Low of the Market Price per month of the Company's share traded at the BSE and the High / Low of the BSE Sensex for the Financial Year 2016-17 are as follows:

2016-2017	Company’s Share Price		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April	520.00	454.90	26100.54	24523.20
May	477.40	390.00	26837.20	25057.93
June	419.80	375.00	27105.41	25911.33
July	395.00	355.00	28240.20	27034.14
August	372.95	340.10	28532.25	27627.97
September	369.95	345.00	29077.28	27716.78
October	520.00	353.55	28477.65	27488.30
November	572.50	446.05	28029.80	25717.93
December	557.95	470.45	26803.76	25753.74
January	531.00	469.95	27980.39	26447.06
February	487.00	388.90	29065.31	27590.10
March	497.80	442.30	29824.62	28716.21

Source: [www.bseindia.com](http://www.bseindia.com)



Market Price Performance relative to the BSE Sensex:



### C. RTA Details:

Registrar and Transfer Agent (RTA)	M/s.Bigshare Services Pvt. Ltd., E-2 and 3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072. Tel. No. 40430200. • E-mail: investor@bigshareonline.com OR investor@jenburkt.com
Share Transfer and Dematerialisation System	<p>The Board have authorized it's committee viz. Stakeholders Relationship Committee (SRC) to approve and monitor the activities related to both physical and electronic share transfers (which includes dematerialization, transposition, issuance of duplicate shares or replacement of Certificate etc). The SRC has authorized the Chairman and Managing Director or Company Secretary and Compliance Officer, in their individual capacity to monitor and approve the above stated transfer related activities being carried out by the Registrar and Transfer Agent (RTA). The summary of the share transfer activities is presented in each meeting of the Board. A half yearly compliance certificate under section 7 (3) of the SEBI-LODR, jointly signed by compliance officer and RTA, certifying that all the above stated activities are being carried out by RTA, is regularly submitted to BSE Ltd.</p> <p>The formalities pertaining to transfer of shares are attended to atleast once in 15 days. Further, the Company submit to BSE Ltd. a certificate obtained from the practicing Company Secretary, every half year certifying that all the certificates have been issued, within thirty days of it's lodgment of transfer.</p>


**D. Shareholding pattern as on 31<sup>st</sup> March, 2017:**

	Category	No. of Shares held	% of shareholding
a	Promoter Group	2129739	45.81
b	Private Corporate Bodies	178867	3.85
c	Indian Public	2247980	48.35
d	NRIs	85661	1.84
e	Clearing Members	7053	0.15
	<b>Total</b>	<b>4649300</b>	<b>100.00</b>

**E. Distribution of Shareholding as on 31<sup>st</sup> March, 2017:**

No. of equity Shares held	No. of share holders	% of shareholders	No. of shares	% of shareholding
1 to 500	6732	90.69	860801	18.51
501 to 1000	365	4.92	30060	6.97
1001 to 2000	169	2.28	273964	5.89
2001 to 3000	50	0.67	150308	3.23
3001 to 4000	29	0.39	94827	2.04
4001 to 5000	15	0.20	64958	1.46
5001 to 10000	24	0.32	140990	3.05
10001 and above	40	0.53	2762851	59.43
<b>TOTAL</b>	<b>7424</b>	<b>100.00</b>	<b>4649300</b>	<b>100.00</b>

	No. of share holders	% of shareholders	No. of shares	% of shareholding
Physical Mode	1376	18.53	331670	7.13
CDSL	2162	29.12	1516430	32.62
NSDL	3886	52.35	2801200	60.25
<b>TOTAL</b>	<b>7424</b>	<b>100.00</b>	<b>4649300</b>	<b>100.00</b>

**F. Other details:**

Dematerialisation of equity shares and liquidity	The Company's shares are available for trading in dematerialisation form with both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Securities Ltd. (CDSL). The shares of the Company are actively traded at the BSE Ltd.
Plant Location	The Company's plant is located at: Plot No.11-12, GIDC, Phase-I, Bhavnagar Road, Sihor, Gujarat-364 240.
Investor Correspondence be addressed to	1. M/s. Bigshare Services Pvt. Ltd. (RTA) at the address provided above or by e-mail at : investor@bigshareonline.com 2. The Company Secretary at the registered office of the Company or by e-mail at : investor@jenburkt.com

**Non-Mandatory Requirements:**

- The Company publish, half yearly financial results, in the newspapers, as stated above and upload the same in its website under the section of Investor. Hence, the same results are not separately circulated to the Members.
- Reporting of the internal auditors is being complied with as per the terms of reference of the Audit Committee.

**10. Web-link for Policies and Codes:**

In accordance to the various provisions of Companies Act, 2013 and SEBI-LODR, your Company has formulated and adopted many policies and codes. Key policies/Codes are available at the "Investor" section on the website of the Company viz. "www.jenburkt.com". These are subject to review by the Board and are updated as and when required.



Followings are the name of the policies and codes with their web-links :-

Sr. No.	Name of the Policy / Code of the Co.	Web Link
1	Policy on Whistle Blower	<a href="http://jenburkt.com/Other_Info/20152016/Policy%20on%20Whistle%20Blower.pdf">http://jenburkt.com/Other_Info/20152016/Policy%20on%20Whistle%20Blower.pdf</a>
2	Policy on Remuneration of Directors, Key Managerial Personnel and other Employees	<a href="http://jenburkt.com/Other_Info/20152016/Policy%20on%20Remuneration%20of%20Directors,%20KMP.pdf">http://jenburkt.com/Other_Info/20152016/Policy%20on%20Remuneration%20of%20Directors,%20KMP.pdf</a>
3	Policy on Corporate Social Responsibility	<a href="http://jenburkt.com/Other_Info/20152016/Policy%20on%20CSR.pdf">http://jenburkt.com/Other_Info/20152016/Policy%20on%20CSR.pdf</a>
4	Policy on Related Party Transaction	<a href="http://jenburkt.com/Other_Info/20152016/Policy%20on%20RPT.pdf">http://jenburkt.com/Other_Info/20152016/Policy%20on%20RPT.pdf</a>
5	Policy on Criteria for determining Materiality of events	<a href="http://jenburkt.com/Other_Info/20152016/policy%20on%20Criteria%20for%20determining%20materiality%20of%20events.pdf">http://jenburkt.com/Other_Info/20152016/policy%20on%20Criteria%20for%20determining%20materiality%20of%20events.pdf</a>
6	Policy on Preservation, Archives Management and destroying of documents	<a href="http://jenburkt.com/Other_Info/20152016/policy%20on%20preservation%20of%20documents.pdf">http://jenburkt.com/Other_Info/20152016/policy%20on%20preservation%20of%20documents.pdf</a>
7	Policy on Selection of Directors	<a href="http://jenburkt.com/Other_Info/20152016/Policy%20for%20Selection%20of%20Directors.pdf">http://jenburkt.com/Other_Info/20152016/Policy%20for%20Selection%20of%20Directors.pdf</a>
8	Terms and conditions of Appointment of Independent Directors.	<a href="http://jenburkt.com/Other_Info/Terms%20&amp;%20Conditions%20of%20Independent%20Directors-2.pdf">http://jenburkt.com/Other_Info/Terms%20&amp;%20Conditions%20of%20Independent%20Directors-2.pdf</a>
9	Familiarization programme for Independent Directors.	<a href="http://jenburkt.com/Other_Info/20152016/Familiarisation.pdf">http://jenburkt.com/Other_Info/20152016/Familiarisation.pdf</a>
10	Code of Business Conduct	<a href="http://jenburkt.com/Other_Info/20152016/CODE%20OF%20BUSINESS%20CONDUCT.pdf">http://jenburkt.com/Other_Info/20152016/CODE%20OF%20BUSINESS%20CONDUCT.pdf</a>
11	Fair Disclosure of UPSI	<a href="http://jenburkt.com/Other_Info/20152016/Code%20of%20UPSI%20done.pdf">http://jenburkt.com/Other_Info/20152016/Code%20of%20UPSI%20done.pdf</a>

#### 11. Auditors' Certificate on Corporate Governance:

The Auditors' certificate on compliance with Corporate Governance, as stipulated under Schedule V-E of SEBI-LODR is annexed to this report.

For and on behalf of the Board  
 For Jenburkt Pharmaceuticals Ltd.  
 Ashish U. Bhuta  
 (DIN: 00226479)  
 Chairman and Managing Director

Mumbai, 30<sup>th</sup> May, 2017.

#### Auditor's Certificate on Corporate Governance :

To the Members of  
 Jenburkt Pharmaceuticals Limited,

We have examined the compliance of conditions of Corporate Governance by Jenburkt Pharmaceuticals Limited ('the Company'), for the Financial Year ended on 31<sup>st</sup> March 2017, as stipulated in Regulation 34 (3) read with Schedule-V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance with conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For Nilesh Shah & Associates  
 Company Secretaries  
 C.P. No. 2631  
 (Nilesh Shah)  
 Partner (FCS-4554)

Place: Mumbai  
 Date: 30<sup>th</sup> May, 2017.



## Auditors' Report

To  
The Members,  
Jenburkt Pharmaceuticals Ltd.,

### Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statement of JENBURKT PHARMACEUTICALS LTD., ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, (hereinafter referred to as "Financial Statements").

### Management's Responsibility for the Standalone Financial Statements

2. 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 of these standalone 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 relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding the assets of the Company and for preventing and detecting 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 controls, 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

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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.
5. 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 misstatements.
6. 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 including the Accounting Standard applicable to the Company, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.





10. 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - e) On the basis of the 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 the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With respect to the 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;
    - i. The Company has disclosed the impact if any of pending litigations as on 31 March, 2017, on its financial position in its standalone financial statements; as Referred to in Note no. 12 of significant policies forming a part of financial statement.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended on March, 31, 2017.
    - 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 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For D.L.Arora & Co.  
 Chartered Accountants  
 Firm Regn. No.:100545W  
**DILIP ARORA**  
 Proprietor  
 Membership No.36152

Place: Mumbai  
 Date: 30<sup>th</sup> May, 2017

## Annexure-A to the Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of Jenburkt Pharmaceuticals Ltd. on the standalone financial statements as of and for the year ended March 31, 2017, we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 12 months, which, in our opinion, is reasonable, having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of the immovable property other than self-constructed immovable property as disclosed in fixed assets schedule, forming a part of the financial statement, are held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties, have been conducted at reasonable intervals by the management during the year. In respect of inventory lying with the third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- iii. The Company has not or granted any loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under the section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanation given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under section 185 of the



Act. The Company has not granted loans to or guarantees or security in respect of any loan however, in respect Investments made in body corporate by the Company, the provisions of Section 186 of the Act has been complied with.

- v. The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75, and 76 of the Act, and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable, with the appropriate authorities.  
 (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax, Sales Tax, as at 31st March, 2017 which have not been deposited on account of a dispute, are as follows:

Details of dues of Income Tax and Sales Tax which have not been deposited as on March 31, 2017, on account of disputes are given below:

Name of the Statute	Nature of Dues	Amount (in lacs)	Period for which it relates	Forum where the dispute is pending
Central Sales Tax	CST	5.34	2005-06	Departmental Authorities.
Income Tax Act	Disallowance of Expenses.	12.45	2010-11	Before ITAT.
Income Tax Act	Disallowance of Expenses.	12.80	2011-12	Before CIT(A).

- viii. According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any financial institution or bank or government as at the Balance Sheet date.
- ix. The Company has not raised any money by way of initial public offer, further public offer (including debt instruments). The term loans were applied for the purposes for which those are raised.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officer or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly paragraph 3 (xii) of the Order is not applicable.
- xiii. According to the information and explanation given to us, all the transactions with related parties are in compliance with the provisions of Section 177 and 188 of the Act, where applicable. The details of related party transactions have been disclosed in the financial statements as required by relevant Accounting Standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the Order are not applicable to the Company.

For D.L.Arora & Co.  
 Chartered Accountants  
 Firm Regn. No.:100545W  
 DILIP ARORA  
 Proprietor  
 Membership No.36152

Place: Mumbai  
 Date: 30<sup>th</sup> May, 2017



## Annexure-B to the Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of Jenburkt Pharmaceuticals Ltd. on the standalone financial statements as of and for the year ended March 31<sup>st</sup>, 2017.

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Jenburkt Pharmaceuticals Ltd., ("the Company") as on 31<sup>st</sup> March 2017, in conjunction with our audit of standalone financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2017.

#### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For D.L.Arora & Co.  
Chartered Accountants  
Firm Regn. No.:100545W  
DILIP ARORA  
Proprietor  
Membership No.36152

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017



## Balance Sheet as at 31<sup>st</sup> March 2017

(₹ in Lacs)

	Note	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Share Holders' Fund</b>			
Share Capital	1	464.93	464.93
Reserves & Surplus	2	4900.39	3553.94
<b>Total - Shareholders' Fund</b>		<b>5365.32</b>	<b>4018.87</b>
<b>Share Application Money Pending Allotment</b>		<b>0.00</b>	<b>0.00</b>
<b>Non Current Liabilities</b>			
Long Term Borrowings	3	24.13	24.61
Deferred Tax Liability (Net)	4	50.32	63.14
Other Long Term Liabilities	5	292.74	287.91
Long Term Provisions	5A	37.29	0.00
<b>Total - Non Current Liabilities</b>		<b>404.47</b>	<b>375.66</b>
<b>Current Liabilities</b>			
Short Term Borrowings/Liabilities	6	613.36	517.31
Trade Payables	7	601.62	330.26
Other Current Liabilities	8	544.56	467.46
Short Term Provisions	9	32.74	93.35
<b>Total - Current Liabilities</b>		<b>1792.28</b>	<b>1408.38</b>
<b>Total - Equity &amp; Liabilities</b>		<b>7562.08</b>	<b>5802.91</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	10A	1049.81	1194.24
Intangible Assets	10B	12.83	16.41
Capital Work In Progress		0.00	0.00
Intangible Assets under development		0.00	0.00
<b>Non Current Investments</b>	11	<b>115.25</b>	<b>61.33</b>
Deferred Tax Assets (Net)		0.00	0.00
Long Term Loans & Advances		0.00	0.00
Other Non Current assets		0.00	0.00
<b>Total - Non Current Assets</b>		<b>1177.89</b>	<b>1271.98</b>
<b>Current Assets</b>			
Current Investments		0.00	0.00
Inventories	12	1074.56	823.84
Trade Receivables	13	907.18	577.66
Cash & Cash Equivalents	14	4208.40	2963.53
Short Term Loans & Advances	15	64.47	52.69
Other Current Assets	16	129.57	113.20
<b>Total - Current Assets</b>		<b>6384.19</b>	<b>4530.93</b>
<b>Total - Assets</b>		<b>7562.08</b>	<b>5802.91</b>

As per our report of even date  
For **D.L.Arora & Co.**  
Chartered Accountants  
Firm Regn. No.:100545W  
**D.L.Arora**

Proprietor  
Membership No.36152  
Mumbai, 30<sup>th</sup> May 2017

For and on behalf of the Board

**Ashish U. Bhuta** (DIN No. 00226479)  
**Dilip H. Bhuta** (DIN No. 03157252)  
**Bharat V. Bhate** (DIN No. 00112361)  
**Rameshchandra J. Vora** (DIN No. 00112446)  
**Arun R. Raskapurwala** (DIN No. 00143983)  
**Anjali S. Dalvi** (DIN No. 03293810)  
**Ashish R. Shah**

- Chairman & Managing Director  
- Whole Time Director and C F O  
- Director  
- Director  
- Director  
- Director  
- Company Secretary



## Statement of Profit & Loss for the year ended on 31<sup>st</sup> March 2017

(₹ in Lacs)

	Note	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>INCOME</b>			
Revenue from operations	17	10330.60	9358.51
Other Income	18	276.42	273.40
<b>Total - Income</b>		<b>10607.02</b>	<b>9631.91</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	19	804.25	670.25
Purchase of Stock-in-Trade	20	2447.12	2218.59
Changes in Inventories of Finish Goods and W I P	21	-195.45	-120.80
Employee Benefit Expense	22	2425.69	2149.02
Finance Cost	23	41.00	37.81
Depreciation & Amortization Expense	24	178.72	199.17
Other Expenses	25	2874.85	2795.56
<b>Total - Expenditure</b>		<b>8576.17</b>	<b>7949.61</b>
Profit before exceptional and extraordinary items and tax		2030.84	1682.30
Exceptional Items	26	12.79	0.54
Profit before extraordinary items and tax		2043.63	1682.83
Extraordinary Items		0.00	0.00
<b>Profit before Tax</b>		<b>2043.63</b>	<b>1682.83</b>
<b>Tax Expense:</b>			
Current Tax		710.00	581.00
Income Tax for Previous Years		0.00	37.04
Deferred Tax Asset		-12.82	-13.11
Profit (Loss) from discontinuing operations		0.00	0.00
Tax Expense of discontinuing operations		0.00	0.00
Profit (Loss) from discontinuing operations (after Tax)		0.00	0.00
<b>Total Tax Expense</b>		<b>697.18</b>	<b>604.93</b>
<b>Net Profit after Tax</b>		<b>1346.45</b>	<b>1077.90</b>
Earnings per Equity Share :			
Basic & Diluted	27	<b>28.96</b>	<b>23.18</b>
Significant Accounting Policies	33		
(The accompanying notes are integral part of these Financial Statements.)			

As per our report of even date  
For **D.L.Arora & Co.**  
Chartered Accountants  
Firm Regn. No.:100545W  
**D.L.Arora**

Proprietor  
Membership No.36152  
Mumbai, 30<sup>th</sup> May 2017

For and on behalf of the Board

**Ashish U. Bhuta** (DIN No. 00226479)  
**Dilip H. Bhuta** (DIN No. 03157252)  
**Bharat V. Bhate** (DIN No. 00112361)  
**Rameshchandra J. Vora** (DIN No. 00112446)  
**Arun R. Raskapurwala** (DIN No. 00143983)  
**Anjali S. Dalvi** (DIN No. 03293810)  
**Ashish R. Shah**

- Chairman & Managing Director  
- Whole Time Director and C F O  
- Director  
- Director  
- Director  
- Director  
- Company Secretary





## Cash Flow Statement for the Financial Year 2016-17

(₹ in Lacs)

	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before taxes and extraordinary item	2043.63	1682.83
Adjustments for :		
Depreciation	178.72	199.17
Interest income	-276.96	-251.02
Dividend income	-3.28	-0.75
Finance cost	41.00	37.81
Profit/(Loss) on sale of fixed assets	-11.75	-0.54
Short Term Gains / Loss on sale of Shares	4.39	0.00
Insurance Claim received	-1.03	0.00
Income Tax paid for Previous Years	0.00	-34.90
<b>Operating profit before working capital changes</b>	<b>1974.71</b>	<b>1632.62</b>
Adjustments for :		
Trade & other receivables	-329.52	159.86
Inventories	-250.72	-65.80
Trade & other payables	348.46	-64.50
Changes in Short Term Loans and Advances	-11.78	-3.71
Changes in Short and Long Term Provisions	-56.06	-786.85
Changes in Other Current/Non Current Assets	-16.37	485.08
<b>Cash generated from operation</b>	<b>1658.71</b>	<b>1356.70</b>
Direct Taxes paid	-677.26	-575.15
<b>Cash Flow before extraordinary items</b>	<b>981.46</b>	<b>781.55</b>
Insurance Claim received	1.03	0.00
<b>Net cash from operating activities (A)</b>	<b>982.49</b>	<b>781.55</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of fixed assets	-37.24	-252.72
Sales of fixed assets	18.29	3.88
Short Term Gains / Loss on sale of Shares	-4.39	0.00
Change in Investments	-53.92	-30.12
Interest income	276.96	251.02
Dividend income	3.28	0.75
<b>Net cash used in investing activities (B)</b>	<b>202.97</b>	<b>-27.19</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from short & long term borrowing	95.57	-119.52
Changes in other long term liabilities	4.83	18.62
Finance cost	-41.00	-37.81
Dividend	0.00	-334.75
Dividend tax	0.00	-68.15
<b>Net cash used in financing activities (C)</b>	<b>59.41</b>	<b>-541.62</b>
<b>[A+B+C]</b>	<b>1244.87</b>	<b>212.74</b>
<b>D. NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENT</b>		
Cash and cash equivalent as at 1 <sup>st</sup> April (Opg. balance)	2963.53	2750.79
Cash and cash equivalent as at 31 <sup>st</sup> Mar (Clg. balance)	4208.40	2963.53

Note: Previous year's figures have been re-grouped / re-classified wherever necessary to conform to the current year's presentation

 As per our report of even date  
 For **D.L.Arora & Co.**  
 Chartered Accountants  
 Firm Regn. No.:100545W  
**D.L.Arora**

 Proprietor  
 Membership No.36152  
 Mumbai, 30<sup>th</sup> May 2017

For and on behalf of the Board

**Ashish U. Bhuta** (DIN No. 00226479)  
**Dilip H. Bhuta** (DIN No. 03157252)  
**Bharat V. Bhate** (DIN No. 00112361)  
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**Anjali S. Dalvi** (DIN No. 03293810)  
**Ashish R. Shah**

 - Chairman & Managing Director  
 - Whole Time Director and C F O  
 - Director  
 - Director  
 - Director  
 - Director  
 - Company Secretary



## Notes on Financial Statements for the Financial Year Ended on 31<sup>st</sup> March, 2017

The previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year's presentation

(₹ in Lacs, except number of shares)

	31 <sup>st</sup> March 2017		31 <sup>st</sup> March 2016	
<b>1 SHARE CAPITAL</b>				
<b>Authorised Share Capital</b>				
10000000 Equity Shares of Rs. 10/- each		1000.00		1000.00
		1000.00		1000.00
<b>Issued, Subscribed &amp; Fully Paid Equity Share Capital</b>				
46,49,300 Equity Shares of Rs. 10/- each		464.93		464.93
Less: calls in arrears		0.00		0.00
<b>Total</b>		<b>464.93</b>		<b>464.93</b>
<b>Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period</b>				
Number of shares outstanding at beginning of the year		4649300		4649300
Add: Shares issued during the year		0		0
Less: Shares bought back during the year		0		0
<b>Number of shares outstanding at beginning of the year</b>		<b>4649300</b>		<b>4649300</b>
<b>Details of shareholders holding more than 5% of the aggregate shares in the Company</b>				
<b>Name of the shareholders</b>	<b>No. of Shares</b>	<b>% Held</b>	<b>No. of Shares</b>	<b>% Held</b>
Bhuta Holdings Private Limited	610324	13.13	602351	12.96
Ashish U Bhuta	261127	5.62	259319	5.58
Jayshree U Bhuta	536480	11.54	536480	11.54
<b>2 RESERVES &amp; SURPLUS</b>				
<b>General Reserve Fund</b>				
Opening Balance	334.62		334.62	
Add:		334.62		334.62
<b>Surplus in Statement of Profit and loss</b>				
i As per last Balance Sheet	3219.32		2544.32	
ii Net profit transferred from Statement of profit and Loss account	1346.45		1077.90	
		4565.77		3622.22
i Less: Dividend for the Current Financial Year	0.00		334.75	
ii Less: Dividend Tax for Current Financial Year	0.00		68.15	
		0.00		402.90
<b>Total</b>		<b>4565.77</b>		<b>3219.32</b>
		<b>4900.39</b>		<b>3553.94</b>
<b>3 NON CURRENT LIABILITIES</b>				
<b>Long Term Borrowings (Secured Loans)</b>				
i From Financial Institution - Car Loan (Secured against hypothecation of Vehicles)	24.13		24.61	
		24.13		24.61
<b>Total</b>		<b>24.13</b>		<b>24.61</b>
<b>4 DEFERRED TAX LIABILITY (Net)</b>				
Deffered Tax Liability Related to Fixed Assets				
Opening Balance	63.14		76.25	
Add: Provision for deffered tax liability for the C.Y.	-12.82		-2.82	
	50.32		73.43	
Less: Deffered Tax Asset (for revenue expenses)	0.00		-10.29	
	50.32		63.14	
		50.32		63.14
<b>Total</b>		<b>50.32</b>		<b>63.14</b>
<b>5 OTHER LONG TERM LIABILITIES</b>				
Other Liabilities (represents security deposits received from Super Stockists and Agency Deposit received from Consignee Agents.)	292.74		287.91	
		292.74		287.91
<b>Total</b>		<b>292.74</b>		<b>287.91</b>



(₹ in Lacs)

	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
<b>5 A LONG TERM PROVISION</b>		
Provision for retirement benefits	34.39	0.00
Provision for tax of current years	2.90	0.00
	<u>37.29</u>	<u>0.00</u>
	<b>37.29</b>	<b>0.00</b>
<b>6 CURRENT LIABILITIES</b>		
Short Term Borrowings (Secured Loans)		
I From Banks		
i Kotak Mahindra - Car Loans*	0.00	0.63
ii Bank of Baroda - Bhavnagar (against FD)	0.00	85.07
iii Bank of Baroda - Mumbai (against FD)	0.19	75.38
iv Bank of Baroda - Mumbai (against FD)	199.94	191.29
v Bank of Baroda - FCBD A/c - USD**	209.74	52.84
vi Bank of Baroda - FCBD A/c - EURO**	203.02	111.70
	<u>612.88</u>	<u>516.92</u>
II From Financial Institution - Car Loan*	0.48	0.40
	<u>0.48</u>	<u>0.40</u>
<b>Total</b>	<b>613.36</b>	<b>517.31</b>
* Secured against hypothecation of Vehicles		
** Secured against hypothecation of Stocks, Bookdebts, Machinery and Mortgage of factory, land & building		
<b>7 TRADE PAYABLES</b>		
i Sundry Creditors - Raw Materials	38.76	40.15
ii Sundry Creditors - Packing Materials	79.76	42.21
iii Sundry Creditors - Third Party Purchase	483.10	247.90
	<u>601.62</u>	<u>330.26</u>
<b>Total</b>	<b>601.62</b>	<b>330.26</b>
<b>The details of amounts outstanding to Micro, Small &amp; Medium Enterprises are based on available information with the Company is as under:</b>		
Principal amount due and remaining unpaid	0.00	0.00
Interest due on above and unpaid	0.00	0.00
Interest paid	0.00	0.00
Payment made beyond appointed day during the year	0.00	0.00
Interest due & payable for period of delay	0.00	0.00
Interest accrued and remaining unpaid	0.00	0.00
Amount of further interest remaining due and payable in succeeding years	0.00	0.00
<b>8 OTHER CURRENT LIABILITIES</b>		
i Interest accrued and due on borrowings		
Interest on Security Advance Payables	36.26	32.41
ii Unpaid dividend	48.79	67.55
iii Other payables including commission and expenses	459.51	367.51
	<u>544.56</u>	<u>467.46</u>
<b>Total</b>	<b>544.56</b>	<b>467.46</b>
<b>9 SHORT TERM PROVISIONS</b>		
Others		
i Provision for Leave Encashment	0.00	34.39
ii Proposed Dividend	0.00	41.84
iii Proposed Dividend Tax	0.00	8.52
iv Provision For Income Tax - Current Year	32.74	5.85
v Provision For Earlier Years	0.00	2.75
	<u>32.74</u>	<u>93.35</u>
<b>Total</b>	<b>32.74</b>	<b>93.35</b>


**10 FIXED ASSETS**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost 1/4/16	Addition	Deletion	Cost 31/3/17	Opening 1/4/16	Addition	Deletion	Closing 31/3/17	1/4/16	31/3/17
<b>TANGIBLE ASSETS</b>										
Land	40.02	0.00	0.00	40.02	0.00	0.00	0.00	0.00	40.02	40.02
Factory Building	669.72	2.88	0.00	672.60	228.86	38.91	0.00	267.77	440.86	404.83
Office Building	274.38	0.00	0.00	274.38	32.00	7.89	0.00	39.90	242.38	234.49
Godown Building	6.26	0.00	0.00	6.26	2.02	0.13	0.00	2.15	4.24	4.11
Plant And Machinery	788.53	8.91	0.00	797.43	581.32	45.92	0.00	627.25	207.20	170.19
Plant And Machinery (R&D)	126.32	4.00	0.00	130.32	70.74	11.62	0.00	82.36	55.58	47.96
Furniture And Fixture	166.06	1.00	2.73	164.32	99.00	18.32	2.37	114.95	67.06	49.37
Vehicle	135.37	12.28	40.40	107.14	66.37	21.03	34.63	52.77	69.00	54.37
Office Equipment	84.57	3.89	2.23	86.23	46.98	17.56	1.86	62.68	37.59	23.55
Electric Fittings	42.71	0.14	0.00	42.85	28.77	4.47	0.00	33.23	13.94	9.62
Computer	167.32	2.02	0.91	168.43	150.95	7.05	0.89	157.12	16.37	11.31
<b>Total Tangible Assets (Sch-10A)</b>	<b>2501.27</b>	<b>35.11</b>	<b>46.28</b>	<b>2490.00</b>	<b>1307.02</b>	<b>172.90</b>	<b>39.74</b>	<b>1440.19</b>	<b>1194.24</b>	<b>1049.81</b>
<b>INTANGIBLE ASSETS</b>										
Goodwill	25.00	0.00	0.00	25.00	24.81	0.05	0.00	24.86	0.19	0.14
Trademark	22.28	1.52	0.00	23.81	10.35	3.03	0.00	13.39	11.93	10.42
Computer Software	5.76	0.71	0.00	6.47	1.46	2.73	0.00	4.20	4.29	2.27
<b>Total Intangible Assets (Sch-10B)</b>	<b>53.04</b>	<b>2.23</b>	<b>0.00</b>	<b>55.27</b>	<b>36.63</b>	<b>5.81</b>	<b>0.00</b>	<b>42.45</b>	<b>16.41</b>	<b>12.83</b>
<b>Grand Total</b>	<b>2554.31</b>	<b>37.34</b>	<b>46.28</b>	<b>2545.27</b>	<b>1343.66</b>	<b>178.72</b>	<b>39.74</b>	<b>1482.63</b>	<b>1210.65</b>	<b>1062.64</b>
Previous Year :	2348.53	252.72	46.94	2554.31	1188.08	199.17	43.60	1343.66	1160.45	1210.65

(₹ in Lacs)

		31 <sup>st</sup> March 2017		31 <sup>st</sup> March 2016	
<b>11 NON CURRENT INVESTMENTS</b>					
Long Term Investments					
i Equity Shares (Quoted)					
F.V.	Scrip Name	Qty		Qty	
10.00	Bharti Shipyard Ltd.	151	0.10	151	0.10
2.00	H D F C Bank Ltd.	5000	0.21	5000	0.21
10.00	I C I C I Bank Ltd.	500	1.29	100	1.29
10.00	I D B I Bank Ltd.	200	0.24	200	0.24
10.00	I F C I LTD	2000	0.47	2000	0.47
10.00	I D F C Ltd.	500	1.11	500	1.11
10.00	I D F C Bank Ltd.	500	0.00	500	0.00
10.00	J S W Steel Ltd.	130	0.83	13	0.83
2.00	Jaiprakash Associates	150	0.47	150	0.47
10.00	M R F Ltd.	5	0.30	5	0.30
10.00	National Thermal Power Corp Ltd	3519	2.18	3519	2.18
10.00	Power Grid Corporation	1500	2.09	1500	2.09
10.00	Reliance Industries Ltd.	186	1.90	186	1.90
10.00	Taal Enterprises Ltd.	62	0.00	62	0.00
5.00	Taneja Aerospace & Aviation	500	1.10	500	1.10
10.00	Vijaya Bank Ltd.	3400	1.06	3400	1.06
			13.37		13.37
ii Non Convertible Debentures					
12.50 %	National Thermal Power Ltd	3519	0.00	3519	0.00
iii Mutual Funds (Quoted)					
i	Reliance Gold ETF (gms)	613	17.84	635	17.84
ii	HDFC Mutual Fund		33.92		0.00
iii	Reliance Mutual Fund		20.00		0.00
iv Tax Free Bonds of HUDCO			30.12		30.12
	<b>Total</b>		<b>115.25</b>		<b>61.33</b>
Market Value of investments as on 31 <sup>st</sup> March 2017 is Rs.139.77 lac and as on 31 <sup>st</sup> March 2016 is Rs. 84.14 lac					



(₹ in Lacs)

		31 <sup>st</sup> March 2017		31 <sup>st</sup> March 2016	
<b>12 INVENTORIES</b>					
i	Raw Material	138.22		107.76	
ii	Packing Material	127.08		102.27	
iii	Work-in-Progress Material	32.94		6.83	
iv	Finished Goods	776.33	1074.56	606.99	823.84
	<b>Total</b>		<b>1074.56</b>		<b>823.84</b>
<b>13 TRADE RECEIVABLES</b>					
I	Exceeding Six Months				
i	Secured Debtors	00.00		00.00	
ii	Unsecured Debtors	62.56	62.56	31.66	31.66
II	Not Exceeding Six Months				
i	Secured Debtors with L/c	407.47		167.16	
ii	Unsecured Debtors	437.15		378.85	
	<b>Total</b>		<b>844.62</b>		<b>546.01</b>
			<b>907.18</b>		<b>577.66</b>
<b>14 CASH AND CASH EQUIVALENTS</b>					
I	Cash & Bank Balance				
i	Foreign Currency U S Dollar	1.89		1.18	
ii	Cash on Hand	5.78		6.52	
			7.68		7.70
II	Balance with Banks		190.99		104.86
III	Other Bank Balances				
i	Unpaid Dividends:		48.79		67.55
IV	Bank Deposits				
i	Accrued Interest on FDRs	224.31		218.22	
ii	Fixed Deposit Receipts	3736.10	3960.41	2565.20	2783.42
V	Accrued Interest on HUDCO Bonds		0.52		0.00
	<b>Total</b>		<b>4208.40</b>		<b>2963.53</b>
<b>15 SHORT TERM LOANS AND ADVANCES</b>					
	Unsecured & Considered good				
i	Loans and Advances to Employees	41.50		31.42	
ii	Advances to Suppliers	5.89		4.41	
iii	Advances to Others	17.09		16.86	
	<b>Total</b>		<b>64.48</b>		<b>52.69</b>
<b>16 OTHER CURRENT ASSETS *</b>			129.57		113.20
	<b>Total</b>		<b>129.57</b>		<b>113.20</b>
(*) represents Prepaid Expense, deposits etc...					
<b>17 REVENUE FROM OPERATIONS</b>					
i	Sales of Products	10451.63		9429.71	
ii	Sales of Services	0.00		0.24	
iii	Other Operating Revenues	40.42		64.37	
			<b>10492.05</b>		<b>9494.32</b>
iv	Less: Excise Duty		161.46		135.81
	<b>Total</b>		<b>10330.60</b>		<b>9358.51</b>
<b>18 OTHER INCOME</b>					
I	Interest Income From				
i	Banks	269.79		247.83	
ii	Others	5.05		2.90	
iii	Tax Free Bonds (HUDCO)	2.12		0.29	
			276.96		251.02



(₹ in Lacs)

	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
II Dividend Income From				
i Shares	0.67		0.75	
ii Mutual Funds	<u>2.61</u>		<u>0.00</u>	
		3.28		0.75
III Capital Gain				
i Long Term	0.02		0.00	
ii Short Term	<u>-4.42</u>		<u>0.00</u>	
		-4.39		0.00
IV Other Non Operating Income				
Sundry Balances written back	<u>0.57</u>	0.57	<u>2.64</u>	2.64
V Miscellaneous Income				
Net Gain on Foreign Currency Translation & Transactions (Exchange Rate Difference)	<u>0.00</u>		<u>18.99</u>	
		0.00		18.99
<b>Total</b>		<b><u>276.42</u></b>		<b><u>273.40</u></b>
<b>19 COST OF MATERIALS CONSUMED (Domestic)</b>				
i Raw Materials	532.34		449.30	
ii Packing Materials	<u>271.90</u>		<u>220.95</u>	
<b>Total</b>		<b><u>804.25</u></b>		<b><u>670.25</u></b>
<b>20 PURCHASE OF STOCK-IN-TRADE</b>				
Finished Goods Purchased	2447.12		2218.59	
<b>Total</b>		<b><u>2447.12</u></b>		<b><u>2218.59</u></b>
<b>21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b>				
<b>Opening Stock</b>				
Work - in - Progress	6.83		25.14	
Finished Goods	<u>606.99</u>		<u>467.88</u>	
<b>Less: Closing Stock</b>	<b>613.81</b>		<b>493.02</b>	
Work - in - Progress	32.94		6.83	
Finished Goods	<u>776.33</u>		<u>606.99</u>	
	<b><u>809.27</u></b>		<b><u>613.81</u></b>	
<b>CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b>		<b><u>-195.45</u></b>		<b><u>-120.80</u></b>
<b>22 EMPLOYEE BENEFIT EXPENSE</b>				
i Employees' Remuneration		2113.35		1901.57
ii Contribution to Provident and Other Funds		291.27		229.72
iii Staff Welfare Expense		<u>21.07</u>		<u>17.73</u>
<b>Total</b>		<b><u>2425.69</u></b>		<b><u>2149.02</u></b>

**EMPLOYEES' RETIREMENT BENEFITS:**

As per AS-15, disclosures required in respect of Employees' Benefit are as follows:

**A. Defined Contribution Plans:**

The company has recognized the following items in the Profit &amp; Loss account for the year:

Particulars	2016-17	2015-16
1. Contribution to Employees' Provident Fund	48.10	47.67
2. Contribution to Superannuation Fund	7.68	7.79

**B. Defined Benefit Plans:**

Gratuity and Leave Encashment for Employee

The company has made an arrangement with LIC of India in respect of the above liabilities payable to employees at the time of the retirement or otherwise. Contribution made to the LIC are charged to Profit & Loss Account. The gratuity liability has been assessed by LIC by using projected unit credit method and assumptions are- discounting rate 8% (Prv. year 8%) future salary escalation 7%. As far as leave encashment is concerned discount rate adopted is 8% (Pre. Year 8%), salary escalation 7% and withdrawal rate adopted is 1 to 3 % depending on age, by following projected unit credit method. Both the liabilities are worked out by LIC on actuarial method. Based on actuarial valuation, and estimation made and worked out by LIC, at regular interval, contribution in respect of the above two liability are made to LIC of India. During the current financial year company has contributed a sum of Rs. 41.56 lacs and Rs. 42.89 lacs, towards gratuity liability and towards leave encashment liability respectively.

The actuarial valuation of the present value of defined benefit obligation as recommended in AS-15, is to be carried out on sufficiently and at regular interval by actuarial valuation method at intervals not exceeding three years. The actuarial valuation in respect of the defined benefits payable by the company to the employees at the time of retirement or otherwise was carried out by independent actuarial for F.Y. 2015-16.





(₹ in Lacs)

	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>23 FINANCE COST</b>		
i Interest Expense	34.35	33.51
ii Other Borrowing Cost	6.64	4.30
<b>Total</b>	<b>41.00</b>	<b>37.81</b>
<b>24 DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation (Refer Note 10)	178.72	199.17
<b>Total</b>	<b>178.72</b>	<b>199.17</b>
<b>25 OTHER EXPENSES</b>		
<b>I Manufacturing Expense</b>		
Electricity Charges - Factory	47.68	51.12
Equipment Validation Charges	2.96	2.72
Factory Expense	24.81	23.28
Finished Goods Analysis	0.90	0.28
Fuel Expense	5.25	5.50
Raw Material Analysis	2.88	0.94
Repairs to Factory Building	1.66	8.22
Repairs to Plant & Machinery OH	9.37	9.69
Stores & Spares - OH	0.43	1.22
Wages	95.30	81.62
	191.25	184.58
<b>II Selling &amp; Distribution Expenses</b>		
Breakage & Expiry Expense	246.66	226.30
Commission on Sales *	403.21	362.83
MR/FM/RSM - HQ Allowance Expense	360.53	293.26
MR/FM/RSM - Travelling Expense	183.01	198.50
Sales & Business Promotion	134.75	257.29
Other Selling & Distribution Expense	551.80	521.38
	1879.96	1859.56
(*) Includes commission in foreign currency		
<b>III Administrative &amp; General Expense</b>		
Consultancy Charges **	142.09	99.96
Printing & Stationary Expense	256.36	258.87
Rent Rates & Taxes (To Related Parties)	48.00	48.00
Rent Rates & Taxes (To Others)	21.92	23.32
Other Administrative Expense	255.42	248.62
	723.79	678.78
(**) Includes payments to Auditors excluding service tax		
i Statutory Audit	2.00	2.00
ii Tax Audit	1.00	1.00
iii For Other Services for taxation matters, etc	1.00	1.00
<b>IV Research &amp; Development Expense</b>		
R&D - Employee Cost	60.30	51.85
R&D - Laboratory Chemicals	5.96	11.09
R&D - Misc. Expense	2.60	1.87
R&D - Power & Fuel	2.79	2.98
R&D - Printing & Stationary Expense	0.29	0.24
R&D - Repair & Maintenance	3.49	3.07
R&D - Material Consumption	1.22	1.53
	76.65	72.64
<b>V Net Loss on Foreign Currency Translation &amp; Transactions</b>		
(Exchange Rate Difference)	3.20	0.00
<b>Total</b>	<b>2874.85</b>	<b>2795.56</b>
<b>26 EXCEPTIONAL ITEMS</b>		
Insurance Claim Received	1.03	0.00
Profit/(Loss) on Sale of Fixed Assets	11.75	0.54
<b>Total</b>	<b>12.79</b>	<b>0.54</b>



(₹ in Lacs, except number of shares &amp; EPS)

	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>27 EARNING PER SHARE (EPS)</b>		
i Net Profit after tax as per statement of Profit & Loss attributable to equity share holders.	1346.45	1077.90
ii Number of equity shares used as denominator for calculating EPS	4649300	4649300
iii Basic & diluted earning per share	28.96	23.18
iv Face Value per equity share	10.00	10.00
<b>28 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND</b>		
i Number of Non-resident Share holders	1	2
ii Number of equity shares held by them	3000	10500
iii Amount of Dividend paid	0.03	1.32
<b>29 REMITTANCE IN FOREIGN CURRENCY ON OTHERS</b>		
i Commission on Export Sales	132.29	241.86
ii Incentives / Field Expense	8.99	35.13
iii Inspection Charges	0.00	2.74
iv Product Registration Charges	56.78	4.41
v Sales & Business Promotions Expense	1.37	116.43
vi Subscription	0.00	17.36
vii Legal Fees	0.24	0.00
viii Travelling Expense	15.29	17.00
	214.97	434.93
<b>30 RELATED PARTY DISCLOSURE</b>		
As per AS-18, the disclosure in respect of transactions with Related Parties are given below:		
Name of Person / Entity and Expenditure		
i Remuneration to Director - Ashish U Bhuta	110.35	95.77
ii Dividend to Director, their relatives and associate	19.11	268.67
iii Rent to Associate Enterprise	48.00	48.00
iv Security Deposit to Associate Enterprise	30.00	30.00
<b>31 EARNINGS IN FOREIGN EXCHANGE</b>		
FOB value of Exports	1404.17	1262.21
Freight and Insurance on Exports	32.65	28.09
	1436.82	1290.29
<b>32 CONTINGENT LIABILITIES NOT PROVIDED IN THE ACCOUNTS</b>		
Bank Guarantee in respect of Government Supplies	14.08	6.88
	14.08	6.88

### 33 SIGNIFICANT ACCOUNTING POLICIES

of Jenburkt Pharmaceuticals Limited as at 31<sup>st</sup> March, 2017

#### 1. Basis of Preparation of Financial Statements:

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP'). The GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013, ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act, (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied.

#### 2. Fixed Asset:

##### a. Property, Plant and Equipment:

Property, Plant and Equipment are carried at the cost of acquisition or construction, less accumulated depreciation/accumulated impairment, if any. Subsequent cost are included in the asset's carrying amount or recognized as separate assets, as appropriate, only when it is possible that future economic benefits associated with the



item will flow to the Company and the cost of the item can be measured reliably. The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use.

**b. Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

**3. Depreciation:**

Depreciation on tangible fixed assets is provided using the Written down value method (except on factory building and godown at Sihor on which depreciation has been provided on straight line basis) at the rate prescribed in schedule II of the Companies Act, 2013 on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc. Useful life of tangible assets adopted is not different then the useful life prescribed in Part C of Schedule II of the Companies Act, 2013. Intangible Assets including trademarks are amortized over the estimated useful economic life.

**4. Impairment of assets:**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors; such impairment loss is recognized wherever the carrying amount of asset exceeds its recoverable amount.

**5. Foreign Exchange Transactions:**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are restated at year end exchange rates. Exchange rate differences arising on the settlement of foreign currencies monetary items or on reporting Company's foreign currency monetary items at rates different from those at which they were initially recorded during the year or reported in the previous year financial statements are recognized as income or expense in the year in which they arise.

**6. Investments:**

All the investments are long term investments, which are intended to be held for more than one year from the date on which such investments are made, are stated at cost. Diminutions in value of an investment which are temporary in nature are not recognized.

**7. Inventories:**

Inventories are valued at the lower of cost and net realizable value cost is computed based on following first in first out method. Cost of finished goods and work in progress include all cost of purchases, conversion cost and other cost incurred in bringing the inventories to their present location and condition. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**8. Revenue Recognition:**

Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and can be reliably measured.

Revenue from sale of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sale of goods are recorded net of trade discounts, rebates, Sales tax, Value Added Tax and gross of Excise Duty.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.

Dividend Income on investments is accounted for when the right to receive the payment is established.

**9. Employee Benefit:**

i) Short Term employee benefits are recognized as expense at the undiscounted amount in the Profit & Loss Account of the Year in which the related services is rendered.

ii) Post Employment and long term benefits are recognized as expenditure in the Profit & Loss Account for the Year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation technique. Refer the detailed remark in Schedule no. 22.

iii) Certain employees are also participants in the superannuation plan which is a defined contribution plan. The Company has no obligation towards the superannuation plan beyond its monthly contribution.

**10. Provision for Current and Deferred Tax:**

Tax expense comprises of current and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.



Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain, that sufficient future taxable income will be available.

Provision for Current taxes is made after taking into consideration benefits admissible under the provision of Income Tax Act 1961. Deferred Tax resulting from "Timing Difference" between taxable and accounting income is accounted for using the tax rates in force that are substantively enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is a virtual certainty assets will be realized in future.

#### 11. Research and development:

Revenue expenditure on research is expensed under the respective heads of the account in the period in which it is incurred.

Research and Development expenditure incurred on capital assets are depreciated over its useful life as determined by the management by complying with the requirement of Schedule II of Companies Act, 2013.

#### 12. Provisions and Contingent Liabilities:

- i) A provision is recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Liabilities are not recognized but are disclosed in notes.
- ii) National Pharmaceutical Pricing Authority (NPPA) had served a Show Cause Notice to the company alleging that a company's product was violating NPPA's standing order. However after a Personal hearing and detailed submissions filed by the Company before them, NPPA passed a written order, that the Company's product did not violate the said standing order. Subsequently, NPPA reviewed its own order and issued Show Cause and Demand Notice to the Company. The Company subsequently filed a writ petition against the Show Cause and Demand notice of NPPA, before the Hon'ble High Court of Bombay, and the same was quashed by the Hon'ble High Court of Bombay. The matter was settled in favour of the company. The NPPA after over a year filed a Special Leave Petition (SLP) (citing demand notice for Rs. 16.45 Cr) at Hon'ble Supreme Court, where the matter is pending for hearing. The company has been legally advised, that based on the facts and merits of the case, the demand raised by NPPA is not likely to crystallise and therefore the same is not recognised.
- iii) Based on recommendation of Ministry of Health and Family Welfare, the Central Government on 10<sup>th</sup> March 2016 issued notifications prohibiting the manufacturing and sale of certain fixed combination drugs. The said notifications, inter-alia, affects the manufacturing and sales of 7 products manufactured by the Company. However, Company had filed a writ petition in Hon'ble High Court of Delhi challenging the said notifications. The Hon'ble High Court, Delhi passed an order quashing all the notifications of the Ministry. However, the Ministry have filed special leave petition challenging the said order at Supreme Court and the matter is pending for hearing before Supreme Court. According to the managements' view, the sale and profitability of the Company will not be substantially affected.

#### 13. Corporate Social responsibility:

- i) Gross amount required to be spent by the Company during the year is Rs. 27,99,985/-.
- ii) Amount spent during the year.

(₹ in Lacs)

Sr. No.	Particulars	Amount spent in cash *	Yet to be paid in cash	Total
1	Amount contributed to Om Shri Ram Mantra Mandir Trust, Bhavnagar	28.00	Nil	28.00

\*Represents actual outflow during the year.


**14. Related Party Disclosure:**

As per AS-18, the disclosure in respect of transactions with Related Parties is given below:

(₹ in Lacs)

Sr. No.	Nature of Expenditure	Nature of Person/Entity	Amount Paid	
			31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
1	Remuneration to Director	Ashish Bhuta	110.35	95.77
2	Dividend	Directors, Relatives and Associate Enterprise	19.10	111.34
3	Rent	Associate Enterprise Bhuta Holdings Pvt. Ltd.	48.00	48.00
4	Security Deposit	Associate Enterprise Bhuta Holdings Pvt. Ltd.	30.00	30.00

**15. Cash and Cash Equivalents:**

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investments with an original maturity of three months or less.

**16. Indian Accounting Standards**

The Ministry of Corporate Affairs (MCA), through its notification in Official Gazette dated February 16<sup>th</sup>, 2015 notified the Indian Accounting Standards (Ind AS) applicable to certain classes of Company. Ind AS would replace the existing Indian GAAP prescribed under section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015. Based on subsequent notification issued by MCA, Ind AS would be applicable to the company from the period beginning from April 1<sup>st</sup>, 2017.

**17. Disclosure on Specified Bank Notes (SBNs)**
**Specified Bank Notes Disclosure (SBNs)**

In accordance with the MCA notification G.S.R.308(E) dated March 30<sup>th</sup>, 2017 details of Specified Bank Notes (SBN) and Other Denomination Notes (ODN) held and transacted during the period from November 8<sup>th</sup>, 2016 to December 30<sup>th</sup>, 2016 is given below:

(₹ in Lacs)

	Particulars	SBNs	ODNs	Total
	<b>Closing Cash in Hand as on November 8<sup>th</sup>, 2016</b>	13.22	0.26	13.48
(+)	Non Permitted Receipts	0	0	0
(+)	Permitted Receipts	0	9.34	9.34
(-)	Permitted Payments	(0.54)	(7.63)	(8.17)
(-)	Amounts Deposited in Banks	(12.68)	0	(12.68)
	<b>Closing Cash in Hand as on December 30<sup>th</sup>, 2016</b>	0	1.9	1.9

**18. Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with current year's figures.**

As per our report of even date  
 For **D.L.Arora & Co.**  
 Chartered Accountants  
 Firm Regn. No.:100545W  
**D.L.Arora**

Proprietor  
 Membership No.36152  
 Mumbai, 30<sup>th</sup> May 2017

For and on behalf of the Board

**Ashish U. Bhuta** (DIN No. 00226479)  
**Bharat V. Bhate** (DIN No. 00112361)  
**Rameshchandra J. Vora** (DIN No. 00112446)  
**Arun R. Raskapurwala** (DIN No. 00143983)  
**Dilip H. Bhuta** (DIN No. 03157252)  
**Anjali S. Dalvi** (DIN No. 03293810)  
**Ashish R. Shah**

- Chairman & Managing Director  
 - Director  
 - Director  
 - Director  
 - Director  
 - Company Secretary

**JENBURKT PHARMACEUTICALS LIMITED**

CIN: L24230MH1985PLC036541

Nirmala Apartments, 93, Jayprakash Road, Andheri (W), Mumbai - 400 058.

Tel. No : +91-22-66943121 / 67603603 • Fax :+91-22-66943127

Email : Investor@jenburkt.com • Website : www.jenburkt.com

**PROXY FORM**

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

Name of the 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

Name 1 : .....Address.....

E-mail Id : .....Signature....., or failing him

Name 2 : .....Address.....

E-mail Id : .....Signature....., or failing him

Name 3 : .....Address.....

E-mail Id : .....Signature.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> AGM of the company, to be held on 31<sup>st</sup> July, 2017 at 3.30 p.m. at the ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional *	
		For	Against
	<b>Ordinary Business:</b>		
1	To adopt the Financial Statement for the Financial Year ended on 31 <sup>st</sup> March 2017.		
2	To approve Dividend for the Financial Year ended on 31 <sup>st</sup> March, 2017.		
3	To re-appoint Shri Ashish U. Bhuta, as a director of the Company retiring by rotation.		
4	To appoint Statutory Auditors of the Company, in place of retiring auditors.		
	<b>Special Business:</b>		
5	To re-appoint Shri Ashish U. Bhuta, as a Chairman and Managing Director of the Company.		
6	To re-appoint Ms.Anjali S. Dalvi as an Independent Director of the Company, for the second term.		
7	To ratify remuneration of the Cost Auditors.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

 Affix  
 Revenue  
 Stamp
\_\_\_\_\_  
Signature of Shareholder\_\_\_\_\_  
Signature of Proxy Holder(s)**Note:**

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 the commencement of the Meeting.
2. For resolutions and explanatory statements of special business, kindly refer to the Notice of 32<sup>nd</sup> AGM.

\* It is optional to 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 Resolution(s), your proxy will be entitled to vote in the manner he/she thinks appropriate.





# FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
<b>Profit &amp; Loss Account</b>										
Gross Sales	10451.63	9429.95	8634.02	7737.97	7043.03	6068.28	5727.34	5191.05	4323.85	4014.08
Other Income	316.84	337.77	226.48	163.62	141.47	123.53	91.45	68.83	49.57	42.90
Gross Revenues / Income	10768.47	9767.72	8860.50	7901.59	7184.50	6191.81	5818.79	5259.88	4373.42	4056.98
Profit before depreciation, interest & tax	2263.35	1919.81	1735.55	1314.69	1124.47	1030.74	1059.40	707.88	442.40	377.28
Profit before Tax	2043.63	1682.83	1434.00	1032.88	882.38	852.06	908.97	572.71	290.26	215.56
<b>Profit after Tax</b>	<b>1346.45</b>	<b>1077.90</b>	<b>964.92</b>	<b>750.63</b>	<b>621.53</b>	<b>599.52</b>	<b>601.52</b>	<b>377.89</b>	<b>163.56</b>	<b>130.29</b>
Dividend & Distribution Tax	453.26	402.90	352.53	275.58	226.94	190.39	189.76	163.19	97.91	68.00
Dividend (Rs.) on Rs. 10/- paid-up	8.10	7.20	6.30	5.10	4.20	3.50	3.50	3.00	1.80	1.25
<b>Balance Sheet</b>										
Share Capital	464.93	464.93	464.93	464.93	464.93	464.93	464.93	464.93	464.93	464.93
Reserves & Surplus	4900.39	3553.94	2878.94	2265.73	1800.17	1405.58	990.95	568.33	359.82	316.36
Net worth	5365.32	4018.87	3343.87	2730.66	2265.10	1870.51	1455.88	1033.26	824.75	781.29
Deferred Tax Liability	50.32	63.14	76.25	119.68	112.00	115.15	113.23	69.78	49.96	51.26
Long Term Loans / Provision	354.15	312.51	269.92	261.23	252.73	481.40	457.29	486.60	694.67	952.52
Capital Employed (A+B+E):	5654.55	4333.21	3625.57	3595.15	3113.70	2643.46	1947.07	1532.43	1521.52	1745.79
Net fixed assets (A)	1062.64	1210.65	1160.45	1357.05	1422.64	1312.01	1026.93	736.35	644.71	608.70
Capital Work in Progress (B)	0.00	0.00	0.00	0.00	0.00	23.87	51.86	104.67	97.13	0.00
Current Assets (C)	6384.19	4530.93	4860.35	3818.06	3441.36	2643.60	2424.98	1764.28	1787.15	1908.26
Current Liabilities (D)	1792.28	1408.37	2395.23	1579.96	1750.30	1336.02	1556.70	1072.87	1007.47	771.17
Net Current Assets (C-D)= (E)	4591.91	3122.56	2465.12	2238.10	1691.06	1307.58	868.28	691.41	779.68	1137.09
Investments	115.25	61.32	31.21	31.21	31.21	52.80	79.32	57.20	47.86	39.28
<b>Ratio &amp; Statistics</b>										
PBDI as % of sales	21.66	20.36	20.10	16.99	15.97	16.99	18.50	13.64	10.23	9.40
PAT as % of Sales	12.88	11.43	11.18	9.70	8.82	9.88	10.50	7.28	3.78	3.25
ROCE %	23.81	24.88	26.61	20.88	19.96	22.89	31.74	26.47	11.48	7.46
RONW %	25.10	26.82	28.86	27.49	27.44	32.05	41.32	36.57	19.83	16.68
Current Ratio	3.56	3.22	2.03	2.42	1.97	1.98	1.56	1.64	1.77	2.47
Basic Earning per share (Rs.)	28.96	23.18	20.75	16.15	13.37	12.89	12.94	8.13	3.52	2.80
Book Value per equity share (Rs.)	115.40	86.44	71.92	58.73	48.72	40.23	31.31	22.22	17.74	16.80

The figures of the previous years are re-grouped and re-arranged wherever necessary for comparison purpose.



**JENBURKT PHARMACEUTICALS LIMITED**

CIN: L24230MH1985PLC036541

Regd. Office: Nirmala Apartments, 93, Jayprakash Road, Andheri (W), Mumbai - 400 058.

Tel. No : +91-22-67603603 • Fax :+91-22-66943127

Email : investor@jenburkt.com • Website : www.jenburkt.com

Dear Shareholder(s),

To receive your dividend amount, in future, directly into your bank account: (a) Shareholders holding **physical shares**, kindly fill in the following form, sign it and **submit it to RTA/Company**. (b) In case of holding shares **in demat form**, kindly submit your Bank Account particulars/NACH/NEFT/ RTGS mandate along with change in E-mail Address and /or correspondence address, if any, to your **Depository Participant (DP)**.

**BANK ACCOUNT, NACH/NEFT/ RTGS MANDATE AND E-MAIL DETAILS FORM**

I/We ..... do hereby authorise JENBURKT PHARMACEUTICALS LTD. to either credit my / our dividend amount directly to my / our Bank account by NACH/NEFT/ RTGS, etc. or print the following details on my / our dividend warrant.

1. Folio No./DP ID & Client ID : .....
  - A) Bank Name : .....
  - B) Branch Name & Address : .....  
.....
  - C) 9 Digit MICR Code number of the Bank & Branch : .....
  - D) IFS Code : .....
  - E) Account No. as appearing on the cheque book : .....
  - F) Account Type (Saving / Current) : .....
2. E-mail address of the shareholder : .....  
(IN CAPITAL LETTER ONLY)
3. STD Code & Telephone No. of the shareholder : .....

I / We shall not hold the Company responsible if the NACH/NEFT/RTGS could not be implemented or discontinued by the Company, for any reason.

Signature - 1<sup>st</sup> Shareholder

Signature - 2<sup>nd</sup> Shareholder

Signature - 3<sup>rd</sup> Shareholder

Note: Kindly attach one cancelled cheque, copy of PAN card and address proof (for e.g. electricity/ telephone bill, not older than 3 months). All the copies should be self attested.



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**ATTENDANCE SLIP**

(To be presented at the entrance)

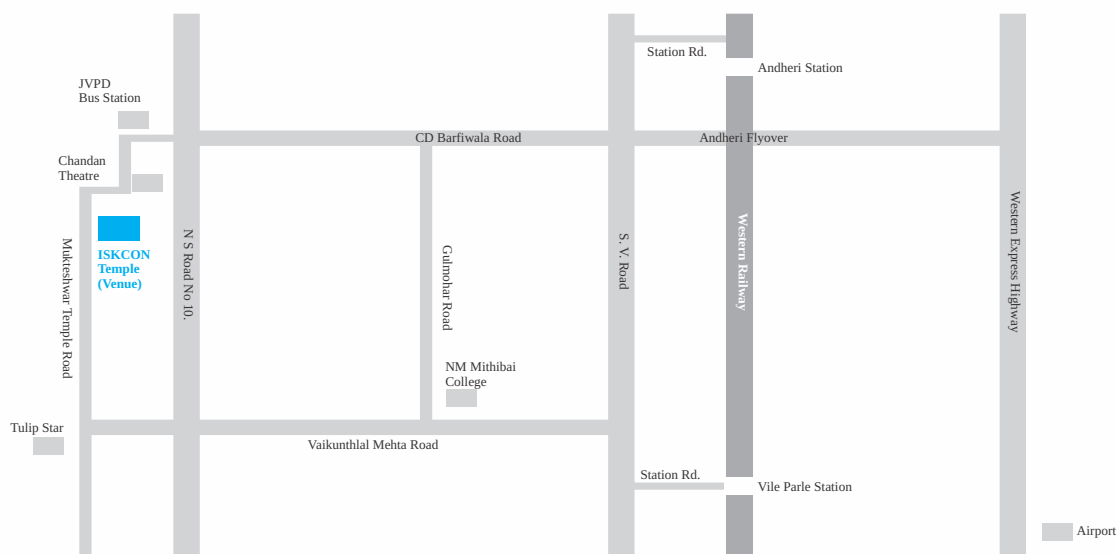
**32<sup>nd</sup> ANNUAL GENERAL MEETING of the Company to be held on 31<sup>st</sup> July, 2017 at 3.30 p.m.**

at ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049.

Name and Address of the Shareholder	
Folio No./DP ID & Client ID	
Number of Shares	
Signature of the Shareholder / proxy	

(only Shareholders / Proxies are allowed to attend the meeting).

**Route Map of the Venue of the 32<sup>nd</sup> AGM**





Book-Post

**Jenburkt Pharmaceuticals Limited**

Nirmala Apartments, 93, Jayprakash Road,  
Andheri (West), Mumbai-400058.

Tel.: +91-22-66943121, Fax: +91-22-66943127,

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