



LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

**26TH ANNUAL REPORT
2013-14**



26TH ANNUAL REPORT 2013-14

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Kamlesh J. Laskari	-	Chairman & Managing Director
Mr. Rohan K. Laskari	-	Executive Director
Mr. Sohan K. Laskari	-	Executive Director
Ms. Ranak K. Laskari	-	Director
Dr. Mahendra P. Shah	-	Director
Dr. S.L.Chopra	-	Director
Dr. Atul N. Parikh		Director
Mr. Haresh S. Parikh		Director

COMPANY LAW CONSULTANTS :

M/s. Kashyap R. Mehta & Associates,
Company Secretaries,
Ahmedabad

BANKERS

Bank of Baroda
Sola Road Branch,
Ahmedabad

AUDITORS

M/s. Deepak Soni & Associates,
Chartered Accountants,
Ahmedabad

REGISTERED OFFICE & FACTORY

737, Rakanpur Village,
Sola-Santej Road, Ta. Kalol (N.G.),
Dist. Gandhinagar - 382 721.

CONTENTS	Page
NOTICE	1-10
DIRECTORS' REPORT	11-13
CORPORATE GOVERNANCE REPORT	14-20
INDEPENDENT AUDITORS' REPORT	21-25
BALANCE SHEET	26
STATEMENT OF PROFIT & LOSS	27
CASHFLOW STATEMENT	28-29
NOTES	30-44

NOTICE

NOTICE is hereby given that the **26TH ANNUAL GENERAL MEETING** of the members of **KAMRON LABORATORIES LIMITED** will be held as scheduled below:

Date : 30th September, 2014
Day : Tuesday
Time : 11.00 a. m.
Place : Registered Office of the Company at:
737, Rakanpur Village, Sola - Santej Road,
Taluka: Kalol (N. Guj.), Dist: Gandhinagar - 382 721.

to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date along with Auditors' Report and Director's Report thereon.
2. To appoint a Director in place of Ms. Ranak K. Laskari (DIN –00461265), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re appointment
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Atul N. Parikh (DIN – 00552098), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 26th Annual General Meeting up to the conclusion of the 31st Annual General Meeting to be held in the calendar year 2019."
5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Mahendra P. Shah (DIN – 00461325), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 26th Annual General Meeting upto the conclusion of the 31st Annual General Meeting to be held in the calendar year 2019."
6. To consider and if thought fit to, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Haresh S. Parikh (DIN – 06654817), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom

the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 26th Annual General Meeting upto the conclusion of the 31st Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. S. L. Chopra (DIN – 00461294), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 26th Annual General Meeting up to the conclusion of the 31st Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT in supersession of the ordinary resolution passed at the 25th Annual General Meeting of the Company held on 30th September, 2013 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 25th Annual General Meeting of the Company held on 30th September, 2013, the consent of the Company be and is hereby accorded under Section 179 and Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to the creation by the Board of Directors on behalf of the Company of such mortgages, charges, hypothecations and floating charges in such form and such manner as may be agreed to between the Board of Directors and the Company’s lenders on all or any of the movable & immovable properties of the Company both present and future of every nature and kind whatsoever and the undertaking of the Company in certain events, to secure term loans/ working capital facilities/ External Commercial Borrowings/ Debentures/ any other form of finance etc. not exceeding Rs.100 Crores (Rupees One Hundred Crores only) at any one point of time from Financial Institutions/Banks and other agencies/ parties/person with interest thereon, commitment charges, liquidated damages, charges, expenses and other monies, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors.”

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

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Mr. Kamlesh J. Laskari (DIN: 00461198) as Managing Director of the Company, not liable to retire by rotation, for a period of 3 years with effect from 1st December, 2014 to 30th November, 2017 on the terms and conditions and the remuneration (which have been

Annual Report 2013-14

approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.”

REGISTERED OFFICE

737, Rakanpur Village,
Sola-Santej Road, Ta. Kalol (N.G.),
Dist. Gandhinagar - 382 721.
Date : 29th July, 2014.

By order of the Board,

Kamlesh J. Laskari
Chairman & Managing Director

NOTES :

1. The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under Item Nos. 4 to 10 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from 12th September, 2014 to 30th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form are requested to submit the PAN to the Company/RTA
7. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company.
9. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days between 11.00 A.M. and 1.00 P.M. except Sundays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 26TH ANNUAL GENERAL MEETING DATED 29TH JULY, 2014.****In respect of Item No. 4:**

Dr. Atul N. Parikh is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 16th September, 2013.

Dr. Atul N. Parikh was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Dr. Atul N. Parikh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 31st Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Dr. Atul N. Parikh as a candidate for the office of Director of the Company.

Dr. Atul N. Parikh is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Dr. Atul N. Parikh that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Dr. Atul N. Parikh possesses appropriate skills and experience in the field of Management and Medicine. Brief resume of Dr. Atul N. Parikh, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report..

In the opinion of the Board, Dr. Atul N. Parikh fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Atul N. Parikh as an Independent Director.

Save and except Dr. Atul N. Parikh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 5:

Dr. Mahendra P. Shah is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 31st May, 1993.

Dr. Mahendra P. Shah was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Dr. Mahendra P. Shah being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 31st Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Dr. Mahendra P. Shah as a candidate for the office of Director of the Company.

Dr. Mahendra P. Shah is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive

Annual Report 2013-14

years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Dr. Mahendra P. Shah that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Dr. Mahendra P. Shah possesses appropriate skills and experience in the field of Accounting and Finance. Brief resume of Dr. Mahendra P. Shah, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report..

In the opinion of the Board, Dr. Mahendra P. Shah fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Mahendra P. Shah as an Independent Director.

Save and except Dr. Mahendra P. Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 6:

Mr. Haresh S. Parikh is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 16th September, 2013.

Mr. Haresh S. Parikh was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Mr. Haresh S. Parikh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 31st Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Mr. Haresh S. Parikh as a candidate for the office of Director of the Company.

Mr. Haresh S. Parikh is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Haresh S. Parikh that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Haresh S. Parikh possesses appropriate skills and experience in the field of Management. Brief resume of Mr. Haresh S. Parikh, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Mr. Haresh S. Parikh fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Haresh S. Parikh as an Independent Director.

Save and except Mr. Haresh S. Parikh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 6.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 7:

Dr. S. L. Chopra is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 11th August, 1994.

Dr. S. L. Chopra was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Dr. S. L. Chopra being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 31st Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Dr. S. L. Chopra as a candidate for the office of Director of the Company.

Dr. S. L. Chopra is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Dr. S. L. Chopra that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Dr. S. L. Chopra possesses appropriate skills and experience in the field of Management and Medicine. Brief resume of Dr. S. L. Chopra, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report..

In the opinion of the Board, Dr. S. L. Chopra fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. S. L. Chopra as an Independent Director.

Save and except Dr. S. L. Chopra, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 8:

The members of the Company at 25th Annual General Meeting held on 30th September, 2013 approved by way of an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for borrowing over and above the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amount already borrowed and outstanding at any point of time shall not be in excess of Rs.50 Crores (Rupees Fifty Crores only), of aggregate of the paid-up share capital and free reserves of the Company.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 8 of the Notice,

Annual Report 2013-14

to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs.100 Crores (Rupees One Hundred Crores only) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item No. 8.

In respect of Item No. 9:

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company. In view of the resolution relating to borrowing powers stated in Item No. 9, the Company may have to create further charges/mortgages in favour of the lenders. Therefore, a resolution enabling the Directors to create charges/mortgages on the movable/immovable properties of the Company to the extent of Rs.100 Crores (Rupees One Hundred Crores only) at any point of time is proposed.

Since the invocation of security / mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions / Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges / mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of this Notice, to enable to the Board of Directors to create charges/mortgages to secure the borrowings as mentioned in Item No. 9.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

In respect of Item No. 10:

Shareholders may recall that in the 24th Annual General Meeting held on 29th September, 2012, Mr. Kamlesh J. Laskari was reappointed as Managing Director of the Company for a period of three years from 1st December, 2011 to 30th November, 2014.

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 29th July, 2014 has reappointed Mr. Kamlesh J. Laskari as Managing Director for a period of 3 years i.e. from 1st December, 2014 to 30th November, 2017.

The major terms and conditions of his reappointment are as under:

I. PERIOD:

The term of the Managing Director shall be for a period of three years from 1st December, 2014 to 30th November, 2017, not liable to retire by rotation.

II. REMUNERATION:

A. SALARY:

The Managing Director shall be entitled to salary of Rs. 2,10,000/ per month.

B. PERQUISITES:

1. Medical reimbursement:
Medical reimbursement expenses incurred for the Managing Director and family subject to a ceiling of Rs. 50,000/- per year.
2. Contribution to Provident Fund, Super annuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
4. Encashment of leave at the end of the tenure.
5. Free use of Company's car with driver for Company's business and free telephone facility at residence.

6. Leave Travel Concession for self and family of Rs. 50,000/- per year or Rs. 1,50,000/- in a block of 3 years.

C. COMMISSION:

The Managing Director shall be entitled to commission of 1 % of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Section 197 of the Companies Act, 2013.

III. The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

IV. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

V. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director Shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

VI. TERMINATION:

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Managing Director may resign from his office by giving 90 days' notice to the Company.

VII. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188,196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Managing Director of the Company on remuneration.

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No.	Category	Name of Interested Director / KMP	Financial Interest	Non-Financial Interest
1.	Director	Kamlesh J. Laskari	Relates to his reappointment as Managing Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	
3.	Relative of Director	Ranak K. Laskari Rohan K. Laskari Sohan K. Laskari	Relates to reappointment of Kamlesh J. Laskari as Managing Director, who is relative of Directors and, therefore, they may be deemed to be concerned or interested in the business	
4.	Relative of Key Managerial Personnel	-	-	

Annual Report 2013-14

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr.No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	Manufacturing of Pharmaceuticals Formulations.
2	Date or expected date of commencement of commercial production	May 1990
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A.
4	Financial performance based on given indicators	Rs.1344.88 Lacs
5	Exports performance and net foreign exchange collaborations	Rs. 1.34 Lacs
6	Foreign investments or collaborations, if any.	N.A.
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	M.B.A Finance with More than 30 years' experience.
2	Past remuneration	2,10,000/- Per Month + Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	The Management of the entire affairs of the company. He has sufficient experience and academic background which suits to his job.
5	Remuneration proposed	2,10,000/- Per Month + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications. It is lower compared to industry standard formula.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Kamlesh J. Laskari is the Promoter of the Company.
III	OTHER INFORMATION	
1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	1) Introduction of new products 2) Rationalisation of existing product Range 3) Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase by more than 30% Profits expected to more than double.
IV	DISCLOSURES	
1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the notice of 26 th Annual General Meeting.

- 2 The following disclosure shall be mentioned Necessary disclosures have been made in the in the Board of Director's report under the report of Corporate Governance. heading "Corporate Governance", if any, attached to the annual report:-
- 2(i) All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors; No other Director is entitled for any remuneration.
- 2(ii) Details of fixed component and performance linked incentives along with the performance criteria; No performance linked incentives.
- 2(iii) Service contracts, notice period, severance fees; 90 days' Notice.
- 2(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; No stock options have been offered.
-

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos. 4 to 10 (both inclusive) of this Notice for consent and approval by the Members.

REGISTERED OFFICE

737, Rakanpur Village,
Sola-Santej Road, Ta. Kalol (N.G.),
Dist. Gandhinagar - 382 721.
Date : 29th July, 2014.

By order of the Board,

Kamlesh J. Laskari
Chairman & Managing Director

DIRECTORS' REPORT

To
The Shareholders,
Kamron Laboratories Limited

The Directors present the 26TH ANNUAL REPORT together with the Audited Statement of Accounts for the Financial Year 2013 14 ended 31st March, 2014.

(Rs. in lacs)

1. FINANCIAL RESULTS :

Particulars	2013-14	2012-13
Profit before Interest, Depreciation & Taxation	103.72	102.67
Less : Interest	56.63	55.63
Profit Before Depreciation & Taxation	47.09	47.04
Less : Depreciation	45.96	41.13
Profit before tax	1.13	5.91
Less : Provision for Taxtion	0.35	1.10
Profit after Tax	0.78	4.81
Add : Opening Balance of Profit & Loss Account	86.84	82.03
Balance carried to Balance Sheet	87.62	86.84

2. DIVIDEND :

In view of insufficient profits and with a view to conserve the resources for the working capital requirement, the Directors are unable to recommend any dividend on the Equity Shares for the year under review.

3. OPERATIONS :

The Sales and Operating Income of the Company during the year under review have been increased to Rs. 1346 lacs compared to Rs. 1250 lacs during 2012-13. The Company has commenced vigorous efforts to increase sales in domestic as well as export markets. The management is hopeful of better results in the year 2014 15. The Company earned Profit before Interest and Depreciation of Rs.103.72 lacs during the year under review compared to Rs. 102.67 lacs during 2012-13. The Profit before Depreciation & Taxation for the year was Rs. 47.09 lacs during the year under review compared to Rs. 47.04 lacs during 2012-13. The Net Profit during the year under review was Rs. 0.78 lacs compared to Net Profit of Rs. 4.81 lacs during 2012-13.

4. RESEARCH & DEVLEOPMENT :

The Quality Control and R & D Department of your Company has shown satisfactory performance during the year under review.

5. DIRECTORS :

5.1 Ms. Ranak K. Lashkari retires by rotation at this Annual General Meeting, being eligible offers herself for re-appointment.

5.2 Dr. Atul N. Parikh, Dr. Mahendra P. Shah, Mr. Haresh S. Parikh and Dr. S. L. Chopra, being Independent Directors, are being appointed for a term of 5 years as per provisions of the Companies Act, 2013.

5.3 Mr. Kamlesh J. Laskari has been reappointed as Managing Director of the Company.

6. FINANCE:

The Company is enjoying working capital facilities and term loan from Bank of Baroda. The Company is regular and payment of interest as well as principal.

7. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2014 being end of the Financial Year 2013 14 and the Profit of 0.78 lacs of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

8. DEMATERIALISATION OF EQUITY SHARES :

The Company is in the process of making arrangement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

9. PERSONNEL AND H. R. D. :

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever-increasing importance to training at all levels and other aspects of H. R. D.

10. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE :

As per clause 49 of the Listing Agreement, the Management Discussion and Analysis Report and Report on Corporate Governance form part of this Annual Report. A Certificate regarding compliance with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement is also appended to the Annual Report.

11. LISTING :

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited, BSE Limited and Delhi Stock Exchange Limited.

12. GENERAL :

12.1 INSURANCE :

The Company's properties including building, plant and machinery, stocks, stores etc. continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages machinery breakdown etc.

12.2 AUDITORS:

The present Auditors of the Company M/s. Deepak Soni & Associates, Chartered Accounts, Ahmedabad will retire at the ensuing Annual General Meeting and are eligible for reappointment. The Company has obtained from them the written Certificate to the effect that their reappointment as Auditors of the Company for the Financial Year 2014-15, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013.

The remarks of auditor and notes on accounts are self explanatory

12.3 PARTICULARS OF EMPLOYEES:

None of the employees of the Company is drawing remuneration-requiring disclosure of information under Section 217(2 A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

12.4 DEPOSITS:

At the end of the Financial Year under Report, no fixed deposit remained unclaimed by the deposit holder, which was due for repayment.

Annual Report 2013-14

13. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

A. Conservation of energy :

- | | | |
|---|---|-----|
| a) Energy conservation measures taken | : | Nil |
| b) Proposals for reduction of consumption of energy | : | Nil |
| c) Impact of the above measures | : | Nil |

FORM - A

Form for Disclosure of Particulars with respect to Conservation of Energy

A. Power and Fuel Consumption :

	2013-14	2012-13
1. Electricity:		
a. Purchased		
Units	136628	158370
Total Amount (Rs)	990204	1102851
Rate/Unit Rs.	7.25	6.96
b. Own Generation Through Diesel Generator		
Unit	-	-
Total Litres	-	-
Unit per Ltr. of Diesel Oil	-	-
Cost/Unit (Rs.)	-	-
2. Furnace Oil / LDO :		
Quantity (K.Ltrs)	-	-
Amount (Rs.)	-	-
Average Rate (Rs.per Liter)	-	-
3. Furnace Diesel :		
Quantity (K.Ltrs)	31510	29856
Amount (Rs.)	1392808	1081082
Average Rate (Rs.per Liter)	44.20	36.21
B. Consumption per unit of production :		
Electricity (Kwh)	0.0062916	0.0063444
Diesel (Ltr)	0.0014510	0.0011960

B. Technology Absorption : Not applicable.

C. Foreign Exchange Earning/Outgo : During the year under review, the Foreign Exchange expenditures and Outgoings has been to the extent of Rs. 4.03 Lacs (Previous year Rs. NIL).

The Foreign exchange earnings and are Rs. 3.26 Lacs (F.O.B.) (Previous year Rs.NIL)

14. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct'

15. ACKNOWLEDGMENT :

Your Directors express their sincere thanks and appreciation to Promoters, Shareholders, Suppliers and Customers for their constant support and co operation.

Your Directors also place on record their grateful appreciation and co operation received from Bank of Baroda and employees of the Company.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014

Kamlesh J. Laskari
Chairman & Managing Director

**REPORT ON CORPORATE GOVERNANCE****INTRODUCTION :**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS**a) Composition and Category of Directors as on the date of Reports is:**

Name of Directors	Category of Directorship	No. of other * Directorships	Committee (1) Membership/ (2) Chairmanship in other Companies	No. of Board Meetings attended during 2013-14	Attendance at the AGM held on 30 th September, 2013 Yes(Y)/No(N)
Mr. Kamlesh J. Laskari Chairman & Managing Director	Executive	—	—	6	Y
Mr. Rohan K. Laskari Executive Director	Executive	—	—	6	Y
Mr. Sohan K. Laskari Executive Director	Executive	—	—	6	Y
Ms. Ranak K. Laskari	Non-Executive	—	—	6	Y
Dr. Mahendra P. Shah	Independent Non-executive	—	—	6	N
Dr. S.L. Chopra	Independent Non-executive	1	1 —	6	Y
Dr. Atul N. Parikh	Independent Non-executive	—	—	4	N
Mr. Haresh S. Parikh	Independent Non-executive	—	—	4	N

* Private Companies excluded

Annual Report 2013-14

b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:

Name of the Director	Dr. S. L. Chopra	Dr. Atul N. Parikh	Mr. Hareesh S. Parikh	Dr. Mahendra P. Shah	Ms. Ranak K. Laskari	Mr. Kamlesh J. Laskari
Date of Birth	18-02-1947	16-01-1951	25-02-1952	29-07-1946	30-09-1962	05-07-1959
Date of Appointment	11-08-1994	16-07-2013	16-07-2013	31-05-1993	06-07-1988	06-07-1988
Qualifications	MBBS	M.s (Surgeon)	B.Com, Inter CA	MD(Pediatric)	B.Com	MBA(Finance)
Expertise in specific functional areas	Management & Medicine	Management & Medicine	Accounting & Finance	Management & Medicine	Management & Finance	Management and Marketing
List of Public Limited Companies in which Directorships held	Unick Fix-A-Form and Printers	Nil	Nil	Nil	Nil	Nil
List of Private Limited Companies in which Directorships held	Nil	Ruturaj Foundation Private Limited	NIL	Cosmic Commodity Private Limited	Centis Lifecare Private Limited	Centis Lifecare Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee and Nomination & Remuneration Committee	Nomination & Remuneration Committee	NIL	Audit Committee & Nomination & Remuneration Committee	Audit Committee & Stakeholders' Relationship Committee	Stakeholders' Relationship Committee
Chairman/Member of the Committees of Directors of other Companies	Unick Fix-A-Form and Printers Limited	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	NIL	NIL	NIL	NIL	55000 Equity Shares	1105440 Equity Shares

c) Board Procedures :

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors were held on 30-05-2013, 16-07-2013, 14-08-2013, 27-09-2013, 12-11-2013 and 08-02-2014.

3. AUDIT COMMITTEE :

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Function of the Committee	Attendance
Dr. S. L. Chopra	All members are Non-executive. Chairman is independent Director and majority are independent. One member has through financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s), which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies	Majority members were present at the meeting held on 30-05-2013, 14-08-2013, 12-11-2013 & 08-02-2014
Dr. Mahendra P. Shah			
Ms. Ranak K. Laskari			

4. NOMINATION AND REMUNERATION COMMITTEE:

The Board Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director and Executive Directors. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.

The Committee comprises of the following Directors as members as on date of report:

1. Dr. S. L. Chopra, Chairman - Non-executive Independent.
2. Dr. Mahendra P. Shah, Member - Non-executive Independent
3. Dr. Atul N. Parikh, Member - Non-executive Independent

Majority members attended the meetings held on 16-07-2013 and 08-02-2014.

Details of remuneration paid:

1. Mr. Kamlesh J. Laskari, Managing Director was paid Rs. 22.45 Lacs as managerial remuneration during the year 2013-14.
2. Sitting Fees are paid to Directors for attending meetings. No Commission or Stock Option has been offered to the Directors.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, Share Transfer, Non receipt of Balance Sheet, Dividend Warrants etc.

Mr. Kamlesh J. Laskari, Chairman & Managing Director and Ms. Ranak K. Laskari, Director are the Members of the Committee.

The Company received 8 complaints during the year and all were resolved to the satisfaction of the shareholders. There was no valid request for transfer of shares pending as on 31st March 2014.

Mr. Kamlesh J. Laskari, Chairman & Managing Director is the Compliance Officer for the above purpose.

6. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2010-11	30-09-2011	10.30 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka:Kalol(N.G.), Dist.: Gandhinagar - 382 721.
2011-12	29-09-2012	10.30 a.m.	
2012-13	30-09-2013	10.30 a.m.	

Pursuant to the provisions of Section 192 A of the Companies Act, 1956, there was no matter required to be dealt by the Company to be passed through postal ballot. The Company has passed 4 Special Resolutions in last 3 years.

7. DISCLOSURES :

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b) There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) Code of Conduct:
All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- d) Prohibition of Insider Trading:
In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

8. MEANS OF COMMUNICATIONS :

- a) In compliance with the requirements of the Listing Agreement, the Company is generally intimating Unaudited/ Audited Financial Results to the Stock Exchange/s. These Financial Results are generally published in local newspaper of Gujarat. Results are not displayed on Website and are not sent individually to the Shareholders.
- b) During the year ended on 31st March 2014, no presentation was made to Institutional Investors or analyst or any other enterprise.
- c) Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION :

- a) Registered Office : 737, Rakanpur Village, Sola-Santej Road,
Taluka : Kalol (N.Guj.), Dist. : Gandhinagar - 382 721.
- b) Annual General Meeting : Day : Tuesday
Date : 30th September, 2014
Time : 11.00 a.m.
Venue : 737, Rakanpur Village, Sola-Santej Road,
Taluka:Kalol(N. Guj.), Dist. : Gandhinagar - 382 721.
- c) Financial Calendar : 1st Quarter Results : Mid- August, 2014.
Half-yearly Results : Mid- November, 2014.
3rd Quarter Results : Mid- February, 2015.
Audited yearly Results : End- May, 2015.
- d) Book Closure Dates : From : Friday, The 12th September, 2014.
To : Tuesday, The 30th September, 2014.
(Both days inclusive).
- e) Dividend Payment Date : Not applicable.
- f) Listing of Shares on Stock Exchanges : **1. Ahmedabad Stock Exchange Limited**
Kamdheni Complex, 1st Floor,
Opp. Sahajanand College, Panjara Pole,
Ambawadi, Ahmedabad - 380 015.
2. BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400 001.
3. The Delhi Stock Exchange Association Limited
DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002.
- g) Stock Exchange Code :

<u>Stock Exchange</u>	<u>Code</u>
ASE	29630
BSE	524604
DSE	6668
- h) Stock Price Data : The Shares of the Company have not been traded during the period from 1st April, 2013 to 31st March, 2014 hence no information is submitted.
- i) Registrar and Share Transfer Agents :
The Company has initiated certain steps to meet the requirements of SEBI Circular No. D&CC/ FITTC/CIR 15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR 18/2003 dated 12th February, 2003, on appointment of common agency for share registry work. At present, the Company has its own in house Share Department at:
737, Rakanpur Village, Sola-Santej Road, Taluka:Kalol (N.G.), Dist. : Gandhinagar - 382 721.
Tele Nos. : 02764-286549, 02764-286559 e-mail : info@kamronlabs.com

j) Share Transfer System :

The transfer of shares in physical form is processed and completed by the Company's own in-house Share Department within a period of 15 days from the date of receipt thereof. The Company is in the process of making arrangements with NSDL/CDSL to enable shareholders to hold their holding in electronic form.

k) Distribution of Shareholding as on 31st March, 2014:

No. of Equity Shares held	No. of Shareholders	% of share-holders	No. of Shares held	% of Shareholding
Up to 500	22,136	95.01	26,83,800	45.88
501 to 1000	868	3.72	6,84,800	11.71
1001 to 2000	238	1.02	3,43,050	5.86
2001 to 3000	24	0.10	57,310	0.98
3001 to 4000	6	0.02	20,900	0.36
4001 to 5000	13	0.05	63,700	1.09
5001 to 10000	6	0.02	39,900	0.68
10001 and above	15	0.06	19,56,540	33.44
Grand Total	23,306	100.00	58,50,000	100.00

l) Category of Shareholders as on 31st March, 2014:

Category	No. of Shares held	% of Shareholding
Promoters	19,58,740	33.48
Financial Institutions / Banks	—	—
Mutual Funds	—	—
Bodies Corporate	5,800	0.10
NRIs	6,06,900	10.37
Public	32,78,560	56.05
Grand Total	58,50,000	100.00

m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

n) Dematerialisation of Shares : The Company is in the process of making arrangements with NSDL/CDSL for Dematerialisation of Shares.

10. PLANT LOCATION : The company's plant is located at :

737, Rakanpur Village, Sola-Santej Road, Taluka : Kalol (N. Guj.) Dist. : Gandhinagar - 382 721.

11. ADDRESS FOR CORRESPONDENCE :

For any assistance regarding share transfers, transactions, change of address or any other query relating to shares, shareholders may contact at Registered Office of the Company at:

737, Rakanpur Village, Sola-Santej Road, Taluka : Kalol (N.Guj.), Dist. : Gandhinagar - 382 721

Tel Nos. : 02764 - 286549, 02764-286559 e-mail : info@kamronlabs.com

Compliance Officer : Shri Kamlesh J. Laskari, Chairman & Managing Director

12. DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2014.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014

Kamlesh J. Laskari
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments:

The pharmaceutical industry is growing with the expectation of revival of the economy, the management is hopeful of brighter future.

b. Opportunities and Threats:

With GATT provisions coming into effect, the pharmaceutical industry has been directly influenced by certain provisions. At the same time, the opportunities in healthcare industry are many. Even today, only less than 50% of the Country's population has access to proper medical facilities. With the development of hospitals, the growth opportunities of pharmaceutical industry is large.

c. Segment wise Performance:

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

d. Recent Trend and Future Outlook:

With the increase in availability of healthcare facilities, there will be an increase in demand for medicines and thus, the future looks promising.

e. Risks and Concerns:

The increase in market size may lead to increase in number of companies/competitors leading to increase in the competition.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2013-14 is described in the Directors' Report

h. Material Developments in Human Resources and Industrial Relations Front:

Your Company has undertaken certain employees' development initiatives, which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year.

i. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014.

Kamlesh J. Laskari
Chairman & Managing Director



LABORATORIES LIMITED

AUDITORS' CERTIFICATE

To
The Members of
Kamron Laboratories Limited

We have examined the compliance of conditions of corporate governance by Kamron Laboratories Limited for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the clause. 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 based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreements.

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 DEEPAK SONI & ASSOCIATES

Chartered Accountants

FRN: 102250W

Place : Ahmedabad
Date : 29th July 2014

Deepak Soni
Proprietor
M. No. 31138

INDEPENDENT AUDITORS' REPORT

To,
THE MEMBERS OF
KAMRON LABORATORIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Kamron Laboratories Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the financial statements 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 management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph and Emphasis of Matter Paragraph, the 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date ; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account,
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement except for the effects of the matters described in the Basis for Qualified Opinion Paragraph and Emphasis of Matters Paragraph comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For DEEPAK SONI & ASSOCIATES
Chartered Accountants
FRN: 102250W

Place : Ahmedabad
Date : 28th May, 2014

Deepak Soni
Proprietor
M. No. 31138

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report of even date)

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

1. In respect of its fixed assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets on basis of available information.
 - b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. In respect of its inventory :
 - a) As explained to us, the inventories have been physically verified during the management at regular reasonable Intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company the nature of its business.
 - c) The Company has maintained proper records of inventories as explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to / from a company, or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - a) The Company has not granted any loans., The Company has taken loans from four parties aggregating to Rs.86.78 lacs during the year and amount outstanding at the end of the year was Rs.159.70 Lacs.
 - b) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other terms and conditions are not prima facie prejudicial to the interest of the Company.
 - c) In respect of loans taken by the Company, the interest payments are regular and the principal amount is repayable on demand.
 - d) There is no overdue amount in respect of loans taken by the Company
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a) In our opinion and according to the information and explanations given to us, particulars of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.

- b) In our opinion and according to the information and explanations given to us, transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to the prevailing market prices at the receiver time
6. The Company has not accepted any deposits from the public during the year under review.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. We have broadly reviewed the Cost Records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules 2011 Prescribed by the Central Government under section 209(1) (a) of the Companies Act, 1956 and are of the opinion that prima-facie, the prescribed cost records have been maintained and are being made up. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete
9. In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been regularly deposited with the appropriate authorities. The Company has however committed delays in depositing the tax deducted at source.
- b) The following statutory dues on account of dispute have not been deposited by the company.

Particulars		Amount (Rs.)	Forum
i)	The Central Excise Act, 1944	8,26,339/-	The Commissioner (Appeals-III) Central Excise, Ahmedabad
ii)	The Central Sales Tax Act,	1,10,32,991/-	The Commercial Tax Commissioner Gandhinagar.

10. The Company has generated Profit of Rs.0.78 Lacs during the year under review. The company has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund / society. Clause 4(xiii) of the Companies (Auditor's Report) Order 2003 therefore not applicable to the Company.
14. The Company has not made any transactions and contracts in respect of trading in securities, debentures and other investments during the year under review. All investments have been held by the Company in its own name.

Annual Report 2013-14

15. The Company has not given guarantees for loans taken by others from banks or financial institutions.
16. The Company has raised new term loans during the year. The term loans outstanding at the beginning of the year were applied for the purposes for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the company has not utilized any amount from short term sources towards repayment of long term borrowings and acquisition of fixed assets.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year under review.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For DEEPAK SONI & ASSOCIATES
Chartered Accountants
FRN: 102250W

Place : Ahmedabad
Date : 28th May, 2014

Deepak Soni
Proprietor
M. No. 31138

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No.	As at 31st March, 2014	As at 31st March, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	58500000	58500000
Reserves and surplus	4	12127674	12252120
		<u>70627674</u>	<u>70752120</u>
Non-current liabilities			
Deferred tax liabilities (net)	5	458774	458774
Long Term borrowings	6	43177701	49263249
Long Term Provisions	7	1556935	1441636
		<u>45193410</u>	<u>51163659</u>
Current liabilities			
Short-term borrowings	8	23708942	12724315
Trade payables	9	11107164	6128672
Other current liabilities	10	13678526	7096378
Short-term provisions	11	881892	1127000
		<u>49376524</u>	<u>27076365</u>
	TOTAL	<u>165197608</u>	<u>148992144</u>
ASSETS			
Non-current assets			
Fixed assets	12		
Tangible assets		71072610	66732727
Intangible assets		10626369	9383518
Capital work-in-progress		2015000	2015000
		<u>83713979</u>	<u>78131245</u>
Non-current investments	13	—	—
Long-term loans and advances	14	11997615	12213192
		<u>11997615</u>	<u>12213192</u>
Current assets			
Inventories	15	26681625	30890917
Trade receivables	16	19693670	19322622
Cash and cash equivalents	17	2467232	620525
Short-term loans and advances	18	4463805	285581
Other current assets	19	—	81910
Deferred Revenue Expenses	20	16179682	7446152
		<u>69486014</u>	<u>58647707</u>
	TOTAL	<u>165197608</u>	<u>148992144</u>
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

In terms of our report attached
For DEEPAK SONI & ASSOCIATES
Chartered Accountants
Firm Reg. No. 102250W
Deepak Soni
Proprietor
M. No.: 31138
Ahmedabad
28th May, 2014

For & on behalf of Board,
Kamlesh J. Laskari Chairman & Managing Director
Mr. Rohan K. Laskari Executive Directors
Mr. Sohan K. Laskari Executive Directors
Smt. Ranak K. Laskari Director
Dr. Mahendra P. Shah Director
Dr. S. L. Chopra Director
Ahmedabad
28th May, 2014

Annual Report 2013-14**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014**

	Note No.	Year ended 31st March, 2014	Year ended 31st March, 2013
INCOME			
Revenue from operations (gross)	21	134481030	124846674
Less: excise duty(see note no 2-K)		—	—
Revenue from operations (net)		134481030	124846674
Other income	22	154361	146821
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	958327	5017576
TOTAL		135593718	130011071
EXPENSES			
Cost of materials consumed	24	90155046	84219928
Employee benefits expense	25	15204388	14126294
Finance costs	26	5663614	5563181
Depreciation and amortization expense	27	4595854	4113806
Other expenses	28	19862302	21397249
TOTAL		135481204	129420458
Profit before tax		112514	590613
Tax expense			
Current tax		35000	110000
Deferred tax		—	—
		77514	480613
Profit for the year		77514	480613
Earnings per share (of face value of Rs. 10/- each):			
Basic	29	0.01	0.08
Diluted	29	0.01	0.08
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

In terms of our report attached
For DEEPAK SONI & ASSOCIATES
Chartered Accountants
Firm Reg. No. 102250W
Deepak Soni
Proprietor
M. No.: 31138
Ahmedabad
28th May, 2014

For & on behalf of Board,
Kamlesh J. Laskari Chairman & Managing Director
Mr.Rohan K.Laskari Executive Directors
Mr.Sohan K.Laskari Executive Directors
Smt. Ranak K. Laskari Director
Dr. Mahendra P. Shah Director
Dr. S. L. Chopra Director
Ahmedabad
28th May, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2014

	Year ended 31st March, 2014	Year ended 31st March, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax	77514	480613
Adjustments for,		
Depreciation / amortization	4595854	4113806
Loss on sale / write off of fixed assets (net)	-	-
Provision for doubtful debts / advances written back	-	-
Adjustments to the carrying amount of investments - reversal of reduction in the carrying amount of non-current investments	-	-
Interest expense	5663614	5563181
Interest income	(13154)	(13821)
Net loss / (gain) on foreign currency translations	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Dividend on long-term investments (non-trade)	-	-
Bad debts written off	-	-
Excess provision of earlier years written back	-	-
Provision for doubtful debts / advances	-	-
Operating profit before working capital changes Sub Total A	10246314	10143779
(Increase) / decrease in trade receivables	(371048)	4927373
(Increase) / decrease in inventories	4209292	(4097525)
(Increase) / decrease in loans and advances	(3962647)	4626446
Increase / (decrease) in trade and other payables	11560640	3628826
(Increase) / Decrease Pre Expenses	81910	(79094)
(Increase) / Decrease Deferred revenue exp	(8733530)	827350
Sub Total B	2784617	9833376
Cash generated from operations (A-B)	13108445	19977155
Direct taxes and fringe benefit tax paid	-	-
Net cash generated from operating activities-I	13108445	19977155
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(10380548)	(13192506)
Capital Work in Progress	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Amounts paid for acquiring debts from a bank on assignment basis	-	-
Purchase of investments	-	-
Investment in subsidiary	-	-
Sale of investment	-	3725000
Dividend income	-	-
Interest income	13154	13821
Net cash (used in) investing activities -II Sub Total C	(10367394)	(9453685)
CASH FLOW FROM OPERATING AND INVESTING ACTIVITIES III (I +II)	2741051	10523470

Annual Report 2013-14

	Year ended 31st March, 2014	Year ended 31st March, 2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
Calls in arrears received during the year (including securities premium)	-	-
Buyback of equity shares	-	-
Repayment of debenture	-	-
Repayments of other borrowings	-	-
Proceeds / (repayments) of other borrowings (net)	4899079	(6286972)
Gratuity Provision	115299	(47972)
Income tax Provision	(245108)	110000
Interest expense	(5663614)	(5563181)
Net cash (used in) / from financing activities Sub Total	(894344)	(11788125)
Net increase / (decrease) in cash and cash equivalents (III+D)	1846707	(1264655)
Cash and cash equivalents at the beginning of the year	620525	1885180
Cash and cash equivalents at the end of the year	2467232	620525

In terms of our report attached
For DEEPAK SONI & ASSOCIATES
Chartered Accountants
Firm Reg. No. 102250W
Deepak Soni
Proprietor
M. No.: 31138
Ahmedabad
28th May, 2014

For & on behalf of Board,
Kamlesh J. Laskari Chairman & Managing Director
Mr.Rohan K.Laskari Executive Directors
Mr.Sohan K.Laskari Executive Directors
Smt. Ranak K. Laskari Director
Dr. Mahendra P. Shah Director
Dr. S. L. Chopra Director
Ahmedabad
28th May, 2014

**Note 01 CORPORATE INFORMATION**

Kamron Laboratories Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay, Ahmedabad and Delhi stock exchanges. The Company was established in 1988, Kamron Laboratories Ltd has a high-tech Pharmaceutical manufacturing Plant.

Note 02 SIGNIFICANT ACCOUNTING POLICIES**a. Basis of preparation of Financial Statements**

The financial statements are prepared under historical cost convention on accrual basis of accounting and in accordance with generally accepted accounting principles.

b. Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialise or are known.

c. Tangible fixed assets

It is a practice of the Company to state the Fixed Assets at cost of acquisition/construction less accumulated depreciation. However, on revaluation of certain fixed assets viz the Plant& Machinery, Land, Factory Building and Non-factory Building such fixed assets have been stated at revalued amounts on the basis of their replacement value determined by the approved valuer. Increase resulting on revaluation of the fixed assets has been credited to Revaluation Reserve Account.

d. Depreciation on tangible fixed assets

Depreciation has been provided for on all fixed assets on straight-line basis in accordance with the provisions of the Companies Act, 1956, (the Act) at the rates and in the manner specified in Schedule XIV of the Act except some identified items of office equipment which are depreciated over a period of five years. Leasehold land is amortised over the period of lease.

e. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation. Computer Software which are capitalised, are amortised over a period of ten years on straight-line basis.

f. Impairment of tangible and intangible assets

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

g. Investments

Long-Term investments are carried at cost. Provision is made to recognize a diminution, other than temporary, in the carrying amount of Long-Term investments. Current investments are carried individually, at the lower of cost and fair value.

h. Retirement and other employee benefits

- i The Company has made provision in respect its liability by Gratuity in accordance with provisions of the Payments of Gratuity Act 1972. However no actuarial valuation ascertaining the liability at the end of the accounting year has been obtained by the company. Contribution to defined contribution schemes such as provident fund is charged to the profit & loss account. The provident fund contribution is made to government administered provident fund and there fore the report the company has no further obligation beyond this contribution charged in financial statement
- ii The company in terms of the agreement of employment does not pay any leave encashment and there fore in the opinion of the management no provision in respect of leave encashment is necessary.

i. Inventories:

Inventories are valued as under :

- | | |
|----------------------------|--|
| 1. Raw & Packing Materials | At lower of cost or Net realisable value |
| 2. Other Materials | At lower of cost or Net realisable value |
| 3. Work-In- Process | At Cost |
| 4. Finished Goods | At lower of cost or Net realisable value |
| 5. Goods for resale | At lower of cost or Net realisable value |

j. Foreign Currency Transactions

Transactions in foreign exchange are accounted at exchange rates prevailing on the date on which the transaction has taken place.

k. Excise Duty :

The amount of GENVAT credit in respect of materials used during the year has been deducted from excise duty. The Invoices prepared by the company for sale of the products are inclusive of excise duty if any, and excise duty is not shown separately either in the invoices or in the books of account.

l. Research and Development :

Current revenue expenditure incurred on Research and Development is charged to Profit & Loss Account of the year, unless deferred. Capital expenditure on Research & Development is transferred to Fixed Assets.

m. Revenue Recognition :

Revenue is generally recognized on being reasonably certain of settlement and ultimate collection. The Invoices prepared by the company for sale of the products are inclusive of excise duty if any, and excise duty is not shown separately either in the invoices or in the books of accounts.

n. Contingent Liabilities

These are disclosed by way of Notes appended to the Balance Sheet. Provision is made in the Accounts in respect of items which are likely to fructify after the end of the year but before finalization of accounts to the extent such items have material effect on the position stated in the Balance Sheet.

o. Deferred Revenue Expenses

Product Launching/ Development Expenses, Process know-how Expenses, Amount paid towards voluntary Retirement Scheme and Debenture Issue Expenses are amortized over a period not exceeding 60 months.

P. Borrowing costs

Borrowing cost of working capital management is charged against the profit for the year in which it is incurred.

Borrowing cost attributable to acquisition of an asset which takes substantial period of time to get ready for its intended use is capitalized as part of the cost of such an asset.

q. Accounting for Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reserval in one or more subsequent periods.

	As at 31st March, 2014	As at 31st March, 2013
Note 03 : SHARE CAPITAL		
Authorised shares		
60,00,000 (Previous year-60000000) equity shares of Rs.10/- each	60000000	60000000
50,000(Previous year 50000) 11% Cumulative Redeemable Preference shares each of Rs.10/-	500000	500000
	<u>60500000</u>	<u>60500000</u>

Issued, subscribed and fully paid shares

58,50,000 (Previous Year-58,50,000) equity shares of Rs. 10/- each, fully paid-up	58500000	58500000
Total	<u>58500000</u>	<u>58500000</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

<u>Particulars</u>	<u>Opening balance</u>	<u>Buyback</u>	<u>Closing balance</u>
Equity shares with voting rights			
Year ended 31 st March, 2014		-	
- Number of shares	5850000	-	5850000
- Amount (Rs. in lacs)	58500000	-	58500000
Year ended 31 st March, 2013		-	
- Number of shares	5850000	-	5850000
- Amount (Rs. in lacs)	58500000	-	58500000

b. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if any proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2014, the amount of dividend, per share, recognized as distributions to equity shareholders is Rs. Nil (year ended 31st March, 2013, Rs. Nil).

c. Details of shareholders holding more than 5% shares in the Company:

Equity shares of Rs. 10/- each fully paid

<u>Name</u>	<u>31st March 2014</u>		<u>31st March 2013</u>	
	<u>Nos.</u>	<u>% holding</u>	<u>Nos.</u>	<u>% holding</u>
Kamlesh J.Laskari	1255440	21.45	1105440	18.90

	As at 31st March, 2014	As at 31st March, 2013
--	---------------------------	---------------------------

Note 04 RESERVES AND SURPLUS

a) Capital reserve		
State Subsidy-Balance as per last Balance sheet		
As per last Balance sheet	1799000	1799000
b) General reserve		
As per last Balance sheet	16000	16000
c) Revaluation Reserve:		
Balance as per last Balance sheet	1753155	1955115
Less: depreciation on revalued Assets	201960	201960
	<u>1551195</u>	<u>1753155</u>
Surplus in Statement of Profit and Loss		
Balance as per last Balance Sheet	8683965	8203352
add, profit for the year	77514	480613
d) Balance in the Profit & Loss Account	<u>8761479</u>	<u>8683965</u>
TOTAL	<u>12127674</u>	<u>12252120</u>

Annual Report 2013-14

	As at 31st March, 2014	As at 31st March, 2013
Note 05 DEFERRED TAX LIABILITIES (NET)		
Difference between book and tax written down values of fixed assets	458774	458774
Gross deferred tax liability	458774	458774
Deferred tax asset		
Adjustment to the carrying amount of investment	-	-
Provision for doubtful debts / advances	-	-
Others	-	-
Gross deferred tax asset	-	-
	458774	458774
Net deferred tax liability		
<p>1. In compliance with the Accounting Standard relating to Accounting for Taxes on Income - AS 22' issued by the Institute of Chartered Accountants of India(ICAI), the Company has provided deferred tax Rs. Nil (Previous Year Rs.Nil) in Profit & Loss Accounts towards deferred tax liabilities for the year ended 31st March 2014.The Company is in process of appraising the deferred tax asset/liability and final entry shall be made in the accounts on ascertaining the amount in respect of deferred tax liability / asset.</p>		
Note 06 LONG-TERM BORROWINGS		
Secured Loans		
Long Term Loans i	10801745	16809080
Cash credit from banks ii	32375956	32454169
	TOTAL: 43177701	49263249
<p>i. Long term loans from Bank of Baroda are secured by mortgage and/ or hypothecation of all present and future assets both movable and Immovable including Land, Building, Plant & Machinery, Spare Parts etc. by way of first charge and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.</p> <p>ii. Cash Credit from Bank of Baroda are secured against hyothecation of inventory and book debts and futher secured by second charge on the Fixed assets of the company and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.</p>		
Note 07 LONG-TERM PROVISIONS		
Provision for Gratuity	1556935	1441636
Provision for employee benefits	-	-
Provision for compensated absences	-	-
	TOTAL: 1556935	1441636
Note 08 SHORT-TERM BORROWINGS		
Un Secured Loans		
Form the Managing Director	10698719	9004376
Other Short Term Loans	13010223	3719939
	TOTAL: 23708942	12724315
Note 09 TRADE PAYABLES		
Trade payables	11107164	6128672
	TOTAL: 11107164	6128672

	As at 31st March, 2014	As at 31st March, 2013
Note 10 OTHER CURRENT LIABILITIES		
Debentures	-	-
Unpaid dividend	-	-
TDS payable	337685	314665
Statutory dues payable	124084	45509
Trade / security deposits	-	-
Advance from customers	1209190	1600000
Other Trade Payable	12007567	5136204
TOTAL:	13678526	7096378

Note 11 SHORT-TERM PROVISIONS

Provision for Income tax	881892	1127000
TOTAL:	881892	1127000

Note 12 FIXED ASSETS

Tangible assets	Gross block			As at 31st March, 2014	Depreciation/amortisation			Upto 31st March, 2014	Impairment		Net Block	
	As at 1st April, 2013	Additions/ adjust- ments	Deductions/ adjust- ments		As at 1st April 2013	For the year	Deductions/ adjust- ments		As at 1st April 2013	Adjustments during the year	As at 31st March, 2014	As at 31st March, 2013
Owned Assets												
Freehold land	9010210	-	-	9010210	-	-	-	-	-	-	9010210	9010210
Factory Buildings	14877707	6297212	-	21174919	6827100	500117	-	7327217	-	-	13847702	8050607
Non Factory Buildings	8758753	-	-	8758753	2622744	142768	-	2765512	-	-	5993241	6136009
Plant and machinery	67237511	1627668	-	68865179	26296462	3220203	-	29516664	-	-	39348515	40941049
Furniture and fixtures	1135037	-	-	1135037	672581	71848	-	744429	-	-	390608	462456
Vehicles	1255661	-	-	1255661	564520	119288	-	683808	-	-	571853	691141
Office equipment	3740895	277759	-	4018654	2479816	279248	-	2759064	-	-	1259590	1261079
Computer Software	187500	484065	-	671565	7324	13350	-	20674	-	-	650891	180176
Total	106203274	8686704	-	114889978	39470547	4346822	-	43817368	-	-	71072610	66732727
As at and for the year ended 31st March, 2013	102500713	3702561	-	106203274	35341408	4129139	-	39470547	-	-		
Capital work-in-progress											2015000	2015000
Intangible assets												
	As at 1st April, 2013	Additions/ adjust- ments	Deductions/ adjust- ments	As at 31st March, 2014	As at 1st April 2013	For the year	Deductions/ adjust- ments	Upto 31st March, 2014	As at 1st April 2013	Adjustments during the year	As at 31st March, 2014	As at 31st March, 2013
Technical know How and Commercial Rights	9489945	1693844	-	11183789	186627	450993	-	637620	-	-	10546169	9303318
Trademarks	80200	-	-	80200	-	-	-	-	-	-	80200	80200
Total	9570145	1693844	-	11263989	186627	450993	-	637620	-	-	10626369	9383518
As at and for the year ended 31st March, 2013	80200	9489945	-	9570145	-	186627	-	186627	-	-		

1. Certain Fixed Assets of the Company viz the Plant & Machinery, Land, Factory Building and Non-factory Building were revalued during the year ended 31st March, 1998 on the basis of their replacement value as of 31st March, 1998 determined by the approved valuer and the surplus arising on such revaluation amounting to Rs.1,43,62,580/- in the accounts of the Company have been credited to the revaluation reserve and the said fixed assets have been shown at revalued figures.

Annual Report 2013-14

	As at 31st March, 2014			As at 31st March, 2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Note 13 NON-CURRENT INVESTMENTS						
(a) Non-trade investments (valued at cost unless stated otherwise)						
Investment in equity instruments						
(i) of subsidiaries	-	Nil	Nil	-	Nil	Nil
(ii) of subsidiaries	-	Nil	Nil	-	Nil	Nil
(ii) other companies	-	Nil	Nil	-	Nil	Nil
Aggregate amount of unquoted investments						
TOTAL	-	Nil	Nil	-	Nil	Nil

	As at 31st March, 2014	As at 31st March, 2013
Note 14 LONG-TERM LOANS AND ADVANCES		
Capital advances	-	-
Unsecured, considered good	-	-
Secured considered good		
Unsecured, considered good		
Doubtful		
Provision for doubtful advances		
Security deposits	237757	222417
Unsecured, considered good	-	-
Loans and advances to related parties (refer note)	-	-
Secured considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Provision for doubtful advances	-	-
Loans and advances to employees (unsecured, considered good)	-	-
Prepaid expenses (unsecured, considered good)	-	-
Advance income-tax	129185	303071
Other loans and advances (unsecured, considered good)	11630673	11687704
TOTAL	11997615	12213192

1. Balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation and reconciliation. On receipt of confirmation and after making the reconciliation the necessary entries shall be made.

Note 15 INVENTORIES

Raw and Packing materials (at cost or net realizable value whichever is less)	5196668	10206912
Work-in-progress(at cost)	10853981	11881862
Finished goods(at lower of cost or net realizable value)	10226503	8240295
Stores and spares(at lower of cost of net realizable value)	82801	93012
Other stock (at lower of cost or net realizable value)	321672	468836
TOTAL	26681625	30890917

	As at 31st March, 2014	As at 31st March, 2013
Note 16 TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	2545664	3107806
Doubtful	50000	50000
	<u>2595664</u>	<u>3157806</u>
less: provision for doubtful trade receivables	-	-
Sub Total	<u>2595664</u>	<u>3157806</u>
Other receivables		
Unsecured, considered good	17098006	16164816
Doubtful	-	-
less: provision for doubtful trade receivables	-	-
TOTAL	<u>19693670</u>	<u>19322622</u>

- No provision has been made in the accounts for Sundry Debtors of Rs.50,000 /- (previous year Rs.50,000/-) and Loans & Advances of Rs.Nil (previous year Rs.Nil/-) considered Doubtful of recovery. However in the opinion of the directors, current assets including sundry debtors considered doubtful, loans and advances including considered doubtful have the value at which they are stated in the Balance Sheet if realised in the ordinary course of business and therefore no provision has been made in respect of such debtors and loans and advances The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- Balance of sundry debtors, sundry creditors, loans and advances are subject to confirmation and reconciliation. On receipt of confirmation and after making the reconciliation the necessary entries shall be made.

Note 17 CASH AND CASH EQUIVALENTS

Cash and Cash equivalents		
Cash on hand	649754	51693
Cheques on hand	-	-
Balances with banks		
in current accounts	1752087	503441
in deposits accounts	65391	65391
Total	<u>2467232</u>	<u>620525</u>

Annual Report 2013-14

	As at 31st March, 2013	As at 31st March, 2012
Note 18 SHORT-TERM LOANS AND ADVANCES		
Loan and advances to related parties (refer note 35)		
Unsecured, considered good	-	-
Security deposits		
Unsecured, considered good		
Doubtful	-	-
	-	-
less, provision for doubtful deposits	-	-
	-	-
Loans to employees (unsecured, considered good)	-	-
Prepaid expenses Recoverable (unsecured, considered good)	-	-
Balances with statutory / government authorities (unsecured, considered good)		
CENVAT credit receivable	3799518	58668
CENVAT Credit PLA Balance	12237	-
Service tax credit receivable	85487	45117
Vat tax credit receivable	58346	181796
Sales Tax Receivable	508217	-
Inter- corporate deposits (including interest accrued) (unsecured, considered good)	-	-
TOTAL	4463805	285581
Note 19 OTHER CURRENT ASSETS		
Interest accrued on fixed deposits with banks	-	-
Rent receivable	-	-
Pre-paid Expenses	-	81910
Previous Year Balance	81910	2816
Less, Write off Revenue exp during the year	81910	2816
TOTAL	-	81910
Note 20 DEFERRED REVENUE EXPENSES		
Deferred Revenue Exp		
Previous year Balance'	7446152	8273502
Current year Deferred Revenue exp	9478145	-
Sub Total	16924297	8273502
Less, Write off Revenue exp during the year @10%	744615	827350
Total	16179682	7446152

- The company during the year ended 31st March 2014 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 94,78,145/- (Previous Year Rs. Nil/-) to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2014-15

	Year ended 31st March, 2014	Year ended 31st March, 2013
Note 21 REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of products	<u>134481030</u>	<u>124846674</u>
	134481030	124846674
Other operating revenue		
Scrap sales	-	-
Revenue from operations (gross)	134481030	124846674
less: Excise Duty *(see note 2-K)	-	-
Revenue from operations (net)	<u>134481030</u>	<u>124846674</u>
*Excise duty shown under 'expenditure' (note 28) represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stock of finished goods.		
Details of products sold		
Finished goods		
Tablet	46132495	45322245
Capsule	5455457	4847556
Ointment	157875	305075
liquid	9317083	7945645
injectable	67198722	60625812
Other Jobwork Charges	6219398	5800341
TOTAL	<u>134481030</u>	<u>124846674</u>
Note 22 OTHER INCOME		
Interest income (Refer note 1, below)	13154	13821
Dividend income:		
Current investments	-	-
Other investments	-	-
Adjustments to the carrying amount of investments -		
reversal of reduction in the carrying amount of non-current investments	-	-
Net gain on foreign currency transaction and translation	-	-
Other non-operating income (Refer note 2, below)	141207	133000
TOTAL	<u>154361</u>	<u>146821</u>
Notes:		
1. Interest income comprises:		
a. Interest from banks on deposits	13154	13821
b. Interest on loans & advances	-	-
c. Other interest	-	-
	<u>13154</u>	<u>13821</u>
2. Other non-operating income:		
Rental income from investment property	-	110000
Provision for doubtful debts / advances written back / credit balances written back	-	-
Excess provision of earlier years written back (net)	-	-
Insurance claims	-	-
Miscellaneous income	141207	23000
	<u>141207</u>	<u>133000</u>

Annual Report 2013-14

	Year ended 31st March, 2014	Year ended 31st March, 2013
Note 23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the beginning of the year		
Finished goods	8240295	3889149
Work-in-process	11881862	11215432
Stock-in-trade	<u>—</u>	<u>—</u>
Total	20122157	15104581
Inventories at the end of the year		
Finished goods	10226503	8240295
Work-in-process	10853981	11881862
Stock-in-trade	<u>—</u>	<u>—</u>
Total	21080484	20122157
Net increase	958327	5017576
 Note 24 COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	10206907	11081299
Add: Purchases	85003159	83222125
Add: Freight, Cartage, on Raw Material	141648	123411
	<u>95351714</u>	<u>94426835</u>
Less: Inventories at the end of the year	5196668	10206907
Cost of raw-packing materials consumed	90155046	84219928
TOTAL	<u>90155046</u>	<u>84219928</u>
 Note 25 EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and bonus	14025305	13141001
Contribution to provident and other funds	798470	688359
Staff welfare expenses	380613	296934
TOTAL	<u>15204388</u>	<u>14126294</u>
1) Salaries, Wages and Bonus include payments to and provisions for Managing Director.		
Particulars	2013-2014	2012-2013
Salaries	1960000	2729916
House Rent Allowance & Other Allowance	49965	49407
Contributions to and Provisions for Provident Fund and Family Pension superannuation	235200	302400
TOTAL	<u>2245165</u>	<u>3081723</u>
 Notes 26 FINANCE COSTS		
Interest on borrowings	4447501	3709537
Interest on others	1216113	1853644
TOTAL	<u>5663614</u>	<u>5563181</u>
1) Interest includes interest of Rs.Nil (2012-2013 Rs.4.78 Lacs) on Fixed Deposit paid / payable to Managing Director.		
 Notes 27 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation for the year on tangible assets	4797814	4315766
Less: Transfer from Revaluation Reserve	201960	201960
TOTAL	<u>4595854</u>	<u>4113806</u>

	Year ended 31st March, 2014	Year ended 31st March, 2013
Note 28 OTHER EXPENSES		
Consumption of stores and spares	10211	263630
Excise duty	–	1982320
Power and fuel	2594877	2066497
Rent	246000	240000
Repairs to buildings	97825	234222
Repairs to machinery	138757	268150
Insurance	155403	91720
Rates and taxes	–	42415
Commission and discounts	2399188	3208022
Transport and freight charges (net)	1235700	1177475
Loss on sale / write off of fixed assets (net)	–	–
Provision for doubtful debts / advances	–	–
Bad debts/ advances written off	–	–
Net loss on foreign currency transactions and translations	–	–
Donations	–	–
Legal and professional fees	2204736	1977320
Deferred revenue expenses	–	–
Miscellaneous expenses	10779605	9845478
TOTAL	<u>19862302</u>	<u>21397249</u>
Payments to auditors		
As auditors - statutory audit	300000	200000
For taxation matters	50000	25000
For other services	75000	50000
Reimbursement of expenses	9550	7500
TOTAL	<u>434550</u>	<u>282500</u>

Note 29 EARNINGS PER SHARE (EPS):

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

	<u>Current year</u>	<u>Previous year</u>
Profit attributable to equity shareholders – Rupees in lacs	77514	480613
Weighted average number of equity shares outstanding during the year	5850000	5850000
Basic earnings per share – Rupees	0.01	0.08
Diluted earnings per share – Rupees	0.01	0.08
Nominal value per share – Rupees	10.00	10.00

Note 30 EMPLOYEE BENEFITS:

Contributions are made to Recognized Provident Fund / Government Provident Fund and Family Pension Fund which covers all regular employees. Contribution is also made in respect of executives to a Recognized Superannuation Fund. While both the employees and the Company make predetermined contributions to the Provident Fund, contribution to the Family Pension Fund and Superannuation Fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans, aggregate to Rs.798470/- (previous year, Rs. 688359/-).

Provisions are made to in respect of gratuity based upon actuarial valuation done at the end of every financial year by the management of the company. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

The charge on account of provision for gratuity and leave encashment has been included in 'Contribution to provident fund and other funds' and 'Salaries, wages and bonus' respectively.

Annual Report 2013-14

In respect of gratuity (funded) :

	Current year	Previous year
Reconciliation of liability recognized in the Balance Sheet		
Present value of commitments	1556936	1441636
Fair value of plan assets	-	-
Net liability in the Balance Sheet	1556936	1441636
Movement in net liability recognized in the Balance Sheet	115300	47972
Net liability as at beginning of the year	1441636	1393664
Net expense recognized in the Statement of Profit and Loss (including actual payment of Of Rs.Nil/- Pre.year Rs.Nil/-)	115300	146755
Contribution during the year	115300	146755
Net liability as at end of the year	1556936	1441636

Note 31 LEASES

(a) The Company has taken office, under operating lease or leave and license agreement. The agreement is generally cancelable in nature and range between 11 months and 48 months. The leave and license agreement is generally renewable or cancelable at the option of the Company or the lessor. The lease payment recognised in the profit and loss account is Rs. 1,20,000/- (previous year Rs. 1,20,000/-).

(b) The Company has not taken any premise undernon- cancellable lease rental agreement. Details of minimum lease payments for non-cancelable lease are as under:

Particulars	As at 31st March, 2014	As at 31st March, 2013
Not later than one year	Nil	Nil
Later than one year and not later than five years	Nil	Nil
Later than five years	Nil	Nil
Total	Nil	Nil

(c) The Company has given office premises under lease/ rental agreement. Details of rent income are as under:

Not later than one year	Nil	110000
Later than one year and not later than five years	Nil	Nil
Later than five years	Nil	Nil
Total	-	-

Operating lease rentals credited to the Statement of Profit and Loss

(d) Other details of premises which have been given on operating lease for a period of upto sixty months are as under:

Gross block as at the year end	Nil	Nil
Accumulated depreciation as at the year end	Nil	Nil
Depreciation charged during the year	Nil	Nil

Note 32 SEGMENT INFORMATION

Primary

The Company is engaged primarily in business of manufacturing pharmaceutical products .

	As at 31st March, 2014	As at 31st March, 2013
Note 33 CONTINGENT LIABILITIES		
In respect of:		
a. Excise matters disputed in appeal:	826339	826339
These relate to the availed value based exemption up to clearance value of Rs.100 Lacs (pending before the Commissioner (Appeals-III) central excise.Commissioner) and permit fee on purchase of alcohol		
b. Claims against the Company not acknowledged as debts	-	-
Labour matters involving issues like regularization of employment, termination of employment, compensation against severance, etc.		
c. Sales-tax matters disputed in appeal.	11032991	11032991
These relate to classification of goods and consequent dispute ex parte order 2006-07 (pending before the Commercial Tax Commissioner Gandhinagar)		

Note 34
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year		
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Note 35 RELATED PARTY TRANSACTIONS

Names of the related party and nature of relationship where control exists:-

I. subsidiary Company	Nil
II. Associated Company/ Enterprise where common control exists.	Nil
III. Key management personnel	
1. Kamlesh J.Laskari	
2. Rohan K.Laskari	
3. Sohan K.Laskari	
IV. Relatives of Key management Personnel and their Enterprise.	
1. Kamlesh J.Laskari (HUF)	
2. Ranak K.laskari	
3. Jagdish D.Laskari	
4. Jagdish D.Laskari (HUF)	
V. Directors.	
1. Kamlesh J.Laskari	2. Ranak K.Laskari
3. Dr.Mahendra P.Shah	4. Dr.S.L.Chopra
5. Dr.Atul N.Parikh	6. Mr.Haresh.S.Parikh
7. Rohan K Laskari	8. Sohan K Laskari

Annual Report 2013-14

in accordance with accounting standard 18' related party Disclosures' issued by the institute of chartered Accountants of India, the Company has complied the required information in the attached table. The following transactions were carried out with the related parties in the ordinary course of business.

(Rupees in Thousands)

Sr.No.	Nature of transactions	Associates	KeyMangt. Personnel	Relatives of KeyMangt. Personnel	Total
1.	Sale of finished goods	-	-	-	-
2.	Remuneration	-	2889.16	-	2889.16
3.	Sitting Fees to Directors	-	19	-	19
4.	Lease rent/Shed Rent Receipt	-	-	-	-
5.	Conversion Charges	-	-	-	-
6.	Deposits taken during the year	-	6887.90	1790	8677.90
7.	Repayment of Deposits during the year	-	4105.16	523.36	4628.52
8.	Outstanding fixed deposit payable	-	12959.04	3010.56	15969.60
9.	Interest paid	-	-	58.312	58.312
10.	Rent Paid Office	-	120	-	120
	Total	-	26980.26	5382.23	32362.49

Notes

- There are no amounts written off or written back during the year in respect of debts due from or to related parties.

Note 36 VALUE OF IMPORTS AND VALUE OF RAW MATERIALS, STORES, SPARES AND PACKING MATERIALS CONSUMED

	<u>Year ended 31st March, 2014</u>		<u>Year ended 31st March, 2013</u>	
(a) CIF Value of Imports				
Raw materials			-	-
Stores, spares and packing materials			-	-
Capital goods			-	-
(b) Consumption of raw materials and stores, spares and packing materials				
	<u>Year ended 31st March, 2014</u>		<u>Year ended 31st March, 2013</u>	
	<u>Rupees in lacs</u>	<u>Percentage of consumption</u>	<u>Rupees in lacs</u>	<u>Percentage of consumption</u>
Raw materials	-	-	-	-
Imported	-	-	-	-
Indigenous	28480214	100%	27239464	100%
Total	28480214		27239464	
Stores, spares and packing materials				
Imported	-	-	-	-
Indigenous	10211	100%	263630	100%
Total	10211		263630	

	<u>Year ended 31st March, 2014</u>	<u>Year ended 31st March, 2013</u>
Note 37 EXPENDITURE IN FOREIGN CURRENCY		
(a) Travelling expenses	Nil	Nil
(b) Commission	Nil	Nil
(c) Legal and professional fees	Nil	Nil
(e) Others	402912	Nil
Note 38 EARNINGS IN FOREIGN EXCHANGE		
(a) FOB value of exports	134079	Nil
(b) FOB value of carbon credits	Nil	Nil
(c) Contract Research Income	Nil	Nil

Note 39

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

In terms of our report attached
For DEEPAK SONI & ASSOCIATES
Chartered Accountants
Firm Reg. No. 102250W
Deepak Soni
Proprietor
M. No.: 31138
Ahmedabad
28th May, 2014

For & on behalf of Board,
Kamlesh J. Laskari Chairman & Managing Director
Mr.Rohan K.Laskari Executive Directors
Mr.Sohan K.Laskari Executive Directors
Smt. Ranak K. Laskari Director
Dr. Mahendra P. Shah Director
Dr. S. L. Chopra Director
Ahmedabad
28th May, 2014

KAMRON LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]
Registered Office: 737, Rakanpur, Sola-Santej Road,
Tal. Kalol (N. G.) Dist. Gandhinagar, Gujarat-382 721

**FORM MGT-11
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:	
Email Id:	
Folio No./ DPID-Client ID:	

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

- Name: Address:
Email Id: Signature: or failing him
- Name: Address:
Email Id: Signature:

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the 26th Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2014 at 11.00 a.m. at the Registered Office of the Company at 737, Rakanpur, Sola-Santej Road, Tal. Kalol (N. G.) Dist. Gandhinagar, Gujarat-382 721 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.		
2	Re-Appointment of Ms. Ranak K. Laskari, liable to retire by rotation and being eligible, offers herself for re-appointment		
3	Appointment of Statutory Auditors of the Company		
	Special Business		
4	Appointment of Dr. Atul N. Parikh as an Independent Director of the Company		
5	Appointment of Dr. Mahendra P. Shah as an Independent Director of the Company.		
6	Appointment of Mr. Haresh S. Parikh as an Independent Director of the Company.		
7	Appointment of Dr. S. L. Chopra as an Independent Director of the Company.		
8	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013		
9	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013		
10	Special Resolution for re-appointment of Mr. Kamlesh J. Laskari as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013		

Signed this day of 2014

Signature of Shareholder

Signature of Proxy holder(s) (1) (2)

Affix
Revenue
Stamp

Note: 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.

Annual Report 2013-14

KAMRON LABORAOTIES LIMITED

[CIN: L24231GJ1988PLC010956]

Regd. Office: 737, Rakanpur, Sola-Santej Road, Tal. Kalol (N. G.) Dist. Gandhinagar, Gujarat-382 721

Phones: (02764) 286549/ 286559 E-mail: info@kamronlabs.com

FORM MGT-12 BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING)

1	Name and Address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our assent or dissent by way of vote(s) at the time of my/our personal presence/ through proxy at the General Meeting in respect of the Ordinary & Special resolutions set out in the Notice of 26 th Annual General Meeting (AGM) of the Company held on Tuesday, the 30 th September, 2014, by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2	Re-Appointment of Ms. Ranak K. Laskari, liable to retire by rotation and being eligible, offers herself for re-appointment			
3	Appointment of Statutory Auditors of the Company			
Special Business				
4	Appointment of Dr. Atul N. Parikh as an Independent Director of the Company			
5	Appointment of Dr. Mahendra P. Shah as an Independent Director of the Company.			
6	Appointment of Mr. Haresh S. Parikh as an Independent Director of the Company.			
7	Appointment of Dr. S. L. Chopra as an Independent Director of the Company.			
8	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013			
9	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013			
10	Special Resolution for re-appointment of Mr. Kamlesh J. Laskari as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013			

Place :

Date :

(Signature of the Shareholder/Proxy)

Note: This Ballot is to be used for exercising voting at the time of 26th Annual General Meeting to be held on Tuesday, the 30th September, 2014 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.

KAMRON LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

Regd. Office : 737, Rakanpur Village, Sola-Santej Road, Ta. Kalol (N.G.),
Dist. Gandhinagar - 382 721.

Phones: (02764) 286549/ 286559 E-mail: info@kamronlabs.com

ATTENDANCE SLIP

[PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HAND IT OVER AT THE ENTRANCE DULY FILLED IN]

Folio No./ DPID-Client ID:	
Name of the member (s):	
Registered Address:	

I hereby record my presence at **the 26th Annual General Meeting** of the Company held on Tuesday, 30th September, 2014 at 11.00 a.m. at Registered Office: 737, Rakanpur, Sola-Santej Road, Tal. Kalol (N. G.) Dist. Gandhinagar, Gujarat-382 721.

.....
Full name of Shareholder/Proxy (in Block Letters)

.....
Signature of Shareholder/Proxy

.....
Full name of Shareholder/Proxy (in Block Letters)

.....
Signature of Shareholder/Proxy

**BOOK-POST
PRINTED MATTER**

To,

If undelivered, please return to :

KAMRON LABORATORIES LIMITED

Regd. Office : 737, Rakanpur Village, Sola-Santej Road,
Ta. Kalol (N.G.),
Dist. Gandhinagar - 382 721.