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**RUBRA  
MEDICAMENTS  
LIMITED**

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**Annual Report 2014-15**

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## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

### 1. FINANCIAL RESULTS

Your Company financial performance during the year 2014-15 is summarized below:

(Rs. In Lacs)

Particulars	2014-2015	2013-2014
Profit/(Loss) Before Depreciation	(7.48)	(5.86)
Less: Depreciation	-	-
Profit/(Loss) Before Tax	(7.48)	(5.86)
Less: Taxation	-	-
Profit/(Loss) After Tax	(7.48)	(5.86)

### 2. OPERATIONS

The Company's Net Loss for the Financial Year ended March 31, 2015 stood at Rs.7.48 lacs as against Rs.5.86 lacs in the previous year.

During the year the Company has written off the loan and advances.

### 3. DIVIDEND

The Board of Directors express their inability to recommend any dividend on equity shares for the year ended March 31, 2015 due to absence of profit.

### 4. PUBLIC DEPOSITS

During the year, the Company has not accepted any deposit.

### 5. AUDITORS

M/s. D M Oza & Associates and M/s G. S. Toshiniwal & Associates Chartered Accountants, and Statutory Auditors of the Company resigned during the financial year due to their pre-occupations. The Board appointed Prakash Modi & Associates, Chartered Accountants as

Statutory Auditors to audit the books of accounts for the FY 2014-2015. The Company has received confirmation that their appointment, if made, would be within the prescribed limit specified under relevant sections of the Companies Act and that they are not disqualified for such appointment. Your Directors recommend re-appointment of M/s. Prakash Modi & Associates as the Statutory Auditors of the Company for the current financial year and fixation of their remuneration.

## **6. AUDITORS**

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation.

Ramesh Chandra Bagdi & Associates were appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2014-2015 pursuant to section 204 of the Companies Act, 2013 and rules made thereunder.

The Secretarial Audit Report for the FY 2014-2015, forms part of the Annual Report.

## **7. DIRECTORS**

In accordance with the Companies Act, no director is liable to retire by rotation at the ensuing Annual General Meeting.

## **8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed.

## **9. VIGIL MECHANISM**

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

**10. PARTICULARS OF EMPLOYEES**

The Company does not have any employee/Director who is in receipt of remuneration aggregating to the sum prescribed in Section 197 of the Companies Act, 2013 (“the Act”) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**11. CORPORATE SOCIAL RESPONSIBILITY**

The Company has incurred loss in the year under review. Hence, the CSR Provisions does not apply to the company.

**12. RELATED PARTY TRANSACTIONS**

No transactions were carried out between any of the related parties in the year under review.

**13. RISK MANAGEMENT**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps.

**14. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

**15. DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Act, the Directors state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for the year ended March 31, 2015;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) The annual accounts have been prepared on a going concern basis;
- (e) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- (f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **16. CORPORATE GOVERNANCE**

As per SEBI circular, the provision of Corporate Governance is not applicable to the Company. However, out of good corporate governance practice and to maintain trust and confidence of Investors, clients and customers, company continues to comply with the provisions of Clause 49 of the Listing Agreement.

A report on Corporate Governance along with a certificate from the Auditors of the Company regarding the compliance of conditions of Corporate Governance and also the Management Discussion and Analysis Report are annexed to this report.

## **17. DECLARATION BY INDEPENDENT DIRECTOR**

Pursuant to Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

## **18. BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**19. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith.

**20. ACKNOWLEDGEMENTS**

Your Directors takes opportunity to show gratitude towards the assistance and co-operation received from Shareholders.

For and on Behalf of the Board of Directors of  
**RUBRA MEDICAMENTS LIMITED**

Date: September 04, 2015

**Director**

**Director**

**ANNEXURE TO DIRECTORS' REPORT****A. CONSERVATION OF ENERGY****(a) Major energy conservation measures taken during the year:**

The Company has taken adequate measures to conserve energy by continuous monitoring and effective use of energy, which is a continuous process.

**(b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy:** No additional investment proposed.**(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:**

Since it is a continuous process of monitoring and usage, the impact is not quantifiable.

**(d) During the year company has only consumed electricity as follows:**

	<b>2013-14</b>	<b>2012-13</b>
Total Amount of electricity consumed	Rs. 15,364/-	Rs. 7,047/-

**B. TECHNOLOGY ABSORPTION**

Particulars with respect to technology absorption are given below:

**A. Research and Development (R & D)****i. Specific areas in which R & D carried out by the Company:**

The Company has not carried out any research and development activities during the year under review.

**ii. Benefits derived as a result of the above R & D :** Not Applicable**iii. Future plan of Action :** Nil**iv. Expenditure on R & D.:** Nil**B. Technology absorption, adaption and innovations:** Nil**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:** Nil



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L33100TG1991PLC013266
2	Registration Date	27/09/1991
3	Name of the Company	RUBRA MEDICAMENTS LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	3-2-2/A, 1st Floor, Beside Kumar Theatre, Kachiguda ,Hyderabad - 500003
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd ,G-10, Left Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad, - 500082, Telangana

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	3000	-	3000	0.05%	3000	-	3000	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%

e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	977105	10900	988005	18.07%	954882	10900	965782	17.66%	-0.41%
ii) Overseas	-			0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1100503	300900	1401403	25.63%	1127557	299500	1427057	26.10%	0.47%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1941713	1086400	3028113	55.38%	1942461	1086400	3028861	55.39%	0.01%

c) Others (specify)									
Non Resident Indians	6579	35600	42179	0.77%	8600	34600	43200	0.79%	0.02%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	5600	-	5600	0.10%	400		400	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
HUF	0		-	0.00%	-	0	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	4031500	1433800	5465300	99.95%	4033900	1466000	5465300	99.95%	0.00%
<b>Total Public (B)</b>	4031500	1433800	5465300	99.95%	4033900	1466000	5465300	99.95%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>				0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	4034500	1433800	5468300	100.00%	4036900	1431400	5468300	100.00%	0.00%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Om Prakash Gupta	3000	0.05%	0	3000	0.05%	0	0.00%

**(ii) Change in Promoters' Shareholding (please specify, if there is no change)**

**There is no change in the Promoters' Shareholdings**

**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Shareholding at the beginning of the year	
			No. of shares	% of total shares
1	Name			
	Taradevi Toshniwal			
	At the beginning of the year	01-04-14	878775	16.07%
	Changes during the year			
	At the end of the year	31-03-15	878775	16.07%
2	Name			
	Shriram Credit Company Limited			
	At the beginning of the year	01-04-14	363600	6.65%
	Changes during the year			
	At the end of the year	31-03-15	363600	6.65%

3	Name			
	Religare Finvest Limited			
	At the beginning of the year	01-04-14	322000	5.89%
	Changes during the year			
	At the end of the year	31-03-15	322000	5.89%

4	Name			
	Gatraj Jain			
	At the beginning of the year	01-04-14	200000	3.66%
	Changes during the year			
	At the end of the year	31-03-15	200000	3.66%

5	Name			
	Rakesh Baid			
	At the beginning of the year	01-04-14	200000	3.66%
	Changes during the year			
	At the end of the year	31-03-15	200000	3.66%

6	Name			
	Aditya Baid			
	At the beginning of the year	01-04-14	160000	2.93%
	Changes during the year			
	At the end of the year	31-03-15	160000	2.93%

7	Name			
	Meena Baid			
	At the beginning of the year	01-04-14	150000	2.74%
	Changes during the year			
	At the end of the year	31-03-15	150000	2.74%

8	Name			
	Usha Devi Sarda			
	At the beginning of the year	01-04-14	100000	1.83%
	Changes during the year			
	At the end of the year	31-03-15	100000	1.83%

9	Name			
	Aman Baid			
	At the beginning of the year	01-04-14	100000	1.83%
	Changes during the year			
	At the end of the year	31-03-15	100000	1.83%

10	Name			
	Sapna Kumari			
	At the beginning of the year	01-04-14	100000	1.83%
	Changes during the year			
	At the end of the year	31-03-15	100000	1.83%

**(v) Shareholding of Directors and Key Managerial Personnel:**

**NO DIRECTORS OR KMP HOLD ANY SHARES IN THE COMPANY**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
2	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

**V. INDEBTEDNESS****NOT APPLICABLE**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition				-
* Reduction				-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****NO DIRECTORS OR KMP DRAW ANY REMUNERATION FROM THE COMPANY**

A. Remuneration to Managing Director,  
Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name			(Rs/Lac)

	Designation			
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)	-	-	-
	Ceiling as per the Act			

## B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-

3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

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

NOT APPLICABLE

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

**SECRETARIAL AUDIT REPORT****Form No. MR-3**

For the financial year ended on 31st March, 2015

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

To,

The Members,

**RUBRA MEDICAMENTS LTD.,**

NO 3-2-2/A, 1<sup>ST</sup> FLOOR, BESIDE KUMAR THEATRE,

KACHIGUDA,

HYDERABAD(TELANGANA)-500027

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RUBRA MEDICAMENTS LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable except non appointment of woman director u/s 149(1) read with Clause 49(II)(A)(1) of Listing Agreement and CHIEF FINANCIAL OFFICER (CFO) u/s 203 of the Co.Act,2013 ;

*As per provisions of section 149(2) of Co.Act,2013 read with SEBI Circular CIR/CFD/POLICY CELL/7/2014 dt. 15/09/2014, the appointment of woman director will mandatorily be required w.e.f. 01/04/2015 hence non compliance u/s 149(1) is out of purview of our audit but as regards non appointment of CFO u/s 203 of the Co.Act, 2013, we have received written representation from management of company and we have relied on the said representation.*



(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under. ***(not applicable to the company during the audit period)***

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***(not applicable to the company during the audit period)*** ;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ***(not applicable to the company during the audit period)***;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(not applicable to the company during the audit period)***;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(not applicable to the company during the audit period)***;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ***(not applicable to the company during the audit period)***;

(vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The following Laws, Regulations, Directions, Orders applicable specifically to the Company in my opinion being PHARMA company :

A. PHARMACY ACT, 1948

B. DRUGS AND COSMETICS ACT, 1940

- C. HOMOEOPATHY CENTRAL COUNCIL ACT,1973
- D. DRUGS AND MAGIC REMEDIES (OBJECTIONAL ADVT.) ACT,1954
- E. NARCOTIC DRUGS AND PSYCHOTROPIC SUBSTANCES ACT,1985
- F. CONSERVATION OF FOREIGN EXCHANGE AND PREVENTION OF SMUGGLING ACTIVITIES ACT,1974
- G. THE MEDICINAL AND TOILET PREPARATIONS (EXCISE DUTIES) ACT,1955
- H. PETROLEUM ACT,1934
- I. POISONS ACT,1919
- J. FOOD SAFETY AND STANDARDS ACT,2006
- K. INSECTICIDES ACT,1968
- L. BIOLOGICAL DIVERSITY ACT,2002
- M. THE INDIAN COPYRIGHT ACT,1957
- N. THE PATENTS ACT,1970
- O. THE TRADE MARKS ACT,1999

*But as per management representation in writing received by me stating that during audit period, the company has not done any business hence the company was not required to comply with the above stated laws specifically applicable to the companies being pharma company and we have relied on the written representation of the management of the company in this regard.*

I have also examined compliance with the applicable Clauses of the following:

- (i) The compliance of Secretarial Standards does not arise as the same has not been notified under Section 118 of the Companies Act, 2013 for being applicable during the period covered under the Audit.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges .

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that :**

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

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

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

**I further report that :**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

**I further report that :**

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

For **Ramesh Chandra Bagdi & Associates,**  
Company secretaries,

**CS Ramesh Chandra Bagdi**  
Proprietor  
ACS: 11800, C P No 2871

**Place : Indore**  
**Dated : 18<sup>th</sup> August, 2015**

**Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.**

**Annexure to Secretarial Audit Report**

To,  
The Members,  
**RUBRA MEDICAMENTS LTD.,**  
NO 3-2-2/A, 1<sup>ST</sup> FLOOR, BESIDE KUMAR THEATRE,  
KACHIGUDA,  
HYDERABAD (TELANGANA)-500027

Our report of even date is to be read along with this letter.

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

For **Ramesh Chandra Bagdi & Associates,**  
Company secretaries,

**CS Ramesh Chandra Bagdi**  
Proprietor

**ACS: 11800, C P No 2871**

**Place : Indore**  
**Dated : 18<sup>th</sup> August, 2015**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industries Structure, Development and outlook**

Indian Pharmaceutical industry is the world's second largest by volume and likely to lead the country's manufacturing sector. India's Bio – tech industry clocked a remarkable growth recently. Association of Biotechnology-led Enterprises (ABLE) estimates the industry to grow in near future. Outlook of the industry is prospective but there are challenges to be faced by the industry.

### **Financial performance**

As mentioned earlier in the report that the company as a strategy is currently not pursuing the manufacturing business. Hence there was no sale recorded during the year. Company incurred a loss of Rs. 7.48 lakh on account of fixed expenses during the year under review.

### **Internal control system and adequacy**

The system of internal control has been established to provide reasonable assurance of safeguarding assets, maintenance of proper accounting records in compliance with applicable Laws and Regulations to ensure reliability of financial statements and reports. The Statutory Auditors and the Audit Committee review all financial statements and ensure adequacy of internal control systems.

### **Risks Management**

Risk evaluation and management of risk is an ongoing process in the company.

### **Human Resources**

Since your Company is in the pharmaceutical Industry, the criticality of talented man-power and their retention needs no emphasis. Your company is in the process of working out a comprehensive plan to attract, motivate and retain highly skilled and technically competent man-power.

### **Cautionary Statement**

Statements in the Management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the

meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and prices, conditions in the domestic and overseas markets in which the company operates/ going to operate, changes in government regulations, tax laws and other statutes and other incidental factors.

## CORPORATE GOVERNANCE

As per SEBI circular, the provision of Corporate Governance is not applicable to the Company. However, out of good corporate governance practice and to maintain trust and confidence of Investors, clients and customers, company continues to comply with the provisions of Clause 49 of the Listing Agreement.

The Company firmly believes that Corporate Governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved with the Company.

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the government and lenders.

### BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and vision to the management and supervises the functioning of the Company. In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

The Composition of the Board of Directors of the Company and their attendance is as follows:

Sr. No.	Name of the Director	Category	Attended	Attendance at last AGM	Remarks
1	Mr. Rameshkumar Bind	Executive Director	12	Yes	Resigned on March 16, 2015
2	Mr. Kapildev Yadav	Non-executive Independent Director	12	Yes	Resigned on March 16, 2015
3	Mr. Anil Kumar Tripathi	Non-executive Independent	12	Yes	Resigned on March 16, 2015

		Director			
4	Mr. Mayuresh Tawde	Managing Director	07	NA	Appointed on January 20, 2015
5	Mr. Gopal Marathe	Non-executive Independent Director	06	NA	Appointed on January 30, 2015
6	Mr. Dinesh Nayak	Non-executive Independent Director	04	NA	Appointed on March 05, 2015

Note: None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director.

During the accounting year 2013-2014 eight (13) Board Meetings were held. The Annual General Meeting of the Company was held on September 30, 2014.

#### **AUDIT COMMITTEE**

The terms of reference of the Audit committee include the matters specified under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee, inter alia, include the following:

- Examination of Financial Statement and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company.
- Review of Financial Statement before their submission to the Board, including Directors' Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls.
- Evaluation of risk management system.
- Monitoring end use of funds raised through public offers and related matters.
- Establishing a vigil mechanism for Directors and employees to report genuine concerns and to make provision for direct access to the Chairperson of the Committee in appropriate or exceptional cases and review its findings.



- Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Look into reasons for substantial defaults in payments to stakeholders.
- Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.
- Recommendation for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company.
- Review and monitor the Auditor's independence and performance, effectiveness of audit process and adequacy of internal control systems.
- Call for comments of the Statutory Auditors about internal control systems, the scope of audit, including the observations of the Statutory Auditors.
- Reviewing the adequacy of the Internal Audit function including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing findings of any internal investigation into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

The Audit Committee presently comprises of Mr. Gopal Marathe, Mr. Dinesh Nayak and Mr. Mayuresh Tawde as Member.

The Audit Committee met Six times during the year ended March 31, 2015. Meetings and attendance of each member for Audit Committee are as follows:

<b>Name of the Member</b>	<b>No. of Meeting Attended</b>
Mr. Rameshkumar Bind	5
Mr. Kapildev Yadav	5
Mr. Anilkumar Tripathi	5
Mr. Mayuresh Tawde	2
Mr. Gopal Marathe	2
Mr. Dinesh Nayak	0

**NOMINATION AND REMUNERATION COMMITTEE****a) Brief description of terms of reference**

This committee was constituted primarily to evaluate compensation and benefits for Executive Director.

**b) Composition**

The Committee of the Company has the following composition

<b>Sr. No</b>	<b>Name</b>	<b>Status</b>
1	Mr. Mayuresh Tawde	Member
2	Mr. Gopal Marathe	Member
3	Mr. Dinesh Nayak	Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

- a. The Committee looks into issues relating to shareholders / investors, including complaints relating to transfer / transmission of shares, issue of duplicate share certificates, non-receipt of annual report etc. and their redressal.
- b. The Committee presently comprises of three Members.

<b>Sr. No</b>	<b>Name</b>	<b>Status</b>
1	Mr. Mayuresh Tawde	Member
2	Mr. Gopal Marathe	Member
3	Mr. Dinesh Nayak	Member

- c. The Board has delegated power of approving transfer of shares to RTA.
- d. Mr. Mayuresh Tawde is the Compliance Officer.
- e. During the year under review, no complaints were received from Shareholders / Investors.

**GENERAL BODY MEETINGS**

The details of Annual General Meetings (AGM) of the Company held in last 3 years are as under:

<b>AGM</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2011-12	29/09/2012	11 a.m.	Registered Office
2012-13	30/09/2013	11 a.m.	Registered Office
2013-14	30/09/2014	11 a.m.	Registered Office

No Special Resolution was passed through Postal Ballot during the year under review.

## DISCLOSURES

- a. No transaction of material nature has been entered into by the Company with its Directors or Management and their relatives, etc. that may have a potential conflict with the interest of the Company.
- b. The Register of Contracts/ Statement of related party transactions is placed before the Board/ Audit Committee regularly.
- c. The Company has adopted the Whistle Blower Policy with direct access to Chairman of Audit Committee.
- d. The Company has implemented all the requirement of Clause 49 of the Listing Agreement.

## MEANS OF COMMUNICATION

- a. The financial results of the Company are emailed / uploaded with BSE Limited on which the Company's shares are listed.
- b. The results and official news are generally available on [www.bseindia.com](http://www.bseindia.com) and the website of the Company [www.rubramed.com](http://www.rubramed.com).

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

## GENERAL SHAREHOLDER INFORMATION

### a. *Annual General Meeting*

Date : September 30, 2015

Time : 05.00 p.m.

Venue: Registered Office

### b. *Financial Calendar (tentative dates of declaration of Quarterly results)*

1st Quarter : Within 45 Days from end of respective quarter

2nd Quarter : Within 45 Days from end of respective quarter

3rd Quarter : Within 45 Days from end of respective quarter

4th Quarter : Within 60 Days from end of respective quarter

### c. *Date of Book Closure:* 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive)

### d. *Dividend* : No dividend is recommended for the financial year ended on 31<sup>st</sup> March, 2015.

### e. *Listing on Stock Exchange:* The equity Shares of the Company is listed at the Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange (ASE).

Stock Code (Equity Shares): 531099

f. **ISIN No.** for Dematerialization of Equity Shares: INE396H01019

g. **Market Price Data:**

Month	High	Low	Close
Apr 14	1.05	0.96	1.05
May 14	2.08	1.10	2.08
Jun 14	2.85	2.17	2.60
Jul 14	2.55	2.05	2.05
Aug 14	2.09	1.33	1.33
Sep 14	1.45	1.22	1.32
Oct 14	2.39	1.38	2.39
Nov 14	3.71	2.28	3.57
Dec 14	3.91	3.58	3.90
Jan 15	4.27	3.90	4.06
Feb 15	4.40	3.86	4.16
Mar 15	4.30	3.70	3.70

h. **Shareholding Pattern as on March 31, 2015**

Category of Shareholder	No. of Shareholders	Total No. of Shares	As a % of (A+B+C)
(A) Shareholding of Promoter and Promoter Group			
(1) Indian			
Individuals / Hindu Undivided Family	1	3000	0.05
Sub Total	1	3000	0.05
(2) Foreign	0	0	0.00
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>1</b>	<b>3000</b>	<b>0.05</b>
(B) Public Shareholding			
(1) Institutions	0	0	0.00
<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
(2) Non-Institutions			
Bodies Corporate	59	965782	17.66
Individuals			
Individual shareholders holding nominal share capital up to Rs. 1 lakh	1177	1427057	26.10
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	52	3028861	55.39
Any Others (Specify)			
Non Resident Indians	24	43200	0.79
Clearing Member	1	400	0.01
<b>Sub Total</b>	<b>1313</b>	<b>5465300</b>	<b>99.95</b>
<b>Total Public shareholding (B)</b>	<b>1313</b>	<b>5465300</b>	<b>99.95</b>
<b>Total (A)+(B)</b>	<b>1314</b>	<b>5468300</b>	<b>100</b>

(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
(1) Promoter and Promoter Group	0	0	0
(2) Public	0	0	0
<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total (A)+(B)+(C)</b>	<b>1314</b>	<b>5468300</b>	<b>100</b>

*i. Registrar and Transfer Agent*

Bigshare Services Pvt Ltd

G-10, Left Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad, Andhra Pradesh, 500082 **Tel. :**040-23374967 **Fax :**23370295

**Email :** hyd2\_bigshare@yahoo.com **Website :**www.bigshareonline.com

*j. Share Transfer System:* Share Transfer in physical form are generally registered and returned

within 15 days from the date of receipt in case if documents are complete in all respects.

*k. Dematerialization of shares:* 99.95% of the shares are held in DEMAT form. Company has DEMAT connectivity with CDSL & NSDL.

*l. Address for communication:*

The Investors can send all correspondence to the Registered Office of the Company.

## COMPLIANCE CERTIFICATE BY AUDITORS

The Company has obtained a certificate from the Statutory Auditors regarding compliances of conditions of Corporate Governance which is annexed herewith.

## CODE OF CONDUCT

The Company's Board of Directors has adopted the code of conduct which governs the conduct of all Directors / Employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on March 31, 2015. The Declaration by Board of Directors to this effect is reproduced below.

## CEO/CFO CERTIFICATION

A certificate signed by Director is attached with this report.

**DECLARATION**

It is hereby declared that all the Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct, pursuant to Corporate Governance, for the year ended 31<sup>st</sup> March 2015.

For and on Behalf of the Board of Directors of  
**RUBRA MEDICAMENTS LIMITED**

Date: September 04, 2015

**Director**

**Director**

**CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION**

To

The Board of Directors,

**Rubra Medicaments Limited**

I, Director of the Company, do hereby certify that:

1. I have reviewed the financial statements and the cash flow statement for the year 2014-2015 and to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. They are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit committee:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

For and on Behalf of the Board of Directors of  
**RUBRA MEDICAMENTS LIMITED**

September 04, 2015

**Director**

## INDEPENDENT AUDITOR'S REPORT

To The Members,  
**Rubra Medicaments Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Rubra Medicaments Limited** which comprise the Balance Sheet as at 31 March 2015 & the Statement of Profit and Loss the 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 Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such control. An audit also includes evaluating the



appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015
- ii. In the case of the Statement of Profit and loss, of the loss for the year ended on that date;
- and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the order') issued by the Central Government of India in terms of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, 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 aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on 31 March 2015, taken on record by the Board of Directors, none of the directors is disqualified

as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act;

- f. With respect to the other matters included in the Auditor's Report and to our best of our information and accounting to the explanations given to us:
  - i. The company does not have any pending litigations which would impact its financial position;
  - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company

**For Prakash Modi & Associates**  
**Chartered Accountants**  
**FRN: 116900W**

**Prakash Modi**  
**Partner**  
**M. No. 101463**

**Date: September 04, 2015**  
**Place: Mumbai**

**ANNEXURE TO THE AUDITOR'S REPORT**

**(Referred to in paragraph (1) under the heading 'Report on the Legal and Regulatory Requirements' of our Report of even date)**

1. The Company does not have inventory and thus Clause 1(a) and (b) of Companies (Auditors' Report) Order is not applicable to the Company.
2. The company does not have any inventory and thus clause 3 (ii) of the companies (Auditor's Report) Order, 2015, is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us; there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis our examination of the books and records of the company and according to the information and explanations given to us, no major weakness has not been noticed or reported.
5. The company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013
6. According to the information and explanation given to us , the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the any activities of the Company.
7. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, investor Education protection Fund, Employees State Insurance, Custom Duty, Excise Duty, Cess are not applicable to the Company.  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.  
(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and protection Fund. The question of reporting delay in transferring such sums does not arise as at 31<sup>st</sup> March, 2015.
8. The accumulated losses of the Company have exceeded fifty percent of its net worth. The Company has incurred cash loss during the financial year covered by our audit and also in the immediately preceding financial year.
9. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from financial institutions or banks and has not issued debentures.

10. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
11. In our opinion, and according to the information and explanation given to us, the company has not raised any term loans during the year.
12. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

**For Prakash Modi & Associates**  
**Chartered Accountants**  
**FRN: 116900W**

**Prakash Modi**  
**Partner**  
**M. No. 101463**

**Date: September 04, 2015**  
**Place: Mumbai**

## BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No	As At 31.03.2015 (Rupees)	As At 31.03.2014 (Rupees)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	5,46,83,000	5,46,83,000
Reserves and Surplus	3	(5,07,74,820)	(2,00,26,953)
<b>Non Current Liabilities</b>			
Long Term Borrowings		-	23,04,021
Deferred tax liabilities (Net)		7,46,257	7,46,257
<b>Current Liabilities</b>			
Other Current Liabilities		-	49,510
<b>Total</b>		<b>46,54,437</b>	<b>3,77,55,835</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Long Term Loans & Advances	4	30,54,070	3,30,54,070
Other Non Current Assets	5	1,68,819	1,68,819
<b>Current assets</b>			
Cash and cash equivalents	6	12,54,279	43,55,677
Trade Receivables		1,77,269	1,77,269
<b>Total</b>		<b>46,56,048</b>	<b>3,77,55,835</b>
Overview and Significant Accounting Policies The notes are an integral part of Financial Statements	1		

As per our Report of even date.

**Prakash Modi & Associates**

Chartered Accountants

**FRN: 116900W**

**Prakash Modi**

**Partner**

Mumbai

September 4, 2015

**For and on behalf of Board  
Rubra Medicaments Limited**

**Director**

**Director**

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note No	As At 31.03.2015 (Rupees)	As At 31.03.2014 (Rupees)
<b>INCOME</b>			
Revenue from operations		-	-
Other Income			-
<b>Total</b>		-	-
<b>EXPENDITURE</b>			
Employee Benefit Expenses	7	42,000	82,000
Finance Cost	8	304	-
Other expenses	9	7,05,563	5,04,307
<b>Total</b>		7,47,867	5,86,307
Profit / (Loss) before exceptional and extraordinary items and tax		(7,47,867)	(5,86,307)
Exceptional Items		-	-
Profit before extraordinary items and tax		(7,47,867)	(5,86,307)
Extraordinary Items		3,00,00,000	-
Profit before tax		(3,07,47,867)	(5,86,307)
Tax expense:			
Current tax		-	-
Deferred tax		-	-
Profit(Loss) for the year after taxation		<b>(3,07,47,867)</b>	<b>(5,86,307)</b>
Earning per equity share:			
(1) Basic	10	(5.62)	-0.11
(2) Diluted	10	(5.62)	-0.11
Overview and Significant Accounting Policies	1		
The notes are an integral part of Financial Statements			

As per our Report of even date.

**Prakash Modi & Associates**  
Chartered Accountants  
**FRN: 116900W**

**For and on behalf of Board of Directors**  
**Rubra Medicaments Limited**

**Prakash Modi**  
**Partner**

**Director**

**Director**

Mumbai  
September 4, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

	Particulars	March 31, 2015	March 31, 2014
		RUPEES	RUPEES
<b>A</b>	<b><u>Cash Flow From Operating Activities</u></b>		
	Net Profit before tax and Extraordinary Items	(7,47,867)	(5,86,306)
	Operating Profit before working Capital Changes	(7,47,867)	(5,86,306)
	<b>Adjustment for Capital Changes:</b>		
	Other Current Liabilities		(5,500)
	Trade Receivable		50,000
	Increase/Decrease in Deposits & Advances	-	-
	Increase in Payables & Provisions	(49,510)	-
	Cash Generated From Operations	<b>(7,97,377)</b>	<b>(5,41,806)</b>
	Income Tax Paid		
	Extraordinary items	-	-
	<b><u>Net cash from Operating Activities</u></b>	<b>(7,97,377)</b>	<b>(5,41,806)</b>
<b>B</b>	<b><u>Net Cash From Investing Activities</u></b>	-	-
<b>C</b>	<b><u>Cash Flow From Financing Activities</u></b>		
	Pre operative & Preliminary Expenses		
	Secured loan taken		-
	Unsecured loan taken	(23,04,021)	6,00,000
	Increase/Decrease in Share Holder's Capital		-
	Increase/Decrease in Share Premium		-
	<b><u>Net Cash From Financing Activities</u></b>	<b>(23,04,021)</b>	<b>6,00,000</b>
	Net Increase (Decrease) in cash & cash equivalents (A+B+C)	(31,01,398)	58,194
	Opening Balance of Cash & Cash Equivalents	43,55,677	42,97,483
	Closing Balance of Cash & Cash Equivalents	12,54,279	43,55,677

As per our Report of even date.

**Prakash Modi & Associates**

Chartered Accountants

**FRN: 116900W****For and on behalf of Board of Directors****Rubra Medicaments Limited****Prakash Modi****Partner**

Mumbai

September 4, 2015

**Director****Director**

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### (a) BASIS OF PRESENTATION OF FINANCIAL STATEMENTS:

The financial statements are prepared in accordance with generally accepted accounting principles in India under the historical cost convention and on accrual basis of accounting. These financial statement have been prepared to comply in all material aspects with the mandatory and applicable Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006, as amended and relevant provisions of the Companies Act, 2013(to the extent notified).

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

#### (b) USE OF ESTIMATES :

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

#### (c) REVENUE RECOGNITION :

The company recognizes sale of products when they are invoiced to customers. Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

#### (d) FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation. Cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the assets to its working condition for its intended use.

#### (e) DEPRECIATION :

Depreciation is provided on Straight Line method at the rates specified II to the Companies Act, 2013. Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

#### (f) TAXES ON INCOME :

(i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.

(ii) Deferred tax is provided on all timing differences which are recognized during the period. Deferred Tax Asset is recognized only if there is a reasonable certainty on the realisability of the assets.



## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS		AS AT 31.03.2015 (Rupees)	AS AT 31.03.2014 (Rupees)	
<b><u>2 SHARE CAPITAL</u></b>				
- <b>Authorised</b> 65,00,000 Equity Shares of Rs.10 each (Previous Year 65,00,000 Equity Shares of Rs.10 each)		6,50,00,000	6,50,00,000	
<b>TOTAL</b>		<b>6,50,00,000</b>	<b>6,50,00,000</b>	
<b>Issued, Subscribed &amp; Paid-up</b> 54,68,300 Equity Shares of Rs.10 each (Previous Year 54,68,300 Equity Shares of Rs.10 each)		5,46,83,000	5,46,83,000	
<b>TOTAL</b>		<b>5,46,83,000</b>	<b>5,46,83,000</b>	
<b>2.1 Reconciliation of number and amount of shares</b>				
Particulars	As at March 31,2015		As at March 31,2014	
	Number	Amount (Rs)	Number	Amount (Rs)
<b><u>Issued, Subscribed &amp; Fully Paid up</u></b> Equity Shares of 10/- each Balance as at the beginning of the year	54,68,300	5,46,83,000	54,68,300	5,46,83,000
Add : Issued during the year	-	-	-	-
Less : Buy Back of Shares	-	-	-	-
<b>Balance as at the end of the year</b>	<b>54,68,300</b>	<b>5,46,83,000</b>	<b>54,68,300</b>	<b>5,46,83,000</b>

The Company has only one class of issued shares i.e. Equity Shares having face value of Rs. 10/- each. Each holder of Equity Share is entitled to one vote per share and equal right for dividend. In the event of liquidation, the equity share holders are eligible to receive assets of the company after paying all preferential amounts in proportion to their shareholding.

The Company does not have any holding or Subsidiary Company.

Particulars	As at March 31,2015	As at March 31,2014		
	No. of shares held	% of Holding	No. of shares held	% of Holding
Shriram Credit Company Limited	3,63,600	6.65%	3,63,600	6.65%
Taradevi Toshniwal	8,78,775	16.07%	8,78,775	16.07%
Religare Finvest Limited	3,22,000	5.89%	3,22,000	5.89%

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015		
PARTICULARS	AS AT 31.03.2015 (Rupees)	AS AT 31.03.2014 (Rupees)
<b><u>3 RESERVES &amp; SURPLUS</u></b>		
State Subsidy	3,55,740	3,55,740
<u>Surplus</u>		
Opening Balance	(2,03,82,693)	(1,97,96,386)
Add : Net profit after tax for the year	(3,07,47,867)	(5,86,307)
<b>TOTAL</b>	<b>(5,07,74,820)</b>	<b>(2,00,26,953)</b>
<b><u>4 LONG TERM LOANS &amp; ADVANCES</u></b>		
Advances for value received	30,00,000	3,30,00,000
Deposits	54,070	54,070
<b>TOTAL</b>	<b>30,54,070</b>	<b>3,30,54,070</b>
<b><u>5 OTHER NON CURRENT ASSETS</u></b>		
Miscellaneous Expenses	7,971	7,971
Commitment Charges	26,320	26,320
Export Registration Fees	50,528	50,528
Export Development Expenses	84,000	84,000
<b>TOTAL</b>	<b>1,68,819</b>	<b>1,68,819</b>
<b><u>6 CASH AND BANK BALANCES</u></b>		
Cash on hand	12,54,279	43,55,677
<b>TOTAL</b>	<b>12,54,279</b>	<b>43,55,677</b>
<b><u>7 EMPLOYEE BENEFIT EXPENSES</u></b>		
Salary, Bonus & Other allowances	42,000	82,000

<b>TOTAL</b>	<b>42,000</b>	<b>82,000</b>
<b>8 FINANCE COST</b>		
Bank Chagres	304	-
<b>TOTAL</b>	<b>304</b>	<b>-</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015 (Rupees)</b>	<b>AS AT 31.03.2014 (Rupees)</b>
<b>9 OTHER EXPENSES</b>		
Books & Periodicals	34,746	19,623
Conveyance	45,793	30,891
Car Expenses	27,785	16,452
Office Expenses	55,746	27,185
Misc Expenses	10,000	44,673
Printing & Stationery	42,784	32,816
Professional Fees	32,400	-
Audit Fees	20,000	20,000
Postage & Courier	41,748	27,364
Repairs & Maintainance	28,369	16,239
Electricity Charges	15,364	7,047
Listing Fee	1,12,360	28,090
ROC Filing Fees	19,100	-
Rent Rates & Taxes	21,000	60,000
Share Transfer Agent	51,332	66,035
Telephone Charges	36,792	13,247
Service Charges/Custodian Fee	16,684	16,545
Travelling Expenses	93,560	78,100
<b>TOTAL</b>	<b>7,05,563</b>	<b>5,04,307</b>
<b>10 EARNING PER SHARE</b>		
Net Profit / (Loss) after current and deferred tax	(3,07,47,867)	(5,86,307)
No. of Shares	54,68,300	54,68,300
EPS (Rs.) - Basic and Diluted	-5.62	-0.11

**11 OTHER NOTES****11.1 Segment Reporting-**

The Company operates in one business segment of trading.  
As such, there are no separate reportable business segments as per Accounting Standard, AS-17 Segment Reporting, as prescribed by the Rules.

**11.2 Related party Disclosure**

As per Accounting Standard (AS18) During the current year, there are no related

party transactions has been carried out

**11.3** Previous year figures have been regrouped, and reclassified wherever considered necessary to conform to current year's classification

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As per our Report of even date.

**Prakash Modi & Associates**

Chartered Accountants

**FRN: 116900W**

**For and on behalf of Board of Directors  
Rubra Medicaments Limited**

**CA Prakash Modi**

Mumbai

September 4, 2015

**Director**

**Director**

To,

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If Undelivered please return to:  
Rubra Medicaments Limited  
3-2-2/A, 1st Floor, Beside Kumar Theatre,  
Kachiguda, Hyderabad,  
Telangana - 500003