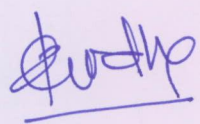
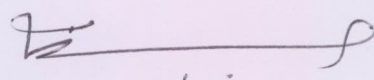
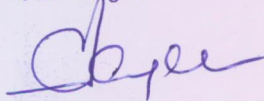
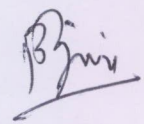


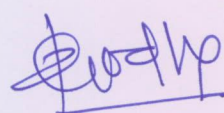
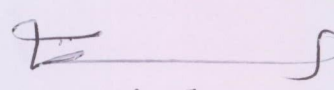
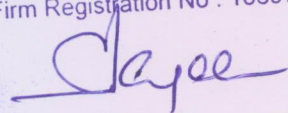
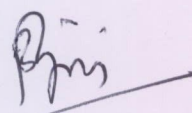
FORM A

**FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED
WITH THE STOCK EXCHANGES**

1.	Name of the Company	Ipca Laboratories Limited
2.	Annual financial statements for the year ended	31 st March, 2015 - STANDALONE
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	• CEO / Managing Director	
	• CFO	
	• Auditor of the Company	For Natvarlal Vepari & Co. Chartered Accountants Firm Registration No : 106971W  N. Jayendran Partner M. No. 40441
	• Audit Committee Chairman	

FORM A

**FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED
WITH THE STOCK EXCHANGES**

1.	Name of the Company	Ipca Laboratories Limited
2.	Annual financial statements for the year ended	31 st March, 2015 - CONSOLIDATED
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	• CEO / Managing Director	
	• CFO	
	• Auditor of the Company	For Natvarlal Vepari & Co. Chartered Accountants Firm Registration No : 106971W  N. Jayendran Partner M. No. 40441
	• Audit Committee Chairman	



Ten Years' Highlights

(₹ Crores)

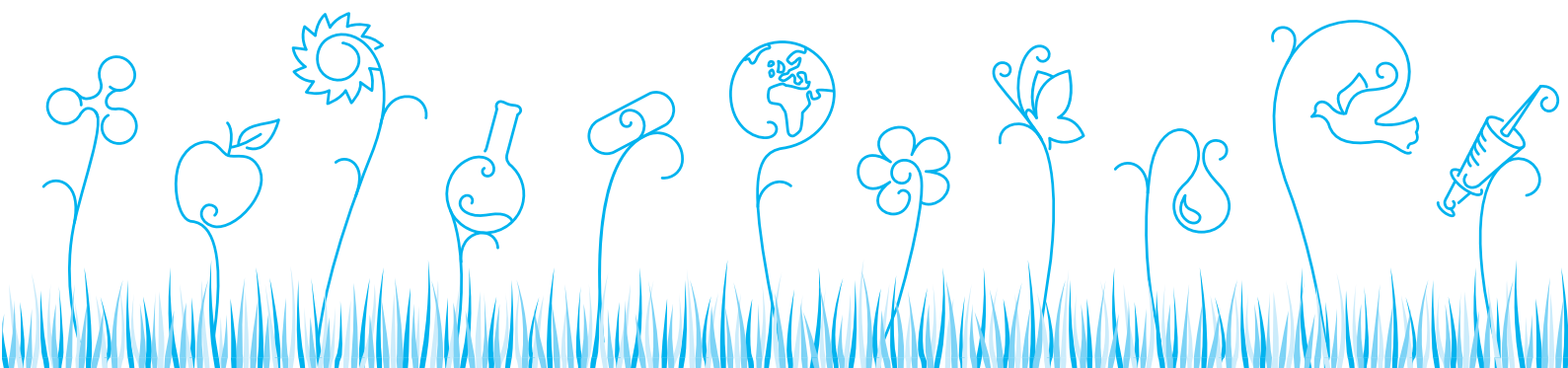
	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
Total Income*	752.82	924.84	1059.16	1275.57	1565.50	1889.61	2342.98	2797.08	3256.25	3120.91
Domestic Income*	350.99	440.38	522.90	595.18	759.42	864.43	941.01	1081.00	1190.23	1368.05
Export Income	401.83	484.46	536.26	680.39	806.08	1025.18	1401.97	1716.08	2066.02	1752.86
Earning before Interest, Depreciation & Tax	116.62	202.52	#186.44	#270.01	#344.65	#384.24	#526.40	#639.95	#826.66	#556.27
Profit before Tax	78.39	151.24	176.87	124.65	271.73	343.70	368.94	461.37	629.09	357.73
Net Profit after Tax	63.98	122.23	141.12	91.22	209.19	255.37	280.17	331.39	477.37	256.11
Share Capital	25.00	25.00	25.09	24.99	25.04	25.14	25.23	25.24	25.24	25.24
Reserves & Surplus	360.89	461.02	582.57	613.52	849.82	1028.72	1237.04	1544.61	1956.37	2208.09
Net Worth	385.89	486.02	607.66	638.51	874.86	1053.86	1262.27	1569.85	1981.61	2233.33
Net Block	373.52	431.48	541.04	579.72	674.75	792.57	1007.33	1204.50	1471.01	2019.91
Dividend (%)	55%	75%	80%	110%	140%	160%	160%	200%	250%	50%
Earnings per share (₹)	25.59	48.89	56.38	36.33	@ 16.75	20.36	22.23	26.27	37.83	20.29
Book Value per share (₹)	154.36	194.41	242.19	255.51	@ 69.86	83.84	100.06	124.39	157.02	176.97

* Net of Excise Duty and Sales Tax

Before Forex Translations Gain /Loss

@ Post Sub-division of each equity share of ₹ 10/- into 5 equity shares of ₹ 2/- each

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Board of Directors	
Premchand Godha (DIN 00012691)	Chairman & Managing Director
Ajit Kumar Jain (DIN 00012657)	Joint Managing Director
Pranay Godha (DIN 00016525)	Executive Director
Prashant Godha (DIN 00012759)	Executive Director
Babulal Jain (DIN 00016573)	Independent Director
Anand T. Kusre (DIN 00818477)	Independent Director
Dev Parkash Yadava (DIN 00778976)	Independent Director
Dr. Ramakanta Panda (DIN 01161791)	Independent Director
Dr. (Mrs.) Manisha Premnath (DIN 05280048)	Independent Director
Corporate Management team	
Premchand Godha	Chairman & Managing Director
Ajit Kumar Jain	Joint Managing Director
Pranay Godha	Executive Director
Prashant Godha	Executive Director
Jeevan L. Nagori	President - Projects
Dr. Ashok Kumar	President - R&D (Chemicals)
N. Guhaprasad	President - International Marketing (Branded Formulations)
Dr. Anil Pareek	President - Medical Affairs & Clinical Research
Sunil Ghai	President - Domestic Marketing
Harish P. Kamath	Corporate Counsel & Company Secretary
Abha Pant	President - R&D (Formulations)
E. J. Babu	President - API Exports
A. P. Muralikrishnan Sarma	President - Generics
Sanjay Sinha	President - Operations (Formulations)
Pabitra Kumar Bhattacharya	President - Operations (API)
Company Secretary	
Harish P. Kamath (ACS 6792)	
Auditors	
Natvarlal Vepari & Co., Chartered Accountants (Firm Regn. No. 106971W)	
Cost Auditors	
ABK & Associates, Cost Accountants (Firm Regn. No. 000036)	
Secretarial Auditors	
Parikh & Associates, Company Secretaries	

Registered Office

48, Kandivli Industrial Estate
Kandivli (West)
Mumbai 400 067
India
T: +91 22 6647 4444
F: +91 22 2868 6613

Research & Development Centre

48, 58-DD, 123 AB, 125 & 126 (Amalgamated)
Kandivli Industrial Estate
Kandivli (West)
Mumbai 400 067
India
T: +91 22 6210 5000
F: +91 22 6210 5439

Registrars & Share Transfer Agents

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078
T: +91 22 2596 3838
F: +91 22 2567 2693

Bankers

HSBC Ltd.
Standard Chartered Bank
Kotak Mahindra Bank
Corporation Bank
BNP Paribas
HDFC Bank Ltd.
Bank of Nova Scotia
Citibank N.A.
Barclays Bank PLC
ICICI Bank Ltd.
DBS Bank Ltd.
Yes Bank Ltd.

Works**Madhya Pradesh**

P.O. Sejavta 457 002
Ratlam
T: +91 7412 278000 | F: +91 7412 279083

89 A-B / 90 / 91, Industrial Estate, Pologround
Indore 452 003
T: +91 731 2421172 | F: +91 731 2422082

1, Pharma Zone
SEZ Indore
Pithampur 454 775
T: +91 7292 667777 | F: +91 7292 667020

470, 471 & 481 Sector III, Industrial Area,
Pithampur 454 775
T: +91 07292 256167

Gujarat

Plot No. 69 to 72-B, Sector II, KASEZ
Gandhidham 370 230
T: +91 2836 252385 | F: +91 2836 252313

4722, GIDC Industrial Estate
Ankleshwar 393 002
T: +91 2646 220594 | F: +91 2646 250435

23-24, GIDC Industrial Estate
Nandesari 391 340
T: +91 265 2840795 | F: +91 265 2840868

Village Ranu (Taluka Padra) 391 445
T: +91 2662 227300

Union Territory of Dadra & Nagar Haveli

Plot No. 255/1, Village Athal
Silvassa 396 230
T: +91 260 2640301 | F: +91 260 2640303

Plot No. 65, 99 & 126, Danudyog Indl. Estate
Silvassa 396 230
T: +91 260 2640850 | F: +91 260 2640646

Maharashtra

H-4, G4 to G7, MIDC, Waluj Indl. Area
Aurangabad 431 136
T: +91 240 6611501 | F: +91 240 2564113

C 89 to C 95, MIDC Industrial Area
Mahad 402 309
T: +91 2145 232058 | F: +91 2145 232055

T-139, MIDC, Tarapur, Palghar 401 506
T: +91 02525 205273

Uttarakhand

C-6, Sara Indl. Estate, Chakrata Road
Rampur, Dehradun 248 197
T: +91 135 2699195 | F: +91 135 2699171

Sikkim

393 / 394, Melli-Jorethang Road
Gom Block, Bharikhola
South District 737 121
Telefax: +91 3595 276372

NOTICE is hereby given that the 65th ANNUAL GENERAL MEETING of Ipca Laboratories Limited (CIN L24239MH1949PLC007837) will be held at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile Parle (W), Mumbai 400 056 on Thursday, 30th July, 2015 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Prashant Godha (DIN 00012759) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Premchand Godha (DIN 00012691) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that Dr. (Mrs.) Manisha Premnath (DIN 05280048) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st September, 2014 and who holds office upto the date of this annual general meeting under section 161 of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014, Dr. (Mrs.) Manisha Premnath (DIN 05280048) a non-executive director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years from 21st September, 2014 to 20th September, 2019."

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

"RESOLVED THAT M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036) who have been appointed as the Cost Auditors of the Company to conduct the audit of the cost records for the financial year 2015-16 be paid remuneration of ₹ 5,00,000/- (Rupees Five Lacs Only) plus service tax and reimbursement of traveling and other out of pocket expenses."

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

“RESOLVED THAT the new set of Articles of Association placed before the meeting and initialed by the Chairman for the purpose of identification be and the same is adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Proxies, in order to be effective must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is attached herewith.**
2. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th July, 2015 to Thursday, 30th July, 2015 (both days inclusive).
4. The dividend if sanctioned at the meeting will be paid to those members, whose names appear in the Register of Members on 30th July, 2015 and to those beneficial owners whose names are provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 23rd July, 2015.
5. The information required to be provided under Clause 49 of the Listing Agreement with the Stock Exchanges regarding the directors retiring by rotation and eligible for re-appointment as well as directors being appointed is furnished in the Report on Corporate Governance.
6. Members are requested to:
 - (a) intimate to the Company / their Depository Participant (“DP”), changes, if any, in their registered address at an early date;
 - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - (c) bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
 - (d) encash the dividend warrants on their receipt as dividend remaining unclaimed for seven years are now required to be transferred to the ‘Investor Education and Protection Fund’ established by the Central Government under the provisions of the Companies Act, 2013. Pursuant to Section 125 of the Companies Act, 2013, all unclaimed dividend declared and paid upto interim dividend for the financial year 2007-08 have been transferred by the Company to the Investor Education and Protection Fund . Members who have not encashed their dividend warrants for subsequent period are requested to encash the same immediately.

(e) The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information of the unclaimed dividends in respect of the Final Dividend for the financial year from 2007-08 till Final Dividend for the financial year 2013-14, on the website of the Company viz. www.ipca.com.

7. All documents referred in the notice will be available for inspection by the members at the Registered Office of the Company during working hours on all working days (excluding Saturday) upto the date of the Annual General Meeting and shall also be placed before the members at the said Annual General Meeting.

8. Explanatory statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

9. Electronic copy of the Notice of the 65th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 65th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

10. Members may also note that the Notice of 65th Annual General Meeting will also be available on the Company's website www.ipca.com for their download. The physical copies of the documents, if any, referred to in the notice will be available at the Company's Registered Office for inspection during 11.00 a.m. to 1.00 p.m. on all working days (excluding Saturday) upto the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same. For any communication, shareholders may also send requests to the Company's investor e-mail id investors@ipca.com.

11. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 65th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The shareholder who do not have access to e-voting or who do not wish to cast the vote electronically may request the Company for physical ballot paper for casting their vote, which will be provided by the Company upon request. Such ballot paper duly filled in may be sent to the Scrutinizer C/o Ipca Laboratories Limited, 48, Kandivli Industrial Estate, Kandivli (West), Mumbai 400 067 so as to reach the scrutinizer on or before 5.00 p.m. on 29th July, 2015.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on Monday, 27th July, 2015 (9:00 am) and ends on Wednesday, 29th July, 2015 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:
- (i) Open email and open PDF file viz; "Ipca Laboratories remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (Remote E-Voting Event Number) of Ipca Laboratories Ltd.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizer@ipca.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants or who request physical copy of notice]:
- (i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM :
EVEN (Remote E-Voting Event Number)_USER ID_PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the frequently asked questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no 1800 222 990.

- VII. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd July, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after despatch of notice and holding shares as of the cut-off date i.e., 23rd July, 2015 may obtain the login ID and password by sending an e-mail to evoting@nsdl.co.in by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No: 1800 222 990.
- XI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P. N. Parikh (Membership No. FCS-327) or failing him Mrs. Jigyasa N. Ved (Membership No. FCS-6488) of M/s. Parikh & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process (including poll at the meeting) in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting / physical ballot facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ipca.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

12. This Notice has been updated with the instructions for voting through electronic means as per amended Rules 2015.

Registered Office:

48, Kandivli Industrial Estate,
Kandivli (West), Mumbai 400 067.
Tel : 022 – 6210 5000
E-mail: ipca@ipca.com
Website: www.ipca.com
CIN: L24239MH1949PLC007837

Mumbai
30th May, 2015

By Order of the Board
For **Ipca Laboratories Ltd**

Harish P. Kamath
Corporate Counsel & Company Secretary
ACS 6792

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Dr. (Mrs) Manisha Premnath (DIN 05280048), aged 41 years is currently associated as General Manager with Venture Center - a technology business incubator hosted by the CSIR-National Chemical Laboratory, Pune, India. Venture Center is officially registered as Entrepreneurship Development Center – a non-profit company and is a DST-NSTEDB and DBT-BIRAC supported incubator. At Venture Center, she provides leadership for and manages a team that works closely with entrepreneurs and technologists to promote and support scientific/ inventive startups. She was responsible for setting up Venture Center's scientific facilities - a unique co-share facility for technology entrepreneurs. More recently, she has led a team in developing and launching the BIRAC Bioincubator at Venture Center which not only includes facilities to house biotech startups but also advanced scientific facilities including mass spectrometry, advanced microscopy, flow cytometry, etc. She is currently providing leadership to BIRAC supported programs at Venture Center aimed at bio-entrepreneurs.

Dr. (Mrs) Manisha Premnath is a Biotechnologist by training with a PhD from University of Pune/ CSIR-National Chemical Laboratory, Pune, India. During her PhD work, she was a British Council Higher Education Visiting Scholar at the University of Aberdeen, UK. She also has post doctoral experience at the University of Cambridge, UK. Her academic training and research experience spans microbiology, fungal biotechnology, molecular biology and molecular virology.

She is an Additional/Independent Director of the Company since 21st September, 2014.

She is also a Director in the following companies:

1. Seagull Biosolutions Pvt. Ltd.	2. Orthocrafts Innovations Pvt. Ltd.
3. Nayam Innovations Pvt. Ltd.	

Her knowledge and experience in microbiology and biotechnology will be of immense benefit to the Company.

Dr. (Mrs) Manisha Premnath does not hold any equity shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. (Mrs) Manisha Premnath being eligible and offering herself for appointment, is proposed to be appointed as a Director / Independent Director for a period of five consecutive years term from 21st September, 2014 upto 20th September, 2019. A notice has been received by the Company from a member proposing Dr. (Mrs) Manisha Premnath as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. (Mrs) Manisha Premnath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Director / Independent Director of the Company and is independent of the Company's management. Copy of the letter for appointment of Dr. (Mrs) Manisha Premnath as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the Company's website www.ipca.com.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. (Mrs) Manisha Premnath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. (Mrs) Manisha Premnath as a Director / Independent Director for the approval by the shareholders of the Company.

Except Dr. (Mrs) Manisha Premnath being an appointee herself, none of the Directors and Key Managerial Personnel of the Company and their relatives are 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 Exchange.

Item No. 7

The Board of Directors on the recommendation of the Audit Committee have appointed M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), as the Cost Auditors of the Company for the financial year 2015-16. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during normal business hours on any working day, excluding Saturday.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. The Board has decided the remuneration payable to M/s. ABK & Associates as Cost Auditors as mentioned in the resolution on the recommendation of the Audit Committee. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors accordingly recommend the resolution set out at Item No. 7 of the accompanying Notice for the approval of the members.

Item No. 8

Following the enactment of the Companies Act, 2013, and the repeal of the Companies Act, 1956 it is necessary to alter the Articles of Association of the Company to bring them fully in conformity with the applicable /corresponding provisions of the Companies Act, 2013.

In view of the foregoing, it is proposed to substitute a new set of Articles of Association for the present set of Articles of Association, rather than making piecemeal alterations in various provisions contained in the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the new set of Articles of Association would require to be approved by the shareholders in general meeting by way of Special Resolution. Hence this resolution is put for the consideration of the shareholders.

The following are the material alterations made to the existing Articles of Association. These are occasioned by the enactment of the new Companies Act, 2013 and the applicable provisions thereof:

- I. The existing Article 7 relating to further issue of capital has been replaced by new Article 16 in view of the provisions of Section 62 of the Act.
- II. The existing Article 10 relating to reduction of capital has been replaced by a new Article 73 in view of the provisions of Section 66 of the Act.
- III. The existing Article 4 relating to buy-back of shares has been replaced by a new Article 75 in conformity with Sections 68 to 70 of the Act.
- IV. The new Article 14 relating to sweat equity shares has been incorporated in conformity with Section 54 of the Act.
- V. Existing Articles 31 to 43 relating to calls on shares have been suitably altered in conformity with the applicable provisions of the Act. The corresponding articles are Articles 24 to 33.
- VI. New Article 44 to 47 relating to nomination has been incorporated in conformity with Section 72 of the Act.
- VII. Existing Article 143 relating to restriction on power of board has been replaced by new Article 145 in view of the provisions of Sections 179 and 180 of the Act.
- VIII. Existing provisions in Articles 12 relating to conversion of shares into stock and reconversion has been deleted.
- IX. Existing Articles 85 to 110 relating to general meetings has been replaced by new Articles 76 to 99.
- X. New Articles 126 to 128 relating to Managing Director has been inserted. It corresponds to existing Article 145 and 146.
- XI. New Article 135 relating to Chairman has been inserted. It corresponds to existing Article 134.
- XII. Existing Article 136 relating to Directors may appoint committees has been replaced by new Article 138, in view of the provisions of Section 179 of the Act.
- XIII. The existing Articles 169 to 176 relating to Accounts and Audit has been replaced by new Articles 161 and 162, in view of the provisions of Sections 139 to 146 of the Act.

None of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

A copy of the existing Articles of Association and of the proposed new set of Articles of Association will be open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Registered Office:

48, Kandivli Industrial Estate,
Kandivli (West), Mumbai 400 067.
Tel : 022 – 6210 5000
E-mail: ipca@ipca.com
Website: www.ipca.com
CIN: L24239MH1949PLC007837

Mumbai
30th May, 2015

By Order of the Board
For **Ipca Laboratories Ltd**

Harish P. Kamath
Corporate Counsel & Company Secretary
ACS 6792

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 65th Annual Report and Audited Financial Statements for the year ended 31st March, 2015.

STANDALONE FINANCIAL RESULTS		
	(₹ crores)	
	For the year ended 31.3.2015	For the year ended 31.3.2014
Sales and other Income (net of Excise duty)	3120.91	3256.25
Profit before financial cost, depreciation & Foreign Exchange translations (Gain) / Loss	556.27	826.66
Less : Finance cost	25.62	24.58
Depreciation and Amortisation	177.17	100.89
(Gain) / Loss on foreign exchange translations/transactions	(4.25)	72.10
Profit before tax	357.73	629.09
Less : Provision for taxation		
Current Tax	74.50	135.00
Deferred Tax	27.12	16.72
Net Profit	256.11	477.37
YOUR DIRECTORS RECOMMEND THE FOLLOWING APPROPRIATIONS		
Surplus in Profit & Loss Account as per last Balance Sheet	627.48	373.93
Net Profit for the year	256.11	477.37
Less:		
Transfer to General Reserve	42.50	150.00
Interim dividend	-	31.55
Tax on Interim dividend	-	5.36
Proposed dividend / final dividend	12.62	31.55
Tax on Proposed Dividend	2.57	5.36
Balance as at year end	825.90	627.48

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 42.50 crores to the general reserve out of the amount available for appropriation and an amount of ₹ 825.90 crores is proposed to be retained in the statement of profit and loss.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Accounting Standard AS-21, the audited consolidated financial statements are provided in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Development

The global pharmaceutical market is now estimated to be US \$ 1 trillion and is growing at a rate of about 4 -5 % per annum. North America, Japan and Europe constitute about 70% of the global pharmaceutical market. Increased penetration of specialized drugs and continued rise of emerging markets are key trends that will shape the global pharmaceutical markets in the coming years.

Thanks to advances in science and technology, the research based pharmaceutical industry is entering an exciting new era in medicine development. The research methods are evolving and the innovative pharmaceutical industry aims to turn fundamental research into innovative treatments that are widely available and accessible to patients.

A move to value based outcomes in drug research, increased penetration of specialty drugs, greater patient access to medicines, the reduced impact from patent expiries and continued rise of emerging markets will be primary drivers behind increase in global medicine spending through 2018.

b) Outlook, Risks and Concerns

Though in the world pharmaceutical market, India is ranked 3rd in volume, it has a negligible share by value and ranks 13th. Branded generics constitute 70% of Indian pharmaceutical market. Indian pharmaceutical market is considered to be a highly fragmented and consolidation has become an important feature of this industry.

Indian pharmaceuticals exports have increased from US\$ 2 billion in 2006 to about US\$ 10 billion in 2014. India has a huge pool of scientists and engineers who have potential to take this industry to a very high level of growth. Indian pharmaceutical industry is estimated to grow at nearly 20% over the next 5 years. Indian pharmaceuticals manufacturing facilities registered with US FDA at 500 plus was highest for any country outside USA. The Government of India has unveiled 'Pharma Vision 2020' aiming at making India a global leader in end-to-end drug manufacturing.

Indian companies are focusing on global generic and API business, R&D activities and contract research and manufacturing alliances. India is also fast emerging as a preferred pharmaceuticals manufacturing location.

Several large selling drugs going off patent over next few years and increasing use of pharmaceutical generics in developed markets to reduce healthcare cost will provide attractive growth opportunities to generics manufacturers and thus Indian pharmaceutical industry is poised for an accelerated growth in the coming years.

However, poor public healthcare funding and infrastructure, low per capita consumption of medicines in developing and under developed countries including India, currency fluctuations, regulatory issues, inflation and resultant all round increase in input costs are few causes of concern.

During the year under report, there was no change in the nature of Company's business.

c) Financial Performance and Operations Review

During the financial year under report, the Company registered a total income of ₹ 3120.91 crores against ₹ 3256.25 crores in the previous year, a degrowth of 4%.

The year under report has been a challenging year for the Company. During the year, the US FDA inspected the Company's Active Pharmaceutical Ingredients (APIs) manufacturing facility situated at Ratlam (Madhya Pradesh) as well as formulations manufacturing units situated at SEZ Indore (Pithampur) and Piparia (Silvassa). All these manufacturing units received certain inspection observations in Form 483 from the US FDA which subsequently resulted into these manufacturing units receiving import alerts.

These regulatory issues adversely impacted the Company's business. The Company's branded formulations business in the emerging markets also suffered due to significant currency fluctuations.

The Company is implementing comprehensive remedial measures at all its manufacturing sites to ensure quality and regulatory compliances. These remedial measures included review of all processes and procedures, revamping of training system, recruitment of senior quality personnel as well as automation of quality control laboratories. Your Company is committed in resolving these issues at the earliest. The Company is also committed to its philosophy of highest quality in manufacturing, operations, systems, integrity and cGMP culture. Your management is confident that implementation of remedial measures will ensure that the Company will regain all its regulatory approvals.

During the financial year under report, the Earnings before interest, depreciation and foreign exchange transactions / translation (gain) / loss amounted to ₹ 556.27 crores as against ₹ 826.66 crores in the previous financial year. The operations have resulted in a net profit of ₹ 256.11 crores during the financial year under report as against ₹ 477.37 crores in the previous financial year, a de-growth of 46%. The reduction in the net profit is mainly on account of lower sales due to regulatory issues in North America, lower institutional business and also lower branded formulations business in the emerging markets due to significant currency fluctuations.

Break-up of Sales					(₹ Crores) (net of excise duty & sales tax)			
	2014-15				2013-14			
	Domestic	Exports	Total	Growth	Domestic	Exports	Total	Growth
Formulations	1128.73	1239.21	2367.94	-3%	969.42	1465.79	2435.21	18%
APIs & Intermediates	178.32	513.65	691.97	-10%	164.60	600.23	764.83	15%
Net Total Sales	1307.05	1752.86	3059.91	-4%	1134.02	2066.02	3200.04	16%
Growth	15%	-15%	-4%		11%	20%	16%	

d) International Business

The products of the Company are now exported to nearly 120 countries across the globe. During the financial year under report, the international business amounted to ₹ 1752.86 crores as against ₹ 2066.02 crores in the previous year. Formulation exports of the Company decreased by 15% to ₹ 1239.21 crores and exports of APIs and Drug Intermediates decreased by 14% to ₹ 513.65 crores.

Continent-wise Exports					(₹ Crores)			
	2014-15				2013-14			
	Formulations	APIs and Intermediates	Total	% to exports	Formulations	APIs and Intermediates	Total	% to exports
Europe	469.32	175.70	645.02	37%	382.89	215.08	597.97	29%
Africa	328.99	20.00	348.99	20%	530.09	36.25	566.34	27%
Americas	154.60	149.77	304.37	17%	264.26	165.46	429.72	21%
Asia	56.98	157.36	214.34	12%	66.93	175.48	242.41	12%
CIS	146.59	7.18	153.77	9%	165.82	4.41	170.23	8%
Australasia	82.73	3.64	86.37	5%	55.80	3.55	59.35	3%
Total	1239.21	513.65	1752.86	100%	1465.79	600.23	2066.02	100%

Formulation Exports - Therapeutic Contribution		
Therapeutic Group	2014-15	2013-14
Cardiovasculars & Anti-diabetics	30%	31%
Anti-malarials	24%	35%
Non steroidal Anti-inflammatory drugs (NSAID)	21%	17%
Anti-bacterials	11%	10%
Anthelmintics	5%	3%
Central Nervous System (CNS) products	3%	1%
Gastro Intestinal (G.I) products	2%	1%
Cough Preparations	2%	1%
Others	2%	1%
TOTAL	100%	100%

Europe

The Company achieved European export sales of ₹ 645.02 crores during the financial year under report as against sales of ₹ 597.97 crores in the previous year, a growth of 8% from this continent.

The Company has developed and submitted 60 generic formulation dossiers for registration in Europe out of which 59 dossiers are already registered. The Company has also obtained certificate of suitability (COS) of 43 APIs from European Directorate for Quality Medicines.

Africa

The Company achieved export sales of ₹ 348.99 crores to Africa during the financial year under report as against ₹ 566.34 crores in the previous year.

The Company exports branded and generic formulations as well as APIs to 30 African countries. The Company markets branded formulations in countries like Uganda, Ghana, Ivory Coast, Burkina Faso, Zimbabwe, Sudan, Tanzania, Kenya, Ethiopia and Nigeria through dedicated field force.

The Company is expanding its branded formulations business in this continent through expansion of field force and geographical coverage and increase in the number of branded formulations marketed. The Company is also continuously filing new formulation dossiers for registration in African countries.

The reduction in sales from this continent is mainly on account of reduced institutional anti-malarial formulations business.

Americas

The Company exports its APIs to USA, Canada, Brazil, Mexico and generic formulations to USA, Canada and branded formulations to Panama, West Indies, Venezuela, Peru and Colombia in this sub-continent.

The Company achieved sales of ₹ 304.37 crores in this continent as against ₹ 429.72 crores in the previous year. As reported earlier, the US formulations and APIs business was impacted due to US FDA import alert for 3 of the Company's manufacturing facilities.

The Company has signed agreements with marketing partners for sale / distribution of generic formulations on a profit sharing arrangement in the US market. 41 ANDA applications in respect of generic formulations developed by the Company are filed with US FDA out of which 18 ANDA applications are granted till date. 48 DMFs of the Company are currently filed with US FDA.

Asia

The Asian business (excluding India) recorded sales of ₹ 214.34 crores as against ₹ 242.41 crores in the previous year. The Company exports formulations as well as APIs to several Asian countries. In countries like Nepal, Sri Lanka, Myanmar, Philippines and Vietnam, the Company markets its branded formulations through dedicated field force.

Confederation of Independent States (CIS)

The Company's CIS business recorded sales of ₹ 153.77 crores as against ₹ 170.23 crores in the previous year. Most of the business is from branded formulation sales in Russia, Ukraine, Kazakhstan and Belarus. The Company's branded formulations are marketed in this continent by its own field force appointed through its non-trading offices.

During the financial year, the Company's business was impacted in the CIS market due to significant currency fluctuations.

Australasia

The Company exports APIs to Australia and formulations to Australia and New Zealand in this sub-continent. The business from this continent was ₹ 86.37 crores during the financial year under report as against ₹ 59.35 crores in the previous year, a growth of 46%.

The Company has developed and submitted 62 generic formulation dossiers for registration in this market out of which 54 dossiers are registered.

e) Domestic Formulations Business

The Company's formulations business in India now comprises of 13 marketing divisions focusing on key therapeutic segments.

The brand building was in evidence especially in chronic therapy segments such as cardio-vasculars, anti-diabetics and non steroidal anti-inflammatory drugs (NSAID).

During the financial year under report, the domestic formulations business recorded a growth of 16% at ₹ 1128.73 crores as against ₹ 969.42 crores in the previous year.

Domestic Branded Formulations - Therapeutic Contribution		
Therapeutic segment	2014-15	2013-14
	% to sales	% to sales
Non steroidal anti-inflammatory drugs (NSAID)	36%	35%
Cardiovasculars & Anti-diabetics	23%	24%
Anti-malarials	14%	14%
Anti-bacterials	7%	6%
Gastro Intestinal (G I) products	5%	5%
Cough Preparations	4%	4%
Dermatology	4%	4%
Neuro Psychiatry	3%	3%
Urology	2%	1%
Neutraceuticals	1%	2%
Others	1%	2%
Total	100%	100%

f) Active Pharmaceutical Ingredients (APIs) and Intermediates Business

During the financial year under report, the APIs and Intermediates business recorded sales of ₹ 691.97 crores as against ₹ 764.83 crores in the previous financial year. Nearly 74% of the APIs and Intermediates business is from exports.

The Company exports its APIs across the globe. Most of the international customers of the Company are end user formulations manufacturers including several multinational companies.

g) Intellectual Property Protection

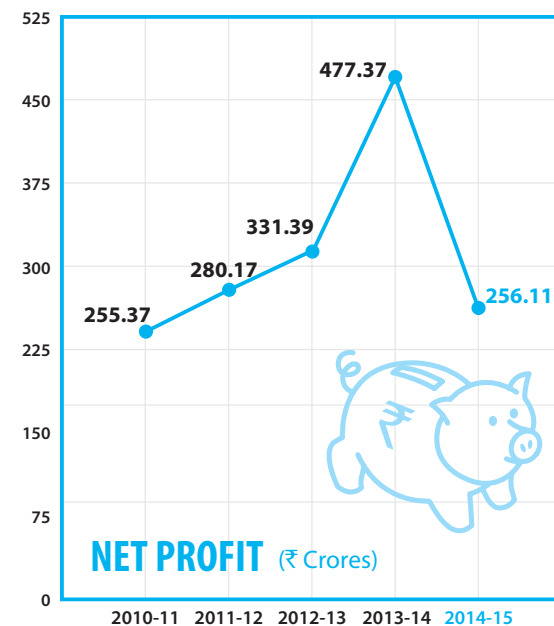
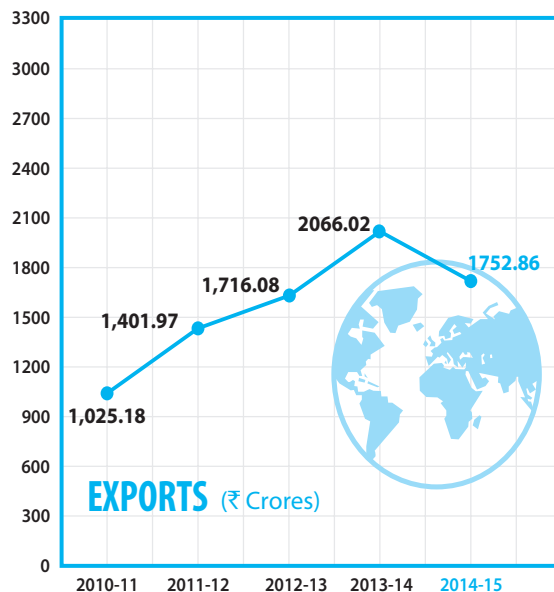
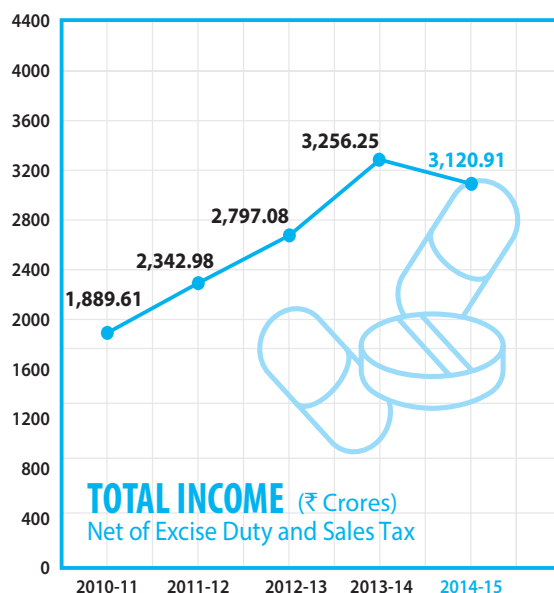
The Company has created intellectual property management group within the Research and Development centers to deal with management and protection of intellectual property. The Company has filed as many as 228 patent applications till date in India, USA and other countries. These applications relate to novel and innovative manufacturing processes for the manufacture of APIs and pharmaceutical formulations.

h) Manufacturing Facilities

During the year, the API manufacturing facility at Ratlam was further expanded to cater to future manufacturing needs of APIs.

The work for setting up of a new green field API manufacturing facility at Village Ranu, Tehsil Padra, District – Vadodara (Gujarat) is progressing satisfactorily. One manufacturing block for manufacturing of small volume APIs is put to use during the financial year under report. Another manufacturing block for bigger volume APIs production is expected to be ready by June 2015.

During the financial year, the Company has acquired assets of formulations manufacturing unit situated at Plot No. T-139, MIDC, Tarapur, Palghar – 401506. The Company has also acquired as a going concern on slump sale basis the High Potency (Hormonal) Oral Solid Dosage formulations manufacturing unit situated at Sector III, Pithampur, Dhar (Madhya Pradesh) together with its employees. This manufacturing unit has the approval of WHO-GMP, INVIMA Colombia and German



Regulatory Agency. The acquisition of this manufacturing unit will help the Company in forward integrating the hormonal APIs being manufactured by the Company at its manufacturing unit situated at Nandesari (Gujarat) with hormonal formulations for the world market.

i) Krebs Biochemicals and Industries Ltd.

During the year under report, the Company has acquired joint management stake in M/s. Krebs Biochemicals & Industries Ltd., a listed public limited company with fermentation based APIs manufacturing facilities situated at Visakhapatnam and Nellore (Andhra Pradesh). The Company had also made public announcement of open offer to the public shareholders of the said company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

j) Internal Control Systems and its adequacy

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorisation and approval procedures. The Company has an internal audit department which carries out audits throughout the year. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

k) Human Resources

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees across various locations.

During the year under review, various training and development workshops were conducted to improve the competency level of employees with an objective to improve the operational performance of individuals. The Company has built a competent team to handle challenging assignments. The Company strives to enhance the technical, work related and general skills of employees through dedicated training programs on a continuous basis.

The Company has 13,013 permanent employees as on 31st March, 2015 out of which 6,342 employees are engaged in the marketing and distribution activities.

l) Cautionary Statement

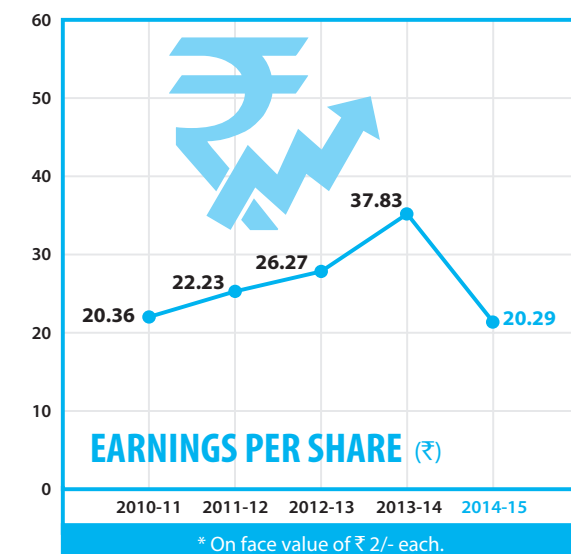
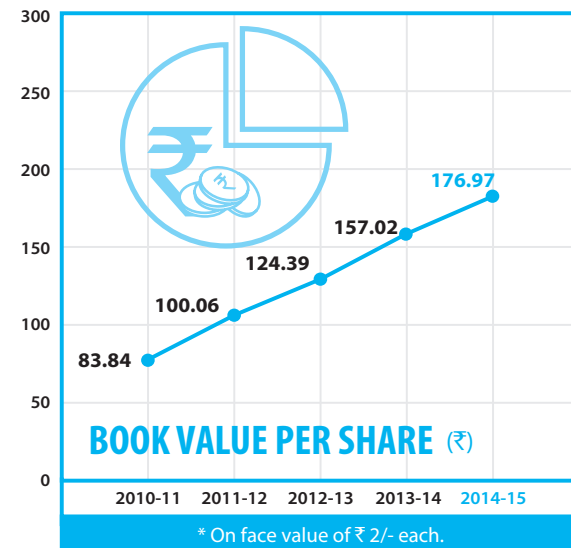
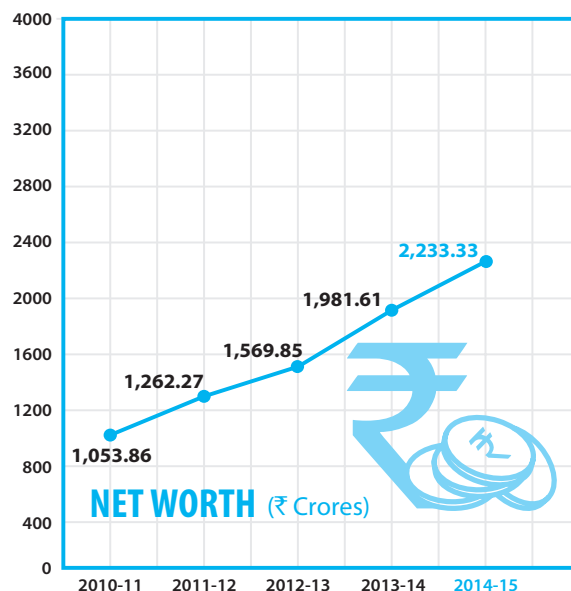
Certain statement in the management discussion and analysis may be forward looking within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Factors that would make differences to Company's operations include competition, price realisation, currency fluctuations, regulatory issues, changes in government policies and regulations, tax regimes, economic development within India and the countries in which the Company conducts business and other incidental factors.

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which financial statements in this report relate and the date of this report.

SHARE CAPITAL

The paid-up equity share capital of the Company as at 31st March, 2015 is ₹ 25.24 crores. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.



SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

During the financial year under report, M/s. Krebs Biochemicals and Industries Ltd. became an associate company. No other company has become / ceased to be subsidiary or joint venture or associate company during the financial year.

During the year, as a part of group re-construction, Ipca Laboratories (UK) Ltd. acquired the entire issued share capital of Onyx Scientific Ltd., UK from its wholly owned subsidiary Onyx Research Chemicals Ltd., U.K. on 25th March, 2015 in lieu of capital dividend declared by the said company. Consequent to this, Onyx Scientific Ltd., UK has become wholly owned subsidiary of Ipca Laboratories (UK) Ltd. from the said date. From the said date, Onyx Research Chemicals Ltd. UK has ceased to trade and is in the process of being dissolved.

The wholly owned subsidiary company, Ipca Pharmaceuticals (Shanghai) Ltd., incorporated in the Peoples Republic of China, is in the process of being voluntarily closed down.

There has been no material change in the nature of the business of the subsidiaries. The Company has no subsidiary which can be considered as material within the meaning of Clause 49 (V) (E) of Listing Agreement.

In accordance with the provisions of Section 136(1) of the Companies Act, 2013, the following have been placed on the website of the Company www.ipca.com:

- a) Annual Report of the Company, containing therein its standalone and the consolidated financial statements; and
- b) audited annual accounts of each of the subsidiary companies.

As required, the financial data of the subsidiaries, joint venture and associate companies is furnished in the prescribed Form AOC-1 as an Annexure to the consolidated financial statements.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company are attached.

RESEARCH & DEVELOPMENT (R&D)

The Company has always considered Research and Development (R&D) as crucial for the sustained growth of the Company. The Company has stepped-up investments in R&D to keep pace with the changing domestic and global scenario.

The Company has R&D centers at Mumbai, Ratlam, Athal and Indore, duly recognized by the Government of India, Ministry of Science and Technology, Department of Scientific & Industrial Research (DSIR). These R&D centers are also approved by the prescribed authority under Section 35 (2AB) of the Income Tax Act, 1961 for availing weighted tax benefit on the R&D expenditure.

The Company has set up new R&D Centres at Kandivli, Mumbai for Biotech Research and at Village Ranu (District-Vadodara), Gujarat for Chemicals Research. Both these R&D Centres have commenced their operations in financial year under report.

The Company has stepped up its R&D expenditure from ₹ 123.24 crores (3.87% of the turnover) in the previous year to ₹ 157.19 crores (5.16% of the turnover) in the year under report.

With qualified and experienced research scientists and engineers manning the research and development activities, the Company has focused its thrust on new and innovative process and product development for the manufacture of APIs with non-infringing processes. Apart from development of new dosage forms and drug delivery systems, improvement in processes and yield as well as cost reduction are also focus areas.

DIVIDEND

Your Directors had not declared any interim equity dividend for the financial year under report. Your directors are now pleased to recommend a equity dividend of ₹ 1/- per share (50%) for the financial year under report as against 250% paid in the previous financial year. The dividend will be tax free in the hands of the shareholders.

The dividend amounting to ₹ 12.62 crores and dividend tax amounting to ₹ 2.57 crores, if approved at the ensuing Annual General Meeting, will be appropriated out of the profits for the year.

DIRECTORS

During the year under report, Mr. Madhukar R. Chandurkar and Dr. V. V. Subba Rao resigned as Directors of the Company on 29th May, 2014 due to their other pre-occupations. The Board place on record its sincere appreciation for the services rendered to the Company by Mr. M. R. Chandurkar and Dr. V. V. Subba Rao during their tenure as Directors of the Company.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Babulal Jain, Mr. Anand Kusre, Mr. Dev Parkash Yadava and Dr. Ramakanta Panda have been appointed as Independent Directors for a period of five years till 31st March, 2019 at the annual general meeting held on 31st July, 2014.

At the meeting of the Board of Directors of the Company held on 21st September, 2014, Dr. (Mrs.) Manisha Premnath was appointed as an Additional/Independent Director of the Company. She holds the office of directorship till the conclusion of the ensuing Annual General Meeting. Being eligible, she has offered herself for appointment as an Independent Director of the Company.

Mr. Prashant Godha and Mr. Premchand Godha, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

Mr. Babulal Jain, Mr. Anand Kusre, Mr. Dev Parkash Yadava, Dr. Ramakanta Panda and Dr. (Mrs.) Manisha Premnath, who are independent directors, have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent director during the year.

In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

A brief note on Directors retiring by rotation and eligible for re-appointment as well as Independent Director being appointed is furnished in the Report on Corporate Governance.

KEY MANAGERIAL PERSONNEL

During the year under report, the Company has appointed following persons as Key Managerial Personnel:

Mr. Premchand Godha	-	Chairman & Managing Director/CEO
Mr. Ajit Kumar Jain	-	Joint Managing Director / CFO
Mr. Harish P. Kamath	-	Corporate Counsel & Company Secretary

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Nomination and Remuneration Committee has laid down the criteria for Directors' appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as Leadership, Entrepreneurship, Business Advisor or such other attributes which in the opinion of the Committee are in the interest of the Company;
- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges, in case of appointment of an independent director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, medical, social service, professional teaching or such other areas or disciplines which are relevant for the Company's business.

BOARD EVALUATION

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board. The criteria for performance evaluation is based on the various parameters like attendance and participation at meetings of the Board and Committees thereof, contribution to strategic decision making, review of risk assessment and risk mitigation, review of financial statements, business performance and contribution to the enhancement of brand image of the Company.

The Board has carried out evaluation of its own performance as well as that of the Committees of the Board and all the Directors.

The annual evaluation was carried out in the following manner:

Sr. No.	Performance evaluation of	Performance evaluation performed by
1.	Board and individual directors	Board after seeking inputs from all directors
2.	Board Committees	Board seeking inputs from all committee members
3.	Individual Directors	Nomination and Remuneration committee
4.	Non-independent directors, Board as a whole and the Chairman	Separate meeting of independent directors after taking views from executive directors
5.	Board, its Committees and individual Directors	At the board meeting held after the meeting of the independent directors based on evaluation carried out as above.

REMUNERATION POLICY

The objective and broad framework of the Company's Remuneration Policy is to consider and determine the remuneration based on the fundamental principles of payment for performance, for potential and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance and emphasising on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel which is approved by the Board of Directors, subject to the approval of shareholders, where necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Remuneration Policy is placed on the Company's website www.ipca.com.

Information about elements of remuneration package of individual directors is provided in the extract of the Annual Return as provided under Section 92(3) of the Companies Act, 2013 which is enclosed.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Details of the familiarization program of independent directors is disclosed on the website of the Company www.ipca.com.

MEETINGS OF THE BOARD AND COMMITTEES THEREOF

This information has been furnished under Report on Corporate Governance, which is annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- ii) that your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2015 and of the profit of the Company for the financial year;
- iii) that your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that your Directors have prepared the annual accounts on a going concern basis;
- v) that your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

As per the requirement of listing agreement with the Stock Exchanges, the Company has complied with the requirements of Corporate Governance in all material aspects.

A report on Corporate Governance (Annexure 1) together with a certificate of its compliance from a Practising Company Secretary, forms part of this report.

FIXED DEPOSITS

During the year under review, the Company has not accepted any fixed deposits and as such no amount of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

AUDIT COMMITTEE

Details of the Audit Committee along with its constitution and other details are provided in the Report on Corporate Governance.

AUDITORS, AUDIT REPORT AND AUDITED ACCOUNTS

M/s Natvarlal Vepari & Co. (Firm Registration No. 106971W), Chartered Accountants, retire as auditors and being eligible, offer themselves for re-appointment.

The Auditors' Report read with the notes to the accounts referred to therein are self-explanatory and, therefore, do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Auditors.

COST AUDIT

Pursuant to the provisions of Section 148 of the Companies Act, 2013, M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036) were appointed as the Cost Auditors to conduct audit of cost records for Bulk Drugs and Formulations activities of the Company for the financial year 2014-15.

The Cost Audit Report for the financial year 2013-14, which was due to be filed with the Ministry of Corporate Affairs by 27th September, 2014 was filed on 25th September, 2014.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practising Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2014-15.

The Secretarial Auditors' Report is annexed hereto. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is committed to good corporate citizenship. As a part of its corporate social responsibility, the Company continues to undertake a range of activities including healthcare and education to improve living conditions of the needy people. The CSR policy of the Company is placed on the website of the Company www.ipca.com (weblink - http://www.ipca.com/pdf/corporate_policy/Corporate_Social_Responsibility_Policy.pdf).

During the year under report, the Company has also supported healthcare and educational projects undertaken by charitable institutions and organizations.

In accordance with the provisions of Section 135 of the Companies Act, 2013, an abstract on Company's CSR activities is furnished as Annexure 2 to this report.

SAFETY, ENVIRONMENT AND HEALTH

The Company considers safety, environment and health as the management responsibility. Regular employee training programmes are carried out in the manufacturing facilities on safety, environment and health.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013. The details of the loans and guarantees given and investments made by the Company are provided in the notes to the financial statements.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of Company's business. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material within the meaning of clause 49 of the listing agreement.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (http://www.ipca.com/pdf/corporate_policy/Related_Party_Transactions.pdf).

All the related party transactions are placed before the Audit Committee as well as the Board for approval on a quarterly basis. Omnibus approval was also obtained from the Audit Committee and the Board on an annual basis for repetitive transactions.

Related party transactions under Accounting Standard - AS18 are disclosed in the notes to the financial statements. Prescribed Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished as Annexure 3 to this report.

EMPLOYEES

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration and other details as set out in the said Rules is furnished as Annexure 4 to this report.

CODE OF CONDUCT

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website www.ipca.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Chairman & Managing Director / CEO is given at the end of the Corporate Governance Report.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

There is a Whistle Blower Policy in the Company and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blower Policy is posted on the website of the Company www.ipca.com.

PREVENTION OF INSIDER TRADING

The Company has also adopted a code of conduct for prevention of insider trading. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

The Board at its meeting held on 30th May 2015 has adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company www.ipca.com.

BUSINESS RISK MANAGEMENT

Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Company has constituted a Risk Management Committee. The details of the Committee and its terms of reference are provided in the Report on Corporate Governance, which is annexed.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by any regulator, tribunal or court that would impact the going concern status of the Company and its future operations.

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

In accordance with the requirements of Section 134 of the Companies Act, 2013, statement showing particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo is furnished as Annexure 5 to this report.

EXTRACT OF ANNUAL RETURN

In accordance with the requirements of Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form MGT-9 is furnished as Annexure 6 to this report.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the continued co-operation and support extended to the Company by the bankers and financial institutions. Your Directors also thank the medical profession, the trade and consumers for their patronage of the Company's products. Your Directors also place on record their profound admiration and sincere appreciation of the continued hard work put in by employees at all levels.

For and on behalf of the Board

Premchand Godha

Chairman & Managing Director

Mumbai
30th May, 2015

REPORT ON CORPORATE GOVERNANCE

ANNEXURE 1

Pursuant to Clause 49 of the Listing Agreement, given below is a report on the Corporate Governance in the Company:

1. Company's philosophy of Corporate Governance is to ensure :

- that the Board and top management of the Company are fully apprised of the affairs of the Company that is aimed at assisting them in the efficient conduct of the Company's business so as to meet Company's obligation to the stakeholders.
- that the Board exercises its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability.
- that all disclosure of information to present and potential investors are maximised.
- that the decision making process in the organisation is transparent and are backed by documentary evidences.
- The company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the Stock exchanges with regard to Corporate Governance.

2. Board of Directors

The present strength of the Board of Directors of the Company is nine directors of which one is promoter Chairman & Managing Director / CEO, one professional non-promoter Joint Managing Director/CFO, two promoter Executive Directors and five non-executive independent directors including one woman director with independent judgment in the deliberation and decision of the Board. The Chairman of the Board is an Executive and Promoter Director.

6 (Six) board meetings were held during the Financial Year 2014-15. The dates on which the said meetings were held are as follows:

29 th May, 2014	31 st July, 2014
21 st September, 2014	10 th November, 2014
7 th February, 2015	13 th February, 2015

The last Annual General Meeting of the Company was held on 31st July, 2014.

Details of composition and category of Directors, their attendance at the Board meetings, Annual General meeting and shareholding of each Director are as follows:

Name of the Director	Category	No. of board meetings		Attendance at last AGM (31.07.2014)	No. of Equity shares held in the Company **
		Held	Attended		
Mr. Premchand Godha (DIN 00012691)	Chairman & Managing Director, Promoter Director	6	6	Yes	26,81,340
Mr. Ajit Kumar Jain (DIN 00012657)	Joint Managing Director, Professional, Non-Promoter Director	6	6	Yes	66,000
Mr. Pranay Godha (DIN 00016525)	Executive Director, Promoter Director	6	5	Yes	6,06,936
Mr. Prashant Godha (DIN 00012759)	Executive Director, Promoter Director	6	6	Yes	7,31,800
Mr. Babulal Jain (DIN 00016573)	Non-Executive, Independent Director	6	6	Yes	25,500
Mr. Anand T. Kusre (DIN 00818477)	Non-Executive, Independent Director	6	6	Yes	Nil
Mr. Dev Parkash Yadava (DIN 00778976)	Non-Executive, Independent Director	6	6	Yes	4,629
Dr. Ramakanta M. Panda (DIN 01161791)	Non-Executive, Independent Director	6	4	No	Nil
Dr. (Mrs) Manisha Premnath (DIN 05280048)	Non-Executive, Independent Director (Appointed w.e.f 21 st September, 2014)	6	3	—*	Nil
Mr. Madhukar R. Chandurkar (DIN 00012731)	Non-Executive, Promoter Director (resigned w.e.f 29 th May, 2014)	6	1	—*	21,51,000
Dr. V. V. Subba Rao (DIN 00021071)	Non-Executive, Independent Director (resigned w.e.f 29 th May, 2014)	6	1	—*	12,500

*Not a Director on the date of last Annual General Meeting.

Notes:

Mr. Premchand Godha, Chairman & Managing Director, Mr. Pranay Godha and Mr. Prashant Godha, Executive Directors are related to each other. None of the other Directors are related to each other.

At the meeting of the Board of Directors of the Company held on 29th May, 2014, Mr. Madhukar R. Chandurkar and Dr. V. V. Subba Rao resigned as Directors of the Company w.e.f. 29th May, 2014.

At the meeting of the Board of Directors of the Company held on 21st September, 2014, Dr. (Mrs) Manisha Premnath was appointed as the Additional Director / Independent Director of the Company.

**The above shareholding as at 31st March, 2015 is in respect of shares which are held by Directors as a first holder and in which shares they have beneficial interest.

Number of other companies or committees of which the Director is a Director/Member/Chairman:

Name of Director	No. of other companies in which he is Director (including private companies)	No. of Committees in which he is Member (other than Ipca)	No. of Committees of which he is Chairman (other than Ipca)
Mr. Premchand Godha	6	1	Nil
Mr. Ajit Kumar Jain	Nil	Nil	Nil
Mr. Pranay Godha	6	Nil	Nil
Mr. Prashant Godha	6	Nil	Nil
Mr. Babulal Jain	1	Nil	Nil
Mr. Anand T. Kusre	3	3	2
Mr. Dev Parkash Yadava	4	2	1
Dr. Ramakanta M. Panda	12	Nil	Nil
Dr. Manisha Premnath	3	Nil	Nil

Directorship held by Directors mentioned above does not include Directorship of foreign companies.

The memberships / chairmanships in Audit Committee and Stakeholders Relationship Committee only of Indian public limited companies have been considered.

The Company has a process to provide, inter-alia, the information to the Board as required under clause 49 of the listing agreement pertaining to Corporate Governance. The Board periodically reviews the compliances by the Company of all applicable laws. Video conferencing facilities are also made available in case directors wish to attend the meeting through video conference.

None of the Directors are directors in more than 20 companies at the same time and are also not serving as independent director in more than seven listed companies or serve as wholetime Director in any other listed company.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors. All directors have disclosed their committee positions to the Company.

The Shareholders at the annual general meeting of the Company held on 31st July, 2014 have approved the appointment of Mr. Babulal Jain, Mr. Anand T. Kusre, Mr. Dev Parkash Yadava and Dr. Ramakanta Panda as Independent directors for a term of five years from 1st April, 2014 upto 31st March, 2019. The terms and conditions of appointment of independent directors have been disclosed on the website of the Company.

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, all the independent directors have given declaration of independence in the first board meeting of the current financial year held on 30th May, 2015.

Independent directors are non-executive directors as defined under clause 49(II)(B) (1) of the Listing Agreements entered into with the stock exchanges. The maximum tenure of the Independent directors is in compliance with the Companies Act, 2013.

The Company conducted a familiarization program for the Independent Directors with regards to their role, rights and responsibilities as Independent Directors. The Independent Directors are also regularly briefed on the nature of the pharmaceuticals industry and the Company's business model. The familiarization programs have been uploaded on the website of the company at www.ipca.com.

The Company has not entered into any materially significant transactions during the year under report with promoters, directors, key/senior management personnel, etc. other than the transactions entered into in the normal course of Company's business. The transactions with related parties are disclosed under notes forming part of the accounts.

Information required under clause 49 VIII E (old clause 49 IV G applicable upto September 30, 2014) of the listing agreement on Directors seeking appointment / re-appointment

Mr. Prashant Godha (DIN 00012759)

Mr. Prashant Godha, aged 40 years is a graduate in Commerce and has done Post Graduate Diploma in Business Management and has experience of over 16 years in pharmaceuticals marketing and general management.

He was appointed as an Additional Director on the Board of the Company with effect from 28th July, 2011 and was appointed as Executive Director of the Company with effect from 16th August, 2011. Prior to his appointment as Executive Director of the Company, he has worked as Wholetime / Executive Director of Makers Laboratories Ltd. from 20th May, 1999 till 10th August, 2011.

He holds 7,31,800 equity shares in the Company.

He is also a Director of the following companies:

1.	Kaygee Investments Pvt. Ltd.	4.	Paschim Chemicals Pvt. Ltd.
2.	Gudakesh Invest. & Traders Pvt. Ltd.	5.	Exon Laboratories Pvt. Ltd.
3.	Paranthapa Invest. & Traders Pvt. Ltd.	6.	Saraswati Entertainment Private Ltd.

He is not a member of any Committee of the Board in other companies in which he is a Director.

Mr. Premchand Godha (DIN 00012691)

Mr. Premchand Godha aged 68 years is a qualified Chartered Accountant and a Commerce graduate. He is also a first generation entrepreneur. He is a director of the Company since 31st October, 1975 and has been the Managing Director of the Company since March, 1983. He has 38 years of experience in the pharmaceuticals industry.

He holds 26,81,340 equity shares of the Company.

He is also a Director of the following companies:

1.	Kaygee Investments Pvt. Ltd	4.	Paranthapa Inv. & Traders Pvt. Ltd.
2.	Vasant Investment Corporation Ltd.	5.	Kaygee-Loparex India Pvt. Ltd.
3.	Gudakesh Inv. & Traders Pvt. Ltd.	6.	AB Corp Limited

Mr. Premchand Godha is a member of the Corporate Social Responsibility Committee of M/s. Kaygee Loparex India Pvt. Ltd. and Audit Committee of M/s. AB Corp Limited.

Dr. (Mrs.) Manisha Premnath (DIN 05280048)

Dr. (Mrs.) Manisha Premnath aged 41 years is currently associated as General Manager with Venture Center - a technology business incubator hosted by the CSIR-National Chemical Laboratory, Pune, India. Venture Center is officially registered as Entrepreneurship Development Center – a non-profit company and is a DST-NSTEDB and DBT-BIRAC supported incubator. At Venture Center, she provides leadership for and manages a team that works closely with entrepreneurs and technologists to promote and support scientific/ inventive startups. She was responsible for setting up Venture Center's scientific facilities - a unique co-share facility for technology entrepreneurs. More recently, she has led a team in developing and launching the BIRAC Bioincubator at Venture Center which not only includes facilities to house biotech startups but also advanced scientific facilities including mass spectrometry, advanced microscopy, flow cytometry, etc. She is currently providing leadership to BIRAC supported programs at Venture Center aimed at bio-entrepreneurs.

Dr. (Mrs.) Manisha Premnath is a Biotechnologist by training with a PhD from University of Pune/ CSIR-National Chemical Laboratory, Pune, India. During her PhD work, she was a British Council Higher Education Visiting Scholar at the University of Aberdeen, UK. She also has post doctoral experience at the University of Cambridge, UK. Her academic training and research experience spans microbiology, fungal biotechnology, molecular biology and molecular virology.

She does not hold any shares in the Company.

She is also a Director in the following companies:

1.	Seagull Biosolutions Private Limited	3.	Nayam Innovations Private Limited
2.	Orthocrafts Innovations Private Limited		

She is not a member of any Committee of the Board in other companies in which she is a Director.

Code of Conduct

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website www.ipca.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration in this regard signed by the Chairman & Managing Director / CEO is given at the end of this Report.

The Company has also adopted a code of conduct for prevention of insider trading. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

The Board at its meeting held on 30th May 2015 has adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company www.ipca.com.

3. Audit Committee

Terms of Reference & Composition, Name of Members and Chairman :

The Audit Committee of the Company currently comprises of Mr. Babulal Jain, Chairman of the Committee, Mr. Anand T. Kusre and Mr. Dev Parkash Yadava, all being Independent Directors with independent judgment in the deliberation and decisions of the Board as well as Audit Committee and Mr. Prashant Godha, Executive Director. All members of the Audit Committee have knowledge on financial matters and the Chairman of the Audit Committee is a senior Chartered Accountant in practice having accounting and financial management expertise.

Mr. Ajit Kumar Jain, Joint Managing Director in-charge of Finance/CFO and Mr. Pranay Godha, Executive Director along with Statutory Auditors, Cost Auditors and Mr. Kavish Agrawal, General Manager (Audit) who is the Internal Auditor of the Company are invitees to the meetings of the Audit Committee. Mr. Harish P. Kamath, Corporate Counsel and Company Secretary is the Secretary of this Committee.

Mr. Kavish Agrawal is appointed as the Internal Auditor of the Company under the provisions of Section 138 of the Companies Act, 2013.

The terms of reference to this Committee, inter-alia, covers all the matters specified under Section 177 of the Companies Act, 2013 and also all the matters listed under clause 49 of the listing agreement with stock exchanges such as oversight of the Company's financial reporting process; recommending the appointment/re-appointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process, approval of transactions with related parties, sanctioning of loans and investments, evaluation of internal financial control and risk management system, reviewing with the management annual financial statements and Auditors report thereon, quarterly financial statements and other matters as covered under role of Audit Committee in clause 49. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company / Company's subsidiaries as well as seek outside legal and professional advice.

The Audit committee reviews all the information that is required to be mandatorily reviewed by it under the corporate governance.

Audit Committee meetings and the attendance during the financial year 2014-15.

There were 5 (Five) meetings of the Audit Committee during the Financial Year 2014-15. The gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

29 th May, 2014	31 st July, 2014	21 st September, 2014
10 th November, 2014	7 th February, 2015	

The attendance of each member of the Audit Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Babulal Jain	5	5
Mr. Anand T. Kusre	5	5
Mr. Prashant Godha	5	5
Mr. Dev Parkash Yadava (w.e.f. 29 th May, 2014)	5	4
Dr. V. V. Subba Rao (upto 29 th May, 2014)	5	1

The previous annual general meeting of the Company was held on July 31, 2014 and was attended by Mr. Babulal Jain, Chairman of the Audit committee.

4. Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee of the Board which currently comprises of Mr. Babulal Jain (Chairman of the Committee), Mr. Anand T. Kusre and Mr. Dev Parkash Yadava, all independent directors to function in the manner and to deal with the matters specified in the clause 49 of the listing agreement and also to review the overall compensation structure and policies of the Company to attract, motivate and retain employees. The role of this Committee, inter-alia, include:

- Formulation of the criteria relating to the remuneration of the directors, key managerial personnel and other employees which is displayed on the Company's website (weblink http://www.ipca.com/pdf/corporate_policy/Remuneration_Policy.pdf);
- Formulation of criteria for evaluation of Independent Directors and the Board which is displayed on the Company's website (weblink http://www.ipca.com/pdf/corporate_policy/Evaluation_of_Directors.pdf);

- c. Devising a policy on Board diversity which is displayed on the Company's website (weblink http://www.ipca.com/pdf/corporate_policy/Policy_on_Board_Diversity_of_the_Company.pdf);
- d. Oversee the familiarization programs for directors (weblink <http://www.ipca.com/board-of-directors.html>); and
- e. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company's remuneration policy and the evaluation criteria is displayed on the Company's website (weblink http://www.ipca.com/pdf/corporate_policy/Criteria_for_selection_of_Candidates_for_Senior_Management_and_Members_on_the_Board.pdf).

There were 2 (Two) meetings of this Committee during the Financial Year 2014-15. The dates on which the said meetings were held are as follows:

29 th May, 2014	30 th March, 2015
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The attendance of each member of the Nomination and Remuneration Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Babulal Jain	2	2
Mr. Anand T. Kusre	2	2
Mr. Dev Parkash Yadava (w.e.f. 29 th May, 2014)	2	1
Dr. V. V. Subba Rao (upto 29 th May, 2014)	2	1

The details of the remuneration payable to Managing Director, Joint Managing Director and Executive Directors for the Financial Year 2014-15 are given below:

(₹)

Name of Directors	Salary	Benefits and Perquisites	Commission*	Total
Mr. Premchand Godha (Chairman & Managing Director)	3,30,00,000	1,01,38,427	8,25,00,000	12,56,38,427
Mr. Ajit Kumar Jain (Joint Managing Director)	96,66,667	83,55,588	1,45,00,000	3,25,22,255
Mr. Pranay Godha (Executive Director)	60,00,000	43,05,959	90,00,000	1,93,05,959
Mr. Prashant Godha (Executive Director)	42,00,000	29,79,600	63,00,000	1,34,79,600

* As provided in the Annual Accounts 2014-15 and payable subject to shareholders approval.

The appointment of Managing Director, Joint Managing Director and Executive Directors is contractual and is generally for a period of 5 years. Either party is entitled to terminate agreement by giving not less than 30 days/60 days notice in writing, as the case may be, to the other party. There is no separate provision for payment of severance fee in the agreements signed by the Company with them.

The non-executive Directors are paid only sitting fees and re-imbursement of out of pocket expenses incurred for attending the meetings of the Board of Directors and Committees thereof.

Details of payments made to Non-Executive Directors in the Financial Year 2014-15 are as under:

Name of the Director	Sitting fees Paid (₹)	Commission paid (₹)
Mr. Babulal Jain	5,50,000	Nil
Mr. Anand T. Kusre	4,75,000	Nil
Mr. Dev Parkash Yadava	5,00,000	Nil
Dr. Ramakanta M. Panda	2,00,000	Nil
Dr. (Mrs.) Manisha Premnath (w.e.f 21 st September, 2014)	1,50,000	Nil
Mr. Madhukar R. Chandurkar (upto. 29 th May, 2014)	75,000	Nil
Dr. V.V. Subba Rao (upto 29 th May, 2014)	1,00,000	Nil

None of the Directors have received any remuneration or commission from Company's holding or subsidiary companies.

5. Stakeholders Relationship Committee

Details of the Members, Compliance Officer, number of complaints received and pending, number of transfers pending as on close of the financial year:

This Committee functions under the Chairmanship of Mr. Babulal Jain, the non-executive independent Director. Mr. Premchand Godha, Chairman & Managing Director and Mr. Ajit Kumar Jain, Joint Managing Director are the other members of this committee. There were 3 (Three) meetings of this committee during the financial year 2014-15. The dates on which the said meetings were held are as follows:

29 th May, 2014	10 th November, 2014
7 th February, 2015	

The attendance of each member of the Stakeholders Relationship Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Babulal Jain	3	3
Mr. Premchand Godha	3	3
Mr. Ajit Kumar Jain (w.e.f. 29 th May, 2014)	3	2
Mr. Madhukar R. Chandurkar (upto 29 th May, 2014)	3	1

Mr. Harish P. Kamath, Corporate Counsel & Company Secretary is the Compliance Officer of the Company.

This committee monitors share transfers, transmissions and other shareholders related activities including redressal of investor grievances.

During the year, the Company received 54 complaints/communications from the shareholders, mostly regarding non-receipt of dividend warrants posted/request for revalidation of date of expiry warrants, bonus shares issue, stock split share certificate related queries, etc. all of which are attended to. The Company had no unattended request pending for transfer of its equity shares or any unattended complaints at the close of the financial year.

6. Risk Management Committee

The Risk Management Committee was constituted by the Board of Directors at its meeting held on 21st September, 2014 consisting of the following members:

Mr. A. K. Jain, Joint Managing Director/CFO, Mr. Pranay Godha, Executive Director, Mr. Prashant Godha, Executive Director and Mr. Manish Jain, Vice President – Business Development.

The roles and responsibilities of the Risk Management Committee are as prescribed under Clause 49 of the Listing Agreement, as amended from time to time and includes monitoring and review of risk management plan on a quarterly basis and reporting the same to the Board of Directors periodically as it may deem fit and any other terms as may be referred to them by the Board of Directors, from time to time.

There were 2 (two) meetings of this committee during the financial year 2014-15. The dates on which the said meetings were held are as follows:

10 th November, 2014	13 th February, 2015
---------------------------------	---------------------------------

The attendance of each member of the Risk Management Committee in the committee meetings is given below:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Ajit Kumar Jain, Joint Managing Director	2	2
Mr. Pranay Godha, Executive Director	2	1
Mr. Prashant Godha, Executive Director	2	2
Mr. Manish Jain, Vice President – Business Development	2	0

7. Corporate Social Responsibility Committee

As per Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising of Mr. Dev Parkash Yadava – Independent Director and Chairman of the Committee, Mr. Premchand Godha – Chairman & Managing Director, Mr. Ajit Kumar Jain – Joint Managing Director and Mr. Prashant Godha – Executive Director. The CSR Committee of the Board will be responsible for:

- formulating and recommending to the Board a Corporate Social Responsibility Policy which shall indicate the CSR activities to be undertaken by the Company;
- recommending the amount of expenditure to be incurred on the CSR activities referred to in clause (a); and
- monitoring the CSR Policy of the Company from time to time.

There were 3 (Three) meetings of this committee during the financial year 2014-15. The dates on which the said meetings were held are as follows:

29 th May, 2014	31 st July, 2014
7 th February, 2015	

The attendance of each member of the Corporate Social Responsibility Committee in the committee meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Dev Parkash Yadava	3	3
Mr. Premchand Godha	3	3
Mr. Ajit Kumar Jain	3	3
Mr. Prashant Godha	3	3

The CSR policy of the Company is placed on the website of the Company www.ipca.com.

8. Independent Directors Meeting

During the year under review, the Independent Directors met on 7th February 2015, without the attendance of non-independent directors and members of the management, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors; and
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Except Dr. Ramakanta Panda, all the independent Directors were present at the said meeting.

9. Subsidiary Companies

The Company has 1 non-listed, non-material Indian subsidiary company. The Company also has 7 overseas non-material wholly owned subsidiary companies and 3 non-material wholly owned subsidiary companies of wholly owned subsidiaries (non material within the meaning of Clause 49 of the Listing Agreement), the financial statements of which are regularly reviewed by the Audit Committee and the Board of Directors. The minutes of board meetings of subsidiary companies are also placed before the Board meetings of the Company.

10. General Body Meetings

Details of the location and time where the last three Annual General Meeting (AGM) and Extra-ordinary General Meeting (EGM) were held and the details of the resolutions passed or proposed to be passed by Postal Ballot.

AGM for the financial year ended	Day, Date & Time of AGM	Place of AGM	Special Resolutions Passed
31-3-2014	Thursday, 31-07-2014 at 3.30 p.m.	Shri Bhaidas Maganlal Sabhagriha, Vile Parle (West), Mumbai	(i) Increase in the borrowing limit of the Company u/s 180 (1) (a) and (c) from ₹ 400 Crores to ₹ 2000 Crores. (ii) Grant of Stock Options to Employees
31-3-2013	Tuesday, 30-07-2013 at 3.30 p.m.	Shri Bhaidas Maganlal Sabhagriha, Vile Parle (West), Mumbai	None
31-3-2012	Tuesday, 31-07-2012 at 3.30 p.m.	Shri Bhaidas Maganlal Sabhagriha, Vile Parle (West), Mumbai	None

Day, Date & Time of EGM	Place of EGM	Special Resolution Passed
Friday, 29-11-2013 at 4.00 p.m.	Plot No. 47, Opp Anand Mangal Hall, Kandivli Industrial Estate, Charkop, Kandivli West, Mumbai	Increase in the investment limit of Foreign Institutional Investors (FIIs) in the equity share capital of the Company upto 35% of the paid-up equity share capital

During the year under report, the Company has passed a special resolution by postal ballot to alter the Object Clause in the Memorandum of Association to enable the Company to give guarantee / provide security for and on behalf of any person, firm, association of persons, company, trust or organization, its subsidiary or group entities.

Mr. P. N. Parikh, Practising Company Secretary was appointed as Scrutinizer to conduct the Postal ballot process in fair and transparent manner.

Postal Ballot Voting Pattern:

Particulars	No. of Ballots/E-Votes	No. of Equity Shares	Percentage
Total No. of Postal Ballot Forms / E-Voting	781	8,55,63,801	100.00
Less: Invalid	89	60,18,634	7.03
Net Valid	692	7,95,45,167	92.97
Assent	670	7,95,41,374	99.995
Dissent	22	3,793	0.005

All the resolutions including special resolutions set out in the respective notices calling the AGM/postal ballot notice were passed by the shareholders.

There is no proposal to pass any special resolution through postal ballot at the ensuing Annual General Meeting.

11. Disclosures

- i) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company. (Weblink http://www.ipca.com/pdf/corporate_policy/Related_Party_Transactions.pdf). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board and Audit Committee regularly for its approval. Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

- ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by SEBI, ROC, Stock Exchanges or any other statutory authorities on any matter related to capital market during the last 3 financial years.

None

- iii) Whistle Blower Policy/ Vigil Mechanism

There is a Whistle Blower Policy in the Company and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company. [www.ipca.com](http://www.ipca.com/whistleblower.html) (weblink <http://www.ipca.com/whistleblower.html>).

- iv) The Company has complied with all the mandatory requirements of corporate governance under clause 49 of the listing agreement as amended from time to time.

- v) The CEO/CFO certification forms part of this Annual Report.

- vi) Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Proceeds from Initial Public Offerings (IPO), etc.

The Company has not made any IPO during the year under report.

Management discussions and analysis

The management discussion and analysis forms part of this annual report.

12. Means of communication

Quarterly / Annual Results	The results of the Company are published in the Newspapers.
Newspapers in which results are generally published	The Business Standard, Free Press Journal and Nav Shakti.
Website, where displayed	At http://www.ipca.com
Whether website also displays official news releases	Yes
Presentation made to institutional investors or to the analysts	The website includes all the information on presentations made to the investors and analysts.
E-mail id for investor grievances	investors@ipca.com

13. General Shareholders Information

AGM : Date, Time and Venue	Thursday, 30 th July, 2015 at 3.30 p.m. at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile Parle (W), Mumbai 400 056.
Financial Year	1 st April –31 st March
First quarter results	last week of July*
Second quarter results	last week of October*
Third quarter results	last week of January*
Annual results	last week of May*
	* tentative
Date of Book closure	Friday, 24 th July, 2015 to Thursday, 30 th July, 2015 (both days inclusive).
Dividend Payment dates(s)	The Company has not paid any interim dividend on the equity share capital for the financial year 2014-15. It is now proposed to declare a dividend of ₹ 1/- per share (50%) on equity share capital for the financial year 2014-15 which if sanctioned will be paid on or before 22 nd August, 2015.

Listing on Stock Exchanges	BSE Ltd. (BSE) and The National Stock Exchange of India Ltd. (NSE). Listing fees have been paid to both the stock exchanges for the financial year 2015-16 in April, 2015. The fees of the depositories for the financial year 2015-16 will be paid upon receipt of their invoices.
Stock code – Physical and ISIN Number for NSDL and CDSL	524494 on BSE; IPCALAB on NSE INE 571A01020
Corporate Identity Number allotted by Ministry of Corporate Affairs	L24239MH1949PLC007837
Market price data: high, low during each month in last financial year	Please see Annexure 'A'
Stock performance in comparison to BSE Sensex	Please see Annexure 'B'
Registrars and share transfer agents	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L B S Marg, Bhandup (W) Mumbai 400 078 Tel. No. (022) 2596 3838 Fax. No.(022) 2567 2693
Share transfer system	All share transfers subject to correctness and completion of all documents would normally be registered and returned within fifteen days from the date of receipt.
Distribution of shareholding/ shareholding pattern as on 31.3.2015	Please see Annexure 'C'
Dematerialisation of shares and liquidity	98.55% of the paid-up share capital has been dematerialised as on 31 st March, 2015.
Outstanding GDRs/ADRs/warrants/ convertible instruments, etc.	No options issued under Ipca Laboratories Ltd- Employees Stock Option Scheme 2006 (ESOS) are outstanding as at 31st March, 2015. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.
Plant Locations	<ol style="list-style-type: none"> 1. Sejavata, Ratlam, Madhya Pradesh. 2. Pologround, Indore, Madhya Pradesh. 3. SEZ Indore, Pithampur, Madhya Pradesh. 4. Sector III, Pithampur, Madhya Pradesh. 5. Gandhidham, Gujarat. 6. Nandesari, Gujarat. 7. Ankleshwar, Gujarat. 8. Village Ranu, Tehsil Padra, District Vadodara, Gujarat. 9. Athal, Silvassa. 10. Danudyog Industrial Estate, Silvassa. 11. Aurangabad, Maharashtra. (Unit I & Unit II). 12. Mahad, Maharashtra. 13. MIDC, Tarapur, District Palghar, Maharashtra. 14. Dehradun, Uttarakhand. 15. Gom Block, Bharikhola, South Sikkim.
Share transfer and other communications may be addressed to the Registrars	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L B S Marg, Bhandup (W) Mumbai 400 078 Tel. No. (022) 2596 3838
Investors complaint may be addressed to	Harish P Kamath Corporate Counsel & Company Secretary Ipca Laboratories Limited 125, Kandivli Industrial Estate Kandivli (W), Mumbai 400 067 Tel. No. (022) 6210 6050 E-mail : investors@ipca.com

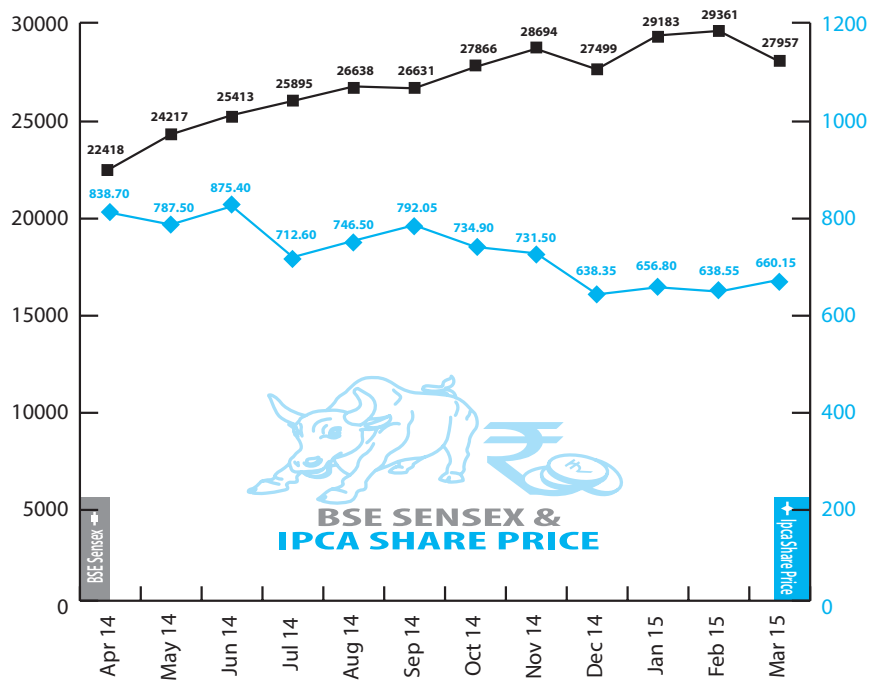
Annexure A

High/low of market price of the Company's shares traded on BSE Ltd (BSE) and National Stock Exchange of India Ltd. (NSE) during the financial year 2014-15 is furnished below:

Year	Month	Highest (₹)		Lowest (₹)	
		BSE	NSE	BSE	NSE
2014	April	850.00	853.00	781.00	781.25
	May	848.00	849.00	731.00	720.50
	June	899.30	899.30	786.00	785.25
	July	893.00	895.00	678.20	678.00
	August	770.00	768.80	650.00	650.00
	September	829.20	829.05	729.90	728.75
	October	795.00	796.50	679.90	677.15
	November	756.00	755.35	630.00	630.00
	December	749.00	749.00	681.25	682.75
2015	January	758.75	758.50	633.00	632.00
	February	716.00	716.05	591.25	592.10
	March	799.00	799.00	627.00	626.00

Annexure B

Graph of share price/ BSE Sensex



Annexure C

The distribution of shareholding as on 31st March, 2015 is as follows :

No. of equity shares held			No. of shareholders	%	No. of shares	%
Upto		500	55214	88.09	4616755	3.66
501	to	1000	5192	8.28	4730057	3.75
1001	to	2000	1080	1.72	1662152	1.31
2001	to	3000	317	0.51	827106	0.66
3001	to	4000	151	0.24	553117	0.44
4001	to	5000	154	0.25	729509	0.58
5001	to	10000	220	0.35	1580908	1.25
10001	and	above	352	0.56	111499505	88.35
Grand Total			62680	100.00	126199109	100.00
No. of shareholders in Physical Mode			5272	8.41	1828608	1.45
No. of shareholders in Electronic Mode			57408	91.59	124370501	98.55

Shareholding pattern as on 31st March, 2015 is as follows :

Categories of shareholders	No. of shareholders	No. of shares	% holding
Indian Promoters	16	57918155	45.89
Banks and Insurance Companies	5	29849	0.02
UTI and Mutual Funds	100	16249467	12.88
FIIIs and NRIs	1546	27915560	22.12
Domestic Companies	1142	6882616	5.46
Resident Individuals	59871	17203462	13.63
	62680	126199109	100.00

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Ipca Laboratories Limited

1. We have examined the compliance of the conditions of Corporate Governance by Ipca Laboratories Limited (the Company) for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the company with the Stock Exchanges.
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, and 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 the above mentioned Listing Agreement.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**
Practising Company Secretaries
Jigyasa N. Ved
Partner
FCS: 6488 CP: 6018

Mumbai
30th May, 2015

To,
The Members of
Ipca Laboratories Ltd.

It is hereby certified and confirmed that as provided in Clause 49 II (E) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2015.

For Ipca Laboratories Limited
Premchand Godha
Chairman & Managing Director / CEO

30th May, 2015

CEO/CFO CERTIFICATION

The Board of Directors
Ipca Laboratories Limited
48, Kandivli Industrial Estate,
Kandivli - West, Mumbai – 400 067

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief;
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the 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 we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. 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 Ipca Laboratories Ltd.
Premchand Godha
Chairman & Managing Director / CEO
Ajit Kumar Jain
Joint Managing Director / CFO

Mumbai
30th May, 2015

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

The Company believes that contributing to the overall health and wellness of our world starts with lessening our impact on the environment and remains committed to the highest ethical standards in everything we do - right from research and development to sales and marketing.

The Company's Corporate Social Responsibility involves initiatives on a micro level to include patient health, employee and public safety, nurturing of environment and building sustainable communities. The Company also engages with external stakeholders including healthcare professionals, investors, customers, non-governmental organisations and suppliers in this endeavour.

The Company is committed to operate its business with emphasis on CSR in all areas of its operation. The Company integrates its business values and operations to meet the expectations of its shareholders, customers, employees, regulators, investors, suppliers, the community and take care of environment with best interest.

A definite and well structured Corporate Social Responsibility (CSR) policy has been framed by the Company and is available on its website (weblink http://www.ipca.com/pdf/corporate_policy/Corporate_Social_Responsibility_Policy.pdf). The CSR policy forms a part of the Company's corporate vision and defines its approach on key responsibility issues.

2. The Composition of the CSR Committee

Mr. Dev Parkash Yadava	-	Independent Director and Chairman of the Committee
Mr. Premchand Godha	-	Chairman & Managing Director
Mr. Ajit Kumar Jain	-	Joint Managing Director
Mr. Prashant Godha	-	Executive Director

3. Average net profit of the company for last three financial years: ₹ 483.79 Crores.**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

The Company is required to spend an amount of ₹ 9.68 crores as CSR expenditure.

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: ₹ 9.68 crores.
Amount spent: ₹ 7.09 crores
- Amount unspent, if any: ₹ 2.59 crores.
- Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified.	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specific the State and district where projects or programs was undertaken.	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting period (₹ Crores)	Amount spent: Direct or through implementing agency
1.	Promotion of Education, Vocational Training and Skill Enhancement Projects	Promotion of Education, Vocational Training and Skill Enhancement Projects	Rajasthan	Budgeted by Charitable Trust	Direct expenditure on projects or programs	6.00	Thru Charitable Trust
2.	Education/ Healthcare / Vocational Training & Skill Enhancement	Healthcare/ Vocational Training & Skill enhancement	Maharashtra, Gujarat, Madhya Pradesh	Budgeted by Charitable Trust	Direct expenditure on projects or programs	0.35	Thru Charitable Trust
3.	Education / Healthcare / Rural Development and Sports/Animal Welfare/Natural resource conservation/ drinking water/ sanitation/ national heritage, art and culture	Education / Healthcare / Rural Development and Sports/Animal Welfare/Natural resource conservation/ drinking water/ sanitation/ national heritage, art and culture	Madhya Pradesh, Maharashtra, Gujarat, Sikkim, Uttarakhand, U.T. of D&NH	₹ 3.75 crores	Direct expenditure on approved CSR projects or programs	0.74	Directly by Company
	Total					7.09	

*Details of implementing agency: The CSR Objectives and CSR Policy of the Company is implemented by the CSR Committee of the Board through Direct Activities by the Company and thru Charitable Organisations and Trusts.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report

There is a deficit of ₹ 2.59 crores in the Company's CSR spent during the financial year. Certain CSR activities which were to be undertaken during the year under the Company's CSR Policy could not be implemented and therefore, there is a deficit in the CSR spent.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

The CSR Committee of the Board confirms that it has implemented and monitored the CSR activities in accordance with and in compliance of CSR objectives and CSR Policy of the Company.

Mumbai
30th May, 2015

Premchand Godha
Chairman & Managing Director

Dev Parkash Yadava
Chairman (CSR Committee)

ANNEXURE 3

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis:
 - (a) Name(s) of the related party and nature of relationship: Not Applicable
 - (b) Nature of contracts/arrangements/transactions: None
 - (c) Duration of the contracts / arrangements/transactions: Not Applicable
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
 - (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
 - (f) Date(s) of approval by the Board: Not Applicable
 - (g) Amount paid as advances, if any: None
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:
 - (a) Name(s) of the related party and nature of relationship: Not Applicable
 - (b) Nature of contracts/arrangements/transactions: None
 - (c) Duration of the contracts / arrangements/transactions: Not Applicable
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
 - (e) Date(s) of approval by the Board, if any: Not Applicable
 - (f) Amount paid as advances, if any: None

Note: All related party transactions that were entered into during the financial year were non-material and were on arm's length basis and were in the ordinary course of Company's business. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material within the meaning of Clause 49 VII C of Listing Agreement. Related party transactions under Accounting Standard - AS18 are disclosed in the notes to the financial statements.

Mumbai
30th May, 2015

Premchand Godha
Chairman & Managing Director

ANNEXURE 4

DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of the Director / Key Managerial Person (KMP) and Designation	Remuneration of Director / KMP for the financial year 2014-15 (₹)	% increase/ (decrease) in remuneration in the financial year 2014-15	Ratio of remuneration of each Director/KMP to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Premchand Godha (Chairman & Managing Director/CEO)	12,56,38,427	(7%)	697.81	During the year, the net total income of the Company decreased by 4% to ₹ 3120.91 crores and profit after tax decreased by 46% to ₹ 256.11 crores.
2.	Mr. A. K. Jain (Joint Managing Director/CFO)	3,25,22,255	35%	180.63	
3.	Mr. Pranay Godha (Executive Director)	1,93,05,959	19%	107.23	
4.	Mr. Prashant Godha (Executive Director)	1,34,79,600	(3%)	74.87	
5.	Mr. Babulal Jain (Independent Director)	5,50,000	201%	3.05	
6.	Mr. A. T. Kusre (Independent Director)	4,75,000	155%	2.64	
7.	Mr. Dev Parkash Yadava (Independent Director)	5,00,000	456%	2.78	
8.	Dr. Ramakanta Panda (Independent Director)	2,00,000	233%	1.11	
9.	Dr. (Mrs) Manisha Premnath (Independent Director) (w.e.f 21 st September, 2014)	1,50,000	-	0.83	
10.	Dr. V. V. Subba Rao (Independent Director) (upto 29 th May, 2014)	1,00,000	(32%)	0.42	
11.	Mr. Madhukar R. Chandurkar (Promoter Director) (upto. 29 th May, 2014)	75,000	(40%)	0.56	
12.	Mr. Harish P. Kamath (Corporate Counsel & Company Secretary)	77,51,215	14%	43.05	Please see remarks above.

- ii. The median remuneration of the employees of the Company during the financial year was ₹ 1,80,048.
- iii. In the financial year, there was an increase of 12.04 % in the median remuneration of employees.
- iv. There were 13,013 permanent employees on the rolls of Company as on 31st March, 2015.
- v. Relationship between average increase in remuneration and company performance:- The Profit after Tax for the financial year ended 31st March, 2015 decreased by 46% whereas the increase in median remuneration was 12.04%. The average increase in median remuneration was in line with the industry trend. The financial performance of the Company was temporarily impacted due to regulatory issues. The Company management is confident that implementation of remedial measures will ensure that the Company will regain all its regulatory approvals in the near future.
- vi. Comparison of Remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:
The total remuneration of Key Managerial Personnel increased by 0.42% from ₹ 16.52 crores in 2013-14 to ₹ 16.59 crores in 2014-15. During the year, the net total income of the Company decreased by 4% to ₹ 3120.91 crores and profit after tax decreased by 46% to ₹ 256.11 crores. The ratio of remuneration of Key Managerial Personnel compared with the Company's total income is 0.53%.
- vii. a) Variations in the market capitalisation of the Company : The market capitalisation as on 31st March, 2015 was ₹ 8058.44 crores (₹ 10661.30 crores as on 31st March, 2014).
- b) Price Earnings ratio of the Company was 30.86 as at 31st March, 2015 and was 22.33 as at 31st March, 2014.
- c) Percentage increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer : The Company had come out with initial public offer (IPO) in 1994 at a price of ₹ 130/- per share of ₹ 10/- each. Subsequent to the IPO, the Company has made a bonus issue of 1:1 in the year 2005. In the year 2010, the Company sub-divided the face value of its equity shares from ₹ 10/- to ₹ 2/-. Therefore, the value of ₹ 130 invested in the Company for one equity share has grown to ₹ 6,385 i.e. 49 times in 21 years, CAGR of 20.37%. This is excluding dividends accrued on these shares from time to time.
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 13.73 % whereas there is a decrease of 1.61% in the managerial remuneration for the same financial year.
- ix. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : Not Applicable; and
- xi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Mumbai
30th May, 2015

For and on behalf of Board
Premchand Godha
Chairman & Managing Director

Information as per Section 197 of the Companies Act 2013 and forming part of the DIRECTORS' REPORT for the year ended 31st March, 2015

Sr. No.	Name of the Employee	Designation	Age (Years)	Qualification	Date of Joining	Remuneration [Rs.]	Experience [Years]	Last Employment held before joining the Company	% of Equity shares held in the Company
A	EMPLOYED THROUGHOUT THE YEAR								
1	Mr. Premchand Godha	Chairman & Managing Director	67	B.Com, A.C.A.	31/10/1975	13,72,13,427	42	Professional Practice	2.13
2	Mr. Ajit Kumar Jain	Jt. Managing Director	59	B.Sc, A.C.A.	02/04/1980	3,11,97,255	34	Management Accountant, Industrial Oxygen Pvt. Ltd.	0.05
3	Mr. Pranay Godha	Executive Director	42	B SC, MBA	16/04/2003	1,91,74,293	17	-	0.48
4	Mr. Prashant Godha	Executive Director	40	B COM, PGDBM	16/08/2011	1,47,63,600	16	Executive Director, Makers Laboratories Limited	0.58
5	Mr. Jeevanlal Nagori	President - Projects	54	B.Com, A.C.A.	27/09/1983	1,41,53,060	31	Finance Manager - WIN Laboratories Pvt. Ltd.	0.04
6	Mr. N Guhaprasad	President - International Marketing	51	B.Sc, B.SC(TECH), JMMs	04/05/2005	1,32,24,045	26	V P - Pharma Business - Wockhardt Ltd.	0.04
7	Mr. Ashok Kumar	President - R & D (Chemicals)	61	M.SC, PHD	06/09/2000	1,02,06,157	32	Deputy Director - Lupin Lab Ltd.	0.04
8	Mr. Sunil Ghai	President - Marketing	52	M SC	04/02/2002	80,61,140	28	Croslands Ranbaxy Laboratories - Sales Manager	0.03
9	Mr. Anil Kumar Pareek	President - Medical Affairs & Clinical Research	58	MBBS, MD	11/09/2000	82,06,551	26	Biological E.Ltd. V.P - Medical Services	0.02
10	Mr. A P Muralikrishnan Sarma	President - Generics	56	M Com-I, ICWA, ACS	07/04/1986	83,35,301	35	Griffon Labs Pvt. Ltd. - Sr. Cost Accountant	0.01
11	Mr. E J Babu	President- API Exports	51	B.A, DMM	01/01/1993	84,26,951	28	Tata Pharma - Sr. Asst Manager - Exports	0.01
12	Mr. Harish P Kamath	Corporate Counsel & Company Secretary	55	M COM-1, LLB, ACS	20/09/1993	77,51,215	33	Vickers Systems International Limited - Sr. Officer - Secretarial Services	0.01
13	Ms. Kavita N Sehrawani	Sr. Vice President - Regulatory Affairs	44	B PHARM, DBM	17/06/1996	74,63,956	19	Cipla Ltd. - Supervisor - Packing & Development	0.02
14	Mr. Sameer S Tamhane	Sr. Vice President - Human Resources	48	B COM, MHRDM, DPE, PG DIP IN COM	29/09/2011	60,44,855	24	Bristlecone India Ltd. - Director - HR (India & APAC)	Nil
15	Mr. Vishnu Saran Singh Kushwaha	Vice President - Technical	47	M PHARM, MFA, LLB	22/06/2000	63,97,481	24	Lyka Labs Ltd - Production Manager	0.01
16	Mr. Pabitra Kumar Bhattacharya	President - Operations (API)	46	B SC, B TECH (CHEM)	23/05/2013	86,10,234	21	Sun Pharma - V P - API Operations & Process Engineering	Nil
17	Ms. Abha Pant	President - R & D (Formulations)	50	M PHARM	15/07/2013	1,97,70,499	24	Actavis - V P - Operations - Technical Services	Nil
18	Mr. R Buchi Reddy	Executive Vice President - R & D (Chemicals)	57	M SC, PH D, PGDIPR	21/01/2014	1,05,50,520	26	Orchid Pharma - Executive Vice President R & D	Nil
19	Mr. Sanjay Kumar Sinha	President - Operations (Formulations)	48	M PHARM	26/03/2014	80,85,521	29	Famycare - President - Operations	Nil
20	Mr. Rajendra N Dadhich	Sr. Vice President - Corporate Quality	51	M SC, DIS, DTQM	12/05/2010	65,99,263	28	Wockhardt Ltd. - General Manager Corporate QA	Nil
21	Mr. Shashil Mendonsa	Sr. Vice President - Exports	42	B SC	03/01/2000	60,26,122	22	Lupin Labs Ltd. - Regional Business Manager	0.01
22	Mr. Manoj Kumar Jain	Sr. Vice President - Commercial	41	B COM, DEIM, GDMM PGEMP	19/01/1994	66,48,767	22	Mahaveer P Kothari - Accountant	Nil
B	EMPLOYED FOR THE PART OF THE YEAR								
1	Mr. Kamal S Mehta	Sr. Vice President - R & D (Formulations)	44	M PHARM	02/03/2015	8,25,439	20	Glenmark Pharma Ltd. - V P Formulations Development	Nil
2	Mr. Rajendra Kumar Doshi	Sr. Vice President - Marketing (API)	62	M SC, DIP MM & ADVT.	01/02/1986	88,43,256	39	Veda Chemtech - Sales Officer	Nil
3	Mr. Jasdeep Singh Sood	Sr. Vice President - International Marketing (Branded Formulations)	47	B PHARM	05/09/2005	49,96,841	24	Wockhardt Ltd. - Business Manager	0.01
4	Mr. Navneet Anand	Sr. General Manager - Regulatory Affairs (API)	46	B SC	29/01/2007	33,04,277	26	Alembic Limited - DGM - Regulatory Affairs	Nil
5	Mr. Sunil D Tiwari	Vice President - R & D (Formulations)	47	M PHARM, DBM	11/01/2012	49,31,157	22	Inventia Healthcare Pvt. Ltd. - VP Formulations / Analytical Development - R & D	Nil

Notes:

1. All the employees have adequate experience to discharge the responsibilities assigned to them.
2. Nature of employment is contractual for all employees.
3. Except Mr. Premchand Godha, Mr. Pranay Godha and Mr. Prashant Godha, Directors who are related to each other, none of the other employees are related to any Director of the Company.
4. Remuneration includes Salary, Commission, Allowances, Leave Travel Assistance, Ex-Gratia, Leave Encashment, Medical Reimbursement, Gratuity, Company's contribution to the Employees' Provident Fund, National pension scheme, Family Pension Fund and Superannuation Funds.
5. Perquisites are valued as per Income Tax Rule.

Mumbai
30th May, 2015

For and on behalf of the Board
Premchand Godha
Chairman & Managing Director

ANNEXURE 5

1. CONSERVATION OF ENERGY

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

The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation and consumption and effective control on utilisation of energy.

The following energy conservation measures were implemented during the financial year:

- Replacement of inefficient motors with energy efficient motors.
- Replacement of electrically operated condensate recovery pump.
- Installation of VFDs on major loads.
- Installation of power metrix to reduce power losses.
- Installation of energy efficient grundfoss pumps.
- Condensate recovery improvement.
- Flash steam recovery.
- Time cycle reduction in process to reduce power consumption in the manufacturing of APIs.
- Installation of solar power pack.
- Replacement of V belts by flat belts in air handling units.
- Installation of energy efficient cooling tower.
- Maintain load factor as per contract demand.
- Maintain power factor unity.
- Replacement of Air Compressors with energy efficient screw compressor.
- Installation of Eata illuminators.
- Replacement of conventional gear boxes with energy efficient gear boxes.

(ii) **The steps taken by the Company for utilizing alternate sources of energy :**

The Company is evaluating all possibilities of utilizing alternate sources of energy in its operations, wherever possible, especially solar energy.

(iii) **The capital investment on energy conservation equipments :**

During the year under report, the Company has spent an amount of ₹ 428.67 lacs as expenditure on energy conservation equipments/ consumables.

2. TECHNOLOGY ABSORPTION

Research & Development

(A) **Specific areas in which R&D work was carried out by the Company:**

The Company's R&D Centres at Mumbai, Ratlam, Athal and Indore are approved by Department of Scientific and Industrial Research, Government of India. These centres are also approved under Section 35 (2AB) of Income Tax Act, 1961 for purposes of weighted tax deduction. The Company carries out R&D in several areas including:

- (i) Development of indigenous technologies for major drugs and intermediates, process improvements, technology absorption and optimisation of basic drugs, process simplification, etc.
- (ii) Improvement of existing processes to improve yields and quality, reduce cost and lead to eco friendly process.
- (iii) Development of newer dosage forms and new drug delivery systems.
- (iv) Development of non-infringing processes for APIs.

(B) **Benefits derived as a result of the above R & D :**

- (i) R&D efforts have helped bring out an improvement in processes, product design and operating efficiencies.
- (ii) Development of new formulations and line extensions.
- (iii) Development of various APIs and Intermediates.
- (iv) Development of new markets, adaptation to meet export requirements, quality upgradation and cost reduction.

(C) **Future Plan of Action :**

- (i) Development of various APIs/intermediates having good potential for exports and local market.
- (ii) Additional investment in manpower, latest instrumentation to upgrade and strengthen R & D facilities.
- (iii) Development of newer drug delivery systems.
- (iv) Development of formulations for developed market and bio-equivalence studies of the same.

(D) **Expenditure on R & D:**

	2014-15 (₹ Crores)	2013-14 (₹ Crores)
a) Capital	49.47	10.31
b) Revenue	107.72	112.93
c) Total	157.19	123.24
d) R & D expenditure as a percentage of turnover	5.16%	3.87%

(E) **Imported technology (imported during last 5 years):**

The Company has not imported any technology during the last 5 years.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

A) **Earnings**

The CIF value of exports of the Company during the year aggregated to ₹ 1752.86 crores as against ₹ 2066.02 crores in the previous year.

B) **Outgo**

Detailed information is furnished in the Notes to the Accounts.

ANNEXURE 6

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: L24239MH1949PLC007837
- ii) Registration Date: 19.10.1949
- iii) Name of the Company: Ipca Laboratories Limited
- iv) Category / Sub-Category of the Company: Company limited by shares
- v) Address of the Registered office and contact details:
48, Kandivli Industrial Estate, Kandivli (W),
Mumbai – 400067. Tel: 022 – 6210 5000. e-mail: ipca@ipca.com. website: www.ipca.com.
- vi) Whether listed company: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400078.
Tel: 022 – 2596 3838 e-mail: rnt.helpdesk@linkintime.co.in

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:-

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Ipca Pharma Nigeria Ltd. 17, Osolo way, Ajao Estate Isolo, Lagos, Nigeria.	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
2	National Druggists Pty. Ltd. 30, Marlborough Road, Spring Field Johannesburg, 2190 Gauteng, S.A.	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
3	Ipca Pharmaceuticals Inc. 51, Cragwood Road, Suite No.203, South Plainfield, NJ 07080, USA.	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
4	Ipca Laboratories (UK) Ltd. Units 97-98, Silverbriar Sunderland Enterprise Park East, Sunderland, SR5 2TQ UK	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
5	Onyx Research Chemicals Limited Silverbriar, Sunderland Enterprise Park East, Sunderland SR5 2TQ, UK	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories (UK) Ltd, UK.	2(87)(ii)
6	Onyx Scientific Limited Silverbriar, Sunderland Enterprise Park East, Sunderland SR5 2TQ, UK	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories (UK) Ltd, UK.	2(87)(ii)
7	Ipca Pharma (Australia) Pty. Ltd. 6, Morotai Avenue, Ashburton, VIC 3147, Melbourne, Australia.	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)

Sl. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
8	Ipca Pharma (NZ) Pty. Ltd 3-A, St. Oswalds Road, Greenlane, Auckland 1061, New Zealand	N.A.	Subsidiary	100% Subsidiary of Ipca Pharma (Australia) Pty Ltd.	2(87)(ii)
9	Ipca Pharmaceuticals Limited, S.A de CV, Presa La Angostura 116, Colonia Irrigacion Delegacion Miguel Hidalgo, C.P. 11500, Alvaro Obregon, Mexico D.F.	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
10	Ipca Pharmaceuticals (Shanghai) Ltd., Room 1110, 11/F Hua Tian Holiday Hotel Office Building, 469 Zhonghua Xin Road, Zhabei District, Shanghai 200070, PRC	N.A.	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
11	Tonira Exports Ltd. 142AB, Kandivli Industrial Estate, Kandivli (W), Mumbai - 400067.	U51909MH1995PLC248308	Subsidiary	100% Subsidiary of Ipca Laboratories Ltd.	2(87)(ii)
12	Avik Pharmaceutical Ltd. Arvind Chambers,Gauri Compound, 188 Kurla Road, Ground Floor, Western Express Highway, Andheri (E), Mumbai - 400069	U99999MH1979PLC021711	Associate	49 %	2(6)
13	CCPL Software Private Ltd. 3, Sangam, 1st Floor, Opp. Traffic Police Chowki, Khar (West), Mumbai - 400052	U74999MH1995PTC092000	Associate	28.95%	2(6)
14	Trophic Wellness Pvt. Ltd. 142AB, Kandivli Industrial Estate, Kandivli (W), Mumbai - 400067.	U24100MH2010PTC206526	Associate	19.26%	2(6)
15	Krebs Biochemicals & Industries Ltd. Plot No 34, 8-2-577/B, Maas Heights, 3rd Floor, Road No 8, Banjara Hills, Hyderabad 500034	L24110TG1991PLC013511	Associate	18.92%	2(6)

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 (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10497946	--	10497946	8.32	10497946	--	10497946	8.32	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt. (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	47420209	--	47420209	37.57	47420209	--	47420209	37.57	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (1):-	57918155	--	57918155	45.89	57918155	--	57918155	45.89	--
(2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other -Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1) + A)(2)	57918155	--	57918155	45.89	57918155	--	57918155	45.89	--

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	13803147	5000	13808147	10.94	16244467	5000	16249467	12.88	1.94
b) Banks / FI	39641	1000	40641	0.03	28849	1000	29849	0.02	(0.01)
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt. (s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	31882551	16500	31899051	25.28	24882253	16500	24898753	19.73	(5.55)
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)									
Foreign Mutual Fund	620730	--	620730	0.49	518733	--	518733	0.41	(0.08)
Sub-total (B)(1):-	46346069	22500	46368569	36.74	41674302	22500	41696802	33.04	(3.70)
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	7026812	13620	7040432	5.58	6869996	12620	6882616	5.46	(0.12)
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	10488792	1907504	12396296	9.83	13059384	1786254	14845638	11.77	1.94
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1647675	65000	1712675	1.36	1758133	--	1758133	1.39	0.03
c) Others (specify)									
(c-i) Clearing Member	92582	--	92582	0.07	403132	--	403132	0.32	0.25
(c-ii) Market Maker	1753	--	1753	0.00	42098	--	42098	0.03	0.03
(c-iii) HUF	54807	100000	154807	0.12	154461	--	154461	0.12	--
(c-iv) Foreign Holding									
NRI (Repatriate)	379013	7294	386307	0.31	285930	7234	293164	0.23	(0.08)
NRI (Non Repatriate)	127533	--	127533	0.10	236935	--	236935	0.19	0.09
(c-v) Foreign Portfolio Investor (Corporate)	--	--	--	--	1967975	--	1967975	1.56	1.56
Sub-total (B)(2):-	19818967	2093418	21912385	17.37	24778044	1806108	26584152	21.07	3.70
Total Public Shareholding (B)=(B)(1) + (B)(2)	66165036	2115918	68280954	54.11	66452346	1828608	68280954	54.11	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	124083191	2115918	126199109	100.00	124370501	1828608	126199109	100.00	--

ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Share holding at the end of the year (31.03.2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kaygee Investments P. Ltd.	27018195	21.41	--	27018195	21.41	--	--
2	Chandurkar Investments P. Ltd.	6978005	5.53	--	6978005	5.53	--	--
3	Exon Laboratories P. Ltd.	8271000	6.55	--	8271000	6.55	--	--
4	Paschim Chemicals P. Ltd.	5029000	3.99	--	5029000	3.99	--	--
5	Paranthapa Investments and Traders P. Ltd.	15500	0.01	--	15500	0.01	--	--
6	Makers Laboratories Ltd	101480	0.08	--	101480	0.08	--	--
7	M. R. Chandurkar	2151000	1.70	--	2151000	1.70	--	--
8	Usha M. Chandurkar	2000000	1.59	--	2000000	1.59	--	--
9	Sameer M. Chandurkar	1000000	0.79	--	1000000	0.79	--	--
10	Premchand Godha	2681340	2.13	0.99	2681340	2.13	0.48	--
11	Usha P. Godha	1209370	0.96	--	1209370	0.96	--	--
12	Prashant Godha	731800	0.58	--	731800	0.58	--	--
13	Pranay Godha	606936	0.48	--	606936	0.48	--	--
14	Nirmal Jain	115000	0.09	0.03	115000	0.09	0.03	--
15	Bhawna Godha	2500	0.00	--	2500	0.00	--	--
16	Mexin Medicaments Private Limited	7029	0.00	--	7029	0.00	--	--
	Total	57918155	45.89	1.02	57918155	45.89	0.51	--

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

SI. No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year (01.04.2014)	57918155	45.89	--	--
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year (31.03.2015)	--	--	57918155	45.89

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	HDFC Trustee Company Ltd.						
	At the beginning of the year	01.04.2014	3901357	3.09	--	--	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	04.04.2014	(88500)	(0.07)	3812857	3.02	
		02.05.2014	16500	0.01	3829357	3.03	
		09.05.2014	84014	0.07	3913371	3.10	
		30.05.2014	25000	0.02	3938371	3.12	
		06.06.2014	(69300)	(0.05)	3869071	3.07	
		20.06.2014	80000	0.06	3949071	3.13	
		30.06.2014	103521	0.08	4052592	3.21	
		04.07.2014	115000	0.09	4167592	3.30	
		11.07.2014	75000	0.06	4242592	3.36	
		18.07.2014	56835	0.05	4299427	3.41	
		25.07.2014	40821	0.03	4340248	3.44	
		01.08.2014	126123	0.10	4466371	3.54	
		08.08.2014	86000	0.07	4552371	3.61	
		15.08.2014	25000	0.02	4577371	3.63	
		05.09.2014	23000	0.02	4600371	3.65	
		19.09.2014	6100	--	4606471	3.65	
		30.09.2014	164000	0.13	4770471	3.78	
		03.10.2014	10000	0.01	4780471	3.79	
		10.10.2014	91900	0.07	4872371	3.86	
		24.10.2014	60000	0.05	4932371	3.91	
		31.10.2014	74700	0.06	5007071	3.97	
		07.11.2014	49985	0.04	5057056	4.01	
		19.12.2014	115300	0.09	5172356	4.10	
		31.12.2014	73400	0.06	5245756	4.16	
		02.01.2015	14000	0.01	5259756	4.17	
		16.01.2015	50000	0.04	5309756	4.21	
		23.01.2015	25000	0.02	5334756	4.23	
		30.01.2015	(154835)	(0.13)	5179921	4.10	
	13.02.2015	428200	0.34	5608121	4.44		
	27.02.2015	62100	0.05	5670221	4.49		
	31.03.2015	50000	0.04	5720221	4.53		
	At the End of the year	31.03.2015	--	--	5720221	4.53	
2.	Government Pension Fund Global						
	At the beginning of the year	01.04.2014	3667243	2.90	--	--	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	04.04.2014	(50000)	(0.03)	3617243	2.87	
		09.05.2014	(387037)	(0.31)	3230206	2.56	
		16.05.2014	(417104)	(0.33)	2813102	2.23	
		11.07.2014	79744	0.06	2892846	2.29	
		01.08.2014	122256	0.10	3015102	2.39	
		08.08.2014	267786	0.21	3282888	2.60	
		07.11.2014	(537657)	(0.42)	2745231	2.18	
		05.12.2014	296647	0.23	3041878	2.41	
		12.12.2014	67764	0.05	3109642	2.46	
		30.01.2015	53271	0.05	3162913	2.51	
		06.02.2015	176974	0.14	3339887	2.65	
		13.02.2015	91515	0.07	3431402	2.72	
		20.02.2015	140000	0.11	3571402	2.83	
		27.03.2015	(2689)	--	3568713	2.83	
		31.03.2015	(2281)	--	3566432	2.83	
		At the End of the year	31.03.2015	--	--	3566432	2.83

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Lavender Investments Limited					
	At the beginning of the year	01.04.2014	3329000	2.64	--	--
	Date wise Increase / Decrease	24.10.2014	198406	0.16	3527406	2.80
	in Share holding during the year	31.10.2014	166705	0.13	3694111	2.93
	specifying the reasons for increase	14.11.2014	841413	0.66	4535524	3.59
	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	05.12.2014	454249	0.40	4989773	3.95
	At the End of the year	31.03.2015	--	--	4989773	3.95
4.	Sundaram Mutual Fund					
	At the beginning of the year	01.04.2014	2136176	1.69	--	--
	Date wise Increase / Decrease	04.04.2014	(64794)	(0.05)	2071382	1.64
	in Share holding during the year	11.04.2014	(3139)	--	2068243	1.64
	specifying the reasons for increase	18.04.2014	(3728)	--	2064515	1.64
	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	25.04.2014	(24225)	(0.02)	2040290	1.62
		02.05.2014	(30596)	(0.03)	2009694	1.59
		09.05.2014	(18000)	(0.01)	1991694	1.58
		16.05.2014	(39148)	(0.03)	1952546	1.55
		23.05.2014	10614	0.01	1963160	1.56
		30.05.2014	(16546)	(0.02)	1946614	1.54
		20.06.2014	(18000)	(0.01)	1928614	1.53
		30.06.2014	(100000)	(0.08)	1828614	1.45
		04.07.2014	(111535)	(0.09)	1717079	1.36
		11.07.2014	(80205)	(0.06)	1636874	1.30
		25.07.2014	(500)	--	1636374	1.30
		01.08.2014	(20766)	(0.02)	1615608	1.28
		08.08.2014	(81373)	(0.06)	1534235	1.22
		22.08.2014	(7050)	(0.01)	1527185	1.21
		29.08.2014	(21630)	(0.02)	1505555	1.19
		19.09.2014	(39226)	(0.03)	1466329	1.16
		30.09.2014	4000	0.01	1470329	1.17
		10.10.2014	(60774)	(0.05)	1409555	1.12
		31.10.2014	13289	0.01	1422844	1.13
		07.11.2014	(221614)	(0.18)	1201230	0.95
		09.01.2015	(10000)	(0.01)	1191230	0.94
		30.01.2015	(10000)	--	1181230	0.94
		20.03.2015	(2738)	(0.01)	1178492	0.93
		27.03.2015	(205542)	(0.16)	972950	0.77
		31.03.2015	(71381)	(0.06)	901569	0.71
	At the End of the year	31.03.2015	--	--	901569	0.71
5.	Janus Contraian Fund					
	At the beginning of the year	01.04.2014	2131249	1.69	--	--
	Date wise Increase / Decrease	27.02.2015	(238888)	(0.19)	1892361	1.50
	in Share holding during the year	06.03.2015	(1489946)	(1.18)	402415	0.32
	specifying the reasons for increase	13.03.2015	(402415)	(0.32)	--	--
	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	At the year	31.03.2015	--	--	--	--
6.	Saif Advisors Mauritius Ltd.					
	At the beginning of the year	01.04.2014	2010533	1.59	--	--
	Date wise Increase / Decrease	--	--	--	--	--
	in Share holding during the year					
	specifying the reasons for increase					
	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	At the End of the year	31.03.2015	--	--	2010533	1.59

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	HDFC Standard Life Insurance Company Limited					
	At the beginning of the year	01.04.2014	2002480	1.59	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	04.04.2014	144818	0.11	2147298	1.70
		25.04.2014	2578	--	2149876	1.70
		02.05.2014	5945	0.01	2155821	1.71
		09.05.2014	421	--	2156242	1.71
		23.05.2014	240912	0.19	2397154	1.90
		20.06.2014	1000	--	2398154	1.90
		30.06.2014	78	--	2398232	1.90
		18.07.2014	1236	--	2399468	1.90
		01.08.2014	18767	0.02	2418235	1.92
		15.08.2014	(179703)	(0.15)	2238532	1.77
		22.08.2014	(35638)	(0.02)	2202894	1.75
		29.08.2014	(200000)	(0.16)	2002894	1.59
		12.09.2014	(200206)	(0.16)	1802688	1.43
		19.09.2014	(25000)	(0.02)	1777688	1.41
		30.09.2014	(43954)	(0.04)	1733734	1.37
		03.10.2014	(6046)	--	1727688	1.37
		10.10.2014	(99263)	(0.08)	1628425	1.29
		24.10.2014	(27182)	(0.02)	1601243	1.27
		21.11.2014	75000	0.06	1676243	1.33
		28.11.2014	2707	--	1678950	1.33
		05.12.2014	7	--	1678957	1.33
		12.12.2014	1	--	1678958	1.33
		19.12.2014	1	--	1678959	1.33
		31.12.2014	24282	0.02	1703241	1.35
		02.01.2015	637	--	1703878	1.35
		16.01.2015	2	--	1703880	1.35
		30.01.2015	(4374)	--	1699506	1.35
		06.02.2015	11591	0.01	1711097	1.36
		13.02.2015	3726	--	1714823	1.36
		27.02.2015	94	--	1714917	1.36
		06.03.2015	(147203)	(0.12)	1567714	1.24
		13.03.2015	(22089)	(0.02)	1545625	1.22
		27.03.2015	35340	0.03	1580965	1.25
		31.03.2015	16272	0.02	1597237	1.27
	At the End of the year	31.03.2015	--	--	1597237	1.27
8.	Kemnay Investment Fund Ltd.					
	At the beginning of the year	01.04.2014	1944993	1.54	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	30.09.2014	(118054)	(0.09)	1826939	1.45
		03.10.2014	(42230)	(0.04)	1784709	1.41
		10.10.2014	(525000)	(0.41)	1259709	1.00
		17.10.2014	(600000)	(0.48)	659709	0.52
		24.10.2014	(489709)	(0.39)	170000	0.13
		31.10.2014	(149000)	(0.11)	21000	0.02
		07.11.2014	(21000)	(0.02)	--	--
	At the End of the year	31.03.2015	--	--	--	--
9.	DSP Blackrock					
	At the beginning of the year	01.04.2014	1914553	1.52	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	04.04.2014	(46778)	(0.04)	1867775	1.48
		11.04.2014	(69541)	(0.06)	1798234	1.42
		18.04.2014	(18005)	(0.01)	1780229	1.41
		25.04.2014	(65457)	(0.05)	1714772	1.36
		09.05.2014	(152526)	(0.12)	1562246	1.24
		16.05.2014	(148161)	(0.12)	1414085	1.12
		23.05.2014	(191953)	(0.15)	1222132	0.97
		30.05.2014	(110000)	(0.09)	1112132	0.88
		13.06.2014	(7418)	--	1104714	0.88
		20.06.2014	(16062)	(0.02)	1088652	0.86
		30.06.2014	(13974)	(0.01)	1074678	0.85
		04.07.2014	(8254)	--	1066424	0.85

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
		25.07.2014	(180155)	(0.15)	886269	0.70	
		01.08.2014	(99500)	(0.08)	786769	0.62	
		15.08.2014	5089	0.01	791858	0.63	
		22.08.2014	(2819)	--	789039	0.63	
		30.09.2014	(101151)	(0.08)	687888	0.55	
		10.10.2014	24159	0.001	712047	0.56	
		17.10.2014	(31700)	(0.02)	680347	0.54	
		24.10.2014	30100	0.02	710447	0.56	
		31.10.2014	40296	0.03	750743	0.59	
		07.11.2014	(974)	--	749769	0.59	
		14.11.2014	480187	0.38	1229956	0.97	
		21.11.2014	109336	0.09	1339292	1.06	
		28.11.2014	24542	0.02	1363834	1.08	
		05.12.2014	155902	0.12	1519736	1.20	
		12.12.2014	141357	0.12	1661093	1.32	
		19.12.2014	188887	0.15	1849980	1.47	
		31.12.2014	313000	0.24	2162980	1.71	
		16.01.2015	(36771)	(0.03)	2126209	1.68	
		23.01.2015	(157000)	(0.12)	1969209	1.56	
		30.01.2015	33367	0.03	2002576	1.59	
		06.02.2015	12417	0.01	2014993	1.60	
		13.02.2015	80000	0.06	2094993	1.66	
		20.02.2015	221000	0.18	2315993	1.84	
		27.02.2015	7029	--	2323022	1.84	
		06.03.2015	66673	0.05	2389695	1.89	
		13.03.2015	(13)	--	2389682	1.89	
		20.03.2015	(4946)	--	2384736	1.89	
		27.03.2015	(5624)	--	2379112	1.89	
		31.03.2015	(3371)	(0.01)	2375741	1.88	
		At the End of the year	31.03.2015	--	--	2375741	1.88
	10.	Wasatch Small Cap Growth Fund					
At the beginning of the year		01.04.2014	1852473	1.47	--	--	
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		01.08.2014	(239795)	(0.19)	1612678	1.28	
		08.08.2014	(265521)	(0.21)	1347157	1.07	
		22.08.2014	(194600)	(0.16)	1152557	0.91	
		10.10.2014	(286627)	(0.22)	865930	0.69	
		05.12.2014	(865930)	(0.69)	--	--	
	At the End of the year	31.03.2015	--	--	--	--	
11.	Dendana Investments (Mauritius) Limited						
	At the beginning of the year	01.04.2014	--	--	--	--	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	11.04.2014	1030122	0.82	1030122	0.82	
		18.04.2014	569267	0.45	1599389	1.27	
		25.04.2014	5597	--	1604986	1.27	
		02.05.2014	35477	0.03	1640463	1.30	
		09.05.2014	387037	0.31	2027500	1.61	
		16.05.2014	442414	0.35	2469914	1.96	
		23.05.2014	211941	0.17	2681855	2.13	
		20.06.2014	145000	0.11	2826855	2.24	
		At the End of the year	31.03.2015	--	--	2826855	2.24
12.	Reliance Capital Trustee Co. Ltd.						
	At the beginning of the year	01.04.2014	482000	0.38	--	--	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	02.05.2014	5100	0.01	487100	0.39	
		23.05.2014	(37000)	(0.03)	450100	0.36	
		30.05.2014	(29000)	(0.03)	421100	0.33	
		06.06.2014	(71000)	(0.05)	350100	0.28	
		20.06.2014	(25000)	(0.02)	325100	0.26	
		30.06.2014	(25000)	(0.02)	300100	0.24	
		01.08.2014	200000	0.16	500100	0.40	
		08.08.2014	100000	0.08	600100	0.48	

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		15.08.2014	100000	0.07	700100	0.55
		05.09.2014	328900	0.27	1029000	0.82
		12.09.2014	286400	0.22	1315400	1.04
		19.09.2014	100000	0.08	1415400	1.12
		30.09.2014	50000	0.04	1465400	1.16
		03.10.2014	3000	--	1468400	1.16
		10.10.2014	35000	0.03	1503400	1.19
		17.10.2014	100000	0.08	1603400	1.27
		14.11.2014	100000	0.08	1703400	1.35
		31.12.2014	(30000)	(0.02)	1673400	1.33
		02.01.2015	25000	0.02	1698400	1.35
		20.02.2015	43000	0.03	1741400	1.38
		27.02.2015	7000	0.01	1748400	1.39
		13.03.2015	200000	0.15	1948400	1.54
	At the End of the year	31.03.2015	--	--	1948400	1.54
13.	Franklin Templeton Mutual Fund					
	At the beginning of the year	01.04.2014	1045965	0.83	--	--
	Date wise Increase / Decrease	16.05.2014	70000	0.05	1115965	0.88
	in Share holding during the year	23.05.2014	119410	0.10	1235375	0.98
	specifying the reasons for increase	30.05.2014	116258	0.09	1351633	1.07
	/ decrease (e.g. allotment / transfer /	06.06.2014	4332	--	1355965	1.07
	bonus/ sweat equity etc):	13.06.2014	40000	0.04	1395965	1.11
		30.06.2014	19310	0.01	1415275	1.12
		04.07.2014	70000	0.06	1485275	1.18
		01.08.2014	78593	0.06	1563868	1.24
		08.08.2014	6407	--	1570275	1.24
		15.08.2014	690	--	1570965	1.24
		05.09.2014	(63882)	(0.05)	1507083	1.19
		12.09.2014	(58118)	(0.04)	1448965	1.15
		30.09.2014	(50000)	(0.04)	1398965	1.11
		10.10.2014	(50000)	(0.04)	1348965	1.07
		31.10.2014	(25000)	(0.02)	1323965	1.05
		12.12.2014	(75000)	(0.06)	1248965	0.99
		19.12.2014	(103040)	(0.08)	1145925	0.91
		31.12.2014	(48450)	(0.04)	1097475	0.87
		30.01.2015	275000	0.22	1372475	1.09
		06.02.2015	30000	0.02	1402475	1.11
		13.02.2015	72859	0.06	1475334	1.17
		27.02.2015	(43954)	(0.04)	1431380	1.13
		06.03.2014	35000	0.03	1466380	1.16
		13.03.2015	75054	0.06	1541434	1.22
		20.03.2015	(20000)	(0.01)	1521434	1.21
	At the End of the year	31.03.2015	--	--	1521434	1.21
14.	Franklin Templeton Investment Funds					
	At the beginning of the year	01.04.2014	--	--	--	--
	Date wise Increase / Decrease	27.02.2015	156000	0.12	156000	0.12
	in Share holding during the year	06.03.2015	1000000	0.80	1156000	0.92
	specifying the reasons for increase	13.03.2015	299500	0.23	1455500	1.15
	/ decrease (e.g. allotment / transfer /					
	bonus/ sweat equity etc):					
	At the End of the year	31.03.2015	--	--	1455500	1.15

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

Sl. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Premchand Godha Chairman and Managing Director					
	At the beginning of the year	01.04.2014	2681340	2.13	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	2681340	2.13
2.	Mr. Ajit Kumar Jain Joint Managing Director and CFO					
	At the beginning of the year	01.04.2014	66000	0.05	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	66000	0.05
3.	Mr. Pranay Godha Executive Director					
	At the beginning of the year	01.04.2014	606936	0.48	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	606936	0.48
4.	Mr. Prashant Godha Executive Director					
	At the beginning of the year	01.04.2014	731800	0.58	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	731800	0.58
5.	Mr. Babulal Jain Independent Director					
	At the beginning of the year	01.04.2014	25500	0.02	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	25500	0.02
6.	Mr. Dev Parkash Yadava Independent Director					
	At the beginning of the year	01.04.2014	3691	0.00	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	4629	0.00

Sl. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Mr. Anand T Kusre Independent Director					
	At the beginning of the year	01.04.2014	--	--	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	--	--
8.	Dr. Ramakanta Panda Independent Director					
	At the beginning of the year	01.04.2014	--	--	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	--	--
9.	Dr. (Mrs) Manisha Premnath Independent Director					
	At the beginning of the year	01.04.2014	--	--	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	--	--
10.	Mr. M. R. Chandurkar Director (Resigned w.e.f. 29.05.2014)					
	At the beginning of the year	01.04.2014	2151000	1.70	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	2151000	1.70
11.	Dr. V. V. Subbarao Director (Resigned w.e.f. 29.05.2014)					
	At the beginning of the year	01.04.2014	12500	0.01	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		--	--	--	--
	At the End of the year	31.03.2015	--	--	12500	0.01
12.	Mr. Harish Kamath Company Secretary					
	At the beginning of the year	01.04.2014	10000	0.01	--	--
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	At the End of the year	31.03.2015	--	--	10000	0.01

vi) **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2014)				
i) Principal Amount	59163.78	0.00	0.00	59163.78
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	445.48	0.00	0.00	445.48
Total (i+ii+iii)	59609.26	0.00	0.00	59609.26
Change in Indebtedness during the financial year				
i) Addition	100285.43	17455.65	0.00	117741.08
ii) Reduction	84206.47	0.00	0.00	84206.47
Net Change	16078.96	17455.65	0.00	33534.61
Indebtedness at the end of the financial year				
i) Principal Amount	75472.21	17409.80	0.00	92882.01
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	216.01	45.85	0.00	261.86
Total (i+ii+iii)	75688.22	17455.65	0.00	93143.87

vii) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (₹)
		Mr. Premchand Godha (Chairman & Managing Director /CEO)	Mr. Ajit Kumar Jain (Joint Managing Director/ CFO)	Mr. Pranay Godha (Executive Director)	Mr. Prashant Godha (Executive Director)	
1.	Gross salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,96,00,000	1,59,66,667	96,00,000	67,20,000	7,18,86,667
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	35,38,427	20,55,588	7,05,959	4,59,600	67,59,574
	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 (as approved by Board)	8,25,00,000	1,45,00,000	90,00,000	63,00,000	11,23,00,000
5.	Others, please specify					
	Total (A)	12,56,38,427	3,25,22,255	1,93,05,959	1,34,79,600	19,09,46,241
	Ceiling as per the Act	Rs. 34.49 crores (being 10% of the profits of the Company calculated as per the Section 198 of the Companies Act, 2013)				

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors							Total Amount (₹)
		Mr. Babulal Jain	Mr. Anand T Kusre	Mr. Dev Parkash Yadava	Dr. Ramakanta Panda	Dr. Manisha Premnath (Appointed w.e.f. 21.09.2014)	Mr. M R Chandurkar (Resigned w.e.f. 29.05.2014)	Dr. V V Subba Rao (Resigned w.e.f. 29.05.2014)	
1.	Independent Directors								
	Fee for attending board / committee meetings	5,50,000	4,75,000	5,00,000	2,00,000	1,50,000	-	1,00,000	19,75,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify a) Reimbursement of out of pocket expenses for attending Board Meeting	-	-	-	-	-	-	3,891	3,891
	Total (1)	5,50,000	4,75,000	5,00,000	2,00,000	1,50,000	-	1,03,891	19,78,891
2.	Other Non-Executive Directors								
	Fee for attending board / committee meetings	-	-	-	-	-	75,000	-	75,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	75,000	-	75,000
	Total (B)=(1+2)	5,50,000	4,75,000	5,00,000	2,00,000	1,50,000	75,000	1,03,891	20,53,891
	Total Managerial Remuneration								19,29,96,241
	Overall Ceiling as per the Act	Rs. 37.94 crores (being 11% of the profits of the Company calculated as per the Section 198 of the Companies Act, 2013)							

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Harish P Kamath (Company Secretary)	Total (₹)
1.	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	73,45,471	73,45,471
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,05,744	4,05,744
	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 (as decided by Board)	-	-
5.	Others, please specify		
	Total	77,51,215	77,51,215

Remuneration of CEO and CFO who are Wholtime Directors are given in Item No. VII (A) above.

viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To
The Members

Ipca Laboratories Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ipca Laboratories Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Ipca Laboratories Limited'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 authorised representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Ipca Laboratories Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
 - (e) The other regulations of the Securities and Exchange Board of India as may be applicable to the Company.
- (vi) Other laws applicable to the Company as per representations made by the Company.

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

- (i) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
- (ii) Secretarial Standards with respect to board and general meetings of The Institute of Company Secretaries of India are not in force as on the date of this report.

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

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.

Decisions at the Board Meetings were taken unanimously.

We further report that as per the explanations given to us and the representations made by the management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules regulations and guidelines.

We further report that during the audit period there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **Parikh & Associates**
Company Secretaries

Jigyasa N. Ved

Partner
FCS: 6488 CP: 6018

Mumbai
30th May, 2015

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

To
The Members
Ipca Laboratories Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the 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 procedure 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 **Parikh & Associates**
Company Secretaries

Jigyasa N. Ved

Partner
FCS: 6488 CP: 6018

Mumbai
30th May, 2015

INDEPENDENT AUDITORS' REPORT

To
The Members of
Ipca Laboratories Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Ipca Laboratories Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 thereunder. 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its 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 sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the said 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 purpose of our audit.

- (b) In our opinion, proper books of accounts 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 accounts.
- (d) In our opinion, the aforesaid standalone 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 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 34 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no delays in payment of amounts to the Investor Education and Protection Fund during the year.

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N Jayendran
Partner
M. No. 40441

Mumbai,
30th May, 2015

Annexure referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date

- (i) (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (ii) (a) The management has conducted physical verification of inventory at 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 inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventory. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- (iii) (a) The Company has granted interest free unsecured loan to its wholly owned subsidiary and a joint venture company covered in the register maintained u/s 189 of the Companies Act 2013.
- (b) The Loan is not due for repayment presently and therefore there is no default in its repayment and there is no overdue.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.

- (v) The Company has not accepted any deposit from the public pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder. Therefore, the provisions of clause 3(v) of the Companies (Auditors Report) Order 2015 are not applicable to the Company. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in respect of the said sections.
- (vi) As informed to us, the maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has been prescribed and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not however carried out a detailed examination of the records to ascertain whether they are accurate or complete.
- (vii)
 - (a) The Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs duty, Excise duty, Value Added Tax, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
 - (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Value Added Tax, Cess which have not been deposited on account of any dispute except as given in the statement attached herewith.
 - (c) The amounts to be transferred to the Investor Education and Protection Fund have been transferred on time as required by the extant laws.
- (viii) The Company does not have any accumulated losses and has not incurred cash losses during the financial year and also in the immediately preceding financial year.
- (ix) According to the information and explanations given to us and based on the documents and records produced to us, the company has not defaulted in repayment of dues to any Financial Institution, Bank or Debenture Holders.
- (x) According to the information and explanations given to us and the records examined by us, the terms and conditions of guarantee given by the Company for loan taken by its wholly owned subsidiary from bank are not prima facie prejudicial to the interest of the Company.
- (xi) On the basis of the documents submitted to the bankers and the other records perused by us, we have to state that the term loans which are in the nature of External Commercial Borrowings and the buyers credit for purchase of fixed assets taken during the year have been applied for the purpose for which the loans were obtained.
- (xii) According to the information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the Company has been noticed or reported during the year.

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N Jayendran
Partner
M. No. 40441

Mumbai,
30th May, 2015

Statement of statutory dues outstanding on account of disputes, as on 31st March, 2015, referred to in para (vii)(b) of the Annexure to Auditors' Report

Name of the Statute	Nature of Dues	Amount (₹ crores)	Period to which the amount relates	Forum where dispute is pending
Excise Duty	Valuation of as such clearance of RM/PM on 115%	0.12	April'2001 to Feb'2003	Commissioner, C. Ex. LTU, Mumbai
Excise Duty	Payment of Excise duty on 4-OH (Intermediate stage of 4-7 DCQ)	0.33	April'2003 to Sept'2007	CESTAT, New Delhi
Excise Duty	Payment of Excise duty on 4-OH (Intermediate stage of 4-7 DCQ)	0.19	Oct'2007 to Dec'2008	CESTAT, New Delhi
Excise Duty	Differential Excise duty on WIP on Debonding	0.23	2009-10	CESTAT, Ahmedabad
Excise Duty	Interest and penalty on past anti-dumping duty & excise duty	4.15	-	High Court, Gujarat
Service Tax	Availment of credit of service tax	0.64	2006-07 & 2007-08	CESTAT, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.23	April'08 to Nov'08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.04	Dec'08 to Sept'09	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.03	2006-07 & 2007-08	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.01	April'08 to Dec'08	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.01	Jan'09 to Sept'09	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	1.42	2006-07 & 2007-08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.34	April'08 to Nov'08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.30	Dec'08 to Sept'09	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Non reversal of proportionate amount of service tax credit on GTA against Input credit reversal on short received and destruction of RM/PM	0.01	2005-06 to 2007-08	Asstt. Commissioner, Central Excise & service tax. LTU, Mumbai
Service Tax	Availment of credit of service tax on Outward freight based on CERA audit query	0.02	2009-10 & 2010-11	Deputy Commissioner, C. Ex. & S.T, LTU, Mumbai
Service Tax	Availment of Cenvat credit of service tax on Telephone, Courier & construction services	0.01	2006-07	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of Cenvat Credit of Service Tax	0.61	2006-2007 & 2007-2008	CESTAT, Mumbai
Sales Tax	Central Sales Tax, Orissa (2006-2007)- Disputed demand	0.01	2006-07	Sales Tax Authority, Cuttack
Sales Tax	Gujarat VAT Act (2006-07)-Disputed demand	0.07	2006-07	Gujarat VAT Tribunal, Ahmedabad
Sales Tax	Gujarat VAT Act (2007-2008)-Disputed demand	0.02	2007-08	Jt. Commissioner of Commercial Tax, Rajkot
Sales Tax	UP VAT Act (2008-09)-Disputed demand	0.01	2008-09	Sales Tax Authority, UP
Sales Tax	Gujrat VAT (Ankleshwar, Nandesari) - Disputed demand	0.08	2010-11	Deputy Commissioner of VAT, Baroda
Sales Tax	CST Assessment	0.34	2011-12	Application filed before Assessing Authority (Re-assessment), Ratlam
Sales Tax	Sendhwa Check post penalty	0.04	2014-15	Deputy Commissioner, Sales Tax (appeal), LTU Indore
Sales Tax	Sendhwa Check post penalty	0.01	2014-15	Deputy Commissioner, Sales Tax (appeal), LTU Indore
Sales Tax	Duburdih Check Post Penalty	0.01	2014-15	Deputy Commissioner, Sales Tax , West Bengal
Income Tax	Disputed disallowances	2.03	A.Y.2008-09	ITAT, Mumbai
Income Tax	Disputed disallowances	0.57	A.Y.2007-08	ITAT, Mumbai
Income Tax	Disputed demand	0.31	A.Y.2005-06	ITAT, Ahmedabad
Income Tax	Appeal against penalty order	0.09	A.Y.2008-09	ITAT, Ahmedabad
Total		12.28		

STANDALONE ACCOUNTS

Balance Sheet as at 31st March, 2015

Particulars	Note Ref.	As at 31/03/2015	As at 31/03/2014
		(₹ Crores)	(₹ Crores)
Equity & Liabilities			
1. Shareholders' funds			
(a) Share capital	1	25.24	25.24
(b) Reserves & surplus	2	2,208.09	1,956.37
(c) Money received against share warrants		-	
		2,233.33	1,981.61
2. Share application money pending allotment		-	-
3. Non-current liabilities			
(a) Long-term borrowings	3	501.40	292.12
(b) Deferred tax liabilities (net)	4	174.23	147.11
(c) Other long term liabilities	5	3.21	2.49
(d) Long term provisions	6	17.66	14.49
		696.50	456.21
4. Current liabilities			
(a) Short-term borrowings	7	320.98	137.96
(b) Trade payables	8	302.56	337.05
(c) Other current liabilities	9	234.93	249.82
(d) Short-term provisions	6	35.44	54.72
		893.91	779.55
Total		3,823.74	3,217.37
Assets			
1. Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		1,706.39	1,285.10
(ii) Intangible assets		46.57	21.01
(iii) Capital work-in-progress		236.29	148.63
(iv) Intangible assets under development		30.66	16.27
		2,019.91	1,471.01
(b) Non-current investments	11	81.86	28.75
(c) Deferred tax assets (net)		-	-
(d) Long-term loans & advances	12	118.87	125.67
(e) Other non-current assets	13	10.04	9.30
		2,230.68	1,634.73
2. Current assets			
(a) Current investments	11	-	0.15
(b) Inventories	14	916.98	838.30
(c) Trade receivables	15	353.55	448.76
(d) Cash and bank balances	16	113.19	69.22
(e) Short-term loans and advances	12	46.84	64.56
(f) Other current assets	13	162.50	161.65
		1,593.06	1,582.64
Total		3,823.74	3,217.37

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
Premchand Godha
Chairman & Managing Director (DIN 00012691)
Ajit Kumar Jain
Joint Managing Director & CFO (DIN 00012657)
Pranay Godha
Executive Director (DIN 00016525)
Prashant Godha
Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note Ref.	2014-15	2013-14
		(₹ Crores)	(₹ Crores)
I. Revenue from operations (gross)	17	3,116.94	3,266.86
Less : excise duty		31.80	32.04
Revenue from operations (net)		3,085.14	3,234.82
II. Other income	18	35.77	21.43
III. Total revenue (I + II)		3,120.91	3,256.25
IV. Expenses			
Cost of materials consumed	19	1,087.80	1,097.51
Purchases of stock-in-trade	20	123.12	90.49
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(67.87)	(60.63)
Employee benefit expenses	22	539.63	477.86
Finance cost	23	25.62	24.58
Depreciation & amortisation	24	177.17	100.89
Other expenses	25	881.96	824.36
Foreign exchange (gain)/loss - net		(4.25)	72.10
Total expenses (IV)		2,763.18	2,627.16
V. Profit Before exceptional, extraordinary items and tax (III-IV)		357.73	629.09
VI. Tax expense			
Current tax		74.50	135.00
Deferred tax		27.12	16.72
VII. Profit after tax before exceptional item (V-VI)		256.11	477.37
VIII. Exceptional items		-	-
IX. Profit after tax and exceptional item (VII-VIII)		256.11	477.37
X. Earnings per equity share: (₹)	29		
Basic		20.29	37.83
Diluted		20.29	37.83
Par value per share (₹)		2.00	2.00

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
Premchand Godha
Chairman & Managing Director (DIN 00012691)
Ajit Kumar Jain
Joint Managing Director & CFO (DIN 00012657)
Pranay Godha
Executive Director (DIN 00016525)
Prashant Godha
Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Cash Flow Statement for the year ended 31st March, 2015

		2014-15		2013-14	
		(₹ Crores)		(₹ Crores)	
A. Cash Flow From Operating Activities					
1)	Net profit before taxation and extraordinary item		357.73		629.09
	Adjustments for :				
	Depreciation, amortisation and impairment expense	177.17		100.89	
	(Profit) / Loss on sale of assets	0.34		0.60	
	(Profit) / Loss on sale of investment	(2.64)		-	
	(Profit) / Loss on sale of mutual fund investments (short term)	(4.17)		(3.08)	
	Assets scrapped	0.92		0.41	
	Sundry balances written off / (back) - net	(2.70)		(1.91)	
	Provision for doubtful debts / advances	0.56		0.12	
	Bad debts w/off	6.03		1.36	
	Provision for diminution in value of investment - in subsidiaries	0.05		0.39	
	Reversal of provision for diminution in value of investments	(4.32)		-	
	Provision for diminution in value of investment - others	-		0.21	
	Unrealised foreign exchange (gain) / loss	3.97		23.97	
	Interest income	(19.51)		(13.17)	
	Dividend income	(0.01)		(0.01)	
	Interest expense	25.62	181.31	24.58	134.36
2)	Operating profit before working capital changes		539.04		763.45
	Decrease/(Increase) in receivables	68.46		(92.97)	
	Decrease/(Increase) in inventories	(78.68)		(104.96)	
	Increase/(Decrease) in current liabilities & provisions	(11.95)	(22.17)	79.45	(118.48)
3)	Cash generated from operation		516.87		644.97
	Income tax paid (net)		(74.46)		(130.19)
	Net cash from operating activities		442.41		514.78
B. Cash Flow From Investing Activities					
	Purchase of fixed assets including capital WIP	(554.87)		(371.14)	
	Acquisition of industrial undertaking	(118.39)		-	
	Investment in subsidiaries	(0.03)		(1.05)	
	Investment in Joint Venture	-		(6.51)	
	Investment in associate	(9.54)		-	
	Purchase of investment - others	(0.05)		-	
	Sale of investment - others	4.59		-	
	Purchase/redemption of mutual fund units			-	
	- Purchases	(2,037.85)		(1,903.12)	
	- Redemption	2,042.02	4.17	1,906.20	3.08
	Proceeds from sale of assets		1.00		0.80
	Movement in other bank balances		(19.35)		(0.48)
	Interest received		19.68		13.22
	Dividend received		0.01		0.01
	Net cash from / (used) in investing activities		(672.78)		(362.07)
C. Cash Flow From Financing Activities					
	Increase/(Decrease) in short term borrowings	184.46		(17.17)	
	Proceeds from long-term borrowings	303.29		66.90	
	Repayment of long-term borrowings	(109.63)		(93.68)	
	Repayment of debentures	(55.00)		-	
	Interest paid	(31.28)		(28.29)	
	Dividend & dividend tax paid	(36.85)		(66.12)	
	Net cash (used in) financing activities		254.99		(138.36)
	Net increase in cash and cash equivalents (A + B + C)		24.62		14.35
	Cash and cash equivalents at beginning of year		67.46		53.11
	Cash and cash equivalents at end of year		92.08		67.46
Components of cash & cash equivalents :					
	Cash and cheques on hand		2.06		2.50
	Balance with banks		90.02		64.96
			92.08		67.46

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
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Prashant Godha
Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Statement of Significant Accounting policies and Other Explanatory Notes

(A) Accounting Policies

a) Basis of Preparation

- i) The Financial Statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 (which are deemed to be applicable as per section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Schedule III to the Companies Act, 2013.

- ii) Change in Accounting Policy

The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

b) Use of Estimates

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

c) Inflation

Assets and liabilities are shown at historical cost except revalued assets, which are shown at revalued amounts. No adjustments are made for changes in purchasing power of money.

d) Fixed Assets

- i) Tangible / Intangible Assets are recorded at cost of acquisition or construction. Cost of acquisition comprises its purchase price including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price. Revalued assets are recorded at revalued amounts.
- ii) Goodwill represents excess of consideration paid for acquisition of business over the fair value of net assets.
- iii) Capital Work In Progress represents expenditure incurred on capital asset that are under construction or are pending for capitalisation and includes Project expenses pending allocation. Project expenses pending allocation are apportioned to the fixed assets of the project proportionately on capitalisation.
- iv) Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period up to the time the asset is ready for its intended use.

e) Investments

Long term Investments are stated at cost. Provisions are made for diminution in value of investments other than temporary in nature. Current Investments are stated at cost or fair value whichever is lower.

Investments that are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

f) Depreciation, Amortisation and Impairment

- i) Depreciation on all assets of the Company is charged on straight line method over the useful life of assets mentioned in Schedule II to the Companies Act, 2013 or the useful life previously assessed by the management based on technical review whichever is lower for the proportionate period of use during the year. Intangible assets are amortised over the economic useful life estimated by the management.

The management's estimated useful life/useful life as per schedule II whichever is lower for the various tangible assets are as follows.

Assets	Estimated useful life (Years)
Leasehold Land	Period of Lease
Buildings	28 to 58
Roads	3 to 10
Plant and Machinery and R&D Equipments	9 to 20
Office and other equipments	5
Computers	3 to 6
Furniture and Fixtures	10
Vehicles	6 to 8
Leasehold Improvements	Period of Lease

- ii) The management has estimated the economic useful life for the various intangible assets as follows.

Assets	Estimated useful life (Years)
Brands and Trademarks	4
Technical Know how	4
Software for internal use	4
Goodwill	4

- iii) The Company carries out exercise of assessment of any impairment to its fixed assets as at each balance sheet date. Changes in level of impairment are accounted in the Statement of Profit and Loss separately. Impairment loss in respect of assets sold / scrapped are reversed and consequent profit or loss on such sale is accounted. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is 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 an asset and from its disposal at the end of its useful life. Depreciation charged on assets impaired is adjusted in future period over its remaining useful life.
- iv) Fixed Assets individually costing upto ₹ 5,000/- are fully depreciated in the year of purchase.

g) Inventories

Items of inventories are valued at lower of cost or estimated net realisable value.

Cost is determined as given below:

Raw Materials and Packing Materials	a) At lower of Cost net of CENVAT/VAT computed on First-in-First-out method and net realisable value, b) API produced for captive consumption are valued at lower of cost and net realisable value.
Work-in-process and Finished Goods	At lower of cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads and net realisable value. Excise duty is considered as cost for finished goods wherever applicable.
Stores and Spares	Stores and spare parts are valued at lower of purchase cost computed on First-in-First-out method and net realisable value.

h) Employee Benefits

- i) Retirement benefit in the form of provident fund is a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year/period when the contributions are due.
- ii) Gratuity being a defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year/period using the projected unit credit method.
- iii) Leave encashment is recognised on the basis of actuarial valuation made at the end of each year.
- iv) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.
- v) Leave Travel Assistance (LTA) liability has been provided on the basis of actual accumulated obligation.

i) Excise Duty and Cenvat / Service Tax Credit

- i) The excise duty expenses are bifurcated into three components: excise duty expenses related to sales is reduced from gross sales, excise duty relating to the difference between the closing and opening stock of finished goods is recognized in the material cost and inventory adjustments and the un-recovered excise duty is recognized under other expenses.
- ii) CENVAT /Service Tax credit utilised during the year is accounted in excise duty and unutilised CENVAT / Service Tax credit at the year end is considered as duties and taxes refundable.

j) Government Grants

- i) Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underlying conditions thereto will be complied with.
- ii) Grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets.
- iii) Grants in the nature of promoter's contribution are credited to capital reserve account and treated as a part of shareholders' funds.

k) Foreign Exchange Transactions

- i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement / negotiation during the year is recognised in the Statement of Profit and Loss.

- ii) Foreign currency monetary transactions remaining unsettled at the end of the year are converted at year-end rates. The resultant gain or loss is accounted for in the Statement of Profit and Loss.
- iii) Non Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- iv) The overseas trading and non trading offices are integral foreign operation and are accounted accordingly.
- v) Exchange difference arising on a monetary item that in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in foreign currency translation reserve.

l) Derivative Instruments and Hedge Accounting

- i) The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" of the Companies (Accounting Standards) Rules 2006. The use of hedging instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.
- ii) Hedging instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the Statement of Profit and Loss.
- iii) Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the Statement of Profit and Loss as they arise.
- iv) Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to the Statement of Profit and Loss for the period.

m) Research and Development

Revenue expenditure on research and development is charged to Statement of Profit and Loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to fixed assets.

n) Revenue Recognition

- i) Revenue from sale of goods is recognised net of returns, product expiry claims and trade discount, on transfer of significant risk and rewards in respect of ownership to the buyer which is generally on dispatch of goods. Sales include excise duty but exclude sales tax and value added tax.
- ii) In respect of incentives attributable to the export of goods, the Company following the accounting principle of matching revenue with the cost has recognised export incentive receivable when all conditions precedent to the eligibility of benefits have been satisfied and when it is reasonably certain of deriving the benefit. Since these schemes are meant for neutralisation of duties and taxes on inputs pursuant to exports, the same are grouped under material costs.
- iii) The other export incentives that do not arise out of neutralisation of duties and taxes are disclosed under other operating revenue.
- iv) Revenue in respect of insurance/other claims, commission, etc. are recognised only when it is reasonably certain that the ultimate collection will be made.
- v) Interest income is recognised on time proportion method basis taking into account the amount outstanding and the rate applicable.
- vi) Dividend income is accounted when the right to receive the same is established.

o) Borrowing Cost

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

p) Employee Stock Option Scheme

Employee stock options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed under Guidance Note on "Accounting for Employee Share-based payments" issued by the ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the

options is recognized as deferred employee compensation and is charged to the Statement of Profit and Loss on graded vesting basis over the vesting period of the options. The un-amortized portion of the deferred employee compensation is reduced from Employee Stock Option outstanding which is shown under Reserves and Surplus.

q) **Taxation**

Tax expenses comprise Current Tax and Deferred Tax.:

i) **Current Tax:**

Current Tax is calculated as per the provisions of the Income Tax Act, 1961.

ii) **Deferred Tax:**

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

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

iii) **MAT Credit:**

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have reasonable certainty that it will pay normal tax during the specified period.

r) **Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised but disclosed in notes to accounts.

Contingent Assets are neither recognised nor disclosed in financial statements.

s) **Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

t) **Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(B) Other Explanatory Notes**1. Share Capital**

Particulars	As at 31-Mar-2015		As at 31-Mar-2014	
	Numbers	(₹ Crores)	Numbers	(₹ Crores)
Face Value		₹ 2.00 each		₹ 2.00 each
Class of Shares		Equity Shares		Equity Shares
Authorised Capital	28,50,00,000	57.00	28,50,00,000	57.00
Issued, Subscribed and Paid up Capital				
Issued & Subscribed	12,74,80,204	25.50	12,74,80,204	25.50
Paid up	12,61,99,109	25.24	12,61,99,109	25.24
Total		25.24		25.24

Of the above :

- Aggregate Shares issued under Employees Stock Option Scheme (ESOS) : 21,57,500 equity shares of ₹ 2/- each.
- Equity share of ₹ 10/- each have been sub-divided into five equity shares of ₹ 2/- each pursuant to the resolution passed by the shareholders at the Extra Ordinary General Meeting held on 25th February, 2010.
- 53,210 equity shares of ₹ 10/- each in 2009-10 and 2,03,009 equity shares of ₹ 10/- each in 2008-09 have been extinguished under Buy back Scheme.
- 3,22,704 equity shares of ₹ 2/- each of the Company have been issued during 2012-13 under the scheme of amalgamation of erstwhile Tonira Pharma Limited with the Company.

Disclosures:**i) Reconciliation of Shares**

Particulars	Equity Shares			
	As at 31-Mar-2015		As at 31-Mar-2014	
	Numbers	(₹ Crores)	Numbers	(₹ Crores)
Shares outstanding at the beginning of the year	12,61,99,109	25.24	12,61,99,109	25.24
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	12,61,99,109	25.24	12,61,99,109	25.24

ii) Details of Shareholding in excess of 5%

Name of Shareholders	As at 31-Mar-2015		As at 31-Mar-2014	
	Number of shares held	%	Number of shares held	%
Kaygee Investments Private Limited	2,70,18,195	21.41%	2,70,18,195	21.41%
Exon Laboratories Private Limited	82,71,000	6.55%	82,71,000	6.55%
Chandurkar Investments Private Limited	69,78,005	5.53%	69,78,005	5.53%

iii) Rights and obligations of shareholders

The Company has only one class of share referred as equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after payment of external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Reserves & Surplus

i) Reserves

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Capital Reserve		0.59		0.59
Capital Redemption Reserve		0.26		0.26
Securities Premium Account		43.99		43.99
Debenture Redemption Reserve *				
Opening Balance	17.50		17.50	
(+) Current Year Transfer	-		-	
(-) Transfer to General Reserve	7.50		-	
Closing Balance		10.00		17.50
Other Reserves :				
General Reserve **				
Opening Balance	1,250.00		1,100.00	
(+) Current Year Transfer	42.50		150.00	
(+) Transfer from Debenture Redemption Reserve	7.50		-	
Closing Balance		1,300.00		1,250.00
Hedging Reserve ***				
Opening Balance	3.30		3.69	
Net transfer during the Year	10.28		(0.39)	
Closing Balance		13.58		3.30
Foreign Currency Translation Reserve ****				
Opening Balance	13.25		4.65	
Net transfer during the Year	0.52		8.60	
Closing Balance		13.77		13.25
Balance at the year end		1,382.19		1,328.89

* Debenture redemption reserve is maintained in accordance with the Companies (Share capital & Debenture) Rules, 2014.

** General Reserve represents the reserve created in accordance with Companies (Transfer of Profits to Reserves) Rules, 1975.

*** Hedging Reserve represents the fair value changes of hedging instruments that are designated and effective as hedges of future cash flows.

**** Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in foreign currency translation reserve.

ii) Surplus in Statement of Profit and Loss

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Balance as per last Balance Sheet	627.48	883.59	373.93	851.30
Net Profit for the year	256.11		477.37	
Less:				
Transfer to General Reserve	42.50		150.00	
Interim dividend	-		31.55	
Tax on interim dividend	-		5.36	
Proposed dividend	12.62		31.55	
Tax on proposed dividend	2.57	57.69	5.36	223.82
Balance as at year end		825.90		627.48
Total Reserves & Surplus (i + ii)		2,208.09		1,956.37

3. Long-term Borrowings - Secured

	Non - Current Portion As at		Current Maturities as at	
	31-Mar-2015	31-Mar-2014	31-Mar-2015	31-Mar-2014
	(₹ Crores)		(₹ Crores)	
i. Debentures	10.00	15.00	5.00	55.00
ii. Foreign Currency Term Loan	437.65	277.12	101.43	109.62
Total	447.65	292.12	106.43	164.62

a) Details of above:-

Sr. No.	Name of the Instruments / Institutions	Non - Current Portion As at		Current Maturities As at		Details of Securities	Repayment terms
		31/03/2015	31/03/2014	31/03/2015	31/03/2014		
		(₹ Crores)		(₹ Crores)			
i.	Debentures						
1.	9.95% Secured Redeemable Non-Convertible Debentures	-	-	-	50.00	Secured by first mortgage and pari-passu charge over Company's office premises at Ahmedabad, Gujarat and first pari-passu charge over movable property of the Company including plant & machinery situated at Ratlam, Athal (Silvassa), Indore (M.P.), Piparia (Silvassa), Pithampur (Indore) and Dehradun.	Redeemable at the end of 3 rd year by exercising put/ call option or, at the end of 5 th year, both from the date of issue i.e. 3 rd October, 2011.
2.	9.25% Secured Redeemable Non-Convertible Debentures	10.00	15.00	5.00	5.00	Secured by first mortgage and pari-passu charge over Company's office premises at Ahmedabad, Gujarat and first charge by way of equitable mortgage charge on immovable properties being land and building situated at Sejavata,Ratlam and Polo Ground, Indore, both in the state of Madhya Pradesh; Village Athal & Village Piparia (Silvassa); plot no.48,plot no.142-AB, plot no.123, plot no.125 & plot no.126ABCD at Kandivli Industrial Estate in Mumbai and at Dehradun in the state of Uttarakhand.	Redeemable in 4 equal annual installments of ₹ 5.00 crores at the end of 2 nd year, 3 rd year, 4 th year and 5 th year from the date of issue i.e. 12 th December, 2012.
	Total (i)	10.00	15.00	5.00	55.00		
ii.	Foreign Currency Term Loans						
1.	a) BNP PARIBAS, Singapore Branch	-	-	-	14.98	Secured by first pari passu charge by way of hypothecation of movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 4 equal semi annual installments from 20 th March, 2013.

Sr. No.	Name of the Instruments / Institutions	Non - Current Portion As at		Current Maturities As at		Details of Securities	Repayment terms
		31/03/2015	31/03/2014	31/03/2015	31/03/2014		
		(₹ Crores)		(₹ Crores)			
	b) BNP PARIBAS, Singapore Branch	62.50	59.92	-	-	Secured by first pari passu charge by way of hypothecation of movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Bullet Repayment at the end of 5 th year on 7 th October, 2016.
2.	CITI BANK N.A. Bahrain Branch	-	-	-	6.42	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 14 equal quarterly installments from 21 st July,2011.
3.	a) DBS BANK, Singapore Branch	-	-	-	13.78	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 9 semi annual installments from 16 th March, 2011.
	b) DBS BANK, Singapore Branch	36.78	49.35	14.70	10.57	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future.	Repayable in 17 equal quarterly installments from 16 th September, 2014.
4.	Barclays Bank PLC, London Branch	-	6.29	6.56	18.70	Secured by first pari passu charge on the plant & machinery of the Company except assets at Pithampur, Indore.	Repayable in 13 quarterly installments from 31 st May, 2012.
5.	a) HSBC Bank Mauritius Ltd.	15.63	50.94	37.50	35.95	Secured by first pari passu charge on the plant & machinery of the Company except assets at Pithampur, Indore.	Repayable in 7 half yearly installments from 31 st July, 2013.
	b) HSBC Bank Mauritius Ltd.	62.50	59.92	-	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 9 equal quarterly installments from 26 th September, 2016.
	c) HSBC Bank Mauritius Ltd.	33.66	50.70	19.23	9.22	Secured by first pari passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 13 equal quarterly installments from 19 th November, 2014.
	d) HSBC Bank Mauritius Ltd.	101.57	-	23.44	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 16 equal quarterly installments from 30 th September, 2015.
	e) HSBC Bank Mauritius Ltd.	125.01	-	-	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Baroda(Gujarat).	Repayable in 11 Half Yearly Un-equal installments from 08 th December, 2016.
	Total (ii)	437.65	277.12	101.43	109.62		
	Grand Total (i + ii)	447.65	292.12	106.43	164.62		

b) Long-term Borrowings - Unsecured

Buyers Credit	53.75	-	-	-
Total (a+b)	501.40	292.12	106.43	164.62

c) Maturity Profile of Borrowings other than Debentures

	As at 31/03/2015 (₹ Crores)	As at 31/03/2014 (₹ Crores)
Installments payable between 1 to 2 years	224.15	74.78
Installments payable between 2 to 5 years	201.62	202.34
Installments payable beyond 5 years	65.63	-
Total	491.40	277.12

4. Deferred Tax Liabilities (net)

	As at 31/03/2015	As at 31/03/2014
	(₹ Crores)	(₹ Crores)
Deferred tax liabilities on account of		
Depreciation including on R & D Assets, Amortisation and impairment	183.80	153.83
Deferred tax asset on account of		
Leave Encashment	6.80	5.36
Bonus	0.69	0.68
Other tax disallowance	2.08	0.68
Total Deferred Tax Asset	9.57	6.72
Net deferred tax liability	174.23	147.11

5. Other Long Term Liabilities

	As at 31/03/2015	As at 31/03/2014
	(₹ Crores)	(₹ Crores)
Deposits from customers	3.21	2.49
Total	3.21	2.49

6. Provisions

	Long Term		Short Term	
	As at 31/03/2015	As at 31/03/2014	As at 31/03/2015	As at 31/03/2014
	(₹ Crores)	(₹ Crores)	(₹ Crores)	(₹ Crores)
Provision for employee benefits				
Gratuity	-	-	2.78	1.14
Provision for leave encashment	17.66	14.49	1.99	1.27
Provision for leave travel assistance (LTA)	-	-	4.17	3.62
Other employee related provision	-	-	1.32	1.83
Others				
Proposed final dividend - ₹ 1/- per share (Previous year ₹ 2.50 per share)	-	-	12.62	31.55
Provision for tax on proposed final dividend	-	-	2.57	5.36
Provision for taxation* (net of prepaid taxes)	-	-	9.99	9.95
Total	17.66	14.49	35.44	54.72

* Provision for taxation includes provision for wealth tax of ₹ 0.25 crore (Previous year ₹ 0.25 crore).

Disclosures:

- a) Disclosure under Accounting Standard -29 "Provisions, Contingent Liabilities and Contingent Assets" of the Companies (Accounting Standards) Rules 2006.

	(₹ Crores)			
Particulars	Opening Balance	Additions during the year	Amounts paid / reversed during the year	Closing Balance
Provision for wage revision under negotiation	1.83	0.39	0.90	1.32
(Previous Year)	2.34	1.16	1.67	1.83

- b) As per the Accounting Standard -15 "Employee Benefits" of the Companies (Accounting Standards) Rules 2006 and as defined in the accounting standard the summarised components of net benefit expense recognized in the statement of Profit and Loss and the funded status and amounts recognized in the balance sheet are given herein below.

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
	(₹ Crores)		(₹ Crores)	
I. Change in Benefit Obligation				
Liability at the beginning of the year	30.62	25.39	15.76	13.36
Interest cost	2.45	2.03	1.06	1.11
Current Service Cost	4.90	3.34	4.49	2.96
Past Service Cost	-	-	-	-
Benefit Paid	(2.86)	(1.64)	(4.32)	(3.92)
Actuarial (gain)/loss on obligations	2.68	1.50	2.66	2.25
Curtailments and Settlements	-	-	-	-
Liability at the end of the year	37.79	30.62	19.65	15.76
II. Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	29.48	24.89	-	-
Expected Return on Plan Assets	2.93	2.39	-	-
Contributions	5.46	3.84	-	-
Benefit paid	(2.86)	(1.64)	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the year	35.01	29.48	-	-
III. Actual Return on Plan Assets				
Expected Return on Plan Assets	2.93	2.39	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Actual Return on Plan Assets	2.93	2.39	-	-
IV. Amount Recognised in the Balance Sheet				
Liability at the end of the year	37.79	30.62	19.65	15.76
Fair Value of Plan Assets at the end of the year	35.01	29.48	-	-
Difference	2.78	1.14	19.65	15.76
Unrecognised Past Service Cost	-	-	-	-
Amount Recognised in the Balance Sheet	2.78	1.14	19.65	15.76
Breakup of Above:				
Current	2.78	1.14	1.99	1.27
Non-Current	-	-	17.66	14.49
Total	2.78	1.14	19.65	15.76
V. Expenses Recognised in the Income Statement				
Current Service Cost	4.90	3.34	4.49	2.96
Interest Cost	2.45	2.03	1.06	1.11
Expected Return on Plan Assets	(2.93)	(2.39)	-	-
Net Actuarial (gain)/loss to be Recognised	2.68	1.50	2.66	2.25
Past Service Cost (Non Vested Benefit) Recognised	-	-	-	-
Past Service Cost (Vested Benefit) Recognised	-	-	-	-
Effect of Curtailment or Settlements.	-	-	-	-
Expense Recognised in the statement of Profit and Loss	7.10	4.48	8.21	6.32
VI. Balance Sheet Reconciliation				
Opening Net Liability	1.14	0.50	15.76	13.36
Expense as above	7.10	4.48	8.21	6.32
Past Service cost	-	-	-	-
Employer's Contribution	(5.46)	(3.84)	(4.32)	(3.92)
Amount Recognised in Balance Sheet	2.78	1.14	19.65	15.76

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
	(₹ Crores)		(₹ Crores)	
VII. Category of assets as at the end of the year				
Insurer managed Funds (Fund is managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available. The plan assets under the fund are deposited under approved securities.)	35.01	29.48	-	-
VIII. Actuarial Assumptions				
Discount Rate	8.00%	8.00%	8.00%	8.00%
Salary Escalation	6.00%	6.00%	6.00%	6.00%

Notes :

- Employer's contribution includes payments made by the Company directly to its past employees.
- The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Company's leave encashment liability is entirely unfunded.
- Experience adjustments are not made due to non availability of data from the actuary appointed by the fund manager - LIC.

7. Short-Term Borrowings

	As at 31/03/2015 (₹ Crores)	As at 31/03/2014 (₹ Crores)
(i) Secured Loans:		
Working Capital Loan from banks	200.63	137.96

- Secured by first charge by way of hypothecation of all the stocks, book debts and all other movable current assets of the Company and second charge by way of mortgage of the immovable properties of the Company and hypothecation of plant & machinery of the Company.

	As at 31/03/2015 (₹ Crores)	As at 31/03/2014 (₹ Crores)
(ii) Unsecured Loans:		
Short Term Loans from Banks	120.35	-
Total Short-Term Borrowings (i)+(ii)	320.98	137.96

8. Trade Payables

	As at 31/03/2015 (₹ Crores)	As at 31/03/2014 (₹ Crores)
Trade Payables		
- Micro Small and Medium Enterprises	2.51	1.99
- Against acceptance of Import documents	42.80	71.66
- Others	257.25	263.40
Total	302.56	337.05

Disclosures:

Disclosure In accordance with Section 22 of The Micro Small and Medium Enterprises Development Act 2006.

Particulars	2014-15 (₹ Crores)	2013-14 (₹ Crores)
a) Principal amount due at year end	2.51	1.99
b) Interest due thereon at year end (Current year ₹ 189/-)	-	0.01
c) Payment made to suppliers (other than interest) beyond the appointed day during the year	1.68	5.87
d) Interest paid to suppliers under the MSMED Act, 2006	0.06	0.12
e) Interest due & payable to suppliers under MSMED Act, 2006 towards payment already made	0.01	0.06

The Company has compiled the above information based on written confirmations from suppliers and have been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

9. Other Current Liabilities

	As at 31/03/2015 (₹ Crores)	As at 31/03/2014 (₹ Crores)
Current maturities of non-current liabilities (Refer note 3)	106.43	164.62
Interest accrued but not due on borrowings	2.62	4.49
Advance received from customers	21.96	9.20
Unpaid dividends *	1.82	1.76
Duties & taxes payable	39.10	33.86
Amount payable on hedging transactions	1.27	5.52
Payable for capital goods	58.33	29.93
Other payables	3.40	0.44
Total	234.93	249.82

* Unpaid dividend does not include any amount to be credited to Investor Education and Protection fund.

10. Fixed Assets

(₹ Crores)

Description of Assets	Cost				Depreciation, Amortisation & Impairment				Net Block	
	As at 31 st March, 2013	Additions (13-14)	Disposals/ Adjustments (13-14)	As at 31 st March 2014	Additions (14-15)	Disposals/ Adjustments (14-15)	Charge for the year (13-14)	As at 31 st March 2014	Disposals/ Adjustments (14-15)	As at 31 st March 2015
A. Tangible Assets										
1. Freehold Land	29.00	13.72	3.40	46.12	3.58	(0.01)	0.03	-	-	0.03
2. Leasehold Land	21.95	1.32	(3.40)	19.87	28.83	-	0.79	1.00	0.54	1.54
3. Buildings	256.66	104.18	(0.71)	360.13	126.71	(0.10)	48.05	56.46	16.08	72.54
4. Plant & Machinery	954.98	184.87	(4.78)	1,135.07	321.01	(4.59)	298.51	360.06	121.36	477.86
5. Plant & Machinery (Given on Lease)	5.09	0.74	-	5.83	-	-	1.44	1.82	0.47	2.29
6. Office & Other Equipments	10.07	2.62	(0.13)	12.56	8.79	(0.08)	4.49	5.43	3.87	9.25
7. Effluent Treatment Plant	35.51	2.27	-	37.78	25.49	(1.48)	6.58	9.34	2.78	10.94
8. Furniture & Fixtures	28.27	4.35	(0.11)	32.51	23.15	(0.02)	14.02	16.62	4.58	21.18
9. Vehicles	19.92	4.79	(1.46)	23.25	3.05	(1.30)	6.35	8.33	3.60	11.09
10. Leasehold Improvement	0.76	-	-	0.76	-	(0.76)	0.04	0.72	-	-
11. R & D Building	17.53	0.05	0.62	18.20	0.21	-	2.88	0.01	0.61	4.11
12. R & D Leasehold Improvement	0.74	-	-	0.74	-	(0.74)	0.04	0.70	-	-
13. R & D Equipments	108.32	9.81	(1.04)	117.09	48.36	(3.62)	52.85	61.99	11.14	70.56
14. R & D Furnitures	2.36	0.19	-	2.55	0.42	-	1.16	1.36	0.22	1.58
Total (A)	1,491.16	328.91	(7.61)	1,812.46	589.60	(12.70)	438.49	527.36	165.25	682.97

B. Intangible Assets										
1. Goodwill	15.88	-	-	15.88	18.10	-	0.17	4.14	6.23	10.37
2. Software	10.63	4.94	(0.06)	15.51	8.35	-	4.62	7.12	3.87	10.99
3. Brands & Trade Mark	2.19	-	-	2.19	7.03	-	2.08	2.08	1.24	3.32
4. Know-How	3.99	-	-	3.99	3.75	-	3.66	3.70	0.50	4.20
5. Software - R & D	1.00	0.26	-	1.26	0.48	-	0.50	0.78	0.31	1.09
Total (B)	33.69	5.20	(0.06)	38.83	37.71	-	11.03	17.82	12.15	29.97
Total (A+B)	1,524.85	334.11	(7.67)	1,851.29	627.31	(12.70)	449.52	545.18	177.40	712.94
										1,752.96
										1,285.10

Notes:

- Buildings include cost of shares in Co-operative societies.
- Out of depreciation and amortisation for the year of ₹ 177.40 crores (Previous year ₹ 101.06 crores), depreciation of ₹ 0.23 crore (Previous year ₹ 0.17 crore) relating to project under execution for the period before start of production is transferred to project expenses pending allocation.
- Cost of Borrowing of ₹ 3.79 crores (Previous year ₹ 3.61 crores) is capitalised to the projects.

11. Investments

i) Non Current Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Face Value	Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		(₹ Crores)	
			31/03/2015	31/03/2014				31/03/2015	31/03/2014	31/03/2015	31/03/2014
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
A. Details of Trade Investments											
i) Investment in Equity Instruments (At cost)											
1.	Ipca Pharmaceuticals, Inc. USA	Subsidiary	1,000	1,000	No Par Value	Unquoted	Fully Paid	100.00	100.00	8.54	8.54
2.	Ipca Laboratories (UK) Ltd.,U.K.	Subsidiary	9,14,186	9,14,186	STG 1	Unquoted	Fully Paid	100.00	100.00	7.19	7.19
3.	Ipca Pharma Nigeria Ltd. Nigeria	Subsidiary	5,15,89,190	5,15,89,190	Niara 1	Unquoted	Fully Paid	100.00	100.00	2.82	2.82
4.	National Druggist (PTY) Ltd. South Africa	Subsidiary	10,59,732	10,59,732	Rand 1	Unquoted	Fully Paid	100.00	100.00	0.64	0.64
5.	Ipca Pharma (Australia) Pty Ltd. Australia	Subsidiary	26,944	26,944	Aus \$ 1	Unquoted	Fully Paid	100.00	100.00	0.17	0.17
6.	Ipca Pharmaceuticals(Shanghai) Ltd.China	Subsidiary	-	-	No Par Value	Unquoted	Fully Paid	100.00	100.00	1.19	1.19
7.	Ipca Pharmaceuticals Ltd. SA de CV. Mexico	Subsidiary	-	-	No Par Value	Unquoted	Fully Paid	100.00	100.00	1.12	1.09
8.	Tonira Export Limited	Subsidiary	1,00,000	1,00,000	₹ 10	Unquoted	Fully Paid	100.00	100.00	0.10	0.10
Total										21.77	21.74
ii) Investment in Preference Instruments (At cost)											
9.	Ipca Laboratories (UK) Ltd.,U.K.	Subsidiary	4,00,000	-	STG 1	Unquoted	Fully Paid	100.00	-	41.02	-
Total (i + ii)										62.79	21.74
iii) Investment in Equity Instruments (At cost)											
10.	CCPL Software Pvt.Ltd. #	Associate	55,000	55,000	₹ 100	Unquoted	Fully Paid	28.95	28.95	-	-
11.	Trophic Wellness Pvt. Ltd. @ (100000 shares fully paid & 680000 partly paid - ₹ 7.50 (Previous year ₹ 7.50 per share)	Associate	7,80,000	7,80,000	₹ 10	Unquoted	@	19.26	19.26	8.94	8.94
12.	Krebs Biochemicals & Industries Ltd.	Associate	18,00,000	-	₹ 10	Quoted	Fully Paid	18.92	-	9.54	-
Total										18.48	8.94
iv) Investment in Equity Instruments (At cost)											
13.	Avik Pharmaceutical Ltd.	Joint Venture	5,00,000	5,00,000	₹ 100	Unquoted	Fully Paid	49.02	49.02	6.51	6.51
Total										6.51	6.51
v) Investment in Equity Instruments (At cost)											
14.	Mangalam Drugs & Organics Ltd.	Others	10,67,939	16,33,417	₹ 10	Quoted	Fully Paid	-	-	3.29	5.09
Total										3.29	5.09
Total										91.07	42.28

Cost fully written off in books

B. Details of Non Trade Investments											
i) Investment in Equity Instruments (At cost)											
1.	Gujarat Industrial Co-Op Bank Ltd.	Others	140	140	₹ 50	Unquoted	Fully Paid	-	-	-	-
2.	Narmada Clean Tech Ltd. (NCTL) (formerly known as Bharuch Eco Aqua Infrastructure Ltd.)	Others	35000	35000	₹ 10	Unquoted	Fully Paid	-	-	0.04	0.04
Total										0.04	0.04
ii) Investment in Preference Instruments (At cost)											
3.	Enviro Infrastructure Company Limited	Others	45,000	-	₹ 10	Unquoted	Fully Paid	-	-	0.05	-
Total										0.09	0.04
C. Total Non current Investments (A+B)										91.16	42.32
Less : Provision for Diminution in value (Refer table (iii) below)										9.30	13.57
Non current investments (Net of provision)										81.86	28.75

ii) Current Investments (At cost)

1.	Aurobindo Pharma Limited.	Others	-	25,000	₹ 1	Quoted	Fully Paid	-	0.01	-	0.15
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iii) Provision for diminution in the value of Investments till date in shares in respect of the above companies is as follows:-

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	(₹ Crores)	
			31/03/2015	31/03/2014
1.	Ipca Pharmaceuticals Inc., USA	Subsidiary	7.61	7.61
2.	National Druggist (PTY) Ltd. South Africa	Subsidiary	0.64	0.64
3.	Ipca Pharmaceuticals(Shanghai) Ltd.China	Subsidiary	1.05	1.00
4.	Mangalam Drugs & Organics Ltd.	Others	-	4.32
Total			9.30	13.57

iv) **Aggregate value of investments**

Particulars	(₹ Crores)	
	31/03/2015	31/03/2014
Aggregate book value of quoted investments (Non Current - Trade)	12.83	5.09
Aggregate market value of quoted investments (Non Current - Trade)	18.84	0.77
Aggregate book value of unquoted investments (Non Current - Trade)	78.24	37.19
Aggregate book value of unquoted investments (Non Current - Non Trade)	0.09	0.04
Aggregate book value of quoted investments (Current)	-	0.15
Aggregate market value of quoted investments (Current)	-	1.28

v) **Disclosure u/s 186(4):**

During the year the Company has invested in 18,00,000 equity shares of Krebs Biochemicals & Industries Limited(Krebs) which aggregate to 18.92% of total equity of Krebs.

The Company had already taken two of the plants of Krebs on lease basis before the acquisition of the stake and this acquisition will fortify the business interest of the Company.

Considering the business connection with Krebs and also the equity stake of 18.92%, the same is considered as an associate as per AS-23, Accounting for Investments in Associates in Consolidated Financials Statements.

The Company has also made an announcement for open offer as per the extant SEBI regulations.

The Company has paid share application money of ₹ 12.42 crores for 23,00,000 additional shares, which is since allotted on 9th May 2015. The share application money is disclosed under loans and advances.

vi) Ipca Pharmaceuticals(Shanghai) Ltd. China is in the process of being woundup.

12. Loans and Advances

	Long Term		Short Term	
	As at 31/03/2015	As at 31/03/2014	As at 31/03/2015	As at 31/03/2014
	(₹ Crores)		(₹ Crores)	
a. Loans and advances to related parties				
Unsecured, considered good (Refer Note (c) given hereunder)	22.77	61.51	0.78	0.93
b. Capital Advances				
Unsecured, considered good	26.58	49.46	-	-
c. Share application money pending allotment	12.42	-	-	-
d. Others (Unsecured, considered good)				
Advance to suppliers	-	-	8.38	10.43
Loans given to :				
- Employees	1.03	1.28	1.64	2.59
- Others	-	-	4.72	6.52
Hedging gain receivable	-	-	14.48	5.07
Prepaid taxes (net of provisions)	2.88	2.88	-	-
Deposits with Govt. departments and others (Refer note (e) given hereunder)				
- Considered good	52.40	9.99	0.71	2.26
- Considered doubtful	0.02	-	-	0.02
	52.42	9.99	0.71	2.28
Less : Provision for doubtful deposits	0.02	-	-	0.02
	52.40	9.99	0.71	2.26
Prepaid expenses	0.79	0.55	9.35	8.70
Advances to Employees				
- Considered good	-	-	4.33	4.62
- Considered doubtful	-	-	0.43	1.13
	-	-	4.76	5.75
Less : Provision for doubtful advances	-	-	0.43	1.13
	-	-	4.33	4.62
Other advances	-	-	2.45	23.44
Total	118.87	125.67	46.84	64.56

Disclosures:

- a) **Details of loans and advances in the nature of loan to subsidiaries, associates etc. as required under clause 32 of the listing agreement:**

(₹ Crores)

Sr. No.	Name of the company and Relationship	Balance as at 31/03/2015	Maximum outstanding during the year 2014-15	Balance as at 31/03/2014	Maximum outstanding during the year 2013-14
i)	Ipca Laboratories (UK) Ltd. U.K.- 100% Subsidiary	9.23	51.07	49.88	49.88

Loans and advances to subsidiary company is interest free and there is no repayment schedule fixed.

- b) **Investment by the loanee in the shares of the Company:**

None of the loanees have, per se, made investments in the shares of the Company.

- c) **Details of Loans and advances to Related Parties.**

(₹ Crores)

Sr. No.	Name of the company and Relationship	Balance as at 31/03/2015	Balance as at 31/03/2014
i)	*Ipca Laboratories (UK) Ltd. U.K.- 100% Subsidiary	9.23	49.88
ii)	Avik Pharmaceutical Limited - Joint Venture	14.32	12.56
	Total	23.55	62.44

*During the year, part amount of the loan to Ipca Laboratories (UK) Limited has been converted to preference capital.

- d) Share application money pending allotment represents amount invested in Krebs Biochemicals & Industries Limited, an associate, for allotment of 23,00,000 fully paid equity shares of ₹ 10/- each, since allotted on 9th May, 2015.
- e) Deposit includes ₹ 39.44 crores given as lease deposit for two manufacturing facilities of Krebs Biochemicals & Industries Limited taken on lease by the Company.

13. Other Assets

	Non Current		Current	
	As at 31-Mar-2015	As at 31-Mar-2014	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)		(₹ Crores)	
Term deposits with banks #	3.13	2.49	-	-
Export benefits receivables	-	-	39.98	49.24
Duties & taxes refundable	6.91	6.41	98.46	89.57
Gratuity and other claim receivables	-	-	7.06	6.32
Unbilled revenue	-	-	8.25	7.74
Others	-	0.40	8.75	8.78
Total	10.04	9.30	162.50	161.65

Term deposits are lying with government authorities and / or as margin for guarantees issued by banks to various Authorities.

14. Inventories

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
i) Raw Materials				
In hand	315.72	331.30	310.83	333.16
In transit	15.58		22.33	
ii) Packing Materials				
In hand	39.11	39.39	34.44	35.10
In transit	0.28		0.66	
iii) Work-in-progress		172.16		163.26
iv) Finished goods				
In hand				
Own	316.99	361.47	263.34	295.07
Traded	30.00		19.42	
In transit				
Own	10.63	361.47	9.14	295.07
Traded	3.85		3.17	
v) Stores and spares		12.66		11.71
Total		916.98		838.30

Valuation methodology

Raw Materials and Packing Materials	a) At lower of Cost net of CENVAT/VAT computed on First-in-First-out method and net realisable value, b) API produced for captive consumption are valued at lower of cost and net realisable value.
Work-in-process and Finished Goods	At lower of cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads and net realisable value. Excise duty is considered as cost for finished goods wherever applicable.
Stores and Spares	Stores and spare parts are valued at lower of purchase cost computed on First-in-First-out method and net realisable value.

15. Trade receivables

	As at 31-Mar-2015 (₹ Crores)		As at 31-Mar-2014 (₹ Crores)	
Outstanding for more than six months				
Unsecured, considered good	15.32		12.74	
Unsecured, considered doubtful	0.23		0.10	
Less: Provision for doubtful debts	0.23	15.32	0.10	12.74
Others				
Unsecured, considered good		338.23		436.02
Total		353.55		448.76

16. Cash and Bank Balances

	As at 31-Mar-2015 (₹ Crores)	As at 31-Mar-2014 (₹ Crores)
Cash & Cash Equivalents		
Cash on hand	0.34	0.45
Balances with banks	8.02	4.94
Cheques, drafts on hand	1.72	2.05
Fixed deposit with bank	82.00	60.02
	92.08	67.46
Other Bank Balances		
Unpaid dividend accounts*	1.82	1.76
Open offer ESCROW account	19.29	-
	21.11	1.76
Total	113.19	69.22

*Unpaid dividend does not include any amount to be credited to Investor Education and Protection fund.

17. Revenue from Operations (Gross)

	2014-15 (₹ Crores)		2013-14 (₹ Crores)	
Sale of products (Gross)		3,079.89		3,213.80
Sale of services		11.82		18.28
Other operating revenues				
Focus market and other export incentive schemes	12.97		18.19	
Miscellaneous income (operational)	12.26	25.23	16.59	34.78
Total		3,116.94		3,266.86

Disclosures:

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
i. Sale of Products (Net)		
Gross Sales	3,079.89	3,213.80
Less: - Excise Duty	31.80	32.04
Total	3,048.09	3,181.76
ii. Details of Sale of Products		
Formulations	2,356.19	2,416.99
Active Pharmaceutical Ingredients / Intermediates	679.28	758.55
Others	12.62	6.22
Total	3,048.09	3,181.76
iii. Details of Sale of Services		
Dossier income	11.74	18.22
Others	0.08	0.06
Total	11.82	18.28

18. Other Income

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Interest income	19.51	13.17
Dividend income - from current investments	0.01	0.01
Sundry balances w/back (net)	2.70	1.91
Profit on sale of investments - non current	2.64	-
Profit on sale of investments - current	4.17	3.08
Profit on sale of assets	0.34	0.23
Reversal of provision for diminution in value of investments	4.32	-
Miscellaneous income	2.08	3.03
Total	35.77	21.43

19. Cost of Materials Consumed

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Raw Materials Consumed				
Opening Stock	333.16		300.97	
Add : Purchases (Net of discount)	885.97		941.49	
Add : Raw Material Conversion Charges	13.32		14.69	
	1,232.45		1,257.15	
Less : Closing Stock	331.30	901.15	333.16	923.99
Packing Materials Consumed				
Opening Stock	35.10		34.12	
Add : Purchases (Net of discount)	212.78		204.21	
	247.88		238.33	
Less : Closing Stock	39.39	208.49	35.10	203.23
Neutralisation of duties and taxes on inputs on exports - Drawback benefits		(21.84)		(29.71)
Total		1,087.80		1,097.51

Disclosures:**i) Details of Raw Materials Consumption**

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Artemisinin	67.67	110.35
Novaldiamine	17.85	21.75
Ethoxymethylene Malonic Acid ester	15.21	19.78
Para Hydroxy Acetophenone	19.88	18.91
Amoxycillin Trihydrate	29.62	26.72
Paracetamol	42.06	29.29
Others (None of which individually forms more than 10% of the total consumption.)	708.86	697.19
Total	901.15	923.99

ii) Details of Indigenous and Imported Consumption

	2014-15		2013-14	
	(₹ Crores)	Percentage	(₹ Crores)	Percentage
Raw materials				
Imported	373.51	41.45	433.65	46.93
Indigenous	527.64	58.55	490.34	53.07
Total	901.15	100.00	923.99	100.00
Packing materials				
Imported	1.97	0.94	5.50	2.71
Indigenous	206.52	99.06	197.73	97.29
Total	208.49	100.00	203.23	100.00

20. Purchases of Stock-in-Trade

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Formulations	109.05	84.09
Active Pharmaceutical Ingredients / Intermediates	4.76	2.20
Others	9.31	4.20
Total	123.12	90.49

21. Changes in inventories of Finished Goods(FG), Work-in-progress(WIP) and Stock-in-Trade

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Inventory Adjustments - WIP				
Stock at Commencement	163.26		122.08	
Less: - Stock at closing	172.16	(8.90)	163.26	(41.18)
Inventory Adjustments - FG				
Stock at Commencement	272.48		243.94	
Less : Stock at Closing	327.62	(55.14)	272.48	(28.54)
Inventory Adjustments - Stock-in-Trade				
Stock at Commencement	22.59		24.18	
Less : Stock at Closing	33.85	(11.26)	22.59	1.59
Variation in Excise duty on :				
Closing stock of finished goods	41.19		33.76	
Less: Opening stock of finished goods	33.76	7.43	26.26	7.50
Total		(67.87)		(60.63)

Disclosures:**Finished Goods (Including Stock-in-Trade)**

	Closing Stock		Opening Stock	
	2014-15	2013-14	2014-15	2013-14
	(₹ Crores)		(₹ Crores)	
Formulations	190.60	155.69	155.69	126.98
Active Pharmaceutical Ingredients / Intermediates	170.87	139.38	139.38	141.14
Total	361.47	295.07	295.07	268.12

22. Employee Benefits Expenses

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Salaries, bonus, perquisites, etc.	478.35	429.90
Contribution to employees welfare funds	27.00	21.28
Leave encashment	8.09	6.32
Leave travel assistance	3.00	2.73
Gratuity fund contributions	7.07	4.48
Staff welfare expenses	12.25	9.78
Recruitment & training	3.87	3.37
Total	539.63	477.86

23. Finance Cost

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Interest expense	20.43	19.11
Other borrowing cost	4.93	4.97
Interest on income tax	0.26	0.50
Total	25.62	24.58

24. Depreciation & Amortisation

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Depreciation on tangible assets	165.01	94.08
Amortisation on intangible assets	12.16	6.81
Total	177.17	100.89

Note : In accordance with the provisions of Schedule II to the Companies Act 2013, effective from 1st April, 2014, the Company has revised the useful lives of its fixed assets. As a consequence of such revision, the charge for depreciation is higher than the previously applied rates by ₹ 50.94 crores for the year. For assets that have completed the useful lives as a consequence of the aforesaid revision, the carrying value as on 1st April, 2014 of ₹ 13.26 crores had been charged to the opening balance of the surplus in statement of profit and loss in the first quarter alongwith the deferred tax effect thereon of ₹ 4.51 crores. The Management following the MCA circular no. GSR 627(E) dated 29th August, 2014 has decided to charge the amount of ₹ 13.26 crores as aforesaid to the Statement of profit & loss instead of charging the surplus in statement of profit & loss. The depreciation charged for the year is accordingly higher by ₹ 13.26 crores as compared to the disclosure in quarterly results.

25. Other Expenses

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Consumption of stores & spares		36.18		30.65
Power, fuel & water charges		133.39		125.94
Freight, forwarding and transportation		101.45		93.45
Outside manufacturing charges		21.66		18.12
Repairs & maintenance		95.73		76.73
Loss on sale of assets		0.68		0.83
Fixed assets scrapped		0.92		0.41
Commission on sales and brokerage		29.39		33.83
Field staff expenses		77.32		72.01
Sales & marketing expenses		117.54		107.22
Product information catalogue		17.51		16.91
Expenditure on scientific research		40.19		62.45
Laboratory expenses and analytical Charges		35.02		21.59
Rent		11.94		11.71
Rates & taxes		15.40		14.88
Travelling expenses		31.21		28.47
Professional charges		24.14		15.48
Printing and stationery		8.00		7.43
Books, subscription & software		10.24		8.27
Product registration expenses		13.79		18.44
Excise duty		7.42		5.27
Communication expenses		7.88		7.51
Insurance		13.78		13.71
Intellectual property right expenses		1.68		2.22
Remuneration to auditors		0.60		0.53
Bank charges		3.49		3.02
Provision for doubtful debts/advances		0.56		0.12
Bad debts w/off		6.03		1.36
CSR expenses		7.09		-
Provision for diminution in value of investment in				
- Subsidiaries	0.05		0.39	
- Others	-	0.05	0.21	0.60
Other expenses		11.68		25.20
Total		881.96		824.36
Details of:				
1. Repairs & Maintenance:				
- Building		19.94		14.70
- Machinery		74.79		61.12
- Others		1.00		0.91
		95.73		76.73
2. Remuneration To Auditors:				
- Audit fees		0.41		0.34
- Tax matters		0.07		0.06
- Certification and other services		0.06		0.07
- Out of pocket expenses		0.06		0.06
		0.60		0.53

Disclosures:

i) Details of Stores and Spares

	2014-15		2013-14	
	(₹ Crores)	Percentage	(₹ Crores)	Percentage
Break up of Consumption				
Imported	6.87	18.99	5.63	18.37
Indigenous	29.31	81.01	25.02	81.63
Total	36.18	100.00	30.65	100.00

ii) Total expenditure on R&D is included in respective heads of accounts as under:

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Expenditure on scientific research (includes stores and chemicals, bio-availability, bio-equivalence and toxicity studies)	40.19	62.45
Cost of materials consumed	2.09	0.62
Employee benefits expenses	40.00	28.80
Other expenses	25.44	21.06
Depreciation & amortisation	12.28	11.44
Total	120.00	124.37

26. Disclosure as required by Accounting Standard – AS 17 “Segment Reporting” of the Companies (Accounting Standards) Rules 2006.

In accordance with AS-17 “Segment Reporting”, The Company has only one reportable primary business segment i.e. Pharmaceuticals. However, the Company has secondary geographical segment which is disclosed in Consolidated Financial Statements as per AS-17.

27. Disclosure as required by Accounting Standard – AS 18 “Related Party Disclosure” of the Companies (Accounting Standards) Rules 2006.

Relationships	Country
A. Entities where control exists	
<u>Shareholders of Ipca Laboratories Ltd.</u>	
Kaygee Investments Pvt.Ltd.	India
<u>Subsidiaries</u>	
Ipca Pharmaceuticals, Inc.	USA
Ipca Laboratories (UK) Ltd.	United Kingdom
Ipca Pharma (Australia) Pty Ltd.	Australia
Ipca Pharma Nigeria Ltd.	Nigeria
National Druggists (Pty) Ltd.	South Africa
Ipca Pharmaceuticals (Shanghai) Ltd.	Peoples Republic of China
Ipca Pharmaceuticals Ltd.SA de CV.	Mexico
Ipca Traditional Remedies Pvt. Ltd. (Liquidated on 29 th March, 2014)	India
Tonira Exports Ltd.	India
<u>Step-down Subsidiaries</u>	
Ipca Pharma (NZ) Pvt. Ltd.	New Zealand
Onyx Research Chemicals Ltd.	United Kingdom
Onyx Scientific Ltd.	United Kingdom
B. Associates	
Trophic Wellness Pvt. Ltd.	India
Krebs Biochemicals & Industries Ltd. (From 13 th February, 2015)	India
C. Joint Venture	
Avik Pharmaceutical Ltd.(From 18 th November, 2013)	India
D. Key Management Personnel	
Mr. Premchand Godha	Chairman & Managing Director
Mr. Ajit Kumar Jain	Joint Managing Director & CFO
Mr. Pranay Godha	Executive Director
Mr. Prashant Godha	Executive Director
E. Other Related Parties (Entities in which Directors or their relatives have significant influence)	
Nipra Industries Pvt. Ltd.	India
Nipra Packaging Pvt. Ltd.	India
Mrs. Usha P. Godha	Indian
Prabhat Foundation	India
Vandhara Resorts Pvt. Ltd.	India
Mexin Medicaments Pvt. Ltd.	India
Makers Laboratories Ltd.	India

Details of related party transactions are given in statement 1 Attached to the financial statements

28. Disclosure as required by Accounting Standard – AS 19 “Leases” of the Companies (Accounting Standards) Rules 2006.

The Company has taken various residential / godowns / offices premises (including Furniture and Fittings if any) under leave and license agreements. These generally range between 11 months to 3 years under leave and license basis. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Company has given refundable security deposits. The lease payments are recognized in the Statement of Profit and Loss under Rent.

During the year the Company has taken on operating lease two manufacturing facilities of M/s. Krebs Biochemicals & Industries Limited for manufacturing of products at the said facilities. An amount of ₹ 39.44 crores has been paid as lease deposit. Since the lease is cancellable at the option of the Company, the further disclosure of committed lease payment are not made.

29. Disclosure as required by Accounting Standard – AS 20 “Earning Per Share” of the Companies (Accounting Standards) Rules 2006.

The earning per share is calculated by dividing the profit after tax by weighted average no. of shares outstanding for basic & diluted EPS.

Particulars	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
(i) Profit after tax		256.11		477.37
(ii) Closing Equity Shares Outstanding (Nos.) :				
Opening Equity shares outstanding (Nos.) :	12,61,99,109		12,61,99,109	
Add:- issued during the year (Nos.)	-		-	
Closing Equity Shares Outstanding (Nos.)		12,61,99,109		12,61,99,109
(iii) Weighted Avg no. of shares outstanding (Nos.) (Basic)		12,61,99,109		12,61,99,109
(iv) Weighted Avg no. of shares outstanding (Nos.) (Diluted)		12,61,99,109		12,61,99,109
(v) Nominal value of equity share (₹)		2.00		2.00
(vi) Basic EPS (i/iii) (₹)		20.29		37.83
(vii) Diluted EPS (i/iv) (₹)		20.29		37.83

30. Disclosure as required by Accounting Standard - AS 27 “Financial Reporting of Interest in Joint Ventures” of the Companies (Accounting Standards) Rules 2006.

The Company is holding 49.02% of Shares in Avik Pharmaceutical Ltd. It is a Jointly Controlled entity in which the Company has a control of 49.02%. In the standalone Balance Sheet of the Company, Joint Venture interest is reported under Long term Investment at Cost. Proportionate share of the Company as on 31st March, 2015 in the assets, liabilities, income, expenditure, contingent liabilities and capital commitments of the Joint Venture company is as follows:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	(₹ Crores)	(₹ Crores)
Assets		
Non current assets	3.08	3.05
Current assets	5.08	4.81
Total	8.16	7.86
Liabilities		
Share capital	5.00	5.00
Reserves & surplus	(12.03)	(10.47)
Non current liabilities	8.95	8.46
Current liabilities	6.24	4.87
Total	8.16	7.86
	2014-15	2013-14
Income		
Sales and other income	8.34	2.63
Expenditure		
Cost of sales	3.49	1.47
Other expenses	6.60	2.30
Total	10.09	3.77
Contingent liabilities	-	-
Capital commitments	-	-

31. CIF Value of Imports

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Raw materials	354.42	416.61
Packing materials	1.34	5.29
Traded goods	3.96	0.46
Capital goods	156.97	98.67
Stores and machine components	6.87	5.63
Others	1.17	1.52
	524.73	528.18

32. Earning in foreign currency

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
FOB value of exports	1,662.40	1,983.62
Deemed exports	0.47	2.39
Dossier income	11.69	18.22
Other service charges	0.29	0.59
	1,674.85	2,004.82

Note: FOB value of exports does not include exports denominated in INR.

33. Expenditure in foreign currency

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Professional charges	9.33	2.19
Interest on foreign currency loan	16.61	14.92
Overseas office expenses	56.69	68.26
Product registration and marketing expenses	28.38	36.64
Commission on sales	28.50	29.84
Scientific research expenses	2.21	20.62
Other matters	29.12	26.53
	170.84	199.00

34. Contingent liabilities and commitments not provided for in respect of :

Particulars	As at 31st March, 2015	As at 31st March, 2014
	(₹ Crores)	(₹ Crores)
A. Contingent Liabilities		
a) Bills discounted with banks	276.32	256.40
Since realised	(97.81)	(103.77)
b) Other moneys for which the Company is contingently liable for tax, excise, customs and other matters not accepted by the Company	12.78*	16.44*
Amount deposited under protest	(0.53)	(4.08)
c) Claims against the Company not acknowledged as debts	11.45	2.95
d) Corporate guarantee given to others	6.66	8.28
e) Guarantees given by banks in favour of Govt. & others / Letter of Credit opened against which goods are not received *	47.49	84.71
	256.36	260.93
B. Estimated amount of contracts remaining to be executed on capital account and not provided for:		
- Tangible Assets	115.93	155.45
- Intangible Assets	34.45	28.16
	150.38	183.61
C. Uncalled liability on partly paid shares	3.40	3.40
D. Other Commitments	5.56	-

*Note: It includes ₹ 4.38 crores (Previous year ₹ 4.38 crores) towards interest and penalty demanded by excise department, Ankleshwar relating to erstwhile Tonira Pharma Limited since amalgamated with the Company and is not payable in accordance with the order passed by the Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Ahmedabad. The Department had moved the Hon'ble Gujarat High Court against the said CESTAT order and as per the order of the said Hon'ble High Court, the Company has furnished a Bank Guarantee of ₹ 2.00 crores (Previous year ₹ 2.00 crores) to the Department.

35. a) The Company has entered into various derivatives transactions, which are not intended for trading or speculative purpose but to hedge the export receivables including future receivables and foreign currency loan interest rate risks.

The Company has following derivatives instruments / forward cover outstanding.

Sr. No.	Type of Transaction	Purpose	Amount Outstanding (In Million)	
			As at 31 st March, 2015	As at 31 st March, 2014
i.	USD Interest Rate Swap	To hedge the USD LIBOR risk by moving from Floating LIBOR rate to Fixed LIBOR Rate.	USD 57.79 (outstanding)	USD 44.54 (outstanding)
ii.	Forward Cover beyond six months	To hedge export receivables	GBP 11.75 USD 37.00	GBP 6.00 USD 19.50

- b) The Company has continued its decision not to exercise the option available under amendment to AS 11 relating to "The effects of Changes in Foreign Exchange Rates" in respect of its Long Term Foreign Currency Monetary Items in respect of foreign currency loans for the acquisition of fixed assets.

- c) The Company has following unhedged foreign exchange liability.

Sr. No.	Particulars	Currency	As at 31 st March, 2015		As at 31 st March, 2014	
			Amount in Foreign Currency (In Million)	Amount (₹ Crores)	Amount in Foreign Currency (In Million)	Amount (₹ Crores)
i.	ECB Term loan and interest	USD	86.52	540.82	64.79	388.20
ii.	Buyers credit and interest	USD	8.65	54.09	-	-
iii.	Packing credit and interest	USD	17.93	112.09	8.81	52.76
		EURO	1.74	11.66	-	-
		GBP	6.49	59.96	2.00	19.94
		AUD	1.55	7.34	-	-
iv.	FCNR working capital loan	USD	10.01	62.59	-	-
v.	Trade and other payables incl. advances received	USD	13.86	86.65	16.79	102.36
		EURO	0.32	2.12	0.14	1.19
		GBP	0.01	0.06	0.01	0.10
		NZD	0.01	0.04	-	-
		CHF	0.03	0.20	-	-
		AUD	-	-	0.07	0.40

d) Unhedged receivables in foreign currency.

Sr. No.	Particulars	Currency	As at 31 st March, 2015		As at 31 st March, 2014	
			Amount in Foreign Currency (In Million)	Amount (₹ Crores)	Amount in Foreign Currency (In Million)	Amount (₹ Crores)
i.	Long term loan	GBP	0.92	8.45	4.92	48.95
ii.	Short term loan and interest receivable	GBP	0.02	0.21	0.17	1.70
		EURO	0.09	0.57	0.09	0.70
iii.	Trade & other receivables incl. advances given	USD	34.46	215.86	48.06	288.01
		EURO	3.32	22.31	3.83	31.54
		GBP	1.22	11.28	1.32	13.22
		AUD	0.51	2.43	1.91	10.59
		CAD	0.21	1.05	0.45	2.47
		NZD	0.25	1.16	0.69	3.60
		JPY	1.24	0.06	-	-
		COP	665.26	1.64	544.22	1.66
iv.	Unbilled revenue	USD	1.02	6.36	0.97	5.78
		CAD	0.38	1.89	0.34	1.96

36. CSR expenditure:

a) Gross amount required to be spent by the Company during the year - ₹ 9.68 Crores.

b) Amount spent by the Company during the year is as follows;

(₹ Crores)			
Sr. No.	Particulars	Paid in cash	Yet to be paid in cash
1.	Eradication of poverty, promotion of healthcare, sanitation, drinking water etc.	4.93	-
2.	Promotion of education, vocational training & skill enhancement etc.	1.94	-
3.	Environmental sustainability, animal welfare, natural resource conservation etc.	0.04	-
4.	Protection of national heritage, art, culture etc.	0.02	-
5.	Promotion of rural sports	0.03	-
6.	Rural development	0.13	-
	Total	7.09	-

37. In the opinion of the Board of Directors, all the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.

38. The balance sheet, Statement of profit and loss, cash flow statement, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company for the year ended 31st March'2015.

39. Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable.

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
Premchand Godha
Chairman & Managing Director (DIN 00012691)
Ajit Kumar Jain
Joint Managing Director & CFO (DIN 00012657)
Pranay Godha
Executive Director (DIN 00016525)
Prashant Godha
Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Statement 1 (refer Note No. 27)

Related Party Disclosure as required by Accounting Standard – AS 18 “Related Party Disclosures” of the Companies (Accounting Standards) Rule 2006.

Transactions with Related Parties

Description	Entities where control exists subsidiaries		Associates		Joint Venture		Key Management Personnel		Other Related Parties		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Purchase of goods and services												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	16.98	15.27	16.98	15.27
Ipca Pharmaceuticals, Inc. USA	6.84	6.65	-	-	-	-	-	-	-	-	6.84	6.65
Avik Pharmaceutical Ltd.	-	-	-	-	12.18	3.11	-	-	-	-	12.18	3.11
Nipra Packaging Pvt Ltd.	-	-	-	-	-	-	-	-	4.13	2.94	4.13	2.94
Others	0.31	0.62	-	-	-	-	-	-	2.37	2.31	2.68	2.93
Total	7.15	7.27	-	-	12.18	3.11	-	-	23.48	20.52	42.81	30.90
Sales of goods and services												
Ipca Pharma Nigeria Ltd.	15.63	16.32	-	-	-	-	-	-	-	-	15.63	16.32
Ipca Pharmaceuticals, Inc. USA	1.32	11.77	-	-	-	-	-	-	-	-	1.32	11.77
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	2.95	2.88	2.95	2.88
Trophic Wellness Pvt. Ltd.	-	-	0.40	2.18	-	-	-	-	-	-	0.40	2.18
Avik Pharmaceutical Ltd.	-	-	-	-	8.02	2.52	-	-	-	-	8.02	2.52
Others	-	-	-	-	-	-	-	-	0.18	-	0.18	-
Total	16.95	28.09	0.40	2.18	8.02	2.52	-	-	3.13	2.88	28.50	35.67
Rent income												
Avik Pharmaceutical Ltd.	-	-	-	-	0.71	0.23	-	-	-	-	0.71	0.23
Total	-	-	-	-	0.71	0.23	-	-	-	-	0.71	0.23
Interest income												
Avik Pharmaceutical Ltd.	-	-	-	-	1.61	0.53	-	-	-	-	1.61	0.53
Total	-	-	-	-	1.61	0.53	-	-	-	-	1.61	0.53
Purchase of fixed assets												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.02	0.01	0.02	0.01
Total	-	-	-	-	-	-	-	-	0.02	0.01	0.02	0.01
Sale of fixed assets												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.04	-	0.04	-
Total	-	-	-	-	-	-	-	-	0.04	-	0.04	-
Excise duty, Rent and other expenses												
Ipca Pharma (Australia) Pty Ltd. Australia	0.67	0.71	-	-	-	-	-	-	-	-	0.67	0.71
Ipca Pharma Nigeria Ltd.	-	1.87	-	-	-	-	-	-	-	-	-	1.87
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.25	0.41	0.25	0.41
Avik Pharmaceutical Ltd.	-	-	-	-	0.14	0.54	-	-	-	-	0.14	0.54
Ipca Laboratories (UK) Ltd.	0.60	-	-	-	-	-	-	-	-	-	0.60	-
Ipca Pharmaceuticals, Inc. USA	0.26	0.30	-	-	-	-	-	-	-	-	0.26	0.30
Others	0.01	0.01	-	0.10	-	-	-	-	0.03	0.14	0.04	0.25
Total	1.54	2.89	-	0.10	0.14	0.54	-	-	0.28	0.55	1.96	4.08
Net loans and advances given/(recovered)												
Ipca Laboratories (UK) Ltd.	(41.02)	(0.55)	-	-	-	-	-	-	-	-	(41.02)	(0.55)
Avik Pharmaceutical Ltd.	-	-	-	-	1.76	2.62	-	-	-	-	1.76	2.62
Total	(41.02)	(0.55)	-	-	1.76	2.62	-	-	-	-	(39.26)	2.07
Deposit given												
Krebs Biochemicals & Industries Limited	-	-	17.74	-	-	-	-	-	-	-	17.74	-
Total	-	-	17.74	-	-	-	-	-	-	-	17.74	-
Share application money paid												
Krebs Biochemicals & Industries Limited	-	-	12.42	-	-	-	-	-	-	-	12.42	-
Total	-	-	12.42	-	-	-	-	-	-	-	12.42	-
Loan converted in Preference Share												
Ipca Laboratories (UK) Ltd.	41.02	-	-	-	-	-	-	-	-	-	41.02	-
Total	41.02	-	-	-	-	-	-	-	-	-	41.02	-
Investments made												
Ipca Pharmaceuticals, Inc. USA	-	0.94	-	-	-	-	-	-	-	-	-	0.94
Ipca Pharmaceuticals Ltd. SA de CV/Mexico	0.03	0.12	-	-	-	-	-	-	-	-	0.03	0.12
Total	0.03	1.06	-	-	-	-	-	-	-	-	0.03	1.06
Guarantee given against standby letter of credit issued by company's banker												
Ipca Pharmaceuticals, Inc. USA	4.38	5.98	-	-	-	-	-	-	-	-	4.38	5.98
Total	4.38	5.98	-	-	-	-	-	-	-	-	4.38	5.98
Remuneration to Directors												
Mr. Premchand Godha	-	-	-	-	-	-	13.13	13.46	-	-	13.13	13.46
Mr. Ajit Kumar Jain	-	-	-	-	-	-	3.67	2.41	-	-	3.67	2.41
Mr. Pranay Godha	-	-	-	-	-	-	2.12	1.62	-	-	2.12	1.62
Others	-	-	-	-	-	-	1.44	1.40	-	-	1.44	1.40
Total	-	-	-	-	-	-	20.36	18.89	-	-	20.36	18.89
Donation												
Prabhat Foundation	-	-	-	-	-	-	-	-	0.35	-	0.35	-
Total	-	-	-	-	-	-	-	-	0.35	-	0.35	-
Balance at year end												
Receivables												
Ipca Laboratories (UK) Ltd.	10.60	51.35	-	-	-	-	-	-	-	-	10.60	51.35
Ipca Pharma Nigeria Ltd.	7.83	3.90	-	-	-	-	-	-	-	-	7.83	3.90
Ipca Pharmaceuticals, Inc. USA	1.77	2.70	-	-	-	-	-	-	-	-	1.77	2.70
Avik Pharmaceutical Ltd.	-	-	-	-	19.80	15.88	-	-	-	-	19.80	15.88
Krebs Biochemicals & Industries Limited	-	-	51.86	-	-	-	-	-	-	-	51.86	-
Others	0.13	0.13	0.06	0.06	-	-	-	-	-	-	0.19	0.19
Total	20.33	58.08	51.92	0.06	19.80	15.88	-	-	-	-	92.05	74.02
Payables												
Mr. Premchand Godha	-	-	-	-	-	-	8.62	9.22	-	-	8.62	9.22
Mr. Ajit Kumar Jain	-	-	-	-	-	-	2.00	1.35	-	-	2.00	1.35
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	1.21	1.83	1.21	1.83
Others	-	0.03	-	-	-	-	1.95	1.77	0.57	0.56	2.52	2.36
Total	-	0.03	-	-	-	-	12.57	12.34	1.78	2.39	14.35	14.76

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED ACCOUNTS

To
The Members of

Ipca Laboratories Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ipca Laboratories Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, (as defined in the Companies (Accounting Standards) Rules, 2006) comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Governing Bodies of the entities included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 thereunder.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a 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 Holding Company has an adequate internal financial control system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements / financial information of 8 subsidiaries, and 1 jointly controlled entity, whose financial statements / financial information reflect total assets of ₹ 125.27 crores as at 31st March, 2015, total revenues of ₹ 103.10 crores and net cash flows amounting to ₹ 4.64 crores for the year ended on that date, as considered in the preparation of the consolidated financial statements. The group's share of total assets, total revenue and net cash flows in respect of the joint venture is ₹ 8.16 crores, ₹ 8.34 crores and ₹ (0.19) crores respectively. The consolidated financial statements also includes the Group's share of net loss of ₹ 1.15 crores for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements / financial information have

not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates in India, is based solely on the reports of the other auditors.

- (b) We did not audit the financial statements / financial information of 3 subsidiaries, whose financial statements / financial information reflect total assets of ₹ 0.88 crores as at 31st March, 2015, total revenues of ₹ 0.34 crores and net cash flows amounting to ₹ (0.01) crores for the year ended on that date, as considered in the preparation of the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 3.77 crores for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

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 sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India to whom the Order is applicable and further subject to our comments in respect of companies which are not material and not audited, stated in clause (b) of Other Matters paragraph, and for which we have not received audit report, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. The same does not include the overseas entities consolidated in these financial statements as the requirements of CARO, 2015 are not applicable to such companies and therefore are not available.
2. As required by sub-section (3) of Section 143 of the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and working / records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated 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 the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act. Since the provisions of Section 164(2) of the Act do not apply to entities incorporated outside India no comments are made in respect of such overseas entities.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 33 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For **Natvarlal Vepari & Co**
Chartered Accountants
Firm Registration No. 106971W
N. Jayendran
Partner
M.No. 40441

Mumbai,
30th May, 2015

Annexure referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date

With respect to Ipca Laboratories Limited ('Holding Company') and its subsidiary and jointly controlled entities in India (Covered Entities), we report as follows:

- (i) a) The Holding Company and the Covered Entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) All fixed assets have been physically verified by the management of the Holding Company and Covered Entities during the year. No material discrepancies were noticed on such verification.
- (ii) a) The management of the Holding Company and the Covered Entities have conducted physical verification of inventory at 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 inventory followed by the management are reasonable and adequate in relation to the size of the Holding Company and the Covered Entities and the nature of their businesses.
- c) In our opinion and according to the information and explanations given to us, the Holding Company and the Covered Entities are maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Holding Company has granted unsecured loan to its wholly owned subsidiary company and a joint venture company covered in the register maintained under section 189 of the Companies Act, 2013. The same has however been eliminated in the consolidated financial statements.

The Loan is not due for repayment presently and therefore there is no default in its repayment and there is no overdue.

The Covered Entities have not granted loans to any party covered in the register maintained u/s 189 of the Act.

- (iv) In our opinion and according to the information and explanations given to us and as reported by the auditors of Covered Entities, there are adequate internal control systems commensurate with the size of the Holding Company and the Covered Entities and the nature of their businesses, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit and as reported by the auditors of the Covered Entities, no major weakness or continuing failure to correct any major weakness in the internal control system was observed in respect of these areas.
- (v) The Holding Company and the Covered Entities have not accepted any deposits from the public pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and rules framed thereunder. Therefore, the provisions of clause 3(v) of the Companies (Auditors Report) Order 2015 are not applicable to the Holding Company and the Covered entities. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in respect of the said sections against either the Holding Company or the covered entities.
- (vi) We have broadly reviewed the books of accounts maintained by the Holding Company to the extent applicable and relevant, pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not made the detailed examination of the same.

As reported by the auditors of the covered entities, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the other covered entities.

- (vii) a) The Holding Company and the covered entities are generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, cess and other material statutory dues as applicable to the respective covered entities and there are no amounts outstanding at the year end for a period of more than six months, except for Professional Tax payable of ₹ 0.01 crore by a covered entity.
- b) According to the records of the Holding Company and as reported by auditors of the covered entities, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Value Added Tax which have not been deposited on account of any dispute except as given in the statement attached herewith.
- c) According to the information and explanations given to us and as reported by the auditor of covered entities, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time to the extent applicable to the Holding Company. There is no amount to be transferred to such fund by any of the covered entities.
- (viii) There are no accumulated losses at the end of the financial year in the case of the Holding Company. However in the case of the covered entities there are accumulated losses. While the Holding Company has not incurred cash losses in the current and immediately preceding financial year, some of the covered entities suffered cash loss in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management and as reported by the auditors of covered entities, the Holding Company and covered entities have not defaulted in their repayment of dues to financial institutions, banks or debenture holders.

- (x) In our opinion and according to the information and explanations given to us, the terms and conditions on which the Holding Company has given bank guarantee for loan taken by its wholly owned subsidiary from bank are not prima facie prejudicial to the interest of the Holding Company.

However the same are not disclosed in the Consolidated Financial Statements as the loan of the Wholly owned subsidiary is already shown as debt in the Consolidated Financial Statements.

On the basis of the audit report of the Covered Entity, no guarantee is given for loans taken by others from banks and financial institutions.

- (xi) In the case of the Holding Company, on the basis of the documents submitted to the bankers and the other records perused by us, we have to state that the term loans which are in the nature of External Commercial Borrowings and the buyers credit for purchase of fixed assets taken during the year have been applied for the purpose for which the loans were obtained. Based on the information and explanations given by the management and the reports of auditors of Covered Entities, no term loans are obtained by the Covered Entities.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management and reports of auditors of Covered Entities, which we have relied upon, we report that no fraud on or by the Holding Company and the Covered Entities have been noticed or reported during the year.

For **Natvarlal Vepari & Co**
Chartered Accountants
Firm Registration No. 106971W
N. Jayendran
Partner
M.No. 40441

Mumbai,
30th May, 2015

Statement of statutory dues outstanding on account of disputes, as on 31st March, 2015, referred to in para (vii)(b) of the Annexure to Auditors' Report

Name of the Statute	Nature of Dues	Amount (₹ crores)	Period to which the amount relates	Forum where dispute is pending
Excise Duty	Valuation of as such clearance of RM/PM on 115%	0.12	April'2001 to Feb'2003	Commissioner, C. Ex. LTU, Mumbai
Excise Duty	Payment of Excise duty on 4-OH (Intermediate stage of 4-7 DCQ)	0.33	April'2003 to Sept'2007	CESTAT, New Delhi
Excise Duty	Payment of Excise duty on 4-OH (Intermediate stage of 4-7 DCQ)	0.19	Oct'2007 to Dec'2008	CESTAT, New Delhi
Excise Duty	Differential Excise duty on WIP on Debonding	0.23	2009-10	CESTAT, Ahmedabad
Excise Duty	Interest and penalty on past anti-dumping duty & excise duty	4.15	-	High Court, Gujarat
Service Tax	Availment of credit of service tax	0.64	2006-07 & 2007-08	CESTAT, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.23	April'08 to Nov'08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.04	Dec'08 to Sept'09	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.03	2006-07 & 2007-08	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.01	April'08 to Dec'08	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on Telephone/Cell phone/Taxi hire charges	0.01	Jan'09 to Sept'09	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	1.42	2006-07 & 2007-08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.34	April'08 to Nov'08	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of credit of service tax on H.O. Invoices	0.30	Dec'08 to Sept'09	Commissioner, C. Ex. LTU, Mumbai
Service Tax	Non reversal of proportionate amount of service tax credit on GTA against Input credit reversal on short received and destruction of RM/PM	0.01	2005-06 to 2007-08	Asstt. Commissioner, Central Excise & service tax. LTU, Mumbai
Service Tax	Availment of credit of service tax on Outward freight based on CERA audit query	0.02	2009-10 & 2010-11	Deputy Commissioner, C. Ex. & S.T, LTU, Mumbai
Service Tax	Availment of Cenvat credit of service tax on Telephone, Courier & construction services	0.01	2006-07	Asstt. Commissioner/ Dy. Commissioner, C. Ex. LTU, Mumbai
Service Tax	Availment of Cenvat Credit of Service Tax	0.61	2006-2007 & 2007-2008	CESTAT, Mumbai
Sales Tax	Central Sales Tax, Orissa (2006-2007)- Disputed demand	0.01	2006-07	Sales Tax Authority, Cuttack
Sales Tax	Gujarat VAT Act (2006-07)-Disputed demand	0.07	2006-07	Gujarat VAT Tribunal, Ahmedabad
Sales Tax	Gujarat VAT (2007-2008)-Disputed demand	0.02	2007-08	Jt. Commissioner of Commercial Tax, Rajkot
Sales Tax	UP VAT Act (2008-09)-Disputed demand	0.01	2008-09	Sales Tax Authority, UP
Sales Tax	Gujarat VAT (Ankleshwar, Nandesari) - Disputed demand	0.08	2010-11	Deputy Commissioner of VAT, Baroda
Sales Tax	CST Assessment	0.34	2011-12	Application filed before Assessing Authority (Re-assessment), Ratlam
Sales Tax	Sendhwa Check post penalty	0.04	2013-14	Deputy Commissioner, Sales Tax (appeal), LTU Indore
Sales Tax	Sendhwa Check post penalty	0.01	2013-14	Deputy Commissioner, Sales Tax (appeal), LTU Indore
Sales Tax	Duburdih Check Post Penalty	0.01	2014-15	Deputy Commissioner, Sales Tax , West Bengal
Income Tax	Disputed disallowances	2.03	A.Y.2008-09	ITAT, Mumbai
Income Tax	Disputed disallowances	0.57	A.Y.2007-08	ITAT, Mumbai
Income Tax	Disputed demand	0.31	A.Y.2005-06	ITAT, Ahmedabad
Income Tax	Appeal against penalty order	0.09	A.Y.2008-09	ITAT, Ahmedabad
Total		12.28		

CONSOLIDATED ACCOUNTS

Consolidated Balance Sheet as at 31st March, 2015

Particulars	Note Ref.	As at 31/03/2015	As at 31/03/2014
		(₹ Crores)	(₹ Crores)
Equity & Liabilities			
1. Shareholders' funds			
(a) Share capital	1	25.24	25.24
(b) Reserves & surplus	2	2,183.19	1,934.42
(c) Money received against share warrants		-	-
		2,208.43	1,959.66
2. Share application money pending allotment		-	-
3. Minority interest		-	-
4. Non-current liabilities			
(a) Long-term borrowings	3	503.21	294.00
(b) Deferred tax liabilities (net)	4	174.31	147.11
(c) Other long term liabilities	5	4.02	3.41
(d) Long term provisions	6	18.03	14.93
		699.57	459.45
5. Current liabilities			
(a) Short-term borrowings	7	325.35	143.94
(b) Trade payables	8	306.59	340.99
(c) Other current liabilities	9	236.44	250.88
(d) Short-term provisions	6	35.98	55.64
		904.36	791.45
Total		3,812.36	3,210.56
Assets			
1. Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		1,719.42	1,297.96
(ii) Intangible assets		46.57	21.19
(iii) Capital work-in-progress		236.29	148.63
(iv) Intangible assets under development		30.93	16.27
		2,033.21	1,484.05
(b) Goodwill on consolidation	11	34.44	34.44
(c) Non-current investments	12	16.19	9.00
(d) Deferred tax assets (net)		-	-
(e) Long-term loans & advances	13	104.36	72.23
(f) Other non-current assets	14	10.18	9.42
		2,198.38	1,609.14
2. Current assets			
(a) Current investments	12	-	0.15
(b) Inventories	15	926.56	847.58
(c) Trade receivables	16	353.00	449.79
(d) Cash and bank balances	17	124.79	76.01
(e) Short-term loans and advances	13	47.46	66.36
(f) Other current assets	14	162.17	161.53
		1,613.98	1,601.42
Total		3,812.36	3,210.56

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached

For **Natvarlal Vepari & Co.**

Chartered Accountants

Firm Registration No. 106971W

N. Jayendran

Partner

M.No. 40441

Mumbai

30th May, 2015

For and on behalf of the Board of Directors

Premchand Godha

Chairman & Managing Director (DIN 00012691)

Ajit Kumar Jain

Joint Managing Director & CFO (DIN 00012657)

Pranay Godha

Executive Director (DIN 00016525)

Prashant Godha

Executive Director (DIN 00012759)

Harish P. Kamath

Company Secretary (ACS - 6792)

Consolidated Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note Ref.	2014-15	2013-14
		(₹ Crores)	(₹ Crores)
Revenue			
I. Revenue from operations (gross)	18	3,173.90	3,313.81
Less : excise duty		32.07	32.04
Revenue from operations (net)		3,141.83	3,281.77
II. Other income	19	35.76	22.26
III. Total revenue (I + II)		3,177.59	3,304.03
IV. Expenses			
Cost of materials consumed	20	1,097.25	1,102.81
Purchases of stock-in-trade	21	125.34	95.13
Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(67.94)	(61.36)
Employee benefit expenses	23	565.11	497.99
Finance cost	24	28.39	26.88
Depreciation & amortisation expense	25	179.55	103.13
Other expenses	26	892.98	836.64
Foreign exchange (gain) / loss - net		(4.17)	72.22
Total expenses (IV)		2,816.51	2,673.44
V. Profit before exceptional, extraordinary items and tax (III-IV)		361.08	630.59
VI. Tax expense			
Current tax		74.73	135.67
Deferred tax		27.20	16.72
VII. Profit after tax before exceptional item (V-VI)		259.15	478.20
VIII. Exceptional items		-	-
IX. Profit after tax and exceptional item (VII-VIII)		259.15	478.20
Share of profits/(loss) from investments in associates		(4.92)	0.34
X. Net profit after tax, minority interest and share of profit/(loss) of associates		254.23	478.54
XI. Earnings per equity share: (₹)	30		
Basic		20.15	37.92
Diluted		20.15	37.92
Par value per share (₹)		2.00	2.00

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

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Harish P. Kamath
Company Secretary (ACS - 6792)

Consolidated Statement of Cash Flow for the year ended 31st March, 2015

		2014-15		2013-14	
		(₹ Crores)		(₹ Crores)	
A. Cash Flow From Operating Activities					
1)	Net profit before taxation and extraordinary item		361.08		630.59
	Adjustments for :				
	Depreciation, amortisation and impairment expense	179.55		103.13	
	(Profit) / Loss on sale of assets	0.34		0.61	
	(Profit) / Loss on sale of investment	(2.64)		-	
	(Profit) / Loss on sale of mutual fund investments (short term)	(4.17)		(3.08)	
	Assets scrapped	1.58		0.77	
	Sundry balances written off / (back) - net	(2.57)		(1.91)	
	Provision for doubtful debts / advances	0.56		0.65	
	Bad debts w/off	6.03		1.36	
	Provision for diminution in value of investment	-		0.21	
	Reversal of provision for diminution in value of investments	(4.32)		-	
	Loss on liquidation of subsidiary	-		0.25	
	Unrealised foreign exchange (gain) / loss	4.02		24.45	
	Interest income	(18.85)		(13.39)	
	Dividend income	(0.01)		(0.01)	
	Interest expense	28.39	187.91	26.88	139.92
2)	Operating profit before working capital changes		548.99		770.51
	Decrease / (increase) in receivables	72.41		(94.18)	
	Decrease / (Increase) in inventories	(78.98)		(105.81)	
	Increase / (decrease) in liabilities & provisions	(11.56)		80.74	
	Movement in foreign currency translation reserve	(0.55)	(18.68)	1.53	(117.72)
3)	Cash generated from operation		530.31		652.79
	Income tax paid (net)		(75.02)		(130.50)
	Net cash from operating activities		455.29		522.29
B. Cash Flow From Investing Activities					
	Purchase of fixed assets including capital WIP	(558.32)		(379.62)	
	Acquisition of industrial undertakings	(118.39)		-	
	Investment in Joint Venture	-		(6.51)	
	Investment in associate	(9.54)		-	
	Purchase of investment - others	(0.05)		-	
	Sale of investment - others	4.59		-	
	Purchase / Redemption of mutual fund units				
	- Purchases	(2,037.85)		(1,903.12)	
	- Redemption	2,042.02	4.17	1,906.20	3.08
	Proceeds from sale of assets		1.15		1.13
	Movement in other bank balances		(19.35)		(0.48)
	Interest received		19.33		13.38
	Dividend received		0.01		0.01
	Net cash from / (used in) investing activities		(676.40)		(369.01)
C. Cash Flow From Financing Activities					
	(Decrease) / increase in short term borrowings	182.85		(11.19)	
	Proceeds from long-term borrowings	303.29		66.90	
	Repayment of long-term borrowings	(109.70)		(95.13)	
	Repayment of debentures	(55.00)		-	
	Interest paid	(34.05)		(30.59)	
	Dividend & dividend tax paid	(36.85)		(66.12)	
	Net cash used in financing activities		250.54		(136.13)
	Net increase in cash and cash equivalents (A + B + C)		29.43		17.15
	Cash and cash equivalents at beginning of year		74.25		56.69
	Addition on acquisition of joint venture		-		0.41
	Cash and cash equivalents at end of year		103.68		74.25
Components of cash & cash equivalents :					
	Cash and cheques on hand		2.33		2.85
	Balance with banks		101.35		71.40
			103.68		74.25

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
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Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Statement of Significant Accounting policies and Other Explanatory Notes

A. Principles of Consolidation:

The consolidated financial statements relates to Ipca Laboratories Ltd. and its Subsidiary Companies, Associates and Joint Ventures. The consolidated financial statements have been prepared in accordance with Accounting Standard - 21 "Consolidated Financial Statement", Accounting Standard - 23 "Accounting for Investment in associate in consolidated financial statements" and Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures" of the company's (Accounting Standard) Rules 2006. The Consolidated Financial Statements have been prepared on the following basis: -

The Financial Statements of the Company, its subsidiary companies and its Joint Ventures have been combined on a line-by-line basis by adding together the book values of like items of Assets, Liabilities, Income and expenses after fully eliminating intra group balances and inter group transactions resulting in unrealized profits and losses.

In case of foreign subsidiaries, revenue items are consolidated at average rate prevailing during the year. All Assets and Liabilities are converted at the rates prevailing at the end of the year. Exchange gain or loss on conversion arising on consolidation is recognized under foreign currency translation reserve.

Investments in Associate Companies have been accounted under equity method as per Accounting Standard - 23.

Investments in Joint Ventures have been accounted as per Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures".

The financial statements of the Subsidiaries, Associates and Joint Ventures used in consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March.

The difference between the cost to the Company of its investments in the subsidiary companies over the Company's portion of equity is recognized in the financial statement as Goodwill on consolidation or Capital Reserve.

The list of subsidiary companies, associates and joint ventures included in consolidation and Company's holding therein are as under: -

Name of the Companies	Relationship	Country of Incorporation	% of ultimate holding	
			2014-15	2013-14
Ipca Pharmaceuticals, Inc. USA	Subsidiary	USA	100.00	100.00
Ipca Laboratories (UK) Ltd.	Subsidiary	UK	100.00	100.00
National Druggists (Pty) Ltd.	Subsidiary	South Africa	100.00	100.00
Ipca Pharma Nigeria Ltd.	Subsidiary	Nigeria	100.00	100.00
Ipca Pharma (Australia) Pty. Ltd.	Subsidiary	Australia	100.00	100.00
Ipca Pharmaceuticals (Shanghai) Ltd. *	Subsidiary	China	100.00	100.00
Ipca Pharmaceuticals Ltd., SA de CV.	Subsidiary	Mexico	100.00	100.00
Tonira Exports Ltd.	Subsidiary	India	100.00	100.00
Onyx Research Chemical Ltd. (Subsidiary of Ipca Laboratories (UK) Ltd.)	Step down subsidiary	UK	100.00	100.00
Onyx Scientific Ltd. (Subsidiary of Ipca Laboratories (UK) Ltd.)	Step down subsidiary	UK	100.00	100.00
Ipca Pharma (NZ) Pty. Ltd. (Subsidiary of Ipca Pharma (Australia) Pty. Ltd.)	Step down subsidiary	New Zealand	100.00	100.00
Avik Pharmaceutical Ltd.	Joint Venture	India	49.02	49.02
CCPL Software Private Ltd.	Associate	India	28.95	28.95
Trophic Wellness Private Ltd.	Associate	India	19.26	19.26
Krebs Biochemicals & Industries Ltd. (w.e.f 13 th Feb'2015)	Associate	India	18.92	-

[* Ipca Pharmaceuticals (Shanghai) Ltd. is in the process of liquidation.]

B. Accounting Policies

a) Basis of Preparation

- (i) The Financial Statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 (which are deemed to be applicable as per section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Schedule III to the Companies Act, 2013.

- (ii) Change in Accounting Policy

The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

b) Use of Estimates

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

c) Inflation

Assets and liabilities are shown at historical cost except revalued assets, which are shown at revalued amounts. No adjustments are made for changes in purchasing power of money.

d) Fixed Assets

- i. Tangible / Intangible Assets are recorded at cost of acquisition or construction. Cost of acquisition comprises its purchase price including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price. Revalued assets are recorded at revalued amounts.
- ii. Goodwill represents excess of consideration paid for acquisition of business over the fair value of net assets.
- iii. Capital Work In Progress represents expenditure incurred on capital asset that are under construction or are pending capitalisation and includes Project expenses pending allocation. Project expenses pending allocation are apportioned to the fixed assets of the project proportionately on capitalisation.
- iv. Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period up to the time the asset is ready for its intended use.

e) Goodwill on Consolidation

Goodwill on Consolidation represents excess cost of investment over the company's share of equity that is carried in balance sheet and is tested for impairment at each balance sheet date.

f) Investments

- i) Long term Investments are stated at cost. Provisions are made for diminution in value of investments other than temporary in nature. Current Investments are stated at cost or fair value which ever is lower.
- ii) Investments that are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
- iii) Investments in associates are accounted for using equity method. The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

g) Depreciation, Amortisation and Impairment

- i) Depreciation on all assets of the Company is charged on straight line method over the useful life of assets mentioned in Schedule II to the Companies Act, 2013 or the useful life previously assessed by the management based on technical review whichever is lower for the proportionate period of use during the year. Intangible assets are amortised over the economic useful life estimated by the management.

The management's estimated useful life/useful life as per schedule II whichever is lower for the various tangible assets are as follows.

Assets	Estimated useful life (Years)
Leasehold Land	Period of Lease
Buildings	28 to 58
Roads	3 to 10
Plant and Machinery and R&D Equipments	9 to 20
Office and other equipments	5
Computers	3 to 6
Furniture and Fixtures	10
Vehicles	6 to 8
Leasehold Improvements	Period of Lease

- ii) The management has estimated the useful life for the various intangible assets as follows.

Assets	Estimated useful life (Years)
Brands and Trademarks	4
Technical Know how	4
Software for internal use	4
Goodwill	4

- iii) The Company carries out exercise of assessment of any impairment to its fixed assets as at each balance sheet date. Changes in level of impairment are accounted in the Statement of Profit and Loss separately. Impairment loss in respect of assets sold / scrapped are reversed and consequent profit or loss on such sale is accounted. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is 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 an asset and from its disposal at the end of its useful life. Depreciation charged on assets impaired is adjusted in future period over its remaining useful life.
- iv) Fixed Assets individually costing upto ₹ 5,000/- are fully depreciated in the year of purchase.

h) Inventories

Items of inventories are valued lower of cost and estimated net realisable value.

Cost is determined as given below:

Raw Materials and Packing Materials	a) At lower of Cost net of CENVAT/VAT computed on First-in-First-out method and net realisable value, b) API produced for captive consumption are valued at lower of cost and net realisable value.
Work-in-process and Finished Goods	At lower of cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads and net realisable value. Excise duty is considered as cost for finished goods wherever applicable.
Stores and Spares	Stores and spare parts are valued at lower of purchase cost computed on First-in-First-out method and net realisable value.

i) Employee Benefits

- i) Retirement benefit in the form of provident fund is a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year/period when the contributions are due.
- ii) Gratuity being a defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year/period using the projected unit credit method.
- iii) Leave encashment is recognised on the basis of an actuarial valuation made at the end of each year.
- iv) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.
- v) Leave Travel Assistance (LTA) liability has been provided on the basis of actual accumulated obligation.

j) Excise Duty and Cenvat Credit

- i) The excise duty expenses are bifurcated into three components: excise duty expenses related to sales is reduced from gross sales, excise duty relating to the difference between the closing and opening stock of finished goods is recognized in the material cost and inventory adjustments and the un-recovered excise duty is recognized under other expenses.
- ii) CENVAT /Service Tax credit utilised during the year is accounted in excise duty and unutilised CENVAT / Service Tax credit at the year end is considered as duties and taxes refundable.

k) Government Grants

- i) Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underlying conditions thereto will be complied with.
- ii) Grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets.
- iii) Grants in the nature of promoter's contribution are credited to capital reserve account and treated as a part of shareholders' funds.

l) Foreign Exchange Transactions

- i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement / negotiation during the year is recognised in the Statement of Profit and Loss.
- ii) Foreign currency monetary transactions remaining unsettled at the end of the year are converted at year-end rates. The resultant gain or loss is accounted for in the Statement of Profit and Loss.
- iii) Non Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- iv) The overseas trading and non trading offices are integral foreign operation and are accounted accordingly.
- v) Exchange difference arising on a monetary item that in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in foreign currency translation reserve.
- vi) The goodwill on consolidation is accounted at the rate of exchange on the date of acquisition and is not restated at each balance sheet date.

m) Derivative Instruments and Hedge Accounting

- i) The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" of the Companies (Accounting Standards) Rules 2006. The use of hedging instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.
- ii) Hedging instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the Statement of Profit and Loss.

- iii) Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the Statement of Profit and Loss as they arise.
- iv) Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to the Statement of Profit and Loss for the period.

n) Research and Development

Revenue expenditure on research and development is charged to Statement of Profit and Loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to fixed assets.

o) Revenue Recognition

- i) Revenue from sale of goods is recognised net of returns, product expiry claims and trade discount, on transfer of significant risk and rewards in respect of ownership to the buyer which is generally on dispatch of goods. Sales include excise duty but exclude sales tax and value added tax.
- ii) In respect of incentives attributable to the export of goods, the Company following the accounting principle of matching revenue with the cost has recognised export incentive receivable when all conditions precedent to the eligibility of benefits have been satisfied and when it is reasonably certain of deriving the benefit. Since these schemes are meant for neutralisation of duties and taxes on inputs pursuant to exports, the same are grouped under material costs.
- iii) The other export incentives that do not arise out of neutralisation of duties and taxes are disclosed under other operating revenue.
- iv) Revenue in respect of insurance/other claims, commission, etc. are recognised only when it is reasonably certain that the ultimate collection will be made.
- v) Interest income is recognised on time proportion method basis taking into account the amount outstanding and the rate applicable.
- vi) Dividend income is accounted when the right to receive the same is established.

p) Borrowing Cost

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

q) Employee Stock Option Scheme

Employee stock options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed under Guidance Note on "Accounting for Employee Share-based payments" issued by the ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to the Statement of Profit and Loss on graded vesting basis over the vesting period of the options. The un-amortized portion of the deferred employee compensation is reduced from Employee Stock Option outstanding which is shown under Reserves and Surplus.

r) Taxation

Tax expenses comprise Current Tax and Deferred Tax.:

- i) Current Tax:

Current Tax is calculated as per the provisions of the Income Tax Act, 1961.

ii) **Deferred Tax:**

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

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

iii) **MAT Credit:**

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have reasonable certainty that it will pay normal tax during the specified period.

s) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised but disclosed in notes to accounts.

Contingent Assets are neither recognised nor disclosed in financial statements.

t) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

u) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(C) Other Explanatory Notes

1. Share Capital

Particulars	As at 31-Mar-2015		As at 31-Mar-2014	
	Numbers	(₹ Crores)	Numbers	(₹ Crores)
Face Value		₹ 2.00 each		₹ 2.00 each
Class of Shares		Equity Shares		Equity Shares
Authorised Capital	28,50,00,000	57.00	28,50,00,000	57.00
Issued, Subscribed and Paid up Capital				
Issued & Subscribed	12,74,80,204	25.50	12,74,80,204	25.50
Paid up	12,61,99,109	25.24	12,61,99,109	25.24
Total		25.24		25.24

Of the above :

- Aggregate Shares issued under Employees Stock Option Scheme (ESOS) : 21,57,500 equity shares of ₹ 2/- each.
- Equity share of ₹ 10/- each have been sub-divided into five equity shares of ₹ 2/- each pursuant to the resolution passed by the shareholders at the Extra Ordinary General Meeting held on 25th February, 2010.
- 53,210 equity shares of ₹ 10/- each in 2009-10 and 2,03,009 equity shares of ₹ 10/- each in 2008-09 have been extinguished under Buy back Scheme.
- 3,22,704 equity shares of ₹ 2/- each of the Company have been issued during 2012-13 under the scheme of amalgamation of erstwhile Tonira Pharma Limited with the Company.

Disclosures:-

i) Reconciliation of Shares

Particulars	Equity Shares			
	As at 31-Mar-2015		As at 31-Mar-2014	
	Numbers	(₹ Crores)	Numbers	(₹ Crores)
Shares outstanding at the beginning of the year	12,61,99,109	25.24	12,61,99,109	25.24
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	12,61,99,109	25.24	12,61,99,109	25.24

ii) Details of Shareholding in excess of 5%

Name of Shareholders	As at 31-Mar-2015		As at 31-Mar-2014	
	Number of shares held	%	Number of shares held	%
Kaygee Investments Private Limited	2,70,18,195	21.41%	2,70,18,195	21.41%
Exon Laboratories Private Limited	82,71,000	6.55%	82,71,000	6.55%
Chandurkar Investments Private Limited	69,78,005	5.53%	69,78,005	5.53%

iii) Rights and obligations of shareholders

The Company has only one class of share referred as equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after payment of external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Reserves & Surplus

i) Reserves

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Capital Reserve		0.59		0.59
Capital Redemption Reserve		0.26		0.26
Securities Premium Account		43.99		43.99
Debtenture Redemption Reserve *				
Opening Balance	17.50		17.50	
(+) Current Year Transfer	-		-	
(-) Transfer to General Reserve	7.50		-	
Closing Balance		10.00		17.50

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Other Reserves :				
General Reserve **				
Opening Balance	1,250.48		1,100.46	
(+) Current Year Transfer	42.50		150.00	
(+) Transfer from Debenture Redemption Reserve	7.50		-	
(+) Reversal on account of liquidation of subsidiary	-		0.02	
Closing Balance		1,300.48		1,250.48
Hedging Reserve ***				
Opening Balance	3.30		3.69	
Net transfer during the Year	10.28		(0.39)	
Closing Balance		13.58		3.30
Foreign Currency Translation Reserve				
Opening Balance	3.22		1.69	
Net transfer during the Year	(0.55)		1.53	
Closing Balance		2.67		3.22
Balance at the year end		1,371.57		1,319.34

* Debenture redemption reserve is maintained in accordance with the Companies (Share capital & Debenture) Rules, 2014.

** General Reserve represents the reserve created in accordance with Companies (Transfer of Profits to Reserves) Rules, 1975

*** Hedging Reserve represents the fair value changes of hedging instruments that are designated and effective as hedges of future cash flows.

ii) Surplus in Statement of Profit and Loss Account

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Balance as per last Balance Sheet	615.08		360.36	
Net Profit for the year	254.23	869.31	478.54	838.90
Less:				
Profit transfer to General Reserve	42.50		150.00	
Interim dividend	-		31.55	
Tax on interim dividend	-		5.36	
Proposed dividend	12.62		31.55	
Tax on proposed dividend	2.57	57.69	5.36	223.82
Balance as at year end		811.62		615.08
Total Reserves & Surplus (i + ii)		2,183.19		1,934.42

3. Long-term Borrowings - Secured

A) - Secured

	Non - Current Portion As at		Current Maturities as at	
	31-Mar-2015	31-Mar-2014	31-Mar-2015	31-Mar-2014
	(₹ Crores)		(₹ Crores)	
i. Debentures	10.00	15.00	5.00	55.00
ii. Foreign Currency Term Loan	437.65	277.12	101.43	109.62
Total	447.65	292.12	106.43	164.62

Details of above:-

Sr. No.	Name of the Instruments / Institutions	Non - Current Portion As at		Current Maturities As at		Details of Securities	Repayment terms
		31/03/2015	31/03/2014	31/03/2015	31/03/2014		
		(₹ Crores)		(₹ Crores)			
i.	Debentures						
1.	9.95% Secured Redeemable Non-Convertible Debentures	-	-	-	50.00	Secured by first mortgage and pari-passu charge over Company's office premises at Ahmedabad, Gujarat and first pari-passu charge over movable property of the Company including plant & machinery situated at Ratlam, Athal (Silvassa), Indore (M.P.), Piparia (Silvassa), Pithampur (Indore) and Dehradun.	Redeemable at the end of 3 rd year by exercising put/call option or, at the end of 5 th year, both from the date of issue i.e. 3 rd October, 2011.
2.	9.25% Secured Redeemable Non-Convertible Debentures	10.00	15.00	5.00	5.00	Secured by first mortgage and pari-passu charge over Company's office premises at Ahmedabad, Gujarat and first charge by way of equitable mortgage charge on immovable properties being land and building situated at Sejavata,Ratlam and Polo Ground, Indore, both in the state of Madhya Pradesh; Village Athal & Village Piparia (Silvassa); plot no.48,plot no.142-AB, plot no.123, plot no.125 & plot no.126ABCD at Kandivli Industrial Estate in Mumbai and at Dehradun in the state of Uttarakhand.	Redeemable in 4 equal annual installments of ₹ 5.00 crores at the end of 2 nd year, 3 rd year, 4 th year and 5 th year from the date of issue i.e. 12 th December 2012.
	Total (i)	10.00	15.00	5.00	55.00		
ii.	Foreign Currency Term Loans						
1.	a) BNP PARIBAS, Singapore Branch	-	-	-	14.98	Secured by first pari passu charge by way of hypothecation of movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 4 equal semi annual installments from 20 th March, 2013.
	b) BNP PARIBAS, Singapore Branch	62.50	59.92	-	-	Secured by first pari passu charge by way of hypothecation of movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Bullet Repayment at the end of 5 th year on 7 th October, 2016.
2.	CITI BANK N.A. Bahrain Branch	-	-	-	6.42	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 14 equal quarterly installments from 21 st July, 2011.
3.	a) DBS BANK, Singapore Branch	-	-	-	13.78	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future except on movable fixed assets at Pithampur, Indore.	Repayable in 9 semi annual installments from 16 th March, 2011.
	b) DBS BANK, Singapore Branch	36.78	49.35	14.70	10.57	Secured by first pari passu charge by way of hypothecation of all the movable fixed assets both present and future.	Repayable in 17 equal quarterly installments from 16 th September, 2014.

Sr. No.	Name of the Instruments / Institutions	Non - Current Portion As at		Current Maturities As at		Details of Securities	Repayment terms
		31/03/2015	31/03/2014	31/03/2015	31/03/2014		
		(₹ Crores)		(₹ Crores)			
4.	Barclays Bank PLC, London Branch	-	6.29	6.56	18.70	Secured by first pari passu charge on the plant & machinery of the Company except assets at Pithampur, Indore.	Repayable in 13 quarterly installments from 31 st May,2012.
5.	a) HSBC Bank Mauritius Ltd.	15.63	50.94	37.50	35.95	Secured by first pari passu charge on the plant & machinery of the Company except assets at Pithampur, Indore.	Repayable in 7 half yearly installments from 31 st July,2013.
	b) HSBC Bank Mauritius Ltd.	62.50	59.92	-	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 9 equal quarterly installments from 26 th September, 2016.
	c) HSBC Bank Mauritius Ltd.	33.66	50.70	19.23	9.22	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 13 equal quarterly installments from 19 th November, 2014.
	d) HSBC Bank Mauritius Ltd.	101.57	-	23.44	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Pithampur, Indore and at Baroda.	Repayable in 16 equal quarterly installments from 30 th September, 2015.
	e) HSBC Bank Mauritius Ltd.	125.01	-	-	-	Secured by first pari-passu charge over current and future movable fixed assets of the Company except assets at Baroda(Gujarat).	Repayable in 11 Half Yearly Un-equal installments from 8 th December, 2016.
	Total (ii)	437.65	277.12	101.43	109.62		
	Total (A) (i + ii)	447.65	292.12	106.43	164.62		

B) - Long-term Borrowings - Unsecured				
Buyers Credit	53.75	-	-	-
Others	1.81	1.88	-	-
Total (B)	55.56	1.88	-	-
Total (A + B)	503.21	294.00	106.43	164.62

C) Maturity Profile of Borrowings other than Debentures		As at 31-Mar-2015	As at 31-Mar-2014
		(₹ Crores)	(₹ Crores)
Installments payable between 1 to 2 years		224.15	76.66
Installments payable between 2 to 5 years		203.43	202.34
Installments payable beyond 5 years		65.63	-
Total		493.21	279.00

4. Deferred Tax Liabilities (Net)

	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)	(₹ Crores)
Deferred tax liabilities on account of		
Depreciation including on R & D Assets, Amortisation and impairment	183.88	153.83
Deferred tax asset on account of		
Leave Encashment	6.80	5.36
Bonus	0.69	0.68
Other tax disallowance	2.08	0.68
Total Deferred Tax Asset	9.57	6.72
Net deferred tax liability	174.31	147.11

No credit for deferred tax assets is taken in the consolidated financial statements of the loss making foreign subsidiaries since in the opinion of the Management there is no virtual certainty supported by convincing evidence to assess fairly the future business prospects and the likely tax assessments.

5. Other Long Term Liabilities

	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)	(₹ Crores)
Deposits from customers	3.21	2.49
Others	0.81	0.92
Total	4.02	3.41

6. Provisions

	Long Term		Short Term	
	As at 31-Mar-2015	As at 31-Mar-2014	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)		(₹ Crores)	
Provision for employee benefits				
Gratuity	0.27	0.23	2.94	1.26
Provision for leave encashment	17.76	14.70	2.05	1.34
Provision for leave travel assistance (LTA)	-	-	4.17	3.62
Other employee related provision	-	-	1.32	1.83
Others				
Proposed final dividend (₹ 1/- per share) (Previous year ₹ 2.50 per share)	-	-	12.62	31.55
Provision for tax on proposed final dividend	-	-	2.57	5.36
Provision for taxation* (net of prepaid taxes)	-	-	10.31	10.68
Total	18.03	14.93	35.98	55.64

* Provision for taxation includes provision for wealth tax of ₹ 0.25 crore (Previous year ₹ 0.25 crore).

Disclosures:

- a) Disclosure under Accounting Standard -29 "Provisions, Contingent Liabilities and Contingent Assets" of the Companies (Accounting Standards) Rules 2006.

(₹ Crores)

Particulars	Opening Balance	Additions during the year	Amounts paid / reversed during the year	Closing Balance
Provision for wage revision under negotiation	1.83	0.39	0.90	1.32
(Previous Year)	(2.34)	(1.16)	(1.67)	(1.83)

- b) As per the Accounting Standard -15 "Employee Benefits" of the Companies (Accounting Standards) Rules 2006 and as defined in the accounting standard the summarised components of net benefit expense recognized in the statement of Profit and Loss and the funded status and amounts recognized in the balance sheet are given herein below. This disclosure is done only in respect of the entities in India who has gratuity liability.

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
	(₹ Crores)		(₹ Crores)	
I. Change in Benefit Obligation				
Liability at the beginning of the year	30.97	25.39	16.04	13.36
Addition on amalgamation/Business Purchase	-	0.30	-	0.28
Interest cost	2.48	2.05	1.08	1.11
Current Service Cost	4.92	3.37	4.53	2.97
Past Service Cost	-	-	-	-
Benefit Paid	(2.87)	(1.68)	(4.34)	(3.93)
Actuarial (gain)/loss on obligations	2.72	1.54	2.50	2.25
Curtailements and Settlements	-	-	-	-
Liability at the end of the year	38.22	30.97	19.81	16.04
II. Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	29.48	24.89	-	-
Addition on amalgamation/Business Purchase	-	-	-	-
Expected Return on Plan Assets	2.93	2.39	-	-
Contributions	5.47	3.88	-	-
Benefit Paid	(2.87)	(1.68)	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the year	35.01	29.48	-	-
III. Actual Return on Plan Assets				
Expected Return on Plan Assets	2.93	2.39	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Actual Return on Plan Assets	2.93	2.39	-	-
IV. Amount Recognised in the Balance Sheet				
Liability at the end of the year	38.22	30.97	19.81	16.04
Fair Value of Plan Assets at the end of the year	35.01	29.48	-	-
Difference	3.21	1.49	19.81	16.04
Unrecognised Past Service Cost	-	-	-	-
Amount Recognised in the Balance Sheet	3.21	1.49	19.81	16.04
Breakup of Above:				
Current	2.94	1.26	2.05	1.34
Non-Current	0.27	0.23	17.76	14.70
Total	3.21	1.49	19.81	16.04
V. Expenses Recognised in the Income Statement				
Current Service Cost	4.92	3.37	4.53	2.97
Interest Cost	2.48	2.05	1.08	1.11
Expected Return on Plan Assets	(2.93)	(2.39)	-	-
Net Actuarial (gain)/loss to be Recognised	2.72	1.54	2.50	2.25
Past Service Cost (Non Vested Benefit) Recognised	-	-	-	-
Past Service Cost (Vested Benefit) Recognised	-	-	-	-
Effect of Curtailment or Settlements.	-	-	-	-
Expense Recognised in the statement of Profit and Loss	7.19	4.57	8.11	6.33
VI. Balance Sheet Reconciliation				
Opening Net Liability	1.49	0.50	16.04	13.36
Addition on amalgamation/Business Purchase	-	0.30	-	0.28
Expense as above	7.19	4.57	8.11	6.33
Past Service cost	-	-	-	-
Employer's Contribution	(5.47)	(3.88)	(4.34)	(3.93)
Amount Recognised in Balance Sheet	3.21	1.49	19.81	16.04
VII. Category of assets as at the end of the year				
Insurer managed Funds (Fund is managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available. The plan assets under the fund are deposited under approved securities.)	35.01	29.48	-	-
VIII. Actuarial Assumptions				
Discount Rate	8.00%	8.00%	8.00%	8.00%
Salary Escalation	6.00%	6.00%	6.00%	6.00%

Notes :

- Employer's contribution includes payments made by the Company directly to its past employees.
- The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Company's Leave Encashment liability is entirely unfunded.

- iv) Experience adjustments are not made due to non availability of data from the actuary appointed by the fund manager - LIC.
- v) The Gratuity liability amounting to ₹ 0.43 Crores is unfunded.

7. Short-Term Borrowings

(i) Secured Loans:

	As at 31-Mar-2015 (₹ Crores)	As at 31-Mar-2014 (₹ Crores)
a) Working Capital Loans from banks	200.63	137.96
b) Other Loans from banks	4.37	5.98
Sub Total (i)	205.00	143.94

Security:

- a) - Secured by first charge by way of hypothecation of all the stocks, book debts and all other movable current assets of the Company and second charge by way of mortgage of the immovable properties of the Company and hypothecation of plant & machinery of the Company.
- b) - Secured by Collateral property being immovable property in USA, which is defined under the Loan agreement. Further, a Standby Letter of credit from Citibank N.A., India Branch has been submitted which has been guaranteed by parent company Ipca laboratories limited.

(ii) Unsecured Loans:

	As at 31-Mar-2015 (₹ Crores)	As at 31-Mar-2014 (₹ Crores)
Short Term Loans from Banks	120.35	-
Total Short-Term Borrowings (i)+(ii)	325.35	143.94

8. Trade Payables

	As at 31-Mar-2015 (₹ Crores)	As at 31-Mar-2014 (₹ Crores)
Trade Payables		
- Micro Small and Medium Enterprises	2.51	1.99
- Against acceptance of Import documents	42.80	71.66
- Others	261.28	267.34
Total	306.59	340.99

Disclosures:

Disclosure In accordance with Section 22 of The Micro Small and Medium Enterprises Development Act 2006.

Particulars	2014-15 (₹ Crores)	2013-14 (₹ Crores)
a) Principal amount due at year end	2.51	1.99
b) Interest due thereon at year end (Current year ₹ 189/-)	-	0.01
c) Payment made to suppliers (other than interest) beyond the appointed day during the year	1.68	5.87
d) Interest paid to suppliers under the MSMED Act, 2006	0.06	0.12
e) Interest due & payable to suppliers under MSMED Act, 2006 towards payment already made	0.01	0.06

The Company has compiled the above information based on written confirmations from suppliers and have been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

9. Other Current Liabilities

	As at 31-Mar-2015 (₹ Crores)	As at 31-Mar-2014 (₹ Crores)
Current maturities of non-current liabilities (Refer note 3)	106.43	164.62
Interest accrued but not due on borrowings	2.62	4.49
Advance received from customers	22.03	9.21
Unpaid dividends *	1.82	1.76
Duties & taxes payable	40.44	34.43
Amount payable on foreign currency hedging transactions	1.27	5.52
Payable for capital goods	58.33	29.93
Others	3.50	0.92
Total	236.44	250.88

* Unpaid dividend does not include any amount to be credited to Investor Education and Protection fund.

10 FIXED ASSETS

(₹ Crores)

Description of Assets		Cost				Depreciation, Amortisation & Impairment							Net Block					
		As at 1 st April, 2013	Additions (13-14)	Acquisition through business combination - Amalgamation	Disposals/ Adjustments (13-14)	As at 31 st March 2014	Additions (14-15)	Disposals/ Adjustments (14-15)	As at 31 st March 2015	Charge for the year (13-14)	Acquisition through business combination - Amalgamation	Disposals/ Adjustments (13-14)	As at 31 st March 2014	Charge for the year (14-15)	Disposals/ Adjustments (14-15)	As at 31 st March 2015	As at 31 st March 2014	
A. Tangible Assets																		
1.	Freehold Land	29.00	13.72	-	3.40	46.12	3.58	(0.01)	49.69	0.03	-	-	0.03	-	-	0.03	49.66	46.09
2.	Leasehold Land	22.02	1.32	0.46	(3.38)	20.42	28.83	-	49.25	0.81	0.21	(0.02)	1.00	0.54	-	1.54	47.71	19.42
3.	Buildings	263.70	110.57	1.25	0.34	375.86	126.92	(0.35)	502.43	53.51	8.93	1.03	63.98	16.71	(0.53)	80.16	422.27	311.88
4.	Plant & Machinery	976.22	185.22	2.16	(1.45)	1,162.15	322.79	(6.24)	1,478.70	316.79	66.18	(0.29)	384.07	123.28	(5.28)	502.07	976.63	778.08
5.	Plant & Machinery (Given on Lease)	5.09	0.74	-	-	5.83	-	-	5.83	1.44	0.38	-	1.82	-	-	1.82	4.01	4.01
6.	Office & Other Equipments	10.51	2.63	0.02	(0.22)	12.94	8.79	(0.12)	21.61	4.79	1.04	(0.12)	5.71	3.91	(0.09)	9.53	12.08	7.23
7.	Effluent Treatment Plant	35.51	2.27	0.11	-	37.89	25.50	(1.48)	61.91	6.58	2.76	-	9.40	2.78	(1.18)	11.00	50.91	28.49
8.	Furniture & Fixtures	29.03	4.61	0.24	(0.12)	33.76	23.22	-	56.98	14.67	2.63	-	17.42	4.69	(0.05)	22.06	34.92	16.34
9.	Vehicles	21.00	5.01	0.11	(1.83)	24.29	3.26	(1.81)	25.74	6.96	3.16	(1.24)	8.94	3.75	(1.22)	11.47	14.27	15.35
10.	Leasehold Improvement	0.76	-	-	-	0.76	-	(0.76)	-	0.68	0.04	-	0.72	-	(0.72)	-	-	0.04
11.	R & D Building	17.52	0.05	-	0.62	18.19	0.21	-	18.40	2.88	0.61	0.01	3.50	0.61	-	4.11	14.29	14.69
12.	R & D Leasehold Improvement	0.74	-	-	-	0.74	-	(0.74)	-	0.66	0.04	-	0.70	-	(0.70)	-	-	0.04
13.	R & D Equipments	108.33	9.81	-	(1.04)	117.10	48.36	(3.62)	161.84	52.85	10.31	(1.17)	61.99	11.14	(2.57)	70.56	91.28	55.11
14.	R & D Furnitures	2.36	0.19	-	-	2.55	0.42	-	2.97	1.16	0.20	-	1.36	0.22	-	1.58	1.39	1.19
Total 'A'		1,521.79	336.14	4.35	(3.68)	1,858.60	591.88	(15.13)	2,435.35	463.81	96.49	(1.80)	560.64	167.63	(12.34)	715.93	1,719.42	1,297.96

B. Intangible Assets																
1. Goodwill	15.88	-	-	-	15.88	18.10	-	33.98	0.17	3.97	-	4.14	6.23	-	10.37	11.74
2. Software	10.63	4.94	-	(0.06)	15.51	8.35	-	23.86	4.62	2.52	(0.02)	7.12	3.87	-	10.99	8.39
3. Brands & Trade Mark	2.19	-	-	-	2.19	7.03	-	9.22	2.08	-	-	2.08	1.24	-	3.32	0.11
4. Know-How	3.99	0.18	-	-	4.17	3.75	(0.18)	7.74	3.66	0.04	-	3.70	0.50	-	4.20	0.47
5. Software - R & D	1.00	0.26	-	-	1.26	0.48	-	1.74	0.50	0.28	-	0.78	0.31	-	1.09	0.48
Total 'B'	33.69	5.38	-	(0.06)	39.01	37.71	(0.18)	76.54	11.03	6.81	(0.02)	17.82	12.15	-	29.97	21.19
Total (A + B)	1,555.48	341.52	4.35	(3.74)	1,897.61	629.59	(15.31)	2,511.89	474.84	103.30	(1.82)	578.46	179.78	(12.34)	745.90	1,319.15

Notes:

- Buildings include cost of shares in Co-operative societies.
- Out of depreciation and amortisation for the year of ₹ 179.78 crores (Previous year ₹ 103.30 crores), depreciation of ₹ 0.23 crore (Previous year ₹ 0.17 crore) relating to project under execution for the period before start of production is transferred to project expenses pending allocation.
- Cost of Borrowing of ₹ 3.79 crores (Previous year ₹ 3.61 crores) is capitalised to the projects.
- Disposals/Adjustments under gross block and accumulated depreciation includes ₹ (2.20) crores (previous year ₹ 6.03 crores) and ₹ (2.32) crores (Previous year ₹ 5.18 crores) respectively pertaining to foreign currency translation reserve.

11. Goodwill on consolidation arising out of acquisition

Name of the Company	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)	(₹ Crores)
i) Onyx Research Chemicals Ltd.	23.51	23.51
ii) Tonira Exports Ltd. (on merger of Tonira Pharma Ltd.)	0.08	0.08
iii) Avik Pharmaceutical Ltd.	10.85	10.85
Total	34.44	34.44

12. Investments

i) Non Current Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Face Value (₹)	Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		(₹ Crores)	
			31/03/2015	31/03/2014				31/03/2015	31/03/2014	31/03/2015	31/03/2014
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
A. Details of Trade Investments											
Investment in Equity Instruments (Associate - accounted under equity method) (Others - at Cost)											
1.	CCPL Software Pvt.Ltd. #	Associate	55,000	55,000	100	Unquoted	Fully Paid	28.95	28.95	-	-
2.	Trophic Wellness Pvt. Ltd. @ (100000 shares fully paid & 680000 partly paid - ₹ 7.50 (Previous year ₹ 7.50 per share)	Associate	7,80,000	7,80,000	10	Unquoted	@	19.26	19.26	4.42	8.19
3.	Krebs Biochemicals & Industries Ltd.	Associate	18,00,000	-	10	Quoted	Fully Paid	18.92	-	8.39	-
4.	Mangalam Drugs & Organics Ltd.	Others	10,67,939	16,33,417	10	Quoted	Fully Paid	-	-	3.29	5.09
Total										16.10	13.28
# Cost fully written off in books											
B. Details of Non Trade Investments											
i) Investment in Equity Instruments (At cost)											
1.	Gujarat Industrial Co-Op Bank Ltd.	Others	140	140	50	Unquoted	Fully Paid	-	-	-	-
2.	Narmada Clean Tech Ltd. (NCTL) (formerly known as Bharuch Eco Aqua Infrastructure Ltd.)	Others	35,000	35,000	10	Unquoted	Fully Paid	-	-	0.04	0.04
ii) Investment in Preference Instruments (At cost)											
3.	Enviro Infrastructure Company Limited	Others	45000	-	10	Unquoted	Fully Paid	-	-	0.05	-
Total										0.09	0.04
C. Total Non current Investments (A+B)										16.19	13.32
Less : Provision for Diminution in value of Investment - Mangalam Drugs and Organics Ltd.										-	4.32
Non current investments (Net of provision)										16.19	9.00

ii) Current Investments (At cost)

1.	Aurobindo Pharma Limited.	Others	-	25,000	1	Quoted	Fully Paid	-	0.01	-	0.15
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iii) The associates of the Company and the ownership interest are as follows: -

Name of the Associate	CCPL Software Private Ltd.	Trophic Wellness Private Ltd.	Krebs Biochemicals & Industries Ltd	Total (₹ Crores)
% of Share held	28.95%	19.26%	18.92%	-
Original cost of Investment	1.31	8.94	9.54	19.79
(Goodwill)/Capital Reserve	(0.79)	(0.52)	(9.19)	-
Accumulated Profit/ (Loss) up to 31/03/2014	(0.51)*	(0.75)	-	(0.75)
Share of Profit / (Loss) for the year Plus Proportionate Dividend received by Associates	*	(3.77)	(1.15)	(4.92)
Dividend received from associates	-	-	-	-
Less: - Disposal of Investment	-	-	-	-
Carrying value of Investment on 31/03/2015	NIL**	4.42	8.39	12.81

* No effect of share of loss from CCPL is taken since 01.04.2004, as the Company has no further commitment towards its share of loss in the Associate.

** Balance cost is fully written off in books.

iv) Disclosure u/s 186(4):

During the year the Company has invested in 18,00,000 equity shares of Krebs Biochemicals & Industries Limited(Krebs) which aggregate to 18.92% of total equity of Krebs.

The Company had already taken two of the plants of Krebs on lease basis before the acquisition of the stake and this acquisition will fortify the business interest of the Company.

Considering the business connection with Krebs and also the equity stake of 18.92%, the same is considered as an associate as per AS-23, Accounting for Investments in Associates in Consolidated Financials Statements.

The Company has also made an announcement for open offer as per the extant SEBI regulations.

The Company has paid share application money of ₹12.42 crores for 23,00,000 additional shares, which is since allotted on 9th May 2015. The share application money is disclosed under loans and advances.

13. Loans and Advances

	Long Term		Short Term	
	As at 31/03/2015	As at 31/03/2014	As at 31/03/2015	As at 31/03/2014
	(₹ Crores)		(₹ Crores)	
a. Loans and advances to related parties				
Unsecured, considered good (Refer disclosure given hereunder)	7.30	6.40	-	-
b. Capital Advances				
Unsecured, considered good	26.58	49.46	-	-
c. Share application money pending allotment	12.42	-	-	-
d. Others (Unsecured, considered good)				
Advance to suppliers	-	-	8.42	10.53
Loans given to :				
- Employees	1.04	1.28	1.70	2.65
- Others	0.18	0.54	4.80	6.55
Hedging gain receivable	-	-	14.48	5.07
Prepaid taxes (net of provisions)	3.49	3.57	-	-
Deposits with Govt. departments and others (Refer Note (d) given hereunder)				
- Considered good	52.46	10.01	1.01	2.85
- Considered doubtful	0.02	0.02	-	-
	52.48	10.03	1.01	2.85
Less : Provision for doubtful deposits	0.02	0.02	-	-
	52.46	10.01	1.01	2.85
Prepaid expenses	0.89	0.97	10.26	9.67
Advances to Employees				
- Considered good	-	-	4.33	4.62
- Considered doubtful	-	-	0.43	1.13
	-	-	4.76	5.75
Less : Provision for doubtful Advances	-	-	0.43	1.13
	-	-	4.33	4.62
Other Advances	-	-	2.46	24.42
Total	104.36	72.23	47.46	66.36

Disclosures:

a) Details of Loans and advances to Related Parties.

(₹ Crores)

Sr. No.	Name of the company and Relationship	Balance as at 31/03/2015	Balance as at 31/03/2014
i)	Avik Pharmaceutical Limited - Joint Venture	7.30	6.40

b) Investment by the loanee in the shares of the Company:

None of the loanees have, per se , made investments in the shares of the Company.

c) Share application money pending allotment represents amount invested in Krebs Biochemicals & Industries Limited, an associate, for allotment of 23,00,000 fully paid equity shares of ₹ 10/- each, since allotted on 9th May, 2015.

- d) Deposit includes ₹ 39.44 crores given as lease deposit for two manufacturing facilities of Krebs Biochemicals & Industries Limited taken on lease by the Company.

14. Other Assets

	Non Current		Current	
	As at 31-Mar-2015	As at 31-Mar-2014	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)		(₹ Crores)	
Term deposits with banks #	3.13	2.49	-	-
Export benefits receivables	-	-	39.98	49.24
Duties & taxes refundable	7.05	6.53	99.40	90.29
Gratuity and other claim receivables	-	-	7.06	6.32
Unbilled revenue	-	-	8.25	7.74
Others	-	0.40	7.48	7.94
Total	10.18	9.42	162.17	161.53

Term deposits are lying with government authorities and / or as margin for guarantees issued by banks to various Authorities.

15. Inventories

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
i) Raw Materials				
In hand	316.68		311.56	
In transit	15.58	332.26	22.33	333.89
ii) Packing Materials				
In hand	39.11		34.44	
In transit	0.28	39.39	0.66	35.10
iii) Work-in-progress		173.55		165.68
iv) Finished goods				
In hand				
Own	322.97		268.37	
Traded	30.00		19.33	
In transit				
Own	11.88		10.33	
Traded	3.85	368.70	3.17	301.20
v) Stores and spares		12.66		11.71
Total		926.56		847.58

Disclosures:

Valuation methodology

Raw Materials and Packing Materials	<p>a) At lower of Cost net of CENVAT/VAT computed on First-in-First-out method and net realisable value,</p> <p>b) API produced for captive consumption are valued at lower of cost and net realisable value.</p>
Work-in-process and Finished Goods	At lower of cost including material cost net of CENVAT, labour cost and all overheads other than selling and distribution overheads and net realisable value. Excise duty is considered as cost for finished goods wherever applicable.
Stores and Spares	Stores and spare parts are valued at lower of purchase cost computed on First-in-First-out method and net realisable value.

16. Trade receivables

	As at 31-Mar-2015		As at 31-Mar-2014	
	(₹ Crores)		(₹ Crores)	
Outstanding for more than six months				
Unsecured, considered good	15.69		12.90	
Unsecured, considered doubtful	0.68		0.65	
Less: Provision for doubtful debts	0.68	15.69	0.65	12.90
Others				
Unsecured, considered good		337.31		436.89
Total		353.00		449.79

17. Cash and Bank Balances

	As at 31-Mar-2015	As at 31-Mar-2014
	(₹ Crores)	(₹ Crores)
Cash & Cash Equivalents		
Cash on hand	0.61	0.80
Balances with banks	19.35	11.38
Cheques, drafts on hand	1.72	2.05
Fixed deposit with bank	82.00	60.02
	103.68	74.25
Other Bank Balances		
Unpaid dividend accounts *	1.82	1.76
Open offer ESCROW account	19.29	-
	21.11	1.76
Total	124.79	76.01

* Unpaid dividend does not include any amount to be credited to Investor Education and Protection fund.

18. Revenue from Operations (Gross)

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Sale of products (Gross)		3,092.40		3,231.47
Sale of services		56.27		47.56
Other operating revenues				
Focus market and other export incentive schemes	12.97		18.19	
Miscellaneous income (operational)	12.26	25.23	16.59	34.78
Total		3,173.90		3,313.81

19. Other Income

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Interest Income	18.85	13.39
Dividend Income - from current investments	0.01	0.01
Sundry balances w/back (net)	2.57	1.91
Profit on sale of investments - non current	2.64	-
Profit on sale of investments - current	4.17	3.08
Profit on sale of assets	0.36	0.27
Reversal of provision for diminution in value of investments	4.32	-
Miscellaneous income	2.84	3.60
Total	35.76	22.26

20. Cost of Materials Consumed

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Raw Materials Consumed				
Opening Stock	333.89		301.52	
Addition on acquisition	-		0.06	
Add : Purchases (Net of discount)	895.65		946.91	
Add : Raw Material Conversion Charges	13.32		14.69	
	1,242.86		1,263.18	
Less : Closing Stock	332.26	910.60	333.89	929.29
Packing Materials Consumed				
Opening Stock	35.10		34.12	
Add : Purchases (Net of discount)	212.78		204.21	
	247.88		238.33	
Less : Closing Stock	39.39	208.49	35.10	203.23
Neutralisation of duties and taxes on inputs on exports - Drawback benefits		(21.84)		(29.71)
Total		1,097.25		1,102.81

21. Purchases of Stock-in-Trade

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Formulations	113.32	88.73
Active Pharmaceutical Ingredients / Intermediates	2.71	2.20
Others	9.31	4.20
Total	125.34	95.13

22. Changes in inventories of Finished Goods, Work-in-progress and Stock-in-Trade

	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
Inventory Adjustments - WIP				
Stock at Commencement	165.68		123.53	
Addition on acquisition	-		0.27	
Less: - Stock at closing	173.55	(7.87)	165.68	(41.88)
Inventory Adjustments - Finished Goods				
Stock at Commencement	278.70		249.63	
Addition on acquisition	-		0.41	
Less : Stock at Closing	334.85	(56.15)	278.70	(28.66)
Inventory Adjustments - Traded Goods				
Stock at Commencement	22.50		24.18	
Less : Stock at Closing	33.85	(11.35)	22.50	1.68
Variation in Excise duty on :				
Closing stock of finished goods	41.19		33.76	
Less: Opening stock of finished goods	33.76	7.43	26.26	7.50
Total		(67.94)		(61.36)

23. Employee Benefits Expenses

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Salaries, bonus, perquisites, etc.	499.93	447.18
Contribution to employees welfare funds	29.13	23.45
Leave encashment	7.99	6.33
Leave travel assistance	3.00	2.73
Gratuity	7.16	4.57
Staff welfare expenses	13.92	10.26
Recruitment & training	3.98	3.47
Total	565.11	497.99

24. Finance Cost

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Interest expense	23.20	21.11
Other borrowing cost	4.93	5.27
Interest on Income tax	0.26	0.50
Total	28.39	26.88

25. Depreciation & Amortisation

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Depreciation on tangible assets	167.40	96.32
Amortisation on intangible assets	12.15	6.81
Total	179.55	103.13

Note : In accordance with the provisions of Schedule II to the Companies Act 2013, effective from 1st April, 2014, the Company has revised the useful lives of its fixed assets. As a consequence of such revision, the charge for depreciation is higher than the previously applied rates by ₹ 50.94 crores for the year. For assets that have completed the useful lives as a consequence of the aforesaid revision, the carrying value as on 1st April, 2014 of ₹ 13.26 crores had been charged to the opening balance of the surplus in statement of profit and loss in the first quarter alongwith the deferred tax effect thereon of ₹ 4.51 crores. The Management following the MCA circular no. GSR 627(E) dated 29th August, 2014 has decided to charge the amount of ₹ 13.26 crores as aforesaid to the Statement of profit & loss instead of charging the surplus in statement of profit & loss. The depreciation charged for the year is accordingly higher by ₹ 13.26 crores as compared to the disclosure in quarterly results.

26. Other Expenses

	2014-15	2013-14
	(₹ Crores)	(₹ Crores)
Consumption of stores & spares	37.35	31.49
Power, fuel & water charges	135.94	127.91
Freight, forwarding and transportation	103.52	95.08
Outside manufacturing charges	17.91	16.87
Repairs & maintenance	98.34	78.88
Loss on sale of assets	0.70	0.88
Fixed assets scrapped	1.58	0.77
Commission on sales and brokerage	29.39	33.83
Field staff expenses	78.16	72.94
Sales & marketing expenses	112.09	102.27
Product information catalogue	17.51	16.91
Expenditure on scientific research	40.26	62.47
Laboratory expenses and analytical charges	36.76	22.75
Rent	14.28	13.68
Rates & taxes	16.22	16.48
Travelling expenses	32.72	30.34
Professional charges	25.04	16.21
Printing and stationery	8.09	7.52
Books, subscription & software	10.31	8.30
Product registration expenses	13.47	18.82
Excise duty	7.42	5.27
Communication expenses	8.30	7.88
Insurance	14.61	14.53
Intellectual property right expenses	1.68	2.22
Remuneration to auditors	0.60	0.53
Bank charges	3.74	3.35
Provision for doubtful debts/advances	0.56	0.65
Bad debts w/off	6.03	1.36
CSR expenses	7.09	-
Provision for diminution in value of investment	-	0.21
Loss on liquidation of subsidiary	-	0.25
Reorganisation expenses	0.97	-
Other expenses	12.34	25.99
Total	892.98	836.64

Note: Remuneration to auditors of the Subsidiaries and Joint Ventures including the step down subsidiaries are grouped with the professional charges.

27. Disclosure as required by Accounting Standard – AS 17 “Segment Reporting” of the Companies (Accounting Standards) Rules 2006.

- i) In accordance with AS-17 “Segment Reporting”, the Company has only one reportable primary business segment i.e. Pharmaceuticals.
- ii) Information about secondary geographical segments:

(₹ Crores)			
Particulars	India	Outside India	Total
Segment Revenue - Current year	1,342.05	1,799.78	3,141.83
- Previous year	1,186.28	2,095.49	3,281.77

Notes:

- a. The Segment Revenue in the geographical segments considered for disclosure are on the basis of customer location.
- b. In the case of Segment asset and segment capital expenditure the amount attributable to geographical segment “Outside India” is less than 10% of the respective Total assets and Total capital expenditure of the reporting enterprise and hence not disclosed separately.

28. Disclosure as required by Accounting Standard – AS 18 “Related Party Disclosure” of the Companies (Accounting Standards) Rules 2006.

Relationships:	
A. Entities where control exists	
Shareholders of Ipca Laboratories Ltd.	
Kaygee Investments Pvt. Ltd.	
B. Associates	
Trophic Wellness Pvt. Ltd.	
Krebs Biochemicals & Industries Ltd. (From 13 th February, 2015)	
C. Joint Venture	
Avik Pharmaceutical Ltd. (From 18 th November, 2013)	
D. Key Management Personnel	
Mr. Premchand Godha	Chairman & Managing Director
Mr. Ajit Kumar Jain	Joint Managing Director & CFO
Mr. Pranay Godha	Executive Director
Mr. Prashant Godha	Executive Director
E. Other Related Parties (Entities in which Directors or their relatives have significant influence)	
Nipra Industries Pvt. Ltd.	
Nipra Packaging Pvt. Ltd.	
Mrs. Usha P. Godha	
Prabhat Foundation	
Vandhara Resorts Pvt. Ltd.	
Mexin Medicaments Pvt. Ltd.	
Makers Laboratories Ltd.	

Details of related party transactions are given in statement 1 attached to the financial statements

29. Disclosure as required by Accounting Standard – AS 19 “Leases” of the Companies (Accounting Standards) Rules 2006.

- The Company has taken various residential / godowns / offices premises (including Furniture and Fittings if any) under leave and licence agreements. These generally range between 11 months to 3 years under leave and licence basis. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Company has given refundable security deposits. The lease payments are recognized in the Statement of Profit and Loss under Rent.
- During the year the Company has taken on operating lease two manufacturing facilities of M/s. Krebs Biochemicals & Industries Limited for manufacturing of products at the said facilities. An amount of ₹ 39.44 crores has been paid as lease deposit. Since the lease is cancellable at the option of the Company, the further disclosure of committed lease payment are not made.
- The Company has two lease commitments for its office and guesthouse which expires on 31st March 2017 and 31st May 2015 respectively. The Total lease commitment are ₹ 0.54 Crores (USD 86,304) [Previous year ₹ 0.91 Crores (USD 152,332)]
- The following operating lease payments are committed to be paid as under for Onyx Scientific Limited :

Expiring:	31/03/2015	31/03/2014
Within one year	0.01	0.97
Between one and five years	0.79	-
	0.80	0.97

30. Disclosure as required by Accounting Standard – AS 20 “Earning Per Share” of the Companies (Accounting Standards) Rules 2006.

The earning per share is calculated by dividing the profit after tax by weighted average no. of shares outstanding for basic and diluted EPS.

Particulars	2014-15		2013-14	
	(₹ Crores)		(₹ Crores)	
(i) Profit after tax		254.23		478.54
(ii) Closing Equity Shares Outstanding (Nos.) :				
Opening equity shares outstanding (Nos.)	12,61,99,109		12,61,99,109	
Add:- issued during the year (Nos.)	-		-	
Closing equity shares outstanding (Nos.)		12,61,99,109		12,61,99,109
(iii) Weighted avg no. of shares outstanding (Nos.) (Basic)		12,61,99,109		12,61,99,109
(iv) Weighted avg no. of shares outstanding (Nos.) (Diluted)		12,61,99,109		12,61,99,109
(v) Nominal value of equity share (₹)		2.00		2.00
Basic EPS		20.15		37.92
Diluted EPS		20.15		37.92

31. Disclosure as required by Accounting Standard - AS 27 “Financial Reporting of Interest in Joint Ventures” of the Companies (Accounting Standards) Rules 2006.

The Company is holding 49.02% of Shares in Avik Pharmaceutical Ltd. It is a Jointly Controlled entity in which the Company has a control of 49.02%. In the standalone Balance Sheet of the Company, Joint Venture interest is reported under Long term Investment at Cost. Proportionate share of the Company as on 31st March, 2015 in the assets, liabilities, income, expenditure, contingent liabilities and capital commitments of the Joint Venture company is as follows:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	(₹ Crores)	(₹ Crores)
Assets		
Non current assets	3.08	3.05
Current assets	5.08	4.81
Total	8.16	7.86
Liabilities		
Share capital	5.00	5.00
Reserves & surplus	(12.03)	(10.47)
Non current liabilities	8.95	8.46
Current liabilities	6.24	4.87
Total	8.16	7.86
	2014-15	2013-14
Income		
Sales and other income	8.34	2.63
Expenditure		
Cost of sales	3.49	1.47
Other expenses	6.60	2.30
Total	10.09	3.77
Contingent liabilities	-	-
Capital commitments	-	-

32. Significant accounting policies and notes to this consolidated financial statement are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such policies and notes from the individual financial statements, which fairly presents the needed disclosures. Lack of homogeneity and other similar considerations made it desirable to exclude some of them, which in the opinion of the Management could be better viewed when referred from the individual financial statements.

33. Contingent liabilities not provided for in respect of :

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	(₹ Crores)	(₹ Crores)
A. Contingent Liabilities		
a) Bills discounted with banks	276.32	256.40
Since Realised	(97.81)	(103.77)
b) Other moneys for which the Company is contingently liable for tax, excise, customs and other matters not accepted by the Company	12.78 *	16.44 *
Amount deposited under protest	(0.53)	(4.08)
c) Claims against the Company not acknowledged as debts	11.45	2.95
d) Corporate guarantee given to others	2.28	2.28
e) Guarantees given by banks in favour of Govt. & others/ Letter of Credit opened against which goods are not received *	47.49	84.71
	251.98	254.93
B. Estimated amount of contracts remaining to be executed on capital account and not provided for:		
- Tangible assets	115.93	155.45
- Intangible assets	34.45	28.16
	150.38	183.61
C. Uncalled liability on partly paid shares	3.40	3.40
D. Other Commitments	6.90	1.88

*Note:- It includes ₹ 4.38 crores (Previous year ₹ 4.38 crores) towards interest and penalty demanded by excise department, Ankleshwar relating to erstwhile Tonira Pharma Limited since amalgamated with the Company and is not payable in accordance with the order passed by the Hon'ble Central Excise and Service Tax Appellate Tribunal (CESTAT), Ahmedabad. The Department had moved the Hon'ble Gujarat High Court against the said CESTAT order and as per the order of the said Hon'ble High Court, the Company has furnished a Bank Guarantee of ₹ 2.00 crores (Previous year ₹ 2.00 crores) to the Department.

34. a) The Company has entered into various derivatives transactions, which are not intended for trading or speculative purpose but to hedge the export receivables including future receivables and foreign currency loan interest rate risks.
The Company has following derivatives instruments / forward cover outstanding.

Sr. No.	Type of Transaction	Purpose	Amount Outstanding (In Million)	
			As at 31 st March, 2015	As at 31 st March, 2014
i.	USD Interest Rate Swap	To hedge the USD LIBOR risk by moving from Floating LIBOR rate to Fixed LIBOR Rate.	USD 57.79 (outstanding)	USD 44.54 (outstanding)
ii.	Forward Cover beyond six months	To hedge export receivables	GBP 11.75 USD 37.00	GBP 6.00 USD 19.50

- b) The Company has continued its decision not to exercise the option available under amendment to AS 11 relating to "The effects of Changes in Foreign Exchange Rates" in respect of its Long Term Foreign Currency Monetary Items in respect of foreign currency loans for the acquisition of fixed assets.
- c) The Company has following unhedged foreign exchange liability. This does not include overseas subsidiary and Joint Venture in India.

Sr. No.	Particulars	Currency	As at 31 st March, 2015		As at 31 st March, 2014	
			Amount in Foreign Currency (In Million)	Amount (₹ Crores)	Amount in Foreign Currency (In Million)	Amount (₹ Crores)
i.	ECB term loan and interest	USD	86.52	540.82	64.79	388.20
ii.	Buyers credit and interest	USD	8.65	54.09	-	-
iii.	Packing credit and interest	USD	17.93	112.09	8.81	52.76
		EURO	1.74	11.66	-	-
		GBP	6.49	59.96	2.00	19.94
		AUD	1.55	7.34	-	-
iv.	FCNR working capital loan	USD	10.01	62.59	-	-
v.	Trade and other payables incl. advances received	USD	13.58	84.88	16.74	102.03
		EURO	0.32	2.12	0.14	1.19
		GBP	0.01	0.06	0.01	0.10
		NZD	0.01	0.04	-	-
		CHF	0.03	0.20	-	-
		AUD	-	-	0.07	0.40

- d) Unhedged receivables in foreign currency. This does not include overseas subsidiary and Joint Venture in India.

Sr. No.	Particulars	Currency	As at 31 st March, 2015		As at 31 st March, 2014	
			Amount in Foreign Currency (In Million)	Amount (₹ Crores)	Amount in Foreign Currency (In Million)	Amount (₹ Crores)
i.	Trade & other receivables incl. advances given	USD	33.21	208.03	47.42	284.20
		EURO	3.23	21.74	3.83	31.54
		GBP	0.13	1.25	1.32	13.22
		AUD	0.51	2.43	1.91	10.59
		CAD	0.21	1.05	0.45	2.47
		NZD	0.25	1.16	0.69	3.60
		JPY	1.24	0.06	-	-
		COP	665.26	1.64	544.22	1.66
ii.	Unbilled revenue	USD	1.02	6.36	0.97	5.78
		CAD	0.38	1.89	0.34	1.96

- e) None of the foreign subsidiaries have effected any steps to hedge their currency risks vis a vis the Indian Parent.

35. CSR expenditure:

- Gross amount required to be spent by the Company during the year - ₹ 9.68 Crores.
- Amount spent by the Company during the year is as follows:

(₹ Crores)

Sr. No.	Particulars	Paid in cash	Yet to be paid in cash	Total
1	Eradication of poverty, promotion of healthcare, sanitation, drinking water etc.	4.93	-	4.93
2	Promotion of education, vocational training & skill enhancement etc.	1.94	-	1.94
3	Environmental sustainability, animal welfare, natural resource conservation etc.	0.04	-	0.04
4	Protection of national heritage, art, culture etc.	0.02	-	0.02
5	Promotion of rural sports	0.03	-	0.03
6	Rural development	0.13	-	0.13
	Total	7.09	-	7.09

36. Disclosure under Schedule III of the Companies Act, 2013 relating to consolidated financial statements.

Name of the entity in the	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ crores)	As % of consolidated profit or loss	Amount (₹ crores)
1	2	3	4	5
Parent				
- Ipca Laboratories Limited	98.47%	2,174.68	100.95%	256.65
Subsidiaries in India				
- Tonira Export Limited	0.00%	0.03	-	-
Subsidiaries out of India				
- Ipca Pharmaceuticals, Inc, USA	0.21%	4.62	0.48%	1.23
- Ipca Laboratories (UK) Ltd.	1.30%	28.59	1.73%	4.41
- Ipca Pharma (Australia) Pty Ltd.	0.01%	0.22	-	-
- Ipca Pharma Nigeria Ltd.	0.18%	3.93	(0.64%)	(1.62)
- Ipca Pharmaceuticals (Shanghai) Ltd.	0.01%	0.14	0.01%	0.03
- Ipca Pharmaceuticals Ltd., SA de CV, Mexico	0.00%	0.09	(0.01%)	(0.03)
- National Druggists (Pty) Ltd., South Africa	0.00%	0.06	0.00%	(0.01)
Associates (Investment as per the equity method)				
Indian				
- Trophic Wellness Pvt. Ltd.	0.18%	3.91	(1.48%)	(3.77)
- Krebs Biochemicals & Industries Limited	(0.04%)	(0.81)	(0.45%)	(1.15)
Joint Ventures (as proportionate consolidation)				
Indian				
- Avik Pharmaceutical Ltd.	(0.32%)	(7.03)	(0.59%)	(1.51)
Grand Total	100.00%	2,208.43	100.00%	254.23

37. During the year, as a part of group re-construction, Ipca Laboratories (UK) Ltd. acquired the entire issued share capital of Onyx Scientific Ltd., UK from its wholly owned subsidiary Onyx Research Chemicals Ltd., U.K. on 25th March, 2015 in lieu of capital dividend declared by the said company. Consequent to this, Onyx Scientific Ltd., UK has become wholly owned subsidiary of Ipca Laboratories (UK) Ltd. from the said date. From the said date, Onyx Research Chemicals Ltd., UK has ceased to trade and is in the process of being dissolved.

38. The figures of the subsidiaries including the step down subsidiaries are appropriately grouped along with the figures of the parent Ipca Laboratories Ltd.

39. The company's provision for diminution in value of investments in shares of National Druggist (Proprietary) Ltd. and Ipca Pharmaceuticals (Shanghai) Ltd. for ₹ NIL (Previous year ₹ 0.39 crore) and ₹ 0.05 crore (Previous year ₹ 1.00 crore) respectively is reversed in these consolidated accounts since the full loss of the said subsidiaries is accounted in this accounts.
40. In the opinion of the Board of Directors, all the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.
41. The balance sheet, Statement of profit and loss, cash flow statement, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company for the year ended 31st March'2015.
42. Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable.

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M.No. 40441

Mumbai
30th May, 2015

For and on behalf of the Board of Directors
Premchand Godha
Chairman & Managing Director (DIN 00012691)
Ajit Kumar Jain
Joint Managing Director & CFO (DIN 00012657)
Pranay Godha
Executive Director (DIN 00016525)
Prashant Godha
Executive Director (DIN 00012759)
Harish P. Kamath
Company Secretary (ACS - 6792)

Statement 1 (refer Note No. 28)

Related Party Disclosure as required by Accounting Standard – AS 18 “Related Party Disclosures” of the Companies (Accounting Standards) Rule 2006.

Transactions with Related Parties

Description	(₹ Crores)											
	Entities where control exists		Key Management Personnel		Associates		Joint Venture		Other Related Parties		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Purchase of goods and services												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	16.98	15.27	16.98	15.27
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	6.21	1.59	-	-	6.21	1.59
Nipra Packaging Pvt. Ltd.	-	-	-	-	-	-	-	-	4.13	2.94	4.13	2.94
Others	-	-	-	-	-	-	-	-	2.37	2.31	2.37	2.31
Total	-	-	-	-	-	-	6.21	1.59	23.48	20.52	29.69	22.11
Sales of goods and services												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	2.95	2.88	2.95	2.88
Trophic Wellness Pvt. Ltd.	-	-	-	-	0.40	2.18	-	-	-	-	0.40	2.18
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	4.09	1.28	-	-	4.09	1.28
Others	-	-	-	-	-	-	-	-	0.18	-	0.18	-
Total	-	-	-	-	0.40	2.18	4.09	1.28	3.13	2.88	7.62	6.34
Rent income												
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	0.36	0.12	-	-	0.36	0.12
Total	-	-	-	-	-	-	0.36	0.12	-	-	0.36	0.12
Interest income												
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	0.82	0.26	-	-	0.82	0.26
Total	-	-	-	-	-	-	0.82	0.26	-	-	0.82	0.26
Purchase of fixed assets												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.02	0.01	0.02	0.01
Total	-	-	-	-	-	-	-	-	0.02	0.01	0.02	0.01
Sale of fixed assets												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.04	-	0.04	-
Total	-	-	-	-	-	-	-	-	0.04	-	0.04	-
Excise duty, Rent and other expenses												
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	0.25	0.41	0.25	0.41
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	0.07	0.28	-	-	0.07	0.28
Others	-	-	-	-	-	0.10	-	-	0.03	0.14	0.03	0.24
Total	-	-	-	-	-	0.10	0.07	0.28	0.28	0.55	0.35	0.93
Net loans and advances given/ (Recovered)												
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	0.90	1.34	-	-	0.90	1.34
Total	-	-	-	-	-	-	0.90	1.34	-	-	0.90	1.34
Deposit given												
Krebs Biochemicals & Industries Limited	-	-	-	-	17.74	-	-	-	-	-	17.74	-
Total	-	-	-	-	17.74	-	-	-	-	-	17.74	-
Share application money paid												
Krebs Biochemicals & Industries Limited	-	-	-	-	12.42	-	-	-	-	-	12.42	-
Total	-	-	-	-	12.42	-	-	-	-	-	12.42	-
Remuneration to Directors												
Mr. Premchand Godha	-	-	13.13	13.46	-	-	-	-	-	-	13.13	13.46
Mr. Ajit Kumar Jain	-	-	3.67	2.41	-	-	-	-	-	-	3.67	2.41
Mr. Pranay Godha	-	-	2.12	1.62	-	-	-	-	-	-	2.12	1.62
Others	-	-	1.44	1.40	-	-	-	-	-	-	1.44	1.40
Total	-	-	20.36	18.89	-	-	-	-	-	-	20.36	18.89
Donation												
Prabhat Foundation	-	-	-	-	-	-	-	-	0.35	-	0.35	-
Total	-	-	-	-	-	-	-	-	0.35	-	0.35	-
Balance at year end												
Receivables												
Avik Pharmaceutical Ltd.	-	-	-	-	-	-	10.09	8.10	-	-	10.09	8.10
Krebs Biochemicals & Industries Limited	-	-	-	-	51.86	-	-	-	-	-	51.86	-
Trophic Wellness Pvt. Ltd.	-	-	-	-	0.06	0.06	-	-	-	-	0.06	0.06
Total	-	-	-	-	51.92	0.06	10.09	8.10	-	-	62.01	8.16
Payables												
Mr. Premchand Godha	-	-	8.62	9.22	-	-	-	-	-	-	8.62	9.22
Mr. Ajit Kumar Jain	-	-	2.00	1.35	-	-	-	-	-	-	2.00	1.35
Makers Laboratories Ltd.	-	-	-	-	-	-	-	-	1.21	1.83	1.21	1.83
Others	-	-	1.95	1.77	-	-	-	-	0.57	0.56	2.52	2.33
Total	-	-	12.57	12.34	-	-	-	-	1.78	2.39	14.35	14.73

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sr. No	Name of Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Total Income/ Turnover	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
1	Ipca Pharma Nigeria Ltd., Nigeria	Nigerian Naira	188.94	398.25	1,267.48	1,267.48	-	2,933.10	(175.46)	-	(175.46)	-	100%
2	National Druggists Pty. Ltd., South Africa	South African Rand	45.72	(39.73)	8.14	8.14	-	-	(0.36)	-	(0.36)	-	100%
3	Ipca Pharmaceuticals, Inc. USA	USD	854.62	(392.42)	904.98	904.98	-	817.39	117.66	-	117.66	-	100%
4	Ipca Pharmaceuticals Ltd. SA de CV, Mexico	Maxican Peso	111.97	(102.52)	17.60	17.60	-	-	(3.34)	-	(3.34)	-	100%
5	Ipca Pharmaceuticals (Shanghai) Ltd., China	Chinese Yuan	118.90	(104.65)	14.25	14.25	-	85.57	3.56	-	3.56	-	100%
6	Ipca Pharma (Australia) Pty. Ltd., Australia	Aus \$	12.98	45.45	68.75	68.75	0.04	34.44	(0.53)	(0.55)	0.02	-	100%
7	Ipca Pharma (NZ) Pty. Ltd., New Zealand	Aus \$	0.04	0.04	1.33	1.33	-	-	(0.02)	-	(0.02)	-	100%
8	Ipca Laboratories (UK) Ltd., UK	STG £	4,820.86	(716.97)	5,862.50	5,862.50	4,518.74	343.85	145.23	0.01	145.22	-	100%
9	Onyx Research Chemicals Ltd., UK	STG £	1.09	(0.14)	1.18	1.18	-	0.33	1.25	(7.69)	8.94	-	100%
10	Onyx Scientific Ltd., UK	STG £	249.63	1,728.23	2,787.36	2,787.36	-	4,428.59	314.70	38.97	275.73	-	100%
11	Tonira Exports Limited	INR	10.00	(7.15)	15.79	15.79	-	0.96	0.47	0.01	0.46	-	100%

Notes:-

- Financials reporting period of all subsidiaries is 31st March.
- Exchange rate considered as on 31st March 2015: 1 USD= ₹ 62.4950, 1 STG£= ₹ 92.3364, 1 N (Nigerian Naira) = ₹ 0.3110, 1R (South African Rand)= ₹ 5.1686, 1 Aus \$ = ₹ 47.4712, 1RMB (Chinese Yuan) = ₹10.1971, 1 MXN (Mexican Peso)= ₹ 4.1025.
- The Company owns 100% interest in all the above subsidiaries.
- Ipca Pharma (NZ) Pty. Ltd., New Zealand which is a 100% subsidiary of Ipca pharma (Australia) Pty. Ltd.
- Onyx Research Chemicals Ltd., UK & Onyx Scientific Ltd., UK are wholly owned subsidiary of Ipca Laboratories (UK) Ltd., UK.
- No subsidiaries are liquidated or sold during the year.
- During the year, as a part of group re-construction, Ipca Laboratories (UK) Ltd. acquired the entire issued share capital of Onyx Scientific Ltd., UK from its wholly owned subsidiary Onyx Research Chemicals Ltd., UK. on 25th March, 2015 in lieu of capital dividend declared (₹ 49.04 lacs) by the said company. Consequent to this, Onyx Scientific Ltd., UK has become wholly owned subsidiary of Ipca Laboratories (UK) Ltd. from the said date. From the said date, Onyx Research Chemicals Ltd., UK has ceased to trade and is in the process of being dissolved.
- The wholly owned subsidiary company, Ipca Pharmaceuticals (Shanghai) Ltd., incorporated in the Peoples Republic of China, is in the process of being voluntarily closed down.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

PARTICULARS		ASSOCIATE			(₹ In lakhs)	
Name of Associate/ Joint Venture		TROPIC WELLNESS PVT. LTD.	CCPL SOFTWARE PRIVATE LTD.	KREBS BIOCHEMICALS & INDUSTRIES LTD.	JOINT VENTURE	
1.	Latest Audited Balance Sheet Date	31 st March, 2015	-	31 st March, 2015	31 st March, 2015	AVIK PHARMACEUTICAL LTD.
2.	Shares of the Associate/ Joint Venture held by Ipca Laboratories Limited as at 31 st March, 2015					
	- Number of Shares	7,80,000	55,000	18,00,000	5,00,000	
	- Amount of Investment in Associates/ Joint Venture	₹ 894 Lacs	*	₹ 954 Lacs	₹ 651 Lacs	
	- Extent of Holding %	19.26 %	28.95 %	18.92%	49%	
3.	Description of how there is Significant Influence	Company promoted and managed with other promoters	Percentage of shareholding	Company under joint management control	Significant shareholding and joint management control	
4.	Reason why the associate/joint venture is not consolidated	-	-	-	-	
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet	₹ 613.27 Lacs	-	₹ 345.80 Lacs	(₹ 702.80 Lacs)	
6.	Profit / (Loss) for the Year					
	i. considered in consolidation	(₹ 376.54 Lacs)	*	(₹ 115.41 Lacs)	(₹ 175.47 Lacs)	
	ii. not considered in consolidation	-	-	-	-	

* cost fully written off in books. No effect of share of loss / profit from CCPL Software Pvt. Ltd. is taken since 01.04.2004, as the Company has no further commitment towards its share either of loss / profit in this company.

For and on behalf of the Board of Directors

Premchand Godha

Chairman and Managing Director (DIN 00012691)

Ajit Kumar Jain

Joint Managing Director & CFO (DIN 00012657)

Pranay Godha

Executive Director (DIN 00016525)

Harish P. Kamath

Company Secretary (ACS - 6792)

Mumbai

30th May, 2015

IPCA LABORATORIES LIMITED

Regd Office: 48, Kandivli Industrial Estate, Kandivli (West), Mumbai – 400 067; Phone: 022-6647 4444, Fax: 022-2868 6613
CIN: L24239MH1949PLC007837; Email: ipca@ipca.com Website: www.ipca.com



ATTENDANCE SLIP

65th ANNUAL GENERAL MEETING ON THURSDAY, 30TH JULY, 2015 AT 3.30 P.M.

Folio/D.P. & Client I.D. No. :

Name :

Address :

Joint Holder (s) :

No. of Equity shares held :

I / We hereby record my presence at the 65TH ANNUAL GENERAL MEETING of the Company at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile Parle (W), Mumbai - 400056 on Thursday, 30th July, 2015 at 3.30 p.m.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

NOTE: Please complete and sign this Attendance Slip and hand it over at the attendance verification counter at the ENTRANCE OF THE MEETING HALL.

IPCA LABORATORIES LIMITED

Regd Office: 48, Kandivli Industrial Estate, Kandivli (West), Mumbai – 400 067; Phone: 022-6647 4444, Fax: 022-2868 6613
CIN: L24239MH1949PLC007837; Email: ipca@ipca.com Website: www.ipca.com

FORM NO. 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 :

No. of Shares held :

Folio No / DP Id & Client Id :

E-mail Id :

I/We being a member(s) of shares of the above named company hereby appoint:

1. Name	Address
Email Id	Signature or failing him;
2. Name	Address
Email Id	Signature or failing him;
3. Name	Address
Email Id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 65th Annual General Meeting of the company to be held at Shri Bhaidas Maganlal Sabhagriha, Swami Bhaktivedanta Marg, J.V.P.D. Scheme, Vile Parle (W), Mumbai - 400056 on Thursday, 30th July, 2015 at 3.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
	Ordinary Business:			
1.	a) Adoption of Audited Financial Statements for the financial year ended 31 st March, 2015, Reports of the Board of Directors and Auditors thereon			
	b) Adoption of Audited Consolidated Financial Statements for the financial year ended on 31 st March, 2015 and Report of the Auditors thereon			
2.	Declaration of dividend on equity shares.			
3.	Re-appointment of Mr. Prashant Godha (DIN 00012759), who retires by rotation, as a Director.			
4.	Re-appointment of Mr. Premchand Godha (DIN 00012691), who retires by rotation, as a Director.			
5.	Appointment of Auditors and fixing their remuneration.			
	Special Business:			
6.	Appointment of Dr. (Mrs.) Manisha Premnath (DIN 05280048) as Director / Independent Director.			
7.	Remuneration payable to Cost Auditors.			
8.	Adoption of new Articles of Association of the Company.			

Signature of shareholder

Signed this day of, 2015

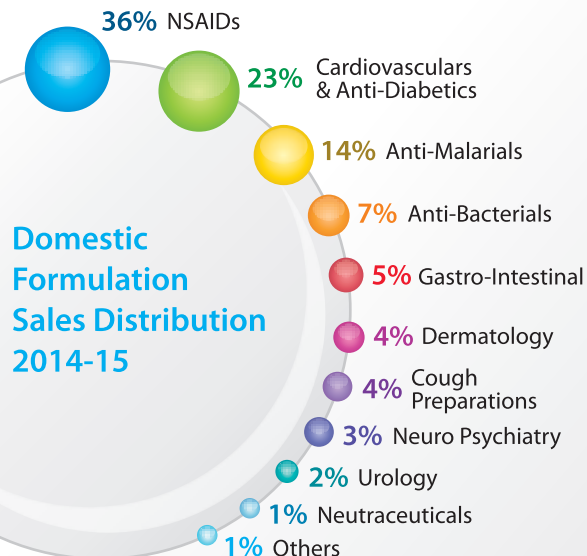
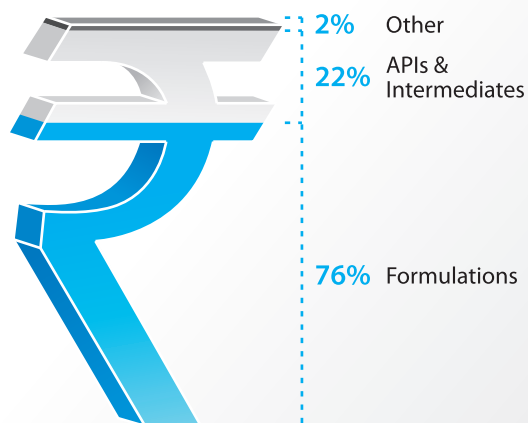
Signature of Proxy holder(s)

Note:

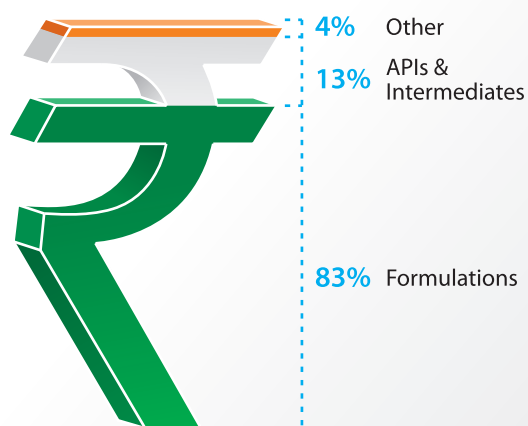
- This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 65th Annual General Meeting.



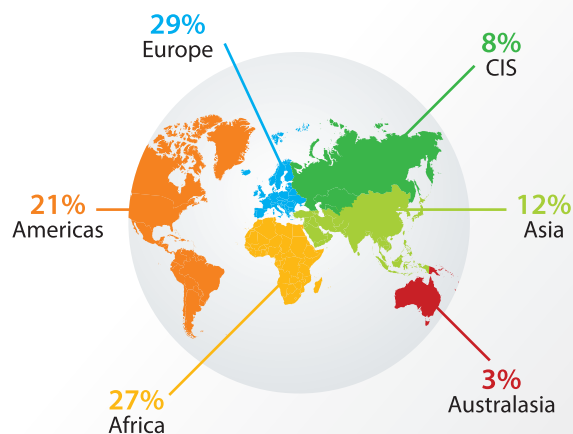
Total Income 2014-15 ₹ 3,120.91 Crores



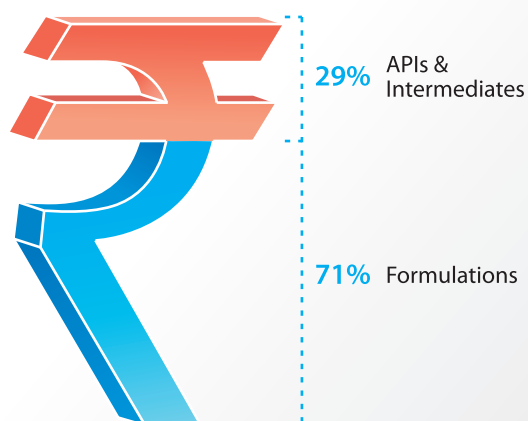
Domestic Income 2014-15 ₹ 1,368.05 Crores



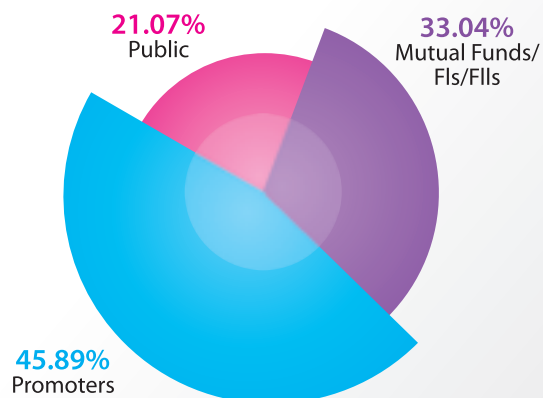
Continent Wise Exports (%)



Export Income 2014-15 ₹ 1,752.86 Crores



Distribution of Shareholding as on 31st March, 2015



International Subsidiaries

Australia

Ipca Pharma (Australia) Pty. Ltd.
6, Morotai Avenue, Ashburton
VIC 3147, Melbourne, Australia
T: + 613 98856172
F: + 613 98856173
E: ipca.australia@ipca.com

Mexico

Ipca Pharmaceuticals Ltd. SA de CV
Presa La Angostura 116, Colonia Irrigación
Delegación Miguel Hidalgo, C. P. 11500
Alvaro Obregon, Mexico D. F.
T: + 52 55 53952590
E: ipca.mexico@ipca.com

New Zealand

Ipca Pharma (NZ) Pty. Ltd.
3-A, St. Oswalds Road
Greenlane
Auckland 1061, New Zealand
T: + 64 2136 0880
E: ipca.newzealand@ipca.com

Nigeria

Ipca Pharma Nigeria Ltd.
17, Osolo Way, Ajao Estate
Isolo, Lagos, Nigeria
T: + 2341 7926460 / 4528738
F: + 2341 4521146
E: ipca.nigeria@ipca.com

South Africa

National Druggists Pty. Ltd.
30, Marlborough Road
Spring Field, Johannesburg
2190 Gauteng, S.A.
T: + 27 11 4345669
F: + 27 11 4345719
E: ipca.southafrica@ipca.com

UK

Ipca Laboratories (UK) Ltd.
Units 97-98, Silverbriar
Sunderland Enterprise Park East
Sunderland SR5 2TQ, UK
T: + 44 191 516 6 517
F: + 44 191 516 6 526
E: ipca.uk@ipca.com

UK

Onyx Scientific Ltd.
Silverbriar
Sunderland Enterprise Park East
Sunderland SR5 2TQ, UK
T: + 44 191 516 6 516
F: + 44 191 516 6 526
E: info@onyxipca.com

USA

Ipca Pharmaceuticals, Inc.
51, Cragwood Road, Suite No. 203
South Plainfield, NJ 07080, USA
T: + 1 908 412 6561/63
F: + 1 908 412 6564
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