



Indoco Remedies Limited



Constantly Evolving
Consistently Excelling

Annual Report 2011 - 2012

VISION & MISSION



Vision

To improve the quality of life by making available products of highest quality at affordable prices.

To ensure that quality becomes a habit, a commitment that finds expression at every stage from production, testing, marketing to employee relations.

To be a research based globally known company present in all continents of the world.

Mission

To continue to be quality driven, research based, focused pharmaceutical company.

To adapt and assimilate cGMP (current Good Manufacturing Practices) with strict adherence to environmental safety.

To build on the trust generated by the medical fraternity.

To share management goals, with employees and celebrate corporate successes with them.



Corporate Information

Board of Directors:

Mr. Suresh G. Kare, Executive Chairman
Ms. Aditi Panandikar, Managing Director
Mr. Sundeep V. Bambolkar, Jt. Managing Director
Mr. D. M. Sukthankar
Mr. D. M. Gavaskar
Mr. Rajiv P. Kakodkar
Mr. Sharad P. Upasani
Dr. Anil M. Naik

Senior Management Team:

Dr. Mangesh Rajadhyaksha, President - API
Mr. Sunil D. Joshi, President
- Finance & Company Secretary
Dr. Kavita Inamdar, President - R&D (Formulations)
Mr. Vilas V. Nagare, Executive Vice President
- Corporate Affairs
Mr. A.S. Rege, Sr. Vice President - Operations
Mr. B. Rajendra Kumar, Vice President - Sales & Marketing
Mr. Rakesh Malik, Vice President - Sales & Marketing
Dr. Niteen Joshi, HOD - Medical Services
Mr. P. V. Ramesan, Associate Vice President
- Technical Operations (API)
Ms. Aida Dias, Associate Vice President - Corporate QA
Mr. Ajay Karajagi, Associate Vice President
- Marketing Services
Mr. Amulya Nayak, Associate Vice President
- Sales & Marketing

Company Secretary:

Mr. Sunil D. Joshi

Bankers:

Citi Bank NA
DBS Bank Ltd
HDFC Bank Ltd
IDBI Bank Ltd
Kotak Mahindra Bank Ltd
Saraswat Co-op Bank Ltd
Standard Chartered Bank
State Bank of India

Auditors:

Patkar & Pendse, Chartered Accountants
9 Chartered House CHS,
Marine Lines, Mumbai - 400 002

Registered Office:

Indoco House, 166 CST Road, Kalina,
Santacruz (E), Mumbai – 400 098
Tel No: +91 22 26541851
Fax No: +91 22 26520787
Website: www.indoco.com

Registrar & Share Transfer Agent:

Link Intime India Pvt Ltd
C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup (W)
Mumbai - 400 078

Company Identification Number:

CIN: L85190MH1947PLC005913



Message from Executive Chairman

Dear Stakeholders,

During the year, Indoco registered a growth of 16.9 % in revenues, despite the year being full of challenges. Economic slowdown, rising inflation and depreciation of rupee against the dollar, were the major challenges that the industry faced. It is widely envisaged that the global economy will face tough times if the Eurozone crisis is not resolved. On the Indian economic front, several reforms and policy initiatives are expected to put the growth engine back on track.

The domestic business registered a growth of 11.0 % at ₹ 3575.0 million as against ₹ 3219.6 million last year. The Company launched a new domestic marketing division for care in Cardiology and Diabetology, viz., Indoco CND. This division will cater to Super Specialty doctors, particularly in diabetes and cardiovascular segments.

In the international space, Indoco has performed well by registering a growth of over 28.9 %, despite the slow down in the US and the Eurozone. The revenues from the formulations business in Regulated Markets increased by 34.5 % to ₹ 1494.8 million from ₹ 1111.4 million and in Emerging Markets, the revenues increased by 18.1 % to ₹ 359.9 million from ₹ 304.7 million.

The Company's API business, which is still in a nascent stage, grew by 20 % at ₹ 355.2 million as against ₹ 296.1 million in the last year. The year was significant for the API Business as the Company signed an agreement with DSM, Austria, a €9 billion company in revenues. Indoco and DSM formed a strategic alliance to expand their presence in markets across the globe. DSM shall be marketing and distributing eight of the APIs manufactured by Indoco enabling the Company to leverage its product development and cGMP (current Good Manufacturing Practices) compliant manufacturing capabilities.

Earnings before Interest, Depreciation, and Tax & Amortization (EBIDTA) as on 31st March 2012 is at 17.0 %. The Profit before Tax (PBT) stood at ₹ 512.7 million as against ₹ 565.9 million last year and the Profit after Tax (PAT) for the year is at ₹ 463.4 million as against ₹ 511.2 million last year. Going by the past trends and all the investments made, we see a tremendous growth opportunity within the domestic market as well as the international markets.

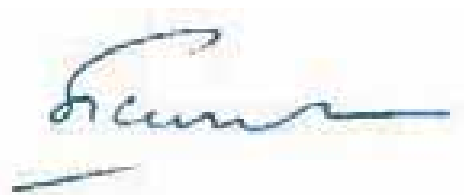
It is estimated that from 2011 to 2015, drugs worth \$ 170 bn would go off-patent which will provide a huge opportunity to generic Companies. In order to capitalize on this major development, we are expanding our R&D Centre. A plot of land adjoining our Research Centre has been acquired keeping in mind the future expansion.

In February 2012, the Board of Directors of the Company elevated Ms. Aditi Panandikar and Mr. Sundeep V. Bambolkar, to the position of Managing Director and Jt. Managing Director respectively. I am sure they will make Indoco proud in time to come and I will continue to mentor them and shall focus more on strategic matters as Executive Chairman.

We re-affirm our assurance to all our stakeholders of adhering to our core values which are inline with Indoco's vision and mission.

I would like to express my gratitude to all our stakeholders including shareholders, customers, bankers, vendors and the medical fraternity for their unstinted support. I thank all the Indocoites for their contribution towards Indoco's success.

Thanking you all,



Suresh G. Kare

Executive Chairman

From the desk of Managing Director



Dear Stakeholders,

These are exciting times for the pharmaceutical industry, times of immense opportunity and therefore extreme challenges. Never before has the industry seen this kind of potential and for that matter this level of competition. Quick decision making and dynamic strategies will be needed for success. In India, we have a market with growth over 15% and internationally, the high growth pharmerging markets, the generic opportunity created from products going off patent and a huge business segment arising out of the business of outsourcing of pharmaceuticals, all provide a big opportunity.

Two thirds of Indoco's business is generated from the domestic business of value added branded generics and the rest from international markets. With one foot firmly entrenched in the fast growing Indian Pharma market and the other in the vast International market, Indoco is beautifully poised to take off.

"The passion to get ahead is sometimes born of the fear lest we be left behind." -Eric Hoffer

At Indoco, it is our innate need to constantly evolve and consistently excel. This has compelled us to create world-class infrastructure, an able organization and Research & Development capabilities of the highest standard. These will prove invaluable as we further strengthen our position in the industry and take the Company to the next level. I have been at Indoco for two decades now. Each day has been more challenging than the one before. Over these twenty years, I have worked in every department and at every level. From setting up of a small R&D lab over 200 sq. ft. (today our centre is spread over 100,000 sq. ft.) in 1993, to managing the new business of APIs, to handling the largest function of Indian Sales & Marketing a few years ago, has been one long but extremely fulfilling journey.

Sundeep and I have worked together for many years now. We truly complement each other and have built plants, signed deals and developed strategy together on innumerable occasions.

In my new position as Managing Director, I have a big accountability towards my predecessors, my organization and shareholders. With their support I shall take Indoco to greater heights.

Thanking you all,

A handwritten signature in blue ink, appearing to read 'Aditi Panandikar'.

Aditi Panandikar
Managing Director

From the desk of Jt. Managing Director



Dear Stakeholders,

Over the years, Indoco has evolved into a research based and systems oriented pharmaceutical company. The challenge is to impressively grow the domestic formulations business and aggressively expand on the geographies being serviced by the international business. We have moved up the value chain in the international business and have now commenced filing our own ANDAs and Dossiers in advanced regulated markets such as the USA, European Union, Australia, South Africa, etc.

This will definitely entail enhanced R&D investments in terms of clinical research, scientific manpower, infrastructure and expansion of present facilities. However, the dividend pay back in terms of incremental revenues and sustained rise in profits will more than justify the risk appetite and the seemingly tough investment decisions being taken.

World class manufacturing facilities approved by the most advanced global regulatory agencies continue to remain one of our major strength. This coupled with trained technical manpower provides Indoco a clear edge in servicing international markets.

Our agreements and cooperation with Watson, Aspen and DSM will enable Indoco to surpass the critical mass which is so very important in terms of scaling up of the international business.

On the operations and supply chain front, Indoco has the entire requisite infrastructure in place. This includes hi-tech manufacturing facilities both in APIs and formulations, excellent systems in logistics and distribution both within the domestic space and for international business, as well as skilled manpower to accomplish the targets.

On the Information Technology, modern software and systems with built in audit-trail have been commissioned to support the various departments across the organization. Business Intelligence Tools, a software capable of analyzing the minutest of detail for the review and analysis of the business performance has also been commissioned.

Financially, the company has always been managed in the most disciplined manner and that has been and will remain our commitment to all our stakeholders. Indoco has been in the forefront while deploying latest financial instruments for raising funds since many years.

I look forward to a very encouraging growth phase for Indoco wherein Aditi and myself will lead a highly motivated team of talented professionals to accomplish our vision of taking Indoco to much greater heights.

Thanking you all,

A handwritten signature in blue ink, appearing to read 'Sundeep V. Bambolkar', written over a light blue horizontal line.

Sundeep V. Bambolkar
Jt. Managing Director

Milestones of the last decade



- Signed with **DSM**, a € 9 billion Company, for marketing and distribution of eight APIs
- **TGA-Australia** approves new solid dosages facility (Goa plant III)

2012

- Received the **IDMA Silver Quality Excellence Award** for sterile manufacturing facility (Goa plant II) and solid dosages facility in Baddi
- New solid dosages facility commissioned (Goa plant III)

2011

- Signed with **Watson Pharmaceuticals Inc. USA**, to develop, manufacture and supply a basket of sterile products for US market
- Signed with **ASPEN, South Africa** on a multi-product, multi-territory deal

2010

- **UK-MHRA** approval for the solid oral dosages facility at Baddi

2009

- Received **IDMA Quality Excellence Awards-Gold** for the sterile facility (Goa Plant II) and **Silver** for the solid dosages, liquid orals and creams & ointments facility (Goa plant I)
- **TGA-Australia** approval for the solid dosages, liquid orals and creams & ointments facility (Goa plant I)

2008

- **ANVISA(Brazil)** approval for the solid dosages facility (Goa plant I)
- Launch of **Warren-Excel** and **Spera** - two specialty domestic marketing divisions

2007

- **US-FDA** approval for Ophthalmics facility (Goa plant II)
- **Darmstadt-Germany** approves the solid dosages facility (Goa plant I)
- **New R&D Centre** at Rabale, near Mumbai becomes functional
- Acquisition of **LaNOVA Chem Pvt.Ltd** with its **API** manufacturing facility in Patalganga

2006

- Shares of the Company **listed on BSE and NSE**

2005

- '**Karvol Plus**' brand acquisition from Solvay Pharmaceuticals Pvt. Ltd.

2004

- **UK-MHRA** approval for the solid dosages facility (Goa plant I)

2003

Our Infrastructure



R&D Centre

The Key to growth & innovation

Indoco's R&D activities are oriented towards the Company's commitment of excellence through innovation. The robust R&D capabilities within the Company for both 'Process Designing' and 'Product Development' reflect the Company's commitment to be a leader in the generics space and offer non-infringing APIs and value added formulations.

Indoco's state-of-the art R&D centre at Rabale near Navi Mumbai is spread over an area of over 1,00,000 sq. ft. The R&D centre has capabilities in Synthetic Chemistry, Formulations Development, Analytical Methods Development, Intellectual Property Rights and Regulatory services. A team of 200 scientists focus on building a large portfolio of products, optimizing existing processes and creating new technologies to offer a value added product to the customer, thus strengthening Indoco's position in the market place. R&D projects are aligned to improve process efficiencies, reduce environmental impact, regulatory compliance and creation of intellectual property.

The R&D activities include:

- Chemical Synthesis of Molecules and Intermediates (R&D, Preclinical, Clinical and Generic)
- Process Chemistry
- Non-Infringing Process Designing and Scale up
- Analytical Research (Analytical Method Development, Validation, Impurity Profiling and Polymorphic Studies)
- Contract Manufacturing – Kg to Multi Ton
- Formulation Development
- New Drug Delivery System (NDDS) and Technology Platforms
- Regulatory Services with capabilities to organize Bio-Equivalence Studies and Clinical Trials

The R&D centre has been approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Govt. of India.

Manufacturing Facilities

Geared for perfection

Manufacturing excellence is Indoco's core strength. The Company's innate need to constantly evolve and consistently excel has propelled it to create world class manufacturing facilities to meet the requirements of its customers. The Company has been consistently expanding its manufacturing capacities by building newer facilities.

While designing the Company's manufacturing facilities, due care is taken to reduce environmental impact through proper in-house treatment of waste, effluents and emissions. Upgradation of the facilities by absorbing the latest technology is done from time to time to keep pace with the advancement.

Today, Indoco has eight manufacturing facilities, five for finished dosages and three for APIs.

Finished Dosage Facilities (FDFs) :

Indoco manufactures a wide range of products in various therapeutic segments. The FDFs manufacturing facilities are located in Goa, Maharashtra and Himachal Pradesh. The Company manufactures different dosage forms, i.e., tablets, capsules, liquid orals, creams & ointments, toothpastes, injectables and ophthalmic solutions. The annual capacities for the various dosage forms is as follows:

Dosage Forms	Annual Capacities
Tablets	10 billion
Capsules	60 million
Liquid orals	50 million bottles
External preparations	15 million tubes
Ampoules	30 million
Vials	60 million



Goa Plant I - Solid & Semi-Solids

This Plant is located in a non-pollutant area, with a vertical flow system, monolithic flooring, fully air-conditioned Raw Material and Finished Goods stores and is spread over an area of 135,000 sq. ft. The plant has capability to manufacture Aqueous, Non-Aqueous and Photosensitive products. It has HVAC system that maintains relative humidity to 40% +/- 5%. It manufactures Solid Dosages, Creams, Ointments and Liquid Orals.

The unique feature is that it has a separate Pilot Plant, which helps in scale-up of R&D activities. This facility has been approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Govt. of India.

This plant has been approved by, UK-MHRA, TGA- Australia, MCC- South Africa, Darmstadt- Germany, Health Canada, Supreme Board of Drugs and Medical appliances of Yemen, Ministry of Health of Botswana, Pharmacy and Poison Board of Kenya, National Drug Authority of Uganda, Ministry of Health of Tanzania, Medicines and Poison Board of Sudan, Ministry of Sierra Leone, Medicine Control Authority of Zimbabwe and Ministry of Health of Sultanate of Oman.



Goa Plant II - Sterile Facility

This is a state-of-the-art sterile facility for Ophthalmics and Injectables.

The Plant has been designed with a sophisticated internal environment using SCADA based system to monitor and control parameters like temperature, humidity, pressure difference, particulate count and safety aspects. The Design of the plant is modular.

This facility has been approved by, USFDA, INVIMA - Colombia, MCC-South Africa, JAZMP - Slovenia, Health Canada, Pharmacy and Poison Board of Kenya, Medicines and Poison Board of Sudan, Supreme Board of Drugs and Medical appliances of Yemen and National Drug Authority of Uganda.



Goa Plant III - Solid Dosages

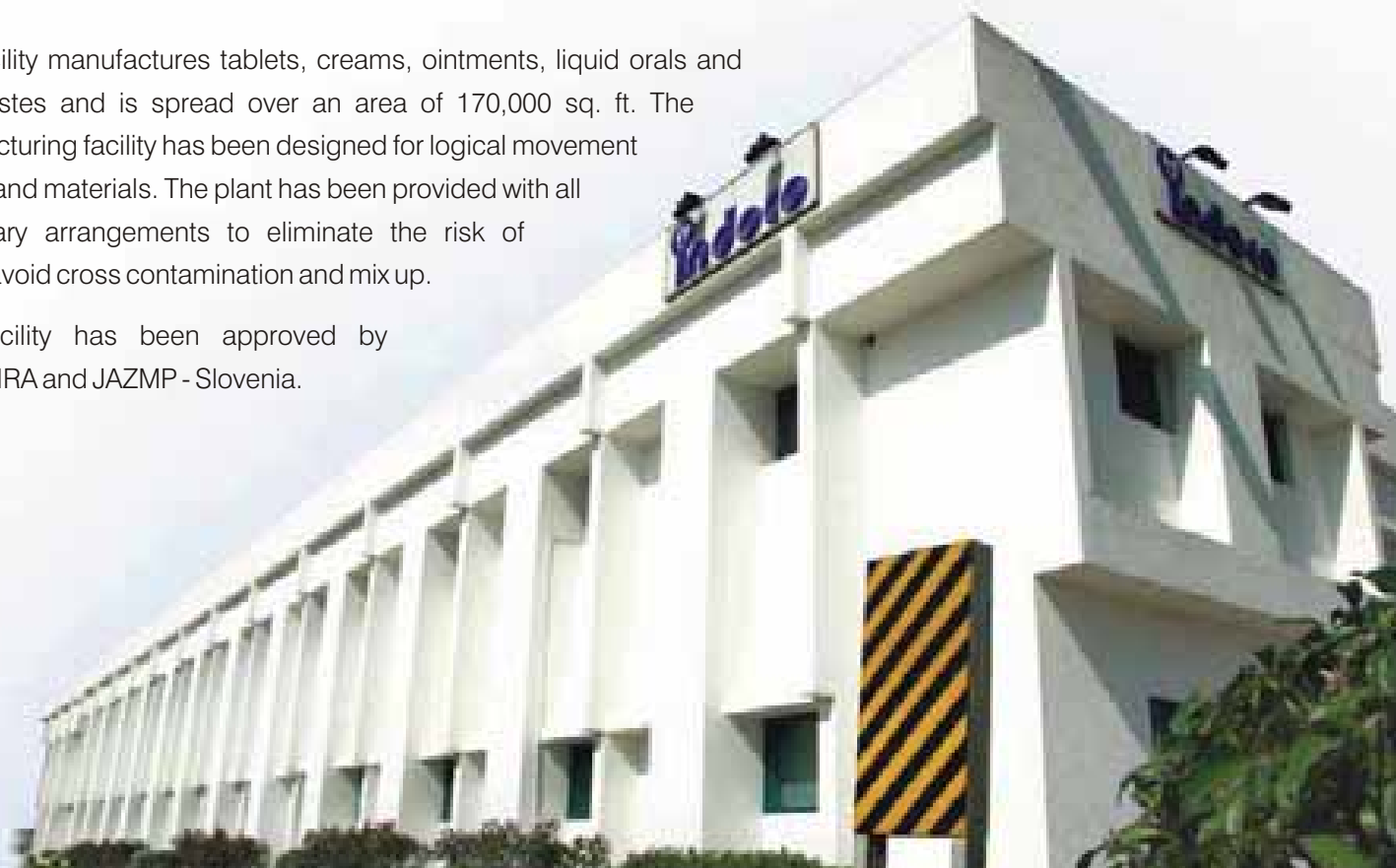
This is a new facility with high volume sophisticated equipments. The plant has capacity to manufacture Aqueous, Non - Aqueous and photo sensitive products. It has HVAC system that maintains relative humidity to 40% +/- 5% and SCADA system to control and maintain parameter like temperature humidity pressure difference, particle count and safety aspects. This facility has been inspected by Regulatory Authorities from Australia (TGA) and Germany (Bayern).



Baddi Plant - Solids & Semi-Solids

This facility manufactures tablets, creams, ointments, liquid orals and toothpastes and is spread over an area of 170,000 sq. ft. The manufacturing facility has been designed for logical movement of men and materials. The plant has been provided with all necessary arrangements to eliminate the risk of errors, avoid cross contamination and mix up.

This facility has been approved by UK - MHRA and JAZMP - Slovenia.



Waluj Plant - Solid Dosages

This facility is located in Aurangabad, Maharashtra and is spread over an area of 90,000 sq. ft. It manufactures Solid Dosages for the Emerging Markets.

This facility has been approved by Pharmacy and Poison Board of Kenya, Supreme Board of Drugs and Medical appliances of Yemen, Ministry of Health of Botswana, Ministry of Health of Ukraine, National Drug Authority of Uganda and Ministry of Health of Tanzania.



API facilities

Indoco has three manufacturing facilities for APIs and Intermediates.

Indoco's manufacturing plant at Patalganga, near Mumbai, is designed to meet USFDA, EDQM and cGMP standards and occupies an area of 82000 sq. ft. This is a multipurpose plant with reactor capacities of 500 litres to 5000 litres. A new cGMP production facility dedicated for ophthalmic APIs has started production to optimum capacities at Patalganga.

Drug Intermediates are manufactured at Rabale facility, with capacity of 500 litres to 4000 litres and the facility is spread over an area of 20,000 sq. ft.

The Company has set up a Kilo scale manufacturing facility to manufacture high-value, low-volume products for the Regulated Markets and this facility is US FDA compliant. The Kilo lab and Patalganga facility has been inspected by TGA-Australia.





All India Network

• Corporate Office

Indoco House, Mumbai (Maharashtra)

• Manufacturing Facilities

1. Aurangabad (Maharashtra)
2. Baddi (Himachal Pradesh)
3. Patalganga (Maharashtra)
4. Rabale (Maharashtra)
5. Verna Plant I (Goa)
6. Verna Plant II (Goa)
7. Verna Plant III (Goa)
8. Kilo Lab (Maharashtra)



R & D Centre

1. Rabale, Navi Mumbai (Maharashtra)
2. Verna (Goa)

☆ Sales Offices & Depots

- | | | |
|---------------------------|--------------------------------|---------------------------|
| 1. Ahmedabad (Gujarat) | 10. Delhi | 19. Nagpur (Maharashtra) |
| 2. Ambala (Haryana) | 11. Ghaziabad (Uttar Pradesh) | 20. Patna (Bihar) |
| 3. Bengaluru (Karnataka) | 12. Guwahati (Assam) | 21. Pune (Maharashtra) |
| 4. Bhiwandi (Maharashtra) | 13. Hyderabad (Andhra Pradesh) | 22. Raipur (Chhattisgarh) |
| 5. Bhubaneswar (Orissa) | 14. Indore (Madhya Pradesh) | 23. Ranchi (Jharkhand) |
| 6. Chandigarh (UT) | 15. Jaipur (Rajasthan) | 24. Rohtak (Haryana) |
| 7. Chennai (Tamil Nadu) | 16. Kolkata (West Bengal) | 25. Roorkee (Uttaranchal) |
| 8. Cochin (Kerala) | 17. Lucknow (Uttar Pradesh) | 26. Zirakpur (Punjab) |
| 9. Cuttack (Orissa) | 18. Margao (Goa) | |

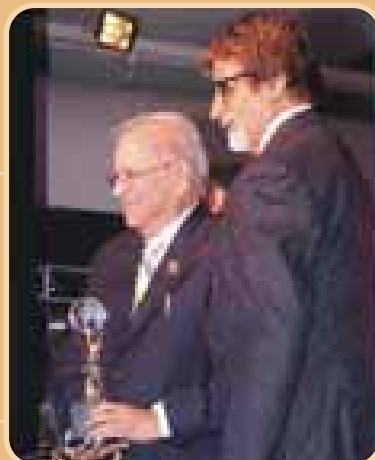
Indoco Corporate Events 2011-12



Mr. Suresh G. Kare felicitated with a **'Lifetime Achievement Award' 2011** conducted by MACCIA at the hands of Mr. Jayantrao Patil, Minister of Rural Development, Maharashtra



Mr. Sundeep V. Bambolkar awarded the 'Winning Edge' in Cost Management at the **'CFO 100 Awards' 2012** for the second consecutive year



Mr. Suresh G. Kare felicitated by Mr. Amitabh Bachchan at the **IDMA Golden Jubilee Celebrations' 2012** for his active contribution as the past President of IDMA



Diwali celebration with Diya decoration competition at HO



Launch of a new division for care in Cardiology & Diabetology

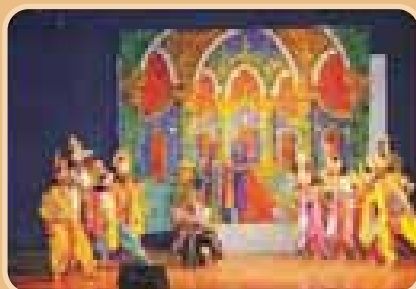


Flash Back of 'Indian History' & Pot decoration competition during **Dassera** celebration at Rabale



Blood Donation drive at HO

'INSPIRA'- the spirit of Indoco (held on 9th January 2012)



Indoco's participation in the
65th Indian Dental Conference (IDC),
Mumbai



Press Conference held on
14th February 2012
at Trident, Nariman Point



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Many Hands,
One Goal*



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Strategy Meet 2012



Safe Harbour

Statements made in this Annual Report describing the Company's objectives, projections, estimates and expectations may be 'Forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied due to risks, uncertainties and inaccurate assumptions.

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INDOCO REMEDIES LIMITED

INDOCO HOUSE, 166 CST ROAD, KALINA, SANTACRUZ (E), MUMBAI - 400 098

Notice

Notice is hereby given that the Sixty-Fifth Annual General Meeting of the members of INDOCO REMEDIES LIMITED will be held on Monday, the 30th July, 2012, at 11.30 a.m., at MIG Cricket Club, MIG Colony, Bandra (East), Mumbai 400 051 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2012 and Profit and Loss Account for the year ended 31st March, 2012 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr. D.M.Sukthankar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajiv P. Kakodkar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint statutory 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. Anil M. Naik who was appointed on 14th February, 2012 as an Additional Director of the Company under Section 260 of the Companies Act, 1956 read with Article No. 136 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received Notice from a member signifying his intention to propose Dr. Anil M. Naik as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retirement by rotation".

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY MUST BE FILLED, STAMPED, DULY SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 which sets out details relating to Special Business at the meeting is annexed hereto.

2. Bodies Corporate who are members of the company are requested to send duly certified copy of the Board resolution authorising their representatives to attend and vote at the Meeting on or before 28th July, 2012.
3. Members are requested to bring their Attendance Slip while attending the Annual General Meeting.
Members holding shares in demat form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.

4. Government of India in Ministry of Corporate Affairs has recently announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies.

Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Link Intime India Pvt. Ltd. (Registrars) in case of shares held in physical form.

5. Annual Report copies will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report.
6. As required by Clause 49 (IV)(G)(i) of the Listing Agreement, a brief profile of Directors seeking appointment or re-appointment at ensuing Annual General Meeting is given separately in this Annual Report. The Directors seeking appointment/re-appointment have furnished the declaration under the Companies (Disqualification of Directors u/s 274(1)(g) of the Companies Act, 1956) Rules, 2003
7. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th July, 2012 to Monday, 30th July, 2012 (both days inclusive).
9. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company's Registrars.
10. The dividend for the year ended 31st March, 2012 as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members whose names appear on the Company's Register of Members on 30th July, 2012. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend will be paid on and from 6th August, 2012.
11. (a) In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company's Registrars the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder:
 - (i) Name of the Sole/First joint holder and the Folio Number
 - (ii) Particulars of Bank Account, viz:
 - Name of the Bank
 - Name of the Branch
 - Complete address of the Bank with Pin Code number
 - Account type whether Saving or Current
 - Bank Account Number
 - MICR Code
 - IFSC Code
- (b) Members holding shares in demat form may please note that their Bank account details, as furnished by their Depositories to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their bank details or particulars are requested to contact their Depository Participants.
- (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the members for remittance through Electronic Clearing System (ECS). The ECS facility is available at locations designated by Reserve Bank of India. Members holding shares in physical form and desirous of availing the facility are requested to contact the Registrars.

12. Pursuant to the provisions of Section 205 of the Companies Act, 1956, all unclaimed dividends declared up to the financial year 1998-1999 have been transferred to the General Revenue Account of the Central Government in compliance of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978.

Members who have not so far claimed or encashed their dividends declared up to the said financial year are requested to claim such dividend from the Office of the Registrar of Companies, Maharashtra, CGO Complex, 2nd floor, A Wing, CBD -Belapur, Navi Mumbai - 400 614 by making an application in Form II of the aforesaid rules.

13. Consequent upon the amendment to Section 205A of the Companies Act, 1956 and incorporation of Section 205C to the said Act, the Company has transferred the unpaid or unclaimed dividends for the financial years from 1999-2000 to 2003-2004 to Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial years 2004-2005 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2004-05 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.

Members are requested to note that any sum transferred to IEPF shall stand forfeited and no claims shall lie against the Company for the amounts of dividends transferred to IEPF.

14. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of demat holdings.
15. For any assistance or information about shares, dividend etc., members may contact the Company or the Registrars.
16. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
17. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
18. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company at least seven days prior to the Meeting so as to enable the Company to provide appropriate response thereto at the Meeting.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.

Mumbai, 28th May, 2012

By order of the Board

SUNIL D. JOSHI

President (Finance) & Company Secretary



Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6

The Board of Directors at the Board meeting held on 14th February, 2012 appointed Dr. Anil M. Naik as an Additional Director of the Company.

Dr. Anil M. Naik holds office as a Director up to the date of this AGM.

A notice under section 257 of the Companies Act, 1956 alongwith deposit of Rs. 500/- has been received from a member signifying his intention to propose Dr. Anil M. Naik as a candidate for the office of the Director of the Company.

Dr. Anil M. Naik is M.Com., a Management Graduate from IIM(Kolkatta) and has done a Doctorate from Mumbai University. He was selected by Tata Administrative Services and worked in companies such as Tata Oil Mills Ltd., TELCO, Tata Exports. Later on, he joined Shapoorji Pallonji Group.

Dr. Anil M. Naik is a visiting faculty at premier Management Institutes in the country and at Fox Business School of University of Philadelphia, U.S.A.

The Board feels that the Company will immensely benefit from the vast experience of Dr. Anil M. Naik in various fields.

The Board of Directors recommend the passing of the resolution set out in item no. 6 of the accompanying notice.

None of the Directors except Dr. Anil M. Naik may be deemed to be concerned or interested in passing the resolution.

Mumbai, 28th May, 2012

By order of the Board

SUNIL D. JOSHI

President (Finance) & Company Secretary



As required by Clause 49(IV)(G)(i) details of Directors seeking re-appointment at the forthcoming Annual General Meeting.

Name of the Director	Mr. Dattatraya M. Sukthankar	Mr. Rajiv P. Kakodkar	Dr. Anil M. Naik
Date of Birth	21st February, 1932	23rd December, 1956	22nd May, 1942
Date of appointment on the Board	10th September, 1994	26th April, 2007	14th February, 2012
Qualifications	M.Com, IAS	B. Pharm, MBA from Stuart School of Business, USA	M.Com., MBA
Expertise in specific functional area	Public Administration and Corporate Management	Vast International Business experience in pharmaceutical field, including Indenting and Sourcing of pharmaceuticals for global and domestic business.	Consultant to Companies, for various aspects of Business including Finance, Operations and HR
Directorships held in other Companies	<ol style="list-style-type: none"> 1. HDFC Ltd 2. HDFC Developers Ltd 3. IDFC AMC Trustee Co. Ltd 4. Phoneix Township Ltd 	<ol style="list-style-type: none"> 1. Daiwat Chemicals Ltd 2. Sudaiwa Pharmactives (FZE), Sharjah UAE 3. Matal Pte Ltd, Singapore 4. Vasundhara Rasayans Ltd 	<ol style="list-style-type: none"> 1. Neterson Technologies Ltd 2. Dai Ichi Karkaria Ltd 3. Oilfield Instrumentation India Ltd 4. Grey Cells Education Ltd 5. Indian Cancer Society
Membership of committees in other Public Limited Companies (included only Audit & Shareholders' / Investors' Grievance Committee)	Nil	Nil	Nil
No. of shares held in the Company	12000 Equity shares of ₹ 2/- each	Nil	Nil

Directors' Report

Dear Members,

Your Directors are pleased to present the Sixty-Fifth Annual Report on the business operations of the Company together with the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL PERFORMANCE

The highlights of the performance of the Company for the year ended 31st March, 2012 is summarized below:

(₹ lakhs)

Particulars	Financial Year ended 31st March, 2012	Financial Year ended 31st March, 2011
Sales & Operations	56758	48415
Excise Duty	(745)	(509)
Net Sales	56013	47906
Other Operating Income	864	201
Other Income	226	288
Total Income	57103	48395
Profit Before Interest, Depreciation and Tax	8684	7056
Less: Finance cost	1633	52
Less: Depreciation & amortisation	1925	1345
Profit Before Tax	5126	5659
Less: Provision for Taxation		
- Current	1026	1128
- Deferred	366	147
- MAT Credit Entitlement	(900)	(728)
Net Profit After Tax	4634	5112
Balance brought forward	9876	7406
Amount available for appropriation	14510	12518
Appropriations :		
Proposed Dividend	1014	983
Dividend Tax	164	159
Transfer to General Reserve	1500	1500
Balance carried forward	11832	9876
	14510	12518

Results from Operations:

The year under review posed many challenges to the Global economy both in terms of political & economic turmoil. These included political uncertainty as well as unrest in many countries in the Middle East and Africa, natural disasters like Tsunami in Japan, Euro Zone monetary crisis, food inflation, downgrade in credit ratings of USA, slow down in the growth of BRIC countries' economies as well as weakening Rupee and slow down of the Indian economy.

In particular, the Pharmaceutical industry in India also faced uncertainty in the form of restrictions on foreign direct investments, non finalization of NPPP (National Pharmaceuticals Pricing Policy) etc. In spite of these problems, domestic Pharma Industry in India maintained double digit growth rate.

Your Company also was proactive in responding to these uncertainties and took effective steps in a timely manner to overcome these challenges.

During the year 2011-12, the total income of the Company increased by 18% at ₹ 57103 lakhs as compared to ₹ 48395 lakhs in the previous year. The increase in Total Income however has not resulted in an increase in Profits mainly due to the increase in various costs more particularly the finance and other administrative costs. The Profit before Tax (PBT) has declined by 9.42 % at ₹ 5126 lakhs as compared to ₹ 5659 Lakhs in the previous year. After providing for Tax and MAT, the Net Profit (PAT) has declined by 9.35% at ₹ 4634 lakhs as against ₹ 5112 lakhs in the previous year.

A detailed discussion on the business performance and future outlook is included in Management Discussion & Analysis which forms part of the Directors' Report.

Sub-division of shares and Bonus shares:

The Company had, at the Board Meeting held on 29th March, 2012, decided to sub-divide the nominal value of the share from ₹ 10/- per share to ₹ 2/- per share. At the said meeting, the Company, in order to reward the shareholders, approved the issue of Bonus shares in the ratio of 1 equity share for every 2 shares held. The Members have given their consent to the said Resolutions on 8th May, 2012 by way of Postal Ballot. The sub-division and allotment of bonus shares were completed on 25th May, 2012.

Dividend & Reserves:

Your Directors are pleased to recommend a dividend of ₹ 1.10 per share on the face value of ₹ 2/- each (55%). This dividend will be on the enhanced capital post the bonus issue and after considering the stock split. The dividend payout will aggregate ₹ 1013.65 lakhs (Previous Year : ₹ 982.94 lakhs) and the tax on distributed profits payable by the Company would amount to ₹ 164.44 lakhs (Previous Year : ₹ 159.46 lakhs).

The Directors have recommended transfer of an amount of ₹ 1500 lakhs to General Reserves (Previous year ₹ 1500 lakhs).

Credit Rating:

Company's working capital facilities are rated A1+ and long term borrowings are rated A+ by ICRA.

A1 + rating indicates highest credit quality rating and A+ rating indicates adequate credit quality rating.

SOCIAL INITIATIVES

Indoco's Corporate Social Responsibility initiatives are focused on promoting education, health and hygiene especially among young school going children. This year too, the Company continued to give donations to schools in Goa as part of this programme, notably among them is ₹ 25,00,000 paid to Gomantak Vidyaniketan.

The other Corporate Social responsibility initiative by the Company, during the year was substantial donation of free medicine to charitable bodies for distribution among the needy.

CORPORATE GOVERNANCE

In compliance with the provisions of Clause 49 of the Listing Agreement, the Report on the Corporate Governance is annexed and forms part of the Annual Report. The Report is duly certified by the Statutory Auditors of the Company whose certificate is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- i. that in the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii. that they 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 and of the profits of the Company for that year;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a 'going concern' basis.

DIRECTORS

During the year, Mr. Suresh G. Kare stepped down as Managing Director of the Company and continues to be Executive Chairman of the Company till the remainder of his current tenure i.e. upto 30th June 2013. His resignation as Managing Director was accepted by the Board with effect from 14th February, 2012.

Both Ms. Aditi Panandikar and Mr. Sundeep V. Bambolkar resigned from the post of Whole Time Director with effect from 14th February, 2012. The Board appointed Ms. Aditi Panandikar as the Managing Director and Mr. Sundeep V. Bambolkar as the Joint Managing Director for a period of 5 years with effect from 15th February, 2012.

During the year, Dr. M. R. Narvekar resigned from the Directorship of the Company. His resignation was accepted by the Board with effect from 20th October, 2011. The Board also accepted the resignation of Mr. D. N. Mungale as Director with effect from 9th December, 2011. The Board places on record its appreciation for the valuable contribution made by them as Independent Directors.

The Board appointed Dr. Anil M. Naik as the Additional Independent Director under Section 260 of the Companies Act, 1956 with effect from 14th February, 2012 till the conclusion of the forthcoming Annual General Meeting of the Company. The Board recommends the appointment of Dr. Anil M. Naik as an Independent Director for your approval in the forthcoming Annual General Meeting.

Consequent to the induction of Dr. Anil M. Naik, the Audit committee of Directors has been reconstituted. The Audit Committee consists of the following Directors:

Dr. Anil M. Naik- Chairman

Mr. D M Gavaskar

Mr. Rajiv Kakodkar

Mr. Sundeep V. Bambolkar

In terms of provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. D. M. Sukthankar and Mr. Rajiv Kakodkar retire by rotation at the forthcoming Annual General Meeting, and being eligible, offer themselves for re-appointment. The profile of directors seeking reappointment pursuant to Clause 49(IV)(G)(i) of the Listing Agreement with the Stock Exchanges is included in the Annual Report.

AUDITORS

M/s. Patkar & Pendse, Chartered Accountants, hold office as Auditors till the conclusion of the ensuing Annual General Meeting, and are eligible for re-appointment. M/s. Patkar & Pendse have confirmed their eligibility as required by Section 224(1B) of the Companies Act, 1956 to act as Auditors of the Company.

They have also conveyed their willingness to accept the office as Auditors, if re-appointed. The Audit Committee of the Board has recommended their re-appointment.

COST AUDIT

In terms of the Order issued by the Central Government under Section 233B of the Companies Act, 1956, the Company was required to appoint cost auditors to get the audit of the cost records of the Company done by a member of the Institute of Cost & Works Accountants of India (ICWA). Accordingly, the Company had appointed Mr. Prakash A. Sevekari, a fellow member of ICWA, as the Cost Auditor to get the audit of the cost records done in respect of formulations manufactured by it for the financial year 2010-11. Mr. Prakash A. Sevekari was required to submit his report by 27th September, 2011 and he has submitted the report on 10th August 2011. For the financial year 2011-12, Mr. Prakash A Sevekari would be required to submit the reports by 27th September, 2012.

For the financial year 2012-13, M/s Sevekari Khare & Associates has been appointed the Cost Auditors for formulations and bulk drugs manufactured by the Company. They would be required to submit the reports by 27th September, 2013.

INFORMATION IN TERMS OF SECTION 217(1)(e) & 217(2A)

Information in terms of the provision of Section 217 (1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, as amended, is contained in Annexure-I to this report and forms part of the Report.

Information in terms of the provision of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended, is contained in Annexure-II to this report. However, in terms of the provisions of Section 219(1)(b) of the Companies Act, 1956, the said annexure has not been forwarded to the members and those members interested in the said information may write to the Company Secretary at the Registered office of the Company.

EMPLOYEE RELATIONS

The employees' relation at all levels and at all units continued to be cordial during the year.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the dedicated efforts by employees at all levels. The Directors also wish to place on record their word of sincere appreciation to the bankers, the investors, the vendors, the customers, the medical profession and all other business associates for their continued support.

For and on behalf of the Board of Directors

ADITI PANANDIKAR
Managing Director

SUNDEEP V. BAMBOLKAR
Jt. Managing Director

Mumbai, 28th May, 2012



Annexure-I to the Directors' Report

Particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A CONSERVATION OF ENERGY -

- (a) Details of Energy Conservation measures taken in 2011-12
 1. Installation of LED lamps in various departments to save electricity.
 2. Installation of Screw Air Compressors
 3. Generation of Steam by briquette fired Boiler.
 4. Automated high speed machines with electrical efficient motors installed in plants to save electricity with higher output.
 5. Human motion sensor installed for air conditions and lamps for various locations to save electricity.
- (b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy
 1. Installation of SCADA for various utility equipments for effectively monitoring and controlling consumption of Steam, Air & Electricity.
 2. Rain harvesting proposal to save water.
 3. Replacement of old motors with energy efficient motors.
- (c) Impact of measures at (a) & (b) above for reduction of energy consumption & consequent on the cost of production of goods
 1. Reduction in Energy cost.
 2. Improved Boiler efficiency.
 3. Reduced Fuel & Water consumption
- d) Total energy consumption and energy consumption per unit of production:

FORM A

1. Power and Fuel Consumption

Particulars	Current Year	Previous Year
1) Electricity		
a) Purchased Units (in lakhs)	215.73	158.56
Total Amount (₹ lakhs)	1313.85	1344.67
Rate/Unit (₹)	6.09	8.48
b) Own generation		
i) Through diesel generator		
Units (KWH'000)	1801.60	548.81
Units per ltr. of diesel oil (KWH)	2.91	3.55
Rate/Unit (₹)	14.44	9.90
ii) through steam turbine/generator		
Units	Nil	Nil
Units per ltr of fuel oil/gas	Nil	Nil
Cost/Unit (₹)	Nil	Nil
2) Coal		
Qty	Nil	Nil
Total cost	Nil	Nil
Average rate	Nil	Nil
3) Furnace Oil		
Qty (Kilo litres)	350.08	379.22
Total Amount (₹ lakhs)	137.62	105.74
Average rate (₹)	39.31	27.88
4) Others/internal generation (briquettes, cashew seeds etc.)		
Quantity	NIL	NIL
Total Cost (₹ lakhs)	167.48	174.26
Rate/Unit	NIL	NIL

2. Consumption per unit of production

On account of the manufacture of products with varied pack sizes/units of measures, it is not practicable to express the consumption of power per unit of production.

B TECHNOLOGY ABSORPTION

Efforts made in technology absorption:

FORM B

Research and development (R&D)

1. Specific areas in which Research and Development are carried out by the Company are:

The research is mainly focused on cost effective manufacturing processes of API, Intermediates and development of Novel Drug Delivery Systems as well as new platform technologies. Several DMF's and ANDAs / ANDS / CTD dossiers have been filed in regulated markets. Newly formed division 'Anacipher' undertakes various challenging tasks of Impurity identification / Synthesis / Characterization.

2. Benefits derived as a result of above effort are:

The Company has greatly benefited from the efforts of R&D, which has translated into increased filing of patent applications. Patent applications have been filed in the area of sustained release technology. Creation of Intellectual property, through dedicated R&D efforts, is also being explored for commercial gains. The Company's patent portfolio currently consists of four granted formulation patents and forty four process patent applications applied for in the area of API's and formulations. The Company's dedicated Research & Development capabilities were well acknowledged by overseas customers and have been rewarded with more research projects.

3. Future plan of action

Development of generic products for molecules going off-patent; focusing on patentable Novel Drug Delivery Systems (NDDS) formulations / formulations under Para IV or 505(b)2 applications by using new technology platforms. Value added analytical services will also be an area of focus, offering services for Isolation / Characterization / Synthesis of Impurities. Services for Polymorphism study, Lyophilization study, Analytical method development and validation will be promoted through newly formed division 'Anacipher'

4. Expenditure on R & D:

(₹ lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Capital	651.77	199.21
2	Recurring	1080.32	934.15
3	Total	1732.09	1133.36
4	Total R&D expenditure as a % of total net sales	3.04	2.37

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation and benefits derived as a result of such efforts

During the year the following processes were successfully implemented:

- a. **Homatropine Hydrobromide** - The indigenous technology to manufacture superfine API was developed in R&D facility.

- b. **Pregabalin** - Economical and commercially viable Pregabalin of high purity was developed in R&D facility and was subsequently commercialized.
 - c. **Brinzolamide** - The technology was developed in R&D (Rabale) Navi Mumbai and successfully commercialized.
2. In case of imported technology (imported during the last 5 years reckoned from the beginning of financial year), following information may be furnished :
- a) Technology imported - None
 - b) Year of import - N.A.
 - c) Has technology been fully absorbed - N.A.
 - d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plans of action - N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans:

The Company participates in International Conferences and exhibitions in US, Europe, Japan and other countries. Such participation helps us in expanding our network of customers. During the year the Company continued with its efforts of filing own Dossiers in Europe through DCP (Decentralization Procedure) route and filing own ANDA's with USFDA. The product basket has been expanded and scope of services offered is also extended to analytical and synthesis of impurities, reference standards and building blocks of NCEs for MNCs. The Company plans to move up in the value chain by offering new products/services and expanding into newer territories is well on track.

- (b) Total foreign exchange earned and used.

(₹ lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Total foreign exchange earned (CIF)	20172.35	15651.25
2	Total foreign exchange used	4850.23	4946.44

◆◆◆

Annexure to the Directors' Report

Report on Corporate Governance for the year ended 31st March, 2012

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Indoco's Philosophy on Code of Governance:

Indoco fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, Indoco focuses its energies in safeguarding the interests of its stakeholders by utilising its resources for maximum benefits.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates but also to implement the best international practices in that regard.

BOARD OF DIRECTORS

Composition and size:

The Company's policy is to have a proper blend of Executive and Non-Executive Directors to maintain independence of the Board and at the same time separate Board functions of governance from management. Presently, the Board consists of eight members- Executive Chairman, one Managing Director, one Joint Managing Director and five Non-Executive Independent Directors.

During the year, Mr. Suresh G. Kare, Executive Chairman, stepped down as the Managing Director of the Company w.e.f. 14th February, 2012.

Whole Time Directors of the Company, Ms. Aditi Panandikar and Mr. Sundeep V. Bambolkar were appointed as the Managing Director and Joint Managing Director respectively w.e.f. 14th February, 2012.

Dr. M. R. Narvekar and Mr. D. N. Mungale resigned from their directorship w.e.f. 20th October, 2011 and 9th December, 2011 respectively.

Dr. Anil M. Naik was appointed as an Additional Director of the Company w.e.f. 14th February, 2012.

The day-to-day management of the Company is conducted by the Executive Chairman, Managing Director and Joint Managing Director subject to the supervision, direction and control of the Board of Directors.

The Directors are not related to each other in terms of the definition of "relative" under the Companies Act, 1956, except Ms. Aditi Panandikar, Managing Director who is the daughter of Mr. Suresh G. Kare, Executive Chairman.

None of the Directors on the Board is a member on more than 10 Committees (as specified in Clause 49), across all the Companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The Composition of the Board of Directors, the number of other Directorships and Committee positions held by each Director as on 31st March, 2012 is as under:

Name of Director	Category of Directorship	Number of Directorships in other companies *	Number of Chairmanship/Membership in committees of other companies**	
			Chairman	Member
Mr. Suresh G. Kare #	Promoter, Executive Chairman	1	Nil	Nil
Ms. Aditi Panandikar ##	Promoter & Managing Director	Nil	Nil	Nil
Mr. Sundeep V. Bambolkar ###	Joint Managing Director	Nil	Nil	Nil
Dr. M. R. Narvekar \$	Independent Non -Executive	Nil	Nil	Nil
Mr. D. M. Sukthankar	Independent Non- Executive	4	Nil	Nil
Mr. D. N. Mungale \$\$	Independent Non- Executive	10	2	6
Mr. D. M. Gavaskar	Independent Non-Executive	2	Nil	Nil
Mr. Rajiv P. Kakodkar	Independent Non-Executive	2	Nil	Nil
Mr. Sharad P. Upasani	Independent Non-Executive	1	1	2
Dr. Anil M. Naik \$\$\$	Independent Non-Executive	4	Nil	Nil

* Does not include Directorships in Private Limited /Foreign Companies, Section 25 Companies and Alternate Directorships.

** Represents Membership/Chairmanship of Audit Committee and Shareholders / Investors' Grievance Committee in other Companies.

Notes:

\$ Resigned as Independent Non -Executive Director w.e.f 20th October, 2011

\$\$ Resigned as Independent Non -Executive Director w.e.f 9th December, 2011

\$\$\$ Appointed as Independent Non Executive Director w.e.f 14th February, 2012

Resigned as a Managing Director w.e.f 14th February, 2012 and appointed as Executive Chairman w.e.f 15th February, 2012

Resigned as a Whole Time Director w.e.f 14th February, 2012 and appointed as a Managing Director w.e.f 15th February, 2012

Resigned as a Whole Time Director w.e.f 14th February, 2012 and appointed as a Joint Managing Director w.e.f 15th February, 2012.

Attendance of each Director at the Board Meetings held in financial year 2011-2012 and at the last Annual General Meeting of the Company:

Name of the Director	No. of Board Meetings held during the year	No. of Board Meetings attended	Attendance at the last AGM held on 28th July, 2011
Mr. Suresh G. Kare #	7	7	Present
Ms. Aditi Panandikar ##	7	7	Present
Mr. Sundeep V. Bambolkar ###	7	7	Present
Dr. M. R. Narvekar \$	7	4	Present
Mr. D. M. Sukthankar	7	7	Present
Mr. D. N. Mungale \$\$	7	3	Present
Mr. D. M. Gavaskar	7	6	Present
Mr. Rajiv P. Kakodkar	7	1	Present
Mr. Sharad P. Upasani	7	5	Present
Dr. Anil M. Naik \$\$\$	7	2	NA

\$ Resigned as Independent Non -Executive Director w.e.f 20th October, 2011

\$\$ Resigned as Independent Non -Executive Director w.e.f 9th December, 2011

\$\$\$ Appointed as Independent Non Executive Director w.e.f 14th February, 2012

Resigned as a Managing Director w.e.f 14th February, 2012 and appointed as Executive Chairman w.e.f 15th February, 2012

Resigned as a Whole Time Director w.e.f 14th February, 2012 and appointed as a Managing Director w.e.f 15th February, 2012

Resigned as a Whole Time Director w.e.f 14th February, 2012 and appointed as a Joint Managing Director w.e.f 15th February, 2012.

Board Meeting details:

During the year 7 Board Meetings were held and the gap between two Board Meetings did not exceed four months.

<i>Date on which Board Meeting was held</i>	<i>Total Strength of the Board</i>	<i>No. of Directors present</i>
27th April, 2011	9	7
28th May, 2011	9	6
28th July, 2011	9	9
20th October, 2011	9	7
17th December, 2011	7	6
14th February, 2012	8	7
29th March, 2012	8	7

Shareholding by Non-Executive Directors:

<i>Name of Director</i>	<i>No. of shares held</i>
Mr. D. M. Sukthankar	12,000 shares of ₹ 2/- each.

COMMITTEES OF THE BOARD:

Currently, the Board has two Committees viz, the Audit Committee and the Shareholders' Grievance Committee. The Board decides the terms of reference of these Committees.

a) AUDIT COMMITTEE:**Composition :**

The Audit Committee comprises of following four members, out of whom three are independent directors and one is the Joint Managing Director :

1. Dr. Anil M.Naik - Chairman
2. Mr. D. M. Gavaskar - Member
3. Mr. Rajiv P. Kakodkar - Member
4. Mr. Sundeep V. Bambolkar - Member

During the year, Mr. D. N. Mungale, the previous Chairman of the Audit Committee, resigned as Independent Non-Executive Director with effect from 9th December, 2011 and Dr. M. R. Narvekar, the ex member of the Audit Committee, resigned as Independent Non-Executive Director with effect from October 20, 2011.

Due to resignation of Independent Non Executive Directors of the Company, the Audit Committee was reconstituted by the consent of the members of the Audit Committee wherein Mr. Sundeep V. Bambolkar, Joint Managing Director, was appointed as the Member of the Audit Committee w.e.f. 17th December, 2011 and Dr. Anil M. Naik, the Additional Director, was appointed as the Chairman of the Audit committee w.e.f. from 14th February, 2012.

Terms of reference:

The terms of reference of the Audit Committee are wide covering the matters specified under Clause 49 of the Listing Agreements and the provisions contained in Section 292A of the Companies Act, 1956. They can be broadly stated as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.
- Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.
- Reviewing with the management the quarterly financial statements before submission to the Board for approval.
- Reviewing the adequacy of internal control systems and internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussing with internal auditors any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- In addition to the above, all items listed in Clause 49(II)(D) of the Listing Agreement.

Meetings and attendance:

During the financial year 2011-12 five (5) Audit Committee Meetings were held and the attendance of the Members of the Committee at the said Meetings were as follows:

Name of Member	Dates of Audit Committee Meetings				
	27th April, 2011	28th May, 2011	28th July, 2011	20th October, 2011	14th February, 2012
Mr. D. N. Mungale \$	Present	Absent	Present	Present	NA
Mr. D. M. Gavaskar	Absent	Present	Present	Present	Present
Mr. Rajiv P. Kakodkar	Absent	Absent	Present	Absent	Absent
Dr. M. R. Narvekar \$\$	Present	Present	Present	Present	NA
Mr. Sundeep V. Bambolkar \$\$\$	NA	NA	NA	NA	Present
Dr. Anil M. Naik \$\$\$\$	NA	NA	NA	NA	NA

\$ Resigned as Chairman and member of the audit committee w.e.f 9th December, 2011

\$\$ Resigned as a member of the audit committee w.e.f 20th October, 2011.

\$\$\$ Mr. Sundeep V. Bambolkar was appointed as the member of the Audit Committee at the Board Meeting held on 17th December, 2011

\$\$\$\$ Dr. Anil M. Naik was appointed as the member of the Audit Committee at the Board Meeting held on 14th February, 2012

The auditors and the internal auditors are the permanent invitees at the Meeting.

The Company Secretary acts as the Secretary of the Committee.

The Statutory Auditors of the company were present at four (4) audit committee meetings held during the year.

The then Chairman of the Audit Committee Mr D. N. Mungale was present at the last Annual General Meeting.

b) SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE:

The Committee comprises of:

1. Mr. Rajiv P. Kakodkar, Chairman
2. Mr. Sundeep V. Bambolkar, Member
3. Ms. Aditi Panandikar, Member

Mr. Rajiv P. Kakodkar, an Independent Non-Executive Director, heads the Committee.

Mr. Sunil D. Joshi, Company Secretary, acts as the Secretary of the Committee and also acts as the Compliance Officer of the Company.

Terms of reference: The Committee looks into the redressal of shareholders/investors' complaints related to non-receipt of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrars and Share Transfer Agents of the Company and recommends measures for overall improvement of the quality of service.

During the financial year, the Committee met on 7th October, 2011 and 9th January, 2012 to review the investor complaints and redressal of their grievances.

The Company during the year had received six complaints. The complaints pertained to revalidation of dividend warrants, non receipt of Annual Report etc.

The Company has resolved all the complaints as at the end of financial year 31st March, 2012 to the satisfaction of the shareholders and no complaints were pending for redressal.

c) REMUNERATION COMMITTEE:

The Remuneration Committee is a non-mandatory requirement. The Company at present does not have a Remuneration Committee.

There were no pecuniary relationships and transactions of the Non - Executive Directors vis-à-vis the Company.

REMUNERATION TO DIRECTORS:**Remuneration Policy**

The Executive Directors are paid remuneration as approved by the Board and the members in General Meeting. The remuneration comprises of salary, perquisites, allowances and commission/performance incentive.

The Non - Executive Independent Directors are paid remuneration by way of sitting fees for attending the meetings of the Board or Committees thereof.

Details of remuneration paid to Directors during the financial year 2011-12 are as follows:

1) Executive Directors:

(In ₹)

<i>Name of Director</i>	<i>Salary</i>	<i>Benefits & Perquisites</i>	<i>Commission/ Performance Linked Incentives</i>	<i>Stock Options</i>	<i>Total</i>
Mr. Suresh G. Kare	96,00,000	10,48,062	60,00,000	Nil	1,66,48,062
Mr. Sundeep V. Bambolkar	56,16,000	22,01,723	7,00,000	Nil	85,17,723
Ms. Aditi Panandikar	46,76,000	21,56,030	6,00,000	Nil	74,32,030

2) Non-Executive Directors:

Name of Director	Sitting fees (₹)
Dr. M. R. Narvekar \$	40,000
Mr. D. M. Sukthankar	65,000
Mr. D. N. Mungale \$\$	30,000
Mr. D. M. Gavaskar	85,000
Mr. Rajiv P. Kakodkar	20,000
Mr. Sharad P. Upasani	55,000
Dr. Anil M. Naik \$\$\$	40,000

\$ Resigned as Independent Non -Executive Director w.e.f October 20, 2011.
 \$\$ Resigned as Independent Non -Executive Director w.e.f December 9, 2011
 \$\$\$ Appointed as Independent Non Executive Director w.e.f February 14, 2012

Notes:

- The sitting fees indicated above includes fees paid for attending Meetings of the Board and Committee.
- The Board at its Meeting held on 14th February, 2012, approved an increase in the Board Meeting sitting Fees from ₹ 5,000/- to ₹ 20,000/- per meeting and the Committee Meeting sitting Fees from ₹ 5,000/- to ₹ 10,000/-per meeting.
- The Company has entered into an agreement with Executive Chairman for the remaining period of his tenure i.e. up to 30th June, 2013. The notice period for severance of the contract is six months.
 Similarly the Company has entered into agreements with the Managing Director and Joint Managing Director for a period of 5 years each w.e.f 15th February, 2012. The notice period for severance of the contract is three months.
- There is no severance fee payable.

DETAILS OF GENERAL BODY MEETINGS:

Annual General Meeting:

The details of the last three Annual General Meetings held:

Financial Year	AGM	Date	Time	Venue of the AGM (62nd, 63rd and 64th)
2010-11	64th	28th July, 2011	10.30 am	} MIG Cricket Club MIG Colony, Bandra (E), Mumbai - 400 051
2009-10	63rd	22nd July, 2010	10.30 am	
2008-09	62nd	18th September, 2009	10.30 am	

DISCLOSURES:

- There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc., during the year, that may have the potential conflict with the interests of the Company at large.
- The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
- All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.

- 5) The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 6) In terms of Clause 49(V) of the Listing Agreement, the Managing Director and the President(Finance) & Company Secretary have made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

MEANS OF COMMUNICATION:

Financial Results

The quarterly and annual financial results are generally published in Economic Times, Maharashtra Times, Gomantak and Navhind Times. The results are also displayed on Company's website: www.indoco.com . The official news releases are also displayed on the website of the Company.

Since the half-yearly financial results are published in leading newspapers and displayed on the website, the same are not mailed to the shareholders of the Company.

Presentation to Institutional Investors/Analysts

5 Tele-conferences were held with Institutional Investors/Analysts on 27th April, 2011, 28th May, 2011, 28th July, 2011, 20th October, 2011 & 15th February, 2012.

GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

Date and Time : Monday, 30th July, 2012 at 11.30 A.M.
 Venue : MIG Cricket Club
 MIG Colony, Bandra (E),
 Mumbai 400 051

Financial year : 1st April, 2011 to 31st March, 2012

Date of Book Closure : 24th July, 2012 to 30th July, 2012 (both days inclusive).

Dividend Payment Date : On or after 6th August, 2012.

Corporate Identity Number (CIN) : The Company's CIN, allotted by the Ministry of Corporate Affairs, Government of India, is **L85190MH1947PLC005913**. The Company is registered at Mumbai in the State of Maharashtra, India.

Insider Trading :

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has adopted a "Code of Conduct for Dealing in Securities" at the meeting of the Board of Directors held on 26th April, 2004. The Company keeps updated the Code as per the requirements of SEBI from time to time.

Code of Conduct:

The Company has adopted a Code of Conduct for Directors and Senior Management, which is hosted on the web site of the Company. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes whistle blower provisions, where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

The Managing Director of the Company has given a declaration of due compliance with Code of Conduct by the Directors and Senior Management.

Listing on Stock Exchanges:

The Company's shares are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The annual listing fees have been paid upto 31st March 2013 and there is no outstanding payment towards the Exchanges, as on date.

Stock Code

Bombay Stock Exchange Limited : 532612
National Stock Exchange of India Limited : INDOCO EQ

MARKET PRICE DATA

The High and Low prices of the Company's share (of the face value of ₹ 10/- each) from April, 2011 till March, 2012 are as below:

National Stock Exchange of India Limited (NSE)

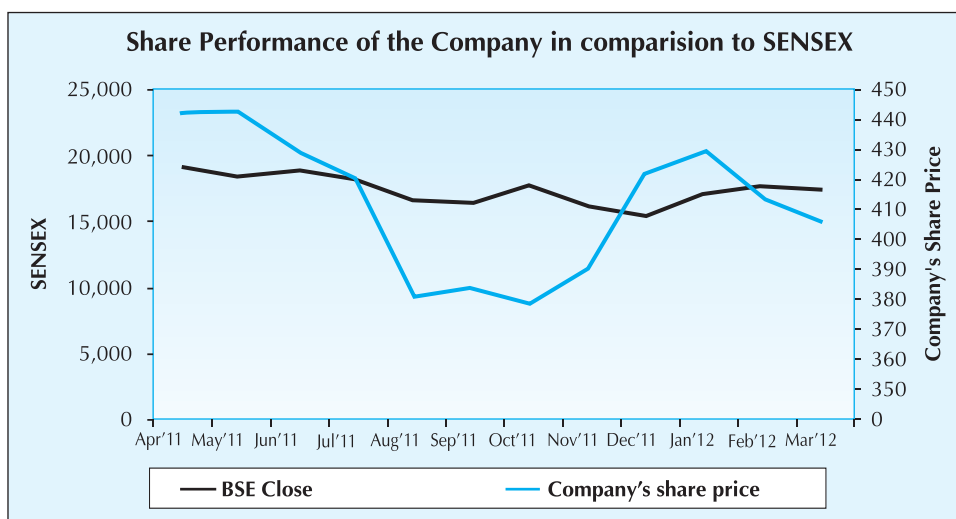
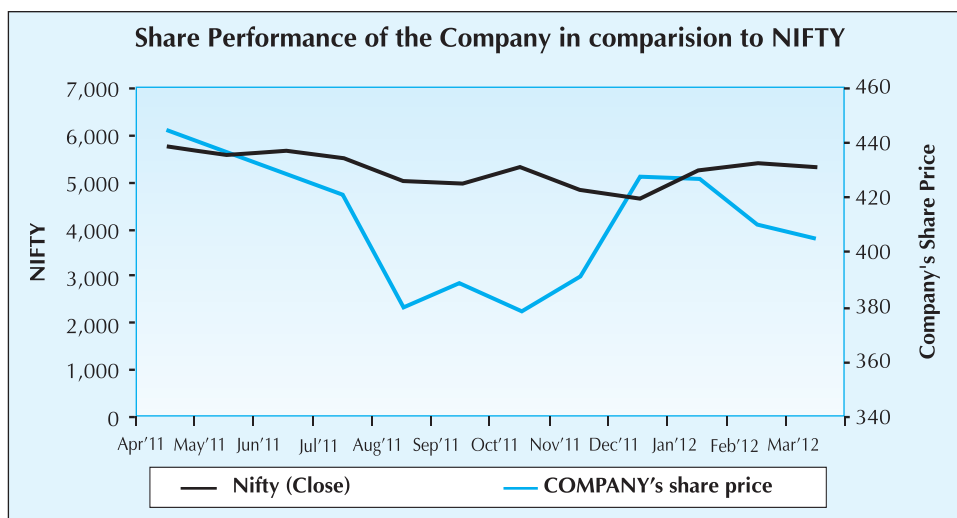
Month	IRL Share Price			No. of Shares traded during the month	Turnover (₹ lakhs)
	High (₹)	Low (₹)	Close (₹)		
April '11	477.00	420.00	444.80	201088	895.15
May '11	456.90	408.05	437.30	74330	315.34
June '11	450.00	411.00	430.65	62438	265.00
July '11	468.00	420.10	421.20	67505	296.06
August '11	427.80	325.00	379.70	62614	250.22
September '11	444.35	372.10	388.15	25472	101.12
October '11	412.90	357.75	377.80	39001	148.20
November '11	411.00	370.05	390.80	50483	197.77
December '11	442.90	376.05	428.05	30714	124.33
January '12	445.00	387.20	426.55	52494	220.29
February '12	436.00	392.00	409.80	148173	610.03
March '12	444.00	378.00	405.50	420293	1715.57

Bombay Stock Exchange Limited (BSE)

Month	IRL Share Price			No. of Shares traded during the month	Turnover (₹ lakhs)
	High (₹)	Low (₹)	Close (₹)		
April '11	474.95	428.00	441.90	145950	646.95
May '11	460.70	407.20	441.80	12932	56.17
June '11	449.80	412.20	430.05	25195	107.73
July '11	485.00	416.00	421.15	26096	115.58
August '11	440.00	375.00	381.30	29018	114.92
September '11	419.00	375.35	383.60	7991	31.85
October '11	414.95	360.00	378.90	13833	53.25
November '11	412.00	370.00	390.05	17156	67.13
December '11	435.00	380.00	421.70	15174	61.26
January '12	438.00	385.10	429.55	15401	64.47
February '12	438.00	393.00	413.80	44896	184.55
March '12	435.80	377.65	405.75	226687	929.15

Note: The Company had at the Board Meeting held on 29th March, 2012, approved sub division of shares of the nominal value of the ₹ 10/- per share which was subdivided to ₹ 2/- per share. The Board also approved the issue of Bonus shares in the ratio of 1 equity share for every 2 shares held. The Members have given their consent to the said Resolutions on 8th May, 2012 by way of Postal Ballot. The BSE and NSE have on 12th May, 2012 given their consent for the sub-division and on 25th May, 2012 for the listing of the Bonus shares. The current market price as on date is adjusted after considering the above two events.

Performance of Indoco share price to broad based index -Nifty, BSE Sensex:



Distribution of Shareholding as on 31st March, 2012

<i>No. of Equity shares held</i>	<i>No. of shareholders</i>	<i>Percentage of shareholders</i>	<i>No. of shares held</i>	<i>Percentage of shareholding</i>
1 to 500	11246	95.00	680770	5.54
501 to 1000	249	2.10	190577	1.55
1001 to 2000	142	1.20	205792	1.68
2001 to 3000	50	0.42	126930	1.03
3001 to 4000	22	0.19	79341	0.65
4001 to 5000	18	0.15	83924	0.68
5001 to 10000	40	0.34	296353	2.41
10001 & above	71	0.60	10623027	86.46
Total	11838	100.00	12286714	100.00

Shareholding Pattern as on 31st March, 2012

Category	No. of shares held	Percentage of shareholding
Promoter & Promoter Group		
Indian		
- Individuals	2744783	22.34
- Bodies Corporates	4527834	36.85
Foreign	Nil	Nil
Public Shareholdings		
Institutions		
- Mutual Funds/UTI	1840423	14.98
- FII's	203794	1.66
- Financials Inst./Banks	Nil	Nil
Non Institutions		
- Bodies Corporates	353023	2.87
- Individuals:		
Upto 1 lakh	1435748	11.69
Above 1 lakh	1070366	8.71
- Clearing Members	63084	0.51
- Trust	200	0.00
- NRI's	47459	0.39
Custodian	Nil	Nil
Total :	12286714	100.00

Disclosure of information on pledged shares:

The details of shares pledged by promoter are as follows:

Name of Promoter/Promoter Group	No. of shares held	No. of shares pledged	% of total shares pledged to total no of shares held by entity in the Company	% of shares pledged to the total no of outstanding shares of the Company
NIL	NIL	NIL	NIL	NIL

ADR/GDR:

The Company has not issued any ADR/GDR.

Dematerialisation Information:

The shares of your Company are available in Dematerialised form with National Securities Depository Limited (NSDL) & Central Depository Services (I) Limited (CDSL). The ISIN of the company is INE873D01024. [New ISIN No Post sub-division and Bonus]

Dematerialisation of shares:

As on March 31, 2012, 97.93% of the total shares of the Company have been dematerialised as shown below:

Total no. of shares of the Company	1,22,86,714
No. of shares dematted	1,20,32,631
% of total no. of shares of the Company	97.93%
Total no. of shareholders of the Company	11,838
No. of shareholders with dematerialized shares	11,749
% to total no. of shareholders	99.25%

Shareholders, who continue to hold shares in physical form, are requested to dematerialise their shares and avail various benefits of dealing in securities in electronic/dematerialised form. For any clarification, assistance or information, please contact the Registrars and Share Transfer Agents of the Company. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (I) Limited (CDSL).

The break-up of shares in physical and demat form as on 31st March, 2012 is given below:

<i>Particulars</i>	<i>No. of shares</i>	<i>% of total shares</i>
No. of shares in physical form	2,54,083	2.07
No. of shares in demat form		
(1) with NSDL	1,15,02,253	93.61
(2) with CDSL	5,30,378	4.32
Total no. of shares	1,22,86,714	100.00

Share Transfer System

The share transfer, transmission, consolidation, sub-division and matters related thereto are delegated to a Share Transfer Committee headed by a Non- Executive Director. The requests are processed within 15 days of lodgment. In case of requests for dematerialisation of shares, if the documents are clear in all respects, the requests are processed and confirmation given by Company's Registrars to the Depository i.e. NSDL or CDSL within 15 days.

Registrar & Share Transfer Agent:

Link Intime India Pvt. Ltd (formerly **INTIME SPECTRUM REGISTRY LIMITED**), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078.

e-mail : rnt.helpdesk@linkintime.co.in

Phone No. : 022-25946970

Fax : 022-25946969

Address for correspondence:

Shareholders may address their communication to Company's Registrars and Share Transfer Agent or the Secretarial Department of the Company at the following address:

(1) Link Intime India Private Limited
Unit: Indoco Remedies Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400078
Contact Person: Ms. Sadhana Tripathi/
Mr. Dyanesh Gharote
Tel. No.:022-25946970
Email id: rnt.helpdesk@linkintime.co.in

(2) Secretarial Department
Indoco Remedies Limited
Indoco House, 166 CST Road,
Kalina, Santacruz (East),
Mumbai - 400098
Contact Person:Mr.Sunil D. Joshi
Tel No.: 022-26541851-55
email id: sunil.joshi@indoco.com

Nomination Facility:

Shareholders holding physical shares may send their nominations in prescribed form 2B to the Company. Those holding shares in dematerialised form may contact their respective Depository Participant (DP) for availing the nomination facility.

UNPAID/ UNCLAIMED DIVIDENDS

In terms of Sections 205A and 205C of the Companies Act, 1956, the Company is required to transfer the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before it is transferred to the Investor Education and Protection Fund.

The due dates for transfer to IEPF of dividends remaining unclaimed/unpaid since 2004-05 are given below:

<i>Financial year</i>	<i>Unclaimed dividend amount as on 31.03.2012</i>	<i>Due date for transfer to IEPF</i>
2004-05 - Final	1,36,990	04.11.2012
2005-06 - Final	1,88,613	13.12.2013
2006-07 - Final	2,45,554	27.01.2015
2007-08 - Final	1,80,010	01.11.2015
2008-09 - Interim	1,52,412	01.01.2016
2008-09 - Final	86,518	24.10.2016
2009-10 - Final	2,06,934	27.08.2017
2010-11 - Final	1,85,208	02.09.2018

Plant Locations:

- 1) L-14, Verna Industrial Estate,
Verna - Goa 403 722
- 2) L-32,33,34, Verna Industrial Estate,
Verna - Goa 403722
- 3) R-104 Rabale, TTC Area,
MIDC Thane Belapur Rd,
Navi Mumbai 400 701
- 4) A-26 MIDC Industrial Area,
Patalganga, Village Kaire,
Dist Raigad, Maharashtra 410220
- 5) B- 20 MIDC, Waluj,
Aurangabad, Maharashtra
- 6) Village Katha, P.O. Baddi,
Tehsil Nalagarh, Dist. Solan,
Himachal Pradesh -173205

R&D Centre:

R-92/93, Rabale TTC Area,
MIDC Thane Belapur Rd,
Navi Mumbai 400 701

Registered Office:

Indoco Remedies Limited
Indoco House, 166 CST Road,
Kalina, Santacruz (East),
Mumbai 400 098.
Tel : +91- 22-2654 1851- 55
Fax : +91- 22-26520787

Presently the Company has not adopted any non - mandatory provisions of Clause 49 of the Listing Agreement.

◆◆◆

Auditor's Certificate **on Corporate Governance** **to the Members of Indoco Remedies Limited**

We have examined the compliance of conditions of Corporate Governance by Indoco Remedies Limited for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

Place : Mumbai
Date : 28th May, 2012

For **PATKAR & PENDSE**
Chartered Accountants
Firm Registration No:107824W
B.M. PENDSE
Partner
M. No. 32625

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, Aditi Panandikar, Managing Director and Sunil D. Joshi, President (Finance) & Company Secretary, of Indoco Remedies Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2012 and to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of internal controls and we have taken steps to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that there are no
 - a) significant changes in internal control during the year, if any;
 - b) significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements, if any and
 - c) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

ADITI PANANDIKAR
Managing Director (Chief Executive Officer)
Mumbai, 28th May, 2012

SUNIL D. JOSHI
President (Finance) & Company Secretary
(Chief Financial Officer)

Managing Director's Certification **Declaration on Code of Conduct** **to the Members of Indoco Remedies Limited**

This is to inform that the Company has adopted a Code of Conduct for its Board Members and Senior Management. The Code is posted on the Company's website.

I confirm that the Company has in respect of the year ended 31st March, 2012, received from the senior management team of the Company and the Members of the Board affirmations of compliance with the Code of Conduct as applicable to them.

Mumbai, 28th May, 2012

ADITI PANANDIKAR
Managing Director

Management Discussion And Analysis

Industry structure and developments

The global pharma industry is passing through one of the most challenging times. Declining growth rates mainly due to slow economic revival in the US, Eurozone crisis and the pricing pressure in advanced economies, are forcing the innovator companies to adopt new strategies. With a CAGR of 7.2% during the period 2005 to 2009, the growth rate fell from 7.1% in 2009 to 4.1% in 2010. However, the growth from Emerging Markets of Asia, Africa and Latin America is expected to be above 12% in the short term.

As per AWACS data, the size of Indian Pharmaceutical market (IPM) stands at ₹ 62,900 crores and has registered a growth of 16% for the year ended March 31, 2012. Healthy growth has been witnessed during all the quarters, which reflects the stability of the market. Companies ranked between 11 and 50 have grown at the highest rate which shows higher consolidation of market share within these companies. IPM is dominated by acute therapy with a 75% share and a healthy growth of 13.8%. However, chronic therapy is catching up faster with a growth of 20.1%.

Major share of the industry's growth continues to be from increase in volumes of existing and old products. India being a signatory to the WTO and in view of the new patent regime, there is a restriction on the introduction of new molecules. Hence, the new introductions are dominated by combinations of existing molecules. Almost all the top 18 therapies, in which Indoco is present are growing at double digits, thus indicating the growth potential for the Company's products.

Opportunities and Threats

There is a huge opportunity of \$170 billion worth drugs going off patent by 2015, coupled with healthcare reforms across geographies turning pro-generic. India still remains a major force in the Pharma space and has tremendous potential to excel, both within the country and globally.

On the domestic front, the GDP growth of around 7%, increase in healthcare access and higher penetration into smaller towns will boost the growth rate.

The Industry is facing certain challenges in the areas of price control, increasing scrutiny by regulatory authorities and delayed product approvals. Fluctuation in currencies, field force attrition and counterfeit drugs are some of the other factors that adversely affect the growth of the Indian Pharmaceutical Industry.

At the micro level, pricing pressure especially in anti-infectives is increasing. The new price-control mechanism being formulated by the Government is expected to create challenges for the progress of the industry. In spite of these challenges, the burgeoning Indian population with increase in income levels, health awareness and better reach of medicines offers tremendous growth opportunities for the Pharma industry.

INDOCO's PERFORMANCE

Domestic Business

Indoco has a strong presence in the Indian Pharma Market with consistent increase seen in the prescriptions from Doctors and across many Specialities. Indoco's eight marketing divisions cater to both acute and chronic therapies. Each of the division has a focused approach on Doctor Specialties through a product basket that meets the needs of the patients. Indoco today enjoys a good position in the domestic space with 17 brands ranking amongst the top 5 positions in their respective segments. Brands which have topped the rank in their respective segments are Cyclopham, Sensodent-K, Sensiform, Cital, Carmicide and Homide.

The other big brands of the Company, which are having a sizeable market share in their respective segments are Sensodent-KF, Febrex Plus, Scabex, Hemsyl, Cloben-G, Tuspel PX, Vepan, Cyclomeff, Nasic, Triz and ATM.

Key Brands:

<i>BRAND</i>	<i>RANK</i>	<i>THERAPY</i>	<i>MARKET SHARE %</i>
CYCLOPAM	1	ANTISPASMODIC/ANALGESIC	69.9
SENSODENT-K	1	DESENSITIZING TOOTHPASTE	95.1
SENSOFORM	1	DESENSITIZING TOOTHPASTE	68.0
CITAL	1	URINARY ALKALIZER	34.7
CARMICIDE	1	ANTI-FLATULANT	75.9
HOMIDE	1	OPHTHALMIC	93.4
FEBREX PLUS	2	ANTI-COLD	23.9
SENSODENT-KF	2	DESENSITIZING TOOTHPASTE	25.3
SCABEX	2	SCABIES SKIN CREAM	21.5
HEMSYL	2	GYNAEC	14.0
CLOBEN G	3	ANTI-FUNGAL SKIN CREAM	13.8
TUSPEL PX	3	COUGH SYRUP	11.7
VEPAN	3	ANTI-INFECTIVE	16.4
CYCLOMEFF	3	ANTISPASMODIC/ANALGESIC	3.1
NOSIC	4	ANTI-EMETIC	5.7
TRIZ	4	ANTI-ALLERGIC	5.9
ATM	5	ANTI-INFECTIVES	4.6

In addition to the above, newer brands such as, MCBM 69, Glychek, Methycal and Omegachek are performing well in their respective segments.

The Company is present in 18 therapeutic segments with a huge basket of products, promoted by 8 marketing divisions, viz. Indoco, Spade, Warren, Spera, Excel, Xtend, Eterna and Indoco CND. The company's sales team ethically promotes products to General Practitioners, Consultant Physicians, Pediatricians, ENTs, Cardiologists, Diabetologists, Gynecologists, Dentists, Ophthalmologists and Orthopaedicians.

The domestic business has registered a growth of 11% during the year. Certain restructuring in the Distribution set-up coupled with improved strategies and expansions will ensure that Indoco is poised to register a sizeable growth.

Concerning the spread of business among geographies, Indoco has grown at a higher rate in the East zone followed by the North zone, though the major contribution comes from South and West zone.

NEW BRANDS LAUNCHED DURING THE YEAR:

<i>BRANDS</i>	<i>DIVISION</i>	<i>THERAPY</i>
SENSOCHEK	EXCEL	OPHTHALMOLOGICALS
BLU DYE	EXCEL	OPHTHALMOLOGICALS
RAZODENT	WARREN	GASTRO INTESTINAL
FEBUBEST	INDOCO CND	PAIN / ANALGESICS
XANFEB	ETERNA	PAIN / ANALGESICS
FEVORIT CV	SPADE	ANTI INFECTIVES
FEBREX CCF	SPADE	RESPIRATORY
TELMICHEK A	INDOCO CND	CARDIAC
FEVORIT O	SPADE	ANTI INFECTIVES
IRIVISC DS	EXCEL	OPHTHALMOLOGICALS
SENOLIN SF	WARREN	STOMATOLOGICALS
FEBREX PLUS AF	SPADE	RESPIRATORY
ZOLOPEP	ETERNA	GASTRO INTESTINAL
ZOLOPEP D	ETERNA	GASTRO INTESTINAL

MARKETING DIVISIONS**INDOCO**

Indoco is the main division of the Company, contributing around 38% to the total domestic business. This division has a strong presence with major therapy areas like Gastrointestinal, Anti-infectives, Respiratory, Anti-Diabetics and Vitamins. Cyclopam is the leading brand occupying the number one position in its segment.

Other major brands like Cloben-G, Tuspel Plus, Karvol Plus, Hemsyl and Nasic are the top brands in their respective sub-groups. New brands like Cyclochek, Apispur and Oxipod-CV have started picking up momentum.

Other new brands like Cyclopam MF and Cyclopam DF will further strengthen Indoco's equity with the Pediatricians and Gynecologists. Indoco division has a strong field force of 750 with Pan India presence including Nepal and caters to specialties like General Practitioners, Consulting Physicians, Gynaecologists, Pediatricians, ENTs and Dentists.

SPADE

Spade is the second largest division of the Company with a field force of 575 and caters mainly to General Physicians and has been successfully moving its focus towards Consultants. Febrex Plus, the leading brand, stands at the number two position in its segment. ATM, the second largest brand, is ranked fifth in the segment.

Indoco's largest brand 'Febrex Plus' is marketed by Spade, which has steered the division's growth this year. Other main products are ATM and Methycal. Spade's presence in top 7 therapies of IPM promises a huge growth potential for the Division. Covered therapies are Anti-cold, Anti-Infectives, Vitamins/Minerals/Nutrition, Haematinics, Calcium preparations and Analgesics.

Successful new product launches in Spade during the year were Febrex Plus AF Syrup/Drops, Febrex CCF, Favorit-O and Favorit-CV, which will continue to form an important mainstay for this division.

In addition to getting major prescriptions from General Physicians, Pediatricians and Gynecologists, Spade is making inroads into the prescription share of other Consultants like Chest Physicians, ENT Specialists and Dermatologists. This approach has helped the division improve its performance.

WARREN

Warren division is shaped out of an acquisition made by Indoco in the year 1999 and presently has a field force of 400 to cater to each and every dental surgeon in the country. This specialized division is consistently maintaining its number one position in the dental care segment.

The product portfolio of this division consists of stomatologicals viz., anti-hyper sensitivity dentrifice, mouth-wash for adult and pediatric population, sugar free pediatric dentrifice along with non stomatologicals products like range of anti-infective as well as pain management products, local anesthetics and other oral care products.

The major contributing brands are Sensodent K and Sensoform along with the blockbuster stomatological brands like Sensodent KF and Senolin SF. Sensodent KF has recently become the second largest brand in its market segment (Potassium + Fluoride) and continues to grow faster along with Sensodent K, which has also registered a very healthy growth.

Warren is committed to launch innovative products and implement creative strategies to enhance the market share. The same has been evident with the 'first time in India' launch of Senolin SF a new solution to treat dentinal hypersensitivity and Snowdent, an in-house product which has been developed and launched for teeth whitening.

With an increase in the number of practicing dentists, as well as rapid increase in the prescriptions from the dental surgeons, this division will continue to be one of the major contributors for the Company.

Warren is continuously showing healthy growth in stomatological market and has maintained its number one position in this market for more than two decades.

SPERA

Spera division was launched in the year 2007 and is consistently showing a sizeable growth through continuous addition to its product range. This division is maintaining its leadership position in urinary alkalizer segment and is predominantly present in other segments like Anti allergic, Anti-flatulent, Scabicides, etc. The division covers General Practitioners, Gynaecologists and Pediatricians.

The strong field force of 335 is committed to develop Spera as a specialized division through proper focus on the Gynaec portfolio with Pan India presence.

The Company's legacy brand Cital has shown a progressive trend over the last year. Spera has recently launched a new product Triz LM, which has been received well in the market.

EXCEL

This division focuses on Ophthalmologists and has products in 75% of therapy areas of Ophthalmics. Homide and Renolen, two of its legacy brands continue to rule their respective segments. The new set of products like Macuchek, Irivisc, Mofloren, Alerchek, Irimist and AXL CV have contributed to the division's growth. The division is also present in the Otological segment through prescriptions from ENT Specialists and General Physicians. The division is venturing into new therapy areas to offer a comprehensive Product basket with new introductions like Blu Dye, Irimist PFS and Sensochek. These products have received a good response from the market and efforts are on to create a surgical basket for the Ophthalmologists.

The Ophthalmology segment is one where products get obsolete quickly due to new developments and therefore the division will continue to launch new products and line extensions, which will be the growth drivers in times to come.

XTEND :

The division caters to the extra urban markets, particularly in states where Indoco is strong. Xtend focuses on major therapies like Anti-infectives, Analgesics, Cough preparations and Anti-Ulcerants, which are routinely prescribed in the extra urban markets. This division caters mainly to the General Practitioners and Pediatricians.

The largest brands like VCef-O, Pepchek, Bactogard and Osteoflam have started gaining prescription momentum and are all set to become sizeable brands with support of other brands, viz., Tuspel, Dolochek and Proferrin.

Osteoflam-AQ, which is a new painless-high concentration-low volume Diclofenac injection, will be the major new brand for this division. VCef Plus, a new brand of Cefixime and Ofloxacin combination will grow faster in the focused market and will help the division to consolidate faster.

ETERNA

Eterna is progressing well in chronic segment and is also making inroads in the pain management segment through coverage of Orthopedicians, Consulting Physicians and Gastroenterologists with a field force of 200. Eterna is making a mark at specialists level and creating a strong chronic basket.

Some of the flagship brands that have contributed to the growth of the division are Osteochek, Lorchek and Atherochek. The focus of the division shall remain on these products and the division shall also launch new products to cater to other therapy areas of the Lifestyle disease.

This division is now looking at entering three new states with a wider product basket and coverage of few more specialties like Chest Physicians, Urologists and Nephrologists.

Indoco CND

A new division of Indoco launched with an objective to strengthen Indoco's presence in the super-specialty market particularly to focus on the high growth oriented Cardiology and Diabetology market.

Amchek, Pritchek, Telmichek, Cal-aid, G-Neuro and Febubest are the products promoted by this division which have been carefully selected after considering the market potential and growth opportunities.

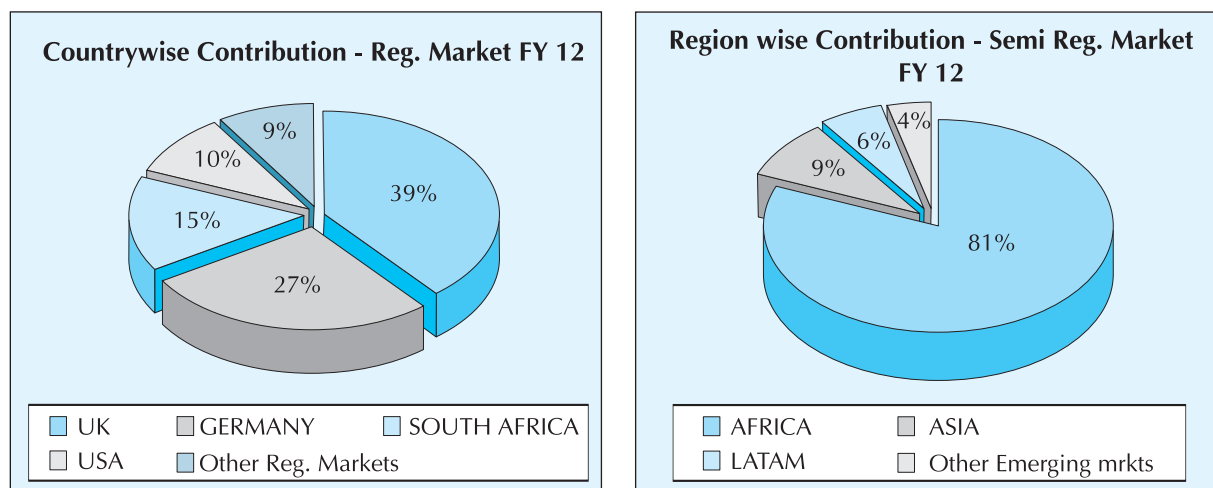
Indoco CND has a highly skilled field force of 245 with Pan India presence, promoting its products to super specialists like Cardiologists, Endocrinologists, Rheumatologists, Diabetologists, Nephrologists and Consulting Physicians.

International Business

Indoco has carved a place for itself in the international arena and is exporting a number of generic products and branded formulations. The Company's presence in Regulated Markets is expanding through sale of generic products and out-licensing dossiers. In Emerging Markets of South East Asia, Africa, Latin America and CIS countries, branded formulations are promoted.

Company's products and dossiers have spread to almost 80 countries. Indoco's R&D capabilities and manufacturing excellence has helped in making a speedy progress in International market. Company has different strategies for different territories to exploit the business opportunities in both Regulated and Emerging markets.

Country wise / Region wise Sales Contribution for the year 2011 - 2012 is shown in the graph below:



The Company has a large customer base of small and medium sized generic companies across the globe and has major tie-ups with generic companies for certain territories and products. The deal with Watson Pharmaceuticals, Inc. (Watson) is to develop and manufacture a number of sterile products for marketing in USA. The agreement with South Africa's largest pharmaceutical company, Aspen Pharmacare Limited (Aspen) encompasses a number of solid dosages and ophthalmic products, extending to 30 countries of the Emerging Markets. The contract signed with DSM, Austria, is for marketing eight of Indoco's Active Pharmaceutical Ingredient in various geographies. These deals have further strengthened Indoco's image in the international arena.

Indoco has a large basket of products and a strong product pipeline to cater to its customers' needs. The product pipeline is selected after a detailed study of patents, chemistry involved, international sales and growth potential. Indoco is working on the developments of some innovative New Drug Delivery System (NDDS), Para IV filings and 505(b) 2 applications.

The Company's objective is to ensure that it is amongst the first to make generic products available to customers on the day the patent expires, which goes well with Indoco's motto of 'Constantly Evolving Consistently Excelling'.

API Business

With a very strong base in the manufacturing and marketing of Finished Dosages, Indoco has also begun to consolidate its focus on the Active Pharmaceutical Ingredients (APIs). Currently, Indoco has three API manufacturing facilities near Mumbai, with reaction capabilities like asymmetric synthesis, green chemistry, organo-metallic reactions, click chemistry, chiral separation, stereo-selective reactions, cryogenic reactions and hydrogenation. During the year, Kilo Plant facility at Rabale and the mid volume and multi-ton plant at Patalganga have been upgraded to meet the international regulatory requirements and safety standards. The multi-ton plant at Patalganga and the kilo facility at Rabale have been inspected by TGA-Australia.

The company offers APIs and Intermediates to Indian and International markets. Indoco presently holds USDMFs, Certificate of Suitability (CoS) and EUDMFs for several APIs and many new projects are under various stages of development and regulatory submissions. Indoco is exporting APIs and Intermediates to more than 30 countries and the major markets are European Union, Japan, Latin America, Middle East, and North America.

Indoco's new initiative to provide Analytical Services through 'Anacipher', will serve customers' analytical research needs, utilizing the state-of-the-art infrastructure and highly experienced human resources.

Research & Development

The R&D centre, located at Navi Mumbai, has API development Labs (synthetic chemistry), Formulation Development labs, Analytical Method Development capabilities, Regulatory Affairs skills and Intellectual Property Rights (IPR) cell.

The robust R&D capabilities within the company for both 'Process Designing' and 'Product Development' reflects the Company's commitment to be at the forefront in the generics space to offer non-infringing APIs and value added formulations. The R&D centre has successfully completed several development projects and compiled a number of Dossiers in e- CTD (Common Technical Document) format for the Regulated and Emerging Markets.

Currently, the R&D centre houses over 200 scientists and is working on 105 projects for Formulation Development and 21 projects for API development.

During the year, an amount of ₹17.32 crores was incurred on research and development activities on a total basis as against ₹11.33 crores last year. The recurring R&D expenditure amounted to ₹10.80 crores as compared to ₹9.34 crores last year. The capital expenditure was ₹6.52 crores as against ₹ 1.99 crores in the last year. The R&D expenditure as a percentage of net sales is 3.04%, out of which, 1.89% pertains to revenue and 1.15% pertains to capital expenditure.

Regulatory and Clinical Research Services

Indoco's Regulatory Affairs cell prepares DMF's for APIs and Dossiers for Finished Dosages for registration with Regulatory Authorities across the globe. The team keeps itself updated with the latest changes in the regulatory frame work and ensures that the registration files are prepared exactly in accordance with the Regulatory guidelines of the respective country to ensure minimum queries and speedy approvals.

The Clinical Research Services are outsourced, however, the same are actively monitored by Indoco's Medical Team through visits and interaction with the Clinical Research Organisations (CROs). This capability has helped the Company in offering complete, ready to file dossiers to its customers

Regulatory Submissions

API (Drug Master Files - DMFs/CEP)

<i>Region</i>	<i>Filed</i>
US	11
Europe (DMFs)	17
Europe (CEPs)	7
Canada	4

Finished Dosage Dossiers (ANDAs/CTDs)

<i>Region</i>	<i>Approved</i>	<i>Filed</i>	<i>Under Filing</i>
US & Canada	5	17	16
Europe	10	22	18
South Africa	3	24	8
Australia / New Zealand	3	3	2
Emerging Markets	345	465	105

Intellectual Property Rights (IPR)

The Company understands the need to create and protect its Intellectual Property and has a separate IPR cell to support its R&D activities. An in-depth study of the existing patents and patent applications is carried out to make sure that the products offered are non-infringing. The patent challenges wherever applicable, are discussed in detail with the international clients and attorneys and innovative processes developed during the product development are protected by filing patents internationally.

The number of process patent applications filed by the Company is furnished below:

<i>Patent Applications</i>	<i>FDFs</i>	<i>API</i>
India	13	23
PCT application	—	12
Total	13	35

Financial Performance:

The overall financial performance of the Company was reasonably good for the year ended 31st March 2012 with domestic business growth at 11.0 % and international business growth at 28.9%. The domestic business contributed to 63.9 % of the total business and international business contributed to 36.1 % of the total business. Formulation business contribution stood at 93.6 % as against API business contribution of 6.4 %.

The domestic business which comprise of formulation business and active pharmaceutical Ingredients (API) business is as follows:

(₹ lakhs)

<i>Particulars</i>	<i>FY 11-12</i>	<i>FY 10-11</i>	<i>% Change</i>
Formulation	33823	30725	10.1
API	1927	1471	31.0
Total	35750	32196	11.0

The international business which comprise of formulation exports and active pharmaceutical Ingredients (API) business is as follows:

(₹ Lakhs)

<i>Particulars</i>	<i>FY 11-12</i>	<i>FY 10-11</i>	<i>% Change</i>
Regulated markets	14948	11114	34.5
Emerging markets	3599	3047	18.1
Formulation total	18547	14161	31.0
API	1625	1490	9.1
Total	20172	15651	28.9

Analytical Income which is a part of Sales and Services has contributed to ₹ 0.91 crore as compared to ₹ 0.59 crore last year.

Other Operating Income is ₹ 8.64 crores as compared to ₹ 2.01 crores last year. The increase is mainly on account of export incentives and net of exchange gain fluctuations (other than considered in finance cost). Other Income in the current year is ₹ 2.26 crores as against ₹ 2.88 crores last year.

The material consumption to net sales/Income from Operations is 43.7% at ₹ 244.98 crores as compared to 43.5% at ₹ 208.56 crores last year. This increase in the material cost is due to the change in product mix. The staff cost to net sales/Income from Operations is 14.6 % at ₹ 81.90 crores as compared to 14.0% at ₹ 67.27 crores last year. The increase is mainly on account of normal annual increase in salary and new recruitments across the organization. Other expenses to net sales/income from operations are at 26.2 % at ₹ 146.51 crores as compared to 26.8% at ₹ 128.21 crores. The finance cost to net sales/income from operations is at 2.9% at ₹ 16.33 crores as compared to 0.1% at ₹ 0.52 crore. The impact is higher due to net of Exchange Loss fluctuations on Borrowings. The operating profit decreased by 5.2% from ₹ 63.05 crores to ₹ 59.80 crores. The interest cost was lower despite the increase in the interest rates by most of the banks. This was mainly due to borrowings in foreign currencies and better working capital management. Depreciation was higher at ₹ 19.25 crores as against ₹ 13.45 crores in the previous year, due to capitalization of Goa Project.

Profit before tax is at ₹ 51.26 crores as compared to ₹ 56.59 crores showing a decrease of 9.4%. Profit after tax was ₹ 46.34 crores as against ₹ 51.12 crores during the previous year, thereby showing a decrease of 9.4%.

Basic earnings per share (EPS) for the year is ₹ 37.72 as against ₹ 41.60 in the previous year (both after and before the extra-ordinary items). The outstanding debt as on 31st March, 2012 was ₹ 114.70 crores as compared to ₹ 99.94 crores as on 31st March, 2011.

The cash outflow on account of capital expenditure (CAPEX) during the year was ₹ 65.97 crore as compared to ₹ 80.71 crores in the previous year, primarily on account of the various expansion programs undertaken by the Company at its manufacturing facilities.

During the year an amount of ₹ 10.0 crores was contributed to the national exchequer by way of payment of income tax and ₹ 17.09 crore by way of sales tax. The net worth of the company as at 31st March, 2012 is ₹ 384.76 crores against ₹ 350.20 crores previous year, which is on account of retained profits. The debt-equity ratio during the year was 0.12 times as compared to 0.15 times in the previous year. The return on net worth was 12.0 % as at 31st March, 2012 against 14.6 % as at 31st March, 2011.

Human Resources

The value of an organization is unequivocally linked to the collective efforts of the team. Indoco strongly believes that growth can be sustained through continuous development of people, who contribute to the success of the company's business. There are some strategic initiatives developed within the organization to motivate employees at various levels to enable them raise the overall level of their performance. This includes formation of cross functional groups within the organization. These groups meet informally to present a subject on which significant study and research has been carried out. This initiative has a number of benefits. Besides bonding the team members, it also infuses immense confidence to encounter challenging situations.

The other initiatives taken by the HR Team at Indoco are:

- 'Blood Donation Drive' throughout the organization, as a corporate social responsibility.
- Cultural evening named 'Inspira' on January 9, 2012 for all Indocoites.
- Dussera Pooja celebrations across the Company's establishments with various competitions and quizzes.
- 'Indoco Foundation Day' on 23rd August, 2011 with quiz competition.
- The Safety Week and other competitions related to the Environment Awareness, at all locations. This brought awareness among the Indocoites, e.g., 'Eco-friendly Diya making competition' was held to celebrate pollution free Diwali at the corporate office.

- 'AAGMAN', an interaction of new recruits with the top management to build a foundation for a lasting relationship.

Future Outlook

The company is progressing well in domestic as well as international business.

On the domestic front, new product launches in all the marketing divisions, further penetration in the market through extended geographical reach with intense product promotion campaigns and the launch of Indoco CND, a new marketing division with products from lifestyle and chronic segments, will ensure the desired growth.

In the international business, Indoco is preparing to launch a few products in US through Watson and move up the value chain in EU by registering our own dossiers. The company is expanding its base in EU by adding new customers with special focus on our new ophthalmic range. The company is progressing well on the in-house development for new products slated to go off patent in the near future and has an impressive product pipeline for servicing generic companies across the globe.

The potential in emerging markets will be exploited by adopting two pronged approach, i.e., partnership with Aspen in some select markets and brand building through the distributors in other emerging markets. The Aspen deal has been expanded with addition to the number of products.

The API division will cater to the Company's captive consumption by making the APIs and regulatory files available for own dossiers and ANDAs. At the same time, we anticipate a substantial growth in business by way of sales of APIs and Intermediates within India as well as across the globe. The partnership with DSM, Austria will facilitate growth in the international business and attract big Pharma companies to source their API requirements from Indoco.

To augment the expected increase in demand of APIs for captive consumption as well as to meet the growing customer requirements for International market, the Company is proposing expansion of the API manufacturing facility at Patalganga. For this purpose, the plot of land adjacent to the existing facility has already been acquired.

There has been a significant rise in the number of development projects the R&D is handling. Hence the R&D facility now needs an expansion. The Company has taken a step in this direction by acquiring a plot of land next to the existing R&D facility.

Overall, the Company is on track to achieve the intended growth in all the business segments that it operates in.



Auditors' Report to the Members of Indoco Remedies Limited

We have audited the attached Balance Sheet of INDOCO REMEDIES LIMITED as at 31st March, 2012 and also the Profit & Loss Account and Cash Flow Statement for the year ended on 31st March, 2012 annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 2. As required by Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 & 5 of the said Order.
 3. Further to our comments in the Annexure referred to in paragraph 2 above we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge & belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of these books.
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2012 from being appointed as a Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us and read together with the significant accounting policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required and present a true and fair view, in conformity with the accounting principles generally accepted in India :
 - i in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii in the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date.
- and
- iii in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For **PATKAR & PENDSE**
Chartered Accountants
Firm Registration No:107824W

B. M. PENDSE
Partner
M. No. 32625

Place : Mumbai
Date : 28th May, 2012

Annexure to the Auditors' Report

Referred to in our report of even date for the year ended 31st March, 2012

1. (a) The Company had maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
(b) As explained to us the fixed assets had been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) In our opinion, the Company had not disposed off a substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of inventory :
(a) as explained to us, inventories had been physically verified by the management at the end of the year.
(b) in our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) the Company had maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to book records.
3. The Company had not granted or taken any loans, secured or unsecured to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and on the basis of information and explanations given to us, the Company had adequate internal control system commensurate with its size and the nature of its business for the purchase of finished goods, spares, plant and machinery, equipment and other assets and for the sale of goods and services. During the course of the audit we have not observed any major weakness in internal controls.
5. (a) The particulars of contracts or arrangements referred to in section 301 of the Act had been entered in the register required to be maintained under that section; and
(b) Transactions made in pursuance of such contracts or arrangements had been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company had not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Rules framed thereunder.
7. In our opinion the Company had an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima-facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
9. In respect of statutory dues :
(a) according to the records of the Company, undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2012 for a period of more than six months from the date they became payable.
(b) the disputed statutory dues aggregating to Rs.827.59 lakhs have not been deposited on account of matters pending before appropriate authorities are as follow :

Sr. No.	Particulars	Financial Years to which matter pertains	Forum where dispute is pending	Amount (₹ lakhs)
1	Income Tax Act , 1961	2002-03	ITAT, Mumbai	4.30
		2003-04	ITAT, Mumbai	3.16
		2005-06	CIT (A), Mumbai	15.05
		2006-07	CIT (A), Mumbai	2.10
		2008-09	CIT (A), Mumbai	164.56
		2010-11	CIT (A), Mumbai	69.05
2	Central Excise Act, 1944	1995-96	CESTAT	0.66
		1997-98	Divisional Dy. Comm. Boisar	3.39
		1997-98	Divisional Dy. Comm. Mumbai	0.79
		1997-98	Honbl. Supreme Court	2.92
		1998-99	Divisional Dy. Comm. Boisar	1.63
		2003-04	CESTAT	2.71
		2005-06	Divisional Dy. Comm. Goa	1.25
		2006-07	CESTAT	91.97
		2007-08	Commissioner Service Tax - Mumbai	247.21
		2008-09	Commissioner (Appeals) Mumbai	2.05
			CESTAT Mumbai	11.20
3	Sales Tax	2005-06 to 2008-09	The Commercial Tax Officer, Nacharam Circle, A.P.	189.81
		2008-09 to 2011-12	Additional Commissioner Appeal, Uttar Pradesh, Lucknow	13.56
		2008-09	The Commercial Tax Officer, Agartala, Assam.	0.22

10. The Company does not have accumulated losses. The Company had not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company had not defaulted in repayment of dues to a financial institution, bank or debenture holder.
12. The Company had not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. According to the information and explanations given to us and the records examined by us the Company had not given any guarantees for loans taken by others from banks or financial institutions.
16. In our opinion and according to the information and explanations given to us and on an overall examination, the term loans had been applied for the purpose for which they were raised.
17. In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis had been used for long term investment and vice versa.
18. According to the information and explanations given to us, the Company had not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. The Company had not issued debentures
20. The Company had disclosed the end use of money raised by public issue during earlier years and the same was verified.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company had been noticed or reported during the year.

For **PATKAR & PENDSE**

Chartered Accountants

Firm Registration No:107824W

B. M. PENDSE

Partner

M. No. 32625

Place : Mumbai
Date : 28th May, 2012

Balance Sheet

As at 31st March, 2012

	Note No.	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
I. EQUITY AND LIABILITIES			
1) Shareholders' Funds			
(a) Share Capital	3	1,228.67	1,228.67
(b) Reserves & Surplus	4	37,247.38	33,791.26
		38,476.05	35,019.93
2) Non-Current Liabilities			
(a) Long Term Borrowings	5	4,677.64	5,404.54
(b) Deferred Tax Liabilities (Net)	6	2,938.19	2,572.02
(c) Other Long Term Liabilities	7	914.82	883.95
(d) Long Term Provisions	8	456.30	349.51
		8,986.95	9,210.02
3) Current Liabilities			
(a) Short Term Borrowings	9	4,146.14	2,277.40
(b) Trade Payables	10	7,645.42	4,660.82
(c) Other Current Liabilities	11	4,949.38	3,746.31
(d) Short Term Provisions	12	1,432.75	1,407.34
		18,173.69	12,091.87
TOTAL		65,636.69	56,321.82
II. ASSETS			
1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	13A	28,343.80	20,633.59
(ii) Intangible Assets	13B	1,818.50	628.13
(iii) Capital Work In Progress		1,688.61	3,297.37
(iv) Intangible Assets Under Development		1,572.17	1,972.29
(b) Non Current Investments	14	12.10	2.10
(c) Long Term Loans And Advances ..	15	5,518.67	6,881.45
(d) Other Non Current Assets	16	294.06	325.13
		39,247.91	33,740.06
2) Current Assets			
(a) Inventories	17	10,188.70	8,042.10
(b) Trade Receivables	18	11,371.36	9,178.65
(c) Cash and Bank Balances	19	1,047.93	2,379.74
(d) Short Term Loans And Advances ..	20	3,550.24	2,926.01
(e) Other Current Assets	21	230.55	55.26
		26,388.78	22,581.76
TOTAL		65,636.69	56,321.82
Significant Accounting Policies	1 & 2		
Notes on Financial Statements	3 to 49		

As per our Report attached

For **Patkar & Pendse**

Chartered Accountants

Firm Registration No. : 107824W

B. M. Pendse

Partner

Membership No. 32625

Mumbai, 28th May, 2012

Sunil D. Joshi

*President (Finance) &
Company Secretary*

Aditi Panandikar

Managing Director

Sundeep V. Bambolkar

Jt. Managing Director

Mumbai, 28th May, 2012

Statement of Profit and Loss Account

For the year ended 31st March 2012

	Note No.	Current Year Apr'11- Mar'12	(₹ lakhs) Previous Year Apr'10 - Mar'11
INCOME			
1) Revenue from Operations (Gross)	22	57,622.08	48,615.35
Less : Excise Duty Recovery		(744.83)	(508.68)
Revenue from Operations (Net)		56,877.25	48,106.67
2) Other Income	23	226.31	287.95
Total Revenue (I)		57,103.56	48,394.62
EXPENSES			
3) Cost of Materials Consumed	24	22,270.64	18,847.92
4) Purchase of Stock in Trade	24	3,365.24	3,197.69
5) Changes in Inventories of Finished Goods, Stock in Trade & Work in Progress	24	(1,137.58)	(1,189.51)
6) Employees Benefits Expense	25	8,189.70	6,727.00
7) Research & Development Expenses ...	26	1,080.32	934.15
8) Other Expenses	27	14,650.81	12,821.26
Total (II)		48,419.13	41,338.51
Earnings before Finance Cost, Depreciation and Amortisation and Tax (I - II)		8,684.43	7,056.11
9) Finance Cost	28	1,633.02	52.25
10) Depreciation and Amortization Expense	13C	1,924.84	1,345.41
PROFIT BEFORE TAX		5,126.57	5,658.45
11) Provision for Tax			
(a) Current		1,025.71	1,127.75
(b) Deferred		366.17	146.73
(c) Mat Credit Entitlement		(899.55)	(727.81)
Total Taxes		492.33	546.67
Profit for the year		4,634.24	5,111.78
12) Earnings Per Share			
Basic & Diluted (₹ 10/- each)	29	37.72	41.60
Basic & Diluted (₹ 2/- each)	29	5.03	5.55
Significant Accounting Policies	1 & 2		
Notes on Financial Statements	3 to 49		

As per our Report attached

For **Patkar & Pendse**

Chartered Accountants

Firm Registration No. : 107824W

B. M. Pendse

Partner

Membership No. 32625

Mumbai, 28th May, 2012

Sunil D. Joshi

President (Finance) &

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Aditi Panandikar

Managing Director

Sundeep V. Bambolkar

Jt. Managing Director

Mumbai, 28th May, 2012

Cash Flow Statement

For the year ended 31st March, 2012

	Current Year	(₹ lakhs) Previous Year
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	5,126.57	5,658.45
Adjustments for :		
Depreciation and Amortisation Expense	1,924.84	1,345.41
Profit on sale of Fixed Assets	(5.65)	(5.22)
Loss on sale of Fixed Assets	14.31	3.02
Deferred expenses written off	1.40	3.81
Sundry Balance written back	(0.49)	(2.86)
Provision for Doubtful Debts	40.53	39.98
Interest Income	(153.39)	(271.25)
Dividend received on Investments	(0.02)	(0.02)
Unrealised Foreign Exchange (Gain) / Loss	366.69	(254.19)
Interest Expense	585.42	240.22
	<u>2,773.64</u>	<u>1,098.90</u>
Operating Profit before Working Capital Change	7,900.21	6,757.35
Adjustments for :		
Trade Payables and Other liabilities	3,945.16	758.65
Trade and Other Receivables	(2,801.85)	(1,420.44)
Inventories	(2,146.60)	(1,130.10)
	<u>(1,003.29)</u>	<u>(1,791.89)</u>
Cash generated from Operations	6,896.92	4,965.46
Income Tax Paid (Net of Refund)	(999.87)	(1,184.27)
Net Cash generated from Operating Activities (A)	5,897.05	3,781.19
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Payment towards Capital Expenditure	(6,597.08)	(8,071.48)
Sale of Fixed Assets	46.22	39.30
Purchases of Investments	(10.00)	—
Investments matured	—	0.18
Interest Received	174.38	341.26
Dividend received on Investments	0.02	0.02
Net Cash used in Investing Activities (B)	<u>(6,386.46)</u>	<u>(7,690.72)</u>

Contd...

Cash Flow Statement

For the year ended 31st March, 2012

... Contd. from previous page

	Current Year	(₹ lakhs) Previous Year
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Interest Paid	(550.17)	(226.97)
Dividend Paid	(1,141.90)	(1,001.62)
Proceeds from Short Term Borrowings	1,803.79	199.75
Proceeds from External Commercial Borrowings	—	3,468.83
Repayment of External Commercial Borrowings	(845.75)	—
Net Cash inflow from Financing Activities (C)	(734.03)	2,439.99
Net Increase in Cash or Cash equivalents (A+B+C)	(1,223.44)	(1,469.54)
Cash and Cash Equivalents (Opening)	2,141.11	3,610.65
Cash and Cash Equivalents (Closing)	917.67	2,141.11
(Refer note no. 19)		

Notes :

1. The above Cash Flow Statement has been prepared under "Indirect Method" set out in AS-3, issued by Institute of Chartered Accountants of India.
2. Figures in brackets indicate cash outgo.
3. Previous year's figures have been regrouped and reclassified wherever necessary.

As per our Report attached

For **Patkar & Pendse**

Chartered Accountants

Firm Registration No. : 107824W

B. M. Pendse

Partner

Membership No. 32625

Mumbai, 28th May, 2012

Sunil D. Joshi

*President (Finance) &
Company Secretary*

Aditi Panandikar

Managing Director

Sundeep V. Bambolkar

Jt. Managing Director

Mumbai, 28th May, 2012

Significant Accounting Policies

1. CORPORATE INFORMATION

Indoco Remedies Limited (the Company) is a Public Limited Company domiciled in India and incorporated under the provision of the Companies Act, VII of 1913. Its Shares are listed on two stock exchanges in India. Indoco Remedies Limited is engaged in the manufacturing and marketing of Pharmaceutical Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs). The Company caters to both domestic and International markets.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Accounting and preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention.

2.2 Presentation and disclosure of financial statements

During the year ended 31st March, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with requirements applicable in the current year.

2.3 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.

2.4 Fixed Assets

Tangible Assets

Tangible Assets are stated at historical cost net of recoverable taxes such as CENVAT. In case of fixed assets acquired for new projects / expansion, interest cost on borrowings and other related revenue expenses such as salaries etc. are capitalised.

Intangible Assets

The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

2.5 Capital work in progress

Project under which assets are not ready for their intended use and other capital work in progress are carried at cost, comprising Direct cost, related incidental expenses and attributable interest.

2.6 Depreciation and Amortisation

Tangible Assets

Depreciation on Fixed Assets is provided on the straight line method on all assets except assets at Waluj, Rabale and Head Office which is provided on written down value at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. However, depreciation on residential flat at Head Office and plant and machinery at Rabale is provided on straight line method.

Intangible Assets

Trademarks / Technical Knowhow are recorded at their acquisition cost and amortized on the straight-line-method over their estimated economic life.

All revenue expenditure incurred till the development of ANDAs / DMFs / Dossiers etc. are grouped under Capital WIP. Once the development is complete, the expenditure incurred on the said project is capitalized and grouped under "Intangible Assets" and amortized based on best estimated commercial revenue period, not exceeding 5 years. The carrying value of the capitalized project is reviewed for impairment annually.

2.7 Borrowing Cost

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of Borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the respective asset. All other Borrowing costs are expensed in the period they occur.

2.8 Impairment of Tangible Assets and Intangible Assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS-28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India. An impairment loss is charged to the Profit and Loss account in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in prior accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

2.9 Government Grants and Subsidies

Government grants are accounted when there is reasonable assurance that the enterprise will comply with the conditions attached to them and it is reasonably certain that the ultimate collection will be made. Capital grants related to specific fixed assets are reduced from the gross value of the respective fixed assets. Revenue grants are recognized in the Profit & Loss account. Subsidies received from the State Government are treated as reserves.

2.10 Investments

Current Investments are carried at lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

2.11 Inventories

Raw Materials, Packing Materials and Consumables are valued at cost or net realizable value, whichever is lower.

Work-in-process is valued at cost including proportionate related overheads or net realizable value, whichever is lower.

Finished goods are valued at cost or net realizable value, whichever is lower.

All materials are valued at weighted average cost.

Samples are valued at cost.

2.12 Research & Development Expenses

Research & Development costs of revenue nature are charged to Profit & Loss account when incurred. Expenditure of capital nature is capitalised and depreciation is provided on these assets as per the provisions of the Companies Act, 1956.

2.13 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

2.14 Sale of goods and services

1. Sales of products are recognized when risk and rewards of ownership of the product are passed on to the customers, which is generally on dispatch of goods.
2. Export sales are recognized on the basis of Bill of Lading / Airway Bills.
3. All sales revenues are stated at net of returns, discounts and sales tax.
4. Exports benefits available under prevalent scheme are accrued and accounted in the year in which the goods are exported to the extent considered receivable
5. Revenue from services rendered is recognised in the Profit and Loss account based on underlying contract

2.15 Interest and Dividend Income

Interest Income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.16 Foreign Currency Transactions

1. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
2. Monetary items denominated in foreign currencies at the year end, are restated at year end rates. In case of items which are covered by forward exchange contracts the same are denominated at forward rate. The premium / (discount) paid on forward contract is recognized over the life of the contract.
3. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit & Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

2.17 Retirement and Other Employees' Benefits

Company's contribution to Provident and Superannuation Funds is accounted on accrual basis and charged to Profit & Loss account. The Company also provides for unutilized leave benefits to its employees on actuarial valuation. The company's contribution to LIC for group gratuity policy is charged to Profit and Loss account each year

2.18 Income Taxes

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

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability is considered as an asset if there is convincing evidence that the company will pay normal tax after tax holiday period. Accordingly it is recognized as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent years.

2.19 Earnings Per Share (EPS)

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding as on reporting date. The weighted average number of Equity Shares outstanding during the period is adjusted for events such as Bonus issue, share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

2.20 Provisions

A provision is recognised when the Company has a present obligation as a result of past events and 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 (excluding retirement benefits) are determined based on the 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.

2.21 Contingent Liabilities

A Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non – occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. Contingent liabilities are disclosed in the Note No. 30.

2.22 Excise Duty

Excise duty is accounted for as and when paid on the clearance of the goods from bonded premises. Excise duty in respect of finished goods lying in bonded premises are provided for and included in the valuation of inventory.

As per our Report attached

For **Patkar & Pendse**

Chartered Accountants

Firm Registration No. : 107824W

B. M. Pendse

Partner

Membership No. 32625

Mumbai, 28th May, 2012

Sunil D. Joshi

*President (Finance) &
Company Secretary*

Aditi Panandikar

Managing Director

Sundeep V. Bambolkar

Jt. Managing Director

Mumbai, 28th May, 2012

Notes on financial statements for the Year ended 31st March 2012

Note 3 : SHARE CAPITAL

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
1) Authorised : 1,80,00,000 Equity Shares of ₹ 10/- each	<u>1,800.00</u>	<u>1,800.00</u>
2) Issued,Subscribed and Paid up: 1,22,86,714 (Previous year 1,22,86,714) Equity Share of ₹ 10/- each fully paid up.	<u>1,228.67</u>	<u>1,228.67</u>

Out of the above Equity Shares issued & subscribed : 4,65,000 Equity Shares of ₹ 10/- each fully paid up in the year 2007-08 were allotted to the share holders of Spa Pharmaceuticals P. Ltd. pursuant to the scheme of Amalgamation of their demerged pharmaceutical division with the company

Particulars	2011-12 Equity Shares		2010-11 Equity Shares	
	Number	₹ lakhs	Number	₹ lakhs
Shares outstanding at the beginning of the year	12,286,714	1,228.67	12,286,714	1,228.67
Shares Issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	12,286,714	1,228.67	12,286,714	1,228.67

a) Details of Shares held by each shareholder holding more than 5% shares

	As at 31 March 2012 Equity Shares		As at 31 March 2011 Equity Shares	
	No of Shares held	% holding in that class of Shares	No of Shares held	% holding in that class of Shares
Equity Shares with voting rights :				
i) Spa Holdings Pvt Ltd	25 46 000	20.72%	25 46 000	20.72%
ii) Shanteri Investment Pvt Ltd	19 81 834	16.13%	19 81 834	16.13%
iii) Reliance Capital Trustee Co.Ltd a/c	7 39 868	6.02%	5 87 748	4.78%
iv) Aditi Panandikar	7 34 650	5.98%	7 26 350	5.91%
v) Madhura Anup Ramani	6 84 179	5.57%	6 77 879	5.52%
vi) Aruna Suresh Kare	6 29 750	5.13%	6 20 450	5.05%

b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share (Refer Note No. 37 for disclosure regarding post balance sheet event). Each holder of equity shares is entitled to one vote per share. All equity shares of the Company rank pari passu in all respects including the right to dividend. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2012, the amount of per share dividend recognized as distributions to equity shareholders was ₹ 1.10 on the face value of ₹ 2/- per share (Previous year ₹ 8/- on the face value of ₹ 10/- per share.)

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

Notes

on financial statements for the Year ended 31st March 2012

Note 4 : RESERVES AND SURPLUS

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
a) Capital Reserve	0.02	0.02
b) Securities Premium Account	7,035.27	7,035.27
c) Revaluation Reserve		
Opening Balance	0.03	0.04
Less : Transfer to Profit and Loss Account.....	(0.03)	(0.01)
Closing Balance	—	0.03
d) Capital Subsidy		
(a) Tarapur Unit, Maharashtra	7.50	7.50
(b) Baddi Unit, Himachal Pradesh	30.00	30.00
(c) Verna Unit, Goa	25.00	25.00
	62.50	62.50
e) General Reserve :		
Opening Balance	16,817.64	15,317.64
Add : Transferred from Surplus in Statement of Profit & Loss	1,500.00	1,500.00
Closing Balance	18,317.64	16,817.64
f) Surplus in Statement of Profit & Loss		
Opening Balance	9,875.80	7,406.42
Add : Net Profit after Tax transferred from Statement of Profit & Loss Account	4,634.24	5,111.78
Amount available for appropriation	14,510.04	12,518.20
Less : Transferred to General Reserve	(1,500.00)	(1,500.00)
Less : Proposed Dividend	(1,013.65)	(982.94)
Less : Dividend Tax	(164.44)	(159.46)
Closing Balance	11,831.95	9,875.80
TOTAL	37,247.38	33,791.26

Notes on financial statements for the Year ended 31st March 2012

Note 5 : LONG TERM BORROWINGS

Particulars	Terms of Repayment & Securities	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
Secured			
a) Term Loans from Banks			
Foreign currency loan - External Commercial Borrowing (ECB)	Refer Note No. 5.1	4,374.33	5,404.54
Indian rupee loan	Refer Note No. 5.2	303.31	—
TOTAL.....		4,677.64	5,404.54

Detailed terms of repayment of term loans from banks and security provided in respect of the secured long term borrowings:

Note No.	Name of the Bank	Terms of Repayment & Securities
5.1	Citi Bank N.A.	
	Amount Sanctioned	USD 30,00,000
	Terms of Repayment	The ECB is Repayable in 18 quarterly installments of USD 166,667 each Commencing from 02nd May, 2010, and ending on 02nd August, 2014. The amount is payable in February, May, August, and November of each year.
	Rate of Interest	7.50 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).
	Nature of Security	The amount is secured by first Charge on present and future moveable assets and specific Plant and Machinery at Patalganga.
5.1	Standard Chartered Bank	
	Amount Sanctioned	USD 50,00,000
	Terms of Repayment	The ECB is Repayable in 15 quarterly installments of USD 333,333 each commencing from 06th December, 2010, ending on 06th June, 2014. The amount is payable in the month of March, June, September and December of each year
	Rate of Interest	7.30 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).
	Nature of Security	First & exclusive charge on present and future moveable fixed assets at Plot No. R-92 & R-93, T.T.C. Industrial Area, Rabale, and Charge on specific movable properties (excluding Vial filling machine from M/s. Capmatic, Canada) at Plot No. L32,L33,L34 Verna Industrial Estate, Verna Goa.

Notes on financial statements for the Year ended 31st March 2012

Note 5 : LONG TERM BORROWINGS *Contd.*

Note No.	Name of the Bank	Terms of Repayment & Securities
5.1	Standard Chartered Bank	
	Amount Sanctioned	USD 60,00,000
	Terms of Repayment	The ECB is Repayable in 13 quarterly installments of USD 461,538.46 each commencing from 28th November, 2011, ending on 28th November, 2014. The amount is payable in the month of February, May, August, and November of each year
	Rate of Interest	6.30 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).
	Nature of Security	First & exclusive charge on all present and future movable properties & immovable fixed assets at new tablet manufacturing facility at Plot No. L 32/33-34, Verna Industrial Area, Verna, Goa
5.1	DBS Bank Ltd.	
	Amount Sanctioned	USD 45,00,000
	Terms of Repayment	The ECB is Repayable in 15 quarterly installments of USD 300,000 each commencing from 08th November, 2011, ending on 08th May, 2015. The amount is payable in the month of February, May, August, and November of each year.
	Rate of Interest	5.05 % p.a. (The rate of interest is fixed as Company has entered into Interest rate swap Agreement).
	Nature of Security	The loan is secured by Charge on Present & future movable fixed assets and Equitable mortgage of Land and Building at Plot No. B -20, M. I. D. C. , Waluj, Aurangabad
5.2	Jankalyan Sahakari Bank Ltd.	
	Amount Sanctioned	₹ 4,00,00,000
	Terms of Repayment	The Term Loan is Repayable in 59 monthly installments of ₹ 6,67,000/- and last installment of ₹ 6,47,000/- each commencing from 14th November, 2011 ending on 14th October, 2016.
	Rate of Interest	13.25 % p.a.
	Nature of Security	Mortgage of Land & Building situated at Plot No. R - 94, T.T.C. Industrial Area, Rabale, Thane Belapur Road, Rabale.

Notes on financial statements for the Year ended 31st March 2012

Note 6 : DEFERRED TAX LIABILITIES (Net)

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
a) Deferred Tax Liability		
i) Depreciation	3,094.89	2,708.14
ii) Deferred Revenue Expenses	—	0.47
Sub Total	3,094.89	2,708.61
b) Deferred Tax Assets		
i) Provision for Leave Encashment	(100.14)	(92.14)
ii) Provision for Doubtful Debts	(56.56)	(44.45)
Sub Total	(156.70)	(136.59)
TOTAL (a – b)	2,938.19	2,572.02

Note 7 : OTHER LONG TERM LIABILITIES

Unsecured

a) Advance from Others	304.98	282.31
b) Security Deposit Payable	609.84	601.64
TOTAL	914.82	883.95

Note 8 : LONG TERM PROVISIONS

a) Provision For Gratuity	165.82	118.82
b) Provision For Leave Encashment	290.48	230.69
TOTAL	456.30	349.51

Notes on financial statements for the Year ended 31st March 2012

Note 9 : SHORT TERM BORROWINGS

Particulars	Rate of Interest & Securities	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
Secured (Refer Note)			
Loans from Banks			
(a) Cash Credit Facility	Refer Note No. 9.1	1,158.40	836.47
(b) Foreign Currency Export Packing Credit	Refer Note No. 9.2	1,000.00	644.11
(c) Buyer's Credit	Refer Note No. 9.3	74.39	—
Unsecured			
Loans from Banks			
(a) Working Capital Demand Loan	Refer Note No. 9.4	200.00	—
(b) Foreign Currency Export Packing Credit	Refer Note No. 9.2	956.14	633.00
(c) Buyer's Credit	Refer Note No. 9.3	757.21	163.82
TOTAL		4,146.14	2,277.40

Note : Cash Credit, Foreign Currency Export packing credit and Buyer's Credit facilities are part of Working Capital facilities availed from various Banks and are secured by hypothecation by way of first pari passu charge on all its stocks and book debts.

Note No.	Type of Loan	Repayment and Rate of Interest
9.1	Cash Credit Facility	Is repayable on demand and carries interest @ 11.75% p.a. to 13.25% p.a. (Previous year @ 9% p.a. to 13.25% p.a.)
9.2	Foreign Currency Export Packing Credit	Is payable on completion of the tenure. It carries interest @ LIBOR + 100 BPS to 200 BPS. (Previous year LIBOR + 100 BPS to 150 BPS)
9.3	Buyer's Credit	Is payable on completion of the tenure. It carries interest @ LIBOR + 100 BPS to 250 BPS (Previous year LIBOR + 100 BPS to 200 BPS)
9.4	Working Capital Demand Loan	Is repayable on demand and carries interest @ 10.75% p.a. to 11.25% p.a. (Previous year NA)

Notes on financial statements for the Year ended 31st March 2012

Note 10 : TRADE PAYABLES

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
a) Trade payables		
(i) Acceptance	543.48	638.73
(ii) Other than Acceptance (Refer Note No. 47)	7,101.94	4,022.09
TOTAL	7,645.42	4,660.82

Note 11 : OTHER CURRENT LIABILITIES

Secured

a) Term Loans from Banks		
Foreign currency loan -ECB (Refer Note No. 5.1)	2,567.48	2,258.80
Indian rupee loan (Refer Note No. 5.2.)	25.36	—
	2,592.84	2,258.80
b) Interest accrued but not due on borrowings.	53.42	52.85
c) Unclaimed Dividend	14.25	13.75
d) Equity share application money refundable .	—	7.60
e) Statutory Dues	228.01	156.20

Unsecured

a) Other Current Liabilities	2,060.86	1,257.11
TOTAL	4,949.38	3,746.31

Note 12 : SHORT TERM PROVISIONS

a) Provision for Leave Encashment	18.16	46.69
b) Provision For Bonus	236.50	218.25
c) Proposed Dividend	1013.65	982.94
d) Dividend Tax	164.44	159.46
TOTAL	1,432.75	1,407.34

748.21

Notes on financial statements for the Year ended 31st March 2012

Note 13 : FIXED ASSETS *Contd.*

C) Depreciation and Amortisation relating to continuing operations :

Particulars	For the year ended 31 st March 2012	For the year ended 31 st March 2011
	1,618.43	1,274.46
i) Depreciation and amortisation for the year on Tangible Assets (As per Note 13A)	306.44	70.96
ii) Depreciation and amortisation for the year on Intangible Assets (As per Note 13B)	(0.03)	(0.01)
iii) Less : Utilised from Revaluation Reserve		
Depreciation and amortisation relating to continuing operations	1,924.84	1,345.41

Note: Details of amounts written off on reduction of capital or revaluation of assets or sums added to assets on revaluation during the preceding 5 years :

Particulars	31 st March 2012	Year 31 st March 2010	31 st March 2009	31 st March 2008
i) Opening Balance	0.03	0.05	0.06	0.07
ii) Written off on revaluation	(0.03)	(0.01)	(0.01)	(0.01)
Balance as at 31st March	-	0.04	0.05	0.06

Notes

on financial statements for the Year ended 31st March 2012

Note 14 : NON-CURRENT INVESTMENTS

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
Unquoted : (at cost)		
a) Non-Trade - Other		
Other than Subsidiary Companies		
Shivalik Solid Waste Management Ltd. Baddi (20,000 Share of ₹ 10 each)	2.00	2.00
b) Shares of Saraswat Co-op. Bank Ltd. (1,000 ordinary shares of ₹10 each)	0.10	0.10
c) Shares of Jankalyan Sahakari Bank (1,00,000 shares of ₹10 each)	10.00	—
TOTAL	12.10	2.10

Note 15 : LONG TERM LOANS AND ADVANCES

Unsecured, considered good

a) Capital Advances	674.16	2,948.53
b) Deposit Others	99.16	106.77
c) Tender Deposit	14.56	24.26
d) Advance Income Tax (Net)	369.65	395.50
e) MAT Credit Entitlement	3,874.64	2,975.09
f) Pre-paid Expenses	29.82	19.95
g) Other Loans & Advances	456.68	411.35
TOTAL	5,518.67	6,881.45

Note 16 : OTHER NON-CURRENT ASSETS

a) Balances with Banks		
In Fixed Deposit Accounts	—	325.13
b) Foreign Currency Monetary Item Translation Difference a/c	294.06	—
TOTAL	294.06	325.13

Notes on financial statements for the Year ended 31st March 2012

Note 17 : INVENTORIES

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
a) Raw and Packing Materials	4,178.76	3,170.43
b) Work in Progress	1,104.90	951.05
c) Finished Goods	3,776.94	2,979.66
d) Stock in Trade	1,015.06	828.61
e) Stores and Spares	113.04	112.35
TOTAL	10,188.70	8,042.10

Note 18 : TRADE RECEIVABLES

Unsecured

a) Debts outstanding for more than six months from the date they are due for payment		
Considered Good	1,290.27	1,297.03
Considered Doubtful	174.34	133.81
	1,464.61	1,430.84
Less: Provision for doubtful debts	(174.34)	(133.81)
	1,290.27	1,297.03
b) Other Debts - Considered Good	10,081.09	7,881.62
TOTAL	11,371.36	9,178.65

Notes on financial statements for the Year ended 31st March 2012

Note 19 : CASH AND BANK BALANCES

Particulars	Current Year As at 31.03.2012	(₹ lakhs) Previous Year As at 31.03.2011
a) Cash and Cash Equivalents		
(i) Cash on hand	9.69	3.87
(ii) Balances with Banks		
In Current Accounts	637.05	459.71
In EEFC Accounts	22.05	62.87
In Fixed Deposit Accounts	248.88	1,614.66
Sub Total	917.67	2,141.11
b) Other Bank Balances		
(i) In Earmarked Accounts		
Unpaid Dividend Accounts	14.25	13.85
Unclaimed Equity Shares Application Money	—	7.60
Margin Accounts	116.01	217.18
Sub Total	130.26	238.63
TOTAL (a + b)	1,047.93	2,379.74

Note 20 : SHORT TERM LOANS & ADVANCES

Unsecured, considered good

a) Advances to Suppliers	346.38	216.49
b) Tender Deposit	42.18	34.18
c) Deposit Others	1.00	2.99
d) Employee Advances	370.87	230.23
e) Pre-Paid Expenses	207.91	176.13
f) Balance with Customs, Central Excise Authorities	2,581.90	2,265.99
TOTAL	3,550.24	2,926.01

Note 21 : OTHER CURRENT ASSETS

a) Interest Receivable	5.20	26.19
b) Insurance Claim Receivable	5.20	2.93
c) Foreign Currency Monetary Item Translation Difference a/c	186.85	0.39
d) Other Current Assets	33.30	25.75
TOTAL	230.55	55.26

Notes on financial statements for the Year ended 31st March 2012

Note 22 : REVENUE FROM OPERATIONS

Particulars	Current Year Apr '11-Mar '12	(₹ lakhs) Previous Year Apr '10-Mar '11
a) Sale of Product		
Domestic	36,494.42	32,704.48
Export Sales	17,527.29	13,094.34
	<u>54,021.71</u>	<u>45,798.82</u>
b) Sale of Services		
Export Sales-Dossiers	2,645.06	2,556.91
Analytical & Testing Income	91.09	58.91
	<u>2,736.15</u>	<u>2,615.82</u>
c) Other Operating Revenue		
Exchange Gain (Net) (other than considered in Finance Cost)	445.89	—
Export Incentives	406.18	190.66
Scrap Sale	12.15	10.05
	<u>864.22</u>	<u>200.71</u>
Total Revenue from Operations (Gross) (a + b + c)	57,622.08	48,615.35
Less :		
d) Excise Duty	(744.83)	(508.68)
TOTAL	<u>56,877.25</u>	<u>48,106.67</u>

Note 23 : OTHER INCOME

a) Interest Received	153.39	271.25
b) Sundry Balances Written Back	0.49	2.86
c) Sundry Receipts	66.76	8.60
d) Dividend Received	0.02	0.02
e) Profit on Sale of Fixed Assets	5.65	5.22
TOTAL	<u>226.31</u>	<u>287.95</u>

Notes on financial statements for the Year ended 31st March 2012

Note 24 : COST OF MATERIALS CONSUMED

Particulars	Current Year Apr '11-Mar '12	(₹ lakhs) Previous Year Apr '10-Mar '11
a) Cost of Material Consumed		
Opening Stock	3,170.43	3,225.91
Add : Purchases (Net of Excise Duty)	23,278.97	18,792.44
Less : Closing Stock	(4,178.76)	(3,170.43)
	<u>22,270.64</u>	<u>18,847.92</u>
b) Purchase of Stock in Trade	<u>3,365.24</u>	<u>3,197.69</u>
c) Changes in Inventories of finished Goods, Stock in Trade & Work in progress		
Inventories at the beginning of the year		
Finished Goods	2,979.66	2,167.29
Stock in Trade	828.61	781.82
WIP	951.05	620.70
	<u>4,759.32</u>	<u>3,569.81</u>
Inventories at the end of the year		
Finished Goods	(3,776.94)	(2,979.66)
Stock in Trade	(1,015.06)	(828.61)
WIP	(1,104.90)	(951.05)
	<u>(5,896.90)</u>	<u>(4,759.32)</u>
Net (Increase) / Decrease	<u>(1,137.58)</u>	<u>(1,189.51)</u>

Note 25 : EMPLOYEE BENEFITS EXPENSE

a) Salaries, Wages and Bonus	7,354.88	5,934.93
b) Contribution to Provident and Other Funds	683.26	674.48
c) Staff Welfare Expenses	151.56	117.59
TOTAL	<u>8,189.70</u>	<u>6,727.00</u>

Note 26 : RESEARCH & DEVELOPMENT EXPENSES

a) R&D Employee Cost	447.23	349.95
b) Other R&D Expenses	633.09	584.20
TOTAL	<u>1,080.32</u>	<u>934.15</u>

Notes

on financial statements for the Year ended 31st March 2012

Note 27 : OTHER EXPENSES

Particulars	Current Year Apr '11-Mar '12	(₹ lakhs) Previous Year Apr '10-Mar '11
a) Consumable Stores	167.69	187.92
b) Job Work Charges	258.80	470.61
c) Power and Fuel	1,848.33	1,728.83
d) Rent, Rates and Taxes	173.51	177.07
e) Insurance	125.64	102.71
f) Repairs :		
(i) Building	132.30	105.81
(ii) Plant and Machinery	312.41	204.97
(iii) Others	624.52	425.21
	<u>1,069.23</u>	<u>735.99</u>
g) Packing and Delivery Expenses	1,985.51	2,073.35
h) Analytical Expenses	521.59	383.74
i) Turnover and Additional Tax	123.36	93.60
j) Advertising and Sales Promotion Expenses ..	2,062.31	1,717.44
k) Commission and Incentives on sales	1,344.06	1,149.30
l) Travelling, Conveyance and Motor Car Expenses	2,808.99	2,245.71
m) Legal and Professional Fees	151.58	90.52
n) Director's Sitting Fees	3.35	2.55
o) Postage, Telephone and Telex Expenses	222.24	205.82
p) Printing and Stationery Expenses	235.88	207.74
q) Payments to Auditors		
(i) Audit Fees	3.50	2.50
(ii) Tax Audit Fees	1.25	0.75
(iii) Other Services	0.40	0.40
	<u>5.15</u>	<u>3.65</u>
r) Loss on sale of Assets	14.31	3.02
s) Miscellaneous Expenditure Written Off	1.40	3.81
t) Provision for Doubtful Debts	40.53	39.98
u) Exchange Loss (Net) (other than considered in Finance Cost)	—	48.16
v) Bad Debts written off	4.12	11.22
w) Donation	94.78	7.32
x) Miscellaneous Expenses	1,388.45	1,131.20
TOTAL	<u><u>14650.81</u></u>	<u><u>12821.26</u></u>

Note 28 : FINANCE COST

a) Interest Expense	585.42	240.22
b) Other Financial charges	91.90	112.69
c) Exchange (Gain) / Loss - Net	955.70	(300.66)
TOTAL	<u><u>1,633.02</u></u>	<u><u>52.25</u></u>

Notes on financial statements for the Year ended 31st March 2012

Note 29 : EARNINGS PER SHARE (EPS)

Particulars	Current Year Apr '11-Mar '12	Previous Year Apr '10-Mar '11
Basic		
Total Operations		
Net Profit for the year (₹ lakhs)	4,634.24	5,111.78
Weighted average number of equity shares .	1 22 86 714	1 22 86 714
Earnings per share	37.72	41.60

Basic (Post Split and Bonus)

Total Operations		
Net Profit for the year (₹ lakhs)	4,634.24	5,111.78
Weighted average number of equity shares . (As per working)	9 21 50 355	9 21 50 355
Earnings per share	5.03	5.55

Working:

No of Shares post announcement

Bonus	(1:2)	₹ 10	61 43 357	₹ 10	61 43 357
Split	(From ₹ 10 to ₹ 2 each)	₹ 2	9 21 50 355	₹ 2	9 21 50 355

Notes on financial statements for the Year ended 31st March 2012

	Current Year As at 31.03.2012	(₹ Lakhs) Previous Year As at 31.03.2011
Note 30 :		
Contingent Liabilities not provided for:		
A) Matters under dispute		
i) Sales Tax (₹ 100.87 lakhs has been paid under protest Previous year ₹ 72.65 lakhs)	203.59	189.81
ii) Excise / Service Tax	365.78	370.58
iii) Income Tax	258.22	564.09
iv) In respect of claims made against the Company not acknowledged as debts (Labour matters)	—	6.12
B) Bank Guarantees	245.09	150.85
C) Letters of Credit	523.77	564.84
D) Estimated amount of contracts remaining to be executed on Capital Account, net of advances of ₹ 26.21 lakhs (Previous year ₹ 2,163.32 lakhs)	598.86	2,985.02

Note 31 :
Additions to fixed assets during the year include addition to R & D assets which are as follows:

	Apr '11-Mar '12	Apr '10-Mar '11
Additions in R&D Assets		
Building	152.60	2.02
Plant & Machinery	18.07	0.92
Handling Equipments	0.61	0.29
Laboratory Equipments	208.57	143.35
R&D Equipments (Instruments)	88.46	5.93
Plant Utility (Equipments)	31.05	4.33
Electric Installation	16.02	1.30
Furniture & Fixtures and Office & Data Processing Equipments	81.23	27.47
Vehicles	45.46	13.60
Air Conditioning & Ventilation	9.70	—
	651.77	199.21

Notes on financial statements for the Year ended 31st March 2012

Note 32 :

Expenditure incurred on R&D activities is as follows:

Additions in R&D Assets	(₹ Lakhs)	
	Current Year Apr'11-Mar'12	Previous Year Apr'10-Mar'11
Building	152.60	2.02
Equipments & other capital expenditure	499.17	197.19
Total Capital Expenditure	651.77	199.21
Revenue Expenditure	1,080.32	934.15
Total R&D Expenditure	1,732.09	1,133.36

Research & Development expenses include salary & wages, chemicals / materials consumed, electricity, travel, repairs, insurance premium and such similar expenses.

Note 33 :

Company's proposal to the "Department of Scientific and Industrial Research" (DSIR) "Ministry of Science & Technology", Government of India for financial support under TDDP project of DSIR has been approved by DSIR in the previous year. Company has received ₹ 20 lakhs as an advance under the said project. The said advance is grouped under the head "Non-Current Liabilities" - Other Long Term Liabilities at "Note 7" forming part of the Balance Sheet.

Note 34 :

Tax deducted at source from Other Income consists of:

₹ 7.40 lakhs on account of Professional or Technical Services (Previous year ₹ 4.45 lakhs)

₹ 15.25 lakhs on account of Interest received (Previous year ₹ 29.55 lakhs)

Note 35 :

Segment Reporting:

Primary Segment:

The Company has only one business segment i.e. Pharmaceutical.

Secondary Segment: (Geographical)

Sales and Services	(₹ Lakhs)	
	Current Year Apr'11-Mar'12	Previous Year Apr'10-Mar'11
India	35,840.68	32,254.71
Outside India	20,172.35	15,651.25
Total	56,013.03	47,905.96

Note 36 :

- A) The Company is exposed to risk associated with foreign currency fluctuations as well as interest rate. The company has entered into forward contract and derivative contracts to hedge the interest rate risk & currency risk. However the company does not use these contracts for any speculative purposes.

The outstanding position of the forward contracts as at 31st March, 2012 is ₹ 10120.14 lakhs with Banks. Category wise break up is given here under:

Category	(₹ Lakhs)
Forward Contract	
– Receivables	8,869.50
– Import/Loans	1,250.64

Notes on financial statements for the Year ended 31st March 2012

Note 36 : Contd.

Un-hedged foreign currency exposure as at 31st March, 2012 is:

	Apr'11-Mar'12		Apr'10-Mar'11	
	In FCY	₹ Lakhs	In FCY	₹ Lakhs
ECB Loan	\$ 1,36,43,589.00	6,941.86	\$ 1,65,00,000.00	7,357.35
PCFC	\$ 11,58,225.40	589.30	\$ 800,000.00	356.72
PCFC	EUR 2,20,593.75	149.52	—	—

- B) Some of the ECB loans availed in JPY & SGD have been converted into USD by entering into derivative contracts. The company has also entered into Interest Rate Swap agreements for all the ECBs. Thus, any cross currency movement in USD / JPY & USD / SGD as well as any movement in LIBOR has no impact on the future financials of the company.

Note 37 :

Changes in the Capital Structure post Balance Sheet date

The Board of Directors in their meeting held on 29th March, 2012 proposed to subdivide one equity share having face value of ₹ 10/- each into five equity shares having face value of ₹ 2/- each fully paid up. The Board of Directors also proposed to enhance the authorised capital from present ₹ 1,800 lakhs to ₹ 2,500 lakhs and also to issue Bonus shares in proportion to one equity share of ₹ 2/- each fully paid for every two shares held by existing shareholders.

The members of the Company have given their approval to the above proposals by Postal Ballot on 08th May, 2012 and the allotment of the bonus shares was done on 21st May, 2012.

Pursuant to the above approvals by the members, the Company has issued Bonus share by capitalising Securities Premium account. The Equity share capital as on the reporting date has been increased to ₹ 1,843.01 lakhs consisting of 9, 21, 50,355 Equity shares of ₹ 2/- each fully paid up.

Accordingly, the calculation of proposed dividend has been done on the entire new share capital of 9,21,50,355 equity shares of ₹ 2/- each fully paid up.

Note 38 :

During the year unclaimed share application money amounting to ₹ 7.60 lakhs (Previous Year NIL) has been transferred to Investor Education and Protection Fund.

Note 39 :

Earnings Per Share (EPS):

	Current Year Apr'11-Mar'12	Previous Year Apr'10-Mar'11
(a) Profit After Tax (₹ lakhs)	4,634.24	5,111.78
(b) Weighted Average Number of Ordinary Shares for Basic EPS.....	12,286,714	12,286,714
(c) Weighted Average Number of Ordinary Shares for Diluted EPS	12,286,714	12,286,714
(d) Earnings Per Share (Face Value ₹ 10/- Per Share)		
(i) Basic (a/b)	37.72	41.60
(ii) Diluted (a/c)	37.72	41.60

Notes on financial statements for the Year ended 31st March 2012

Note 39 : Contd.

Earnings per Share (EPS) - after Bonus and Split

	Current Year Apr'11-Mar'12	Previous Year Apr'10-Mar'11
(a) Profit After Tax (₹ lakhs)	4,634.24	5,111.78
(b) Weighted Average Number of Ordinary Shares for Basic EPS.....	9,21,50,355	9,21,50,355
(c) Weighted Average Number of Ordinary Shares for Diluted EPS	9,21,50,355	9,21,50,355
(d) Earnings Per Share (Face Value ₹ 2/- Per Share)		
(i) Basic (a/b)	5.03	5.55
(ii) Diluted (a/c)	5.03	5.55

Note 40 :

Donation includes amount of ₹ 49,00,000 paid to South Goa District Congress (I) Committee and ₹10,00,000 to Goa Pradesh Committee Previous Year (₹ Nil).

Note 41 :

The company has opted to avail the option provided under paragraph 46A of AS 11 regarding the effects of Effects of changes in Foreign Exchange Rates inserted vide notification dated December,29 2011. Consequently, the foreign exchange differences on long term Foreign Currency Monetary item is accumulated in a "Foreign Currency Monetary item Translation Difference Account" and accordingly exchange loss on long term foreign currency loans have been amortised over the balance period of such loans.

Note 42 :

Related Party Disclosure as required by Accounting Standard 18 issued by the Institute of Chartered Accountants of India.

I. Related Parties

A. Enterprises that control or are controlled by the reporting company:

Holding Companies	Nil
Subsidiary Companies	Nil
Fellow Subsidiaries	Nil

B. Associates and Joint Ventures of reporting company:

Associates	Nil
Joint Ventures	Nil

C. (i) Individuals owning and having control of the reporting company:

Mr. Suresh G. Kare, Mrs. Aruna S. Kare, Ms. Aditi Panandikar, Mrs. Madhura A. Ramani

(ii) Their relatives :

Dr. Milind P. Panandikar, Dr. Anup Ramani, Mr. Ramnath Kare, Mrs. Suman Naik, Mrs. Sudha Pai, Mrs. Laxmi Bambolkar, Mrs. Pratima Vaidya, Mrs. Amita Rajadhyaksha, Mrs. Meera Karnik

D. (i) Key Management personnel:

Mr. Suresh G. Kare, Ms. Aditi Panandikar, Mr. Sundeep V. Bambolkar

(ii) Their relatives:

Mrs. Aruna S. Kare, Mrs. Madhura A. Ramani, Mr. Ramnath Kare, Mrs. Suman Naik, Mrs. Sudha Pai, Mrs. Laxmi Bambolkar, Dr. Milind P. Panandikar, Mrs. Neeta Bambolkar, Mr. Vasant Bambolcar, Ms. Manali Bambolkar, Mr. Paresh Bambolkar

E. Enterprises controlled by key management personnel:

SPA Holdings Pvt Ltd., Shanteri Investments Pvt Ltd., Indoco Industrial Designers and Engineers Pvt. Ltd., Indoco Capital Markets Ltd., A K Services, Suresh Kare Indoco Foundation

Notes on financial statements for the Year ended 31st March 2012

Note 42 : Contd.

II. Transactions in respect of which disclosures to be made

		(₹ lakhs)				
Particulars of transaction		Enterprises that control or are controlled by reporting company	Associates and Joint Ventures of reporting company	Individuals owning and having control over the reporting company and their relatives	Key Management personnel and their relatives	Enterprises controlled by key management personnel
		(A)	(B)	(C)	(D)	(E)
Purchases or sales of goods (finished or unfinished)		—	—	—	—	—
Purchases or sales of fixed assets		—	—	—	—	—
Rendering or receiving of services	C.Y. P.Y.	— —	— —	— —	— —	123.02 70.45
Agency arrangements		—	—	—	—	—
Remuneration paid	C.Y. P.Y.	— —	— —	— —	325.98 342.78	— —
Transfer of research and development		—	—	—	—	—
License agreements	C.Y. P.Y.	— —	— —	— —	— —	35.94 24.48
Finance (including loans and equity contributions in cash or in kind)	C.Y. P.Y.	— —	— —	— —	— —	1.00 —
Guarantees and collaterals		—	—	—	—	—
Management contracts including for deputation of employees		—	—	—	—	—

III. Transactions with related parties in ordinary course/ not in normal course/ not on an arm's length basis

(i) Transactions in the ordinary course	C.Y. P.Y.	— —	— —	— —	325.98 342.78	159.96 94.93
(ii) Transactions not in the normal course		—	—	—	—	—
(iii) Transaction not on arm's length basis		—	—	—	—	—
(iv) Justification for (iii)		—	—	—	—	—

Note 43 :

Imported and Indigenous Materials Consumed :

		₹ lakhs	Current Year %	₹ lakhs	Previous Year %
(a) Raw and Packing Materials –					
(i) Imported		3,642.39	16.36	3,706.58	19.67
(ii) Indigenous		18,628.25	83.64	15,141.34	80.33
Total		22,270.64	100.00	18,847.92	100.00
(b) Stores and Spares consumed					
(i) Imported		18.43	10.99	2.30	1.22
(ii) Indigenous		149.26	89.01	185.62	98.78
Total		167.69	100.00	187.92	100.00

Notes

on financial statements for the Year ended 31st March 2012

	Current Year Apr'11-Mar'12	(₹ Lakhs) Previous Year Apr'10-Mar'11
Note 44 :		
Earnings in Foreign Currency (FOB value)	19,596.31	14,990.62
Note 45 :		
Expenditure in Foreign Currency :		
(a) On travel and export promotion	188.25	133.41
(b) On interest on Foreign Currency Loan	548.73	532.01
(c) Others	123.59	81.27
Note 46 :		
Value of Imports CIF Basis		
(a) Raw Materials / Packing Materials.....	3,322.84	3,480.14
(b) Capital Goods	531.44	632.59
(c) Consumable Stores	135.38	87.02
Note 47 :		
Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:		
(a) Principal Amount Due	2.20	2.59
Interest due on the above		
(b) Interest paid during the year beyond the appointed day	—	—
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	—	—
(d) Amount of interest accrued and remaining unpaid at the end of the year.	—	—
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small Enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the ACT.	—	—
The above information regarding Micro Enterprises and small Enterprises has been determined on the basis of information available with the Company. No interest has been accrued on delayed payments, if any.		
Note 48 :		
Miscellaneous Expenditure to the extent not written off includes Rs. Nil (previous year Rs. 1.40 lakhs on account of preliminary expenses incurred by erstwhile M/s. Shree Herbal Technologies Ltd.)		
Note 49 :		
Previous year's figures have been regrouped and reclassified wherever necessary.		

As per our Report attached

For **Patkar & Pendse**

Chartered Accountants

Firm Registration No. : 107824W

B. M. Pendse

Partner

Membership No. 32625

Mumbai, 28th May, 2012

Sunil D. Joshi

*President (Finance) &
Company Secretary*

Aditi Panandikar

Managing Director

Sundeep V. Bambolkar

Jt. Managing Director

Mumbai, 28th May, 2012

Financial Highlights

	Current Year Apr'11-Mar'12	(₹ Lakhs) Previous Year Apr'10-Mar'11
1) Gross Sales / Income from Operations (Inclusive of excise duty)	57,622	48,616
2) EBIDTA	9,539	7,706
3) Depreciation and Amortisation Expenses	1,925	1,345
4) Finance Cost	1,633	52
5) PBT	5,126	5,659
6) PAT	4,634	5,112

FINANCIAL STRUCTURE

1) Net Fixed Assets	33,423	26,531
2) Investments	12	2
3) Long Term Loans & Advances	5,519	6,882
4) Other Non-Current Assets	294	325
5) Current Assets	26,389	22,582
6) Total Assets	65,637	56,322
7) Net Worth	38,476	35,020
8) Non Current Liabilities	8,987	9,210
9) Current Liabilities	18,174	12,092
10) Total Liabilities	65,637	56,322

MARGINS & RATIOS

1) EBIDTA Margins on Net Sales (%)	17.03	16.09
2) PAT Margins on Net Sales (%)	8.27	10.67
3) Debt-to-Equity (times)	0.12	0.15
4) Interest Cover (times)	8.92	22.28
5) Return on Net Worth (%)	12.00	14.60
6) Return on Capital Employed (%)	10.80	12.80



Financial Highlights

(₹ lakhs)

OPERATIONAL RESULTS

Particulars	2011-12	2010-11	2009-10	2008-09	2007-08 *
1) Revenue from Operations (Net) / Other Income	57,103.56	48,394.62	40,275.36	35,605.94	26,470.53
2) Material Cost	24,498.30	20,856.10	16,963.51	14,731.91	11,106.55
3) Employee Benefits Expense	8,189.70	6,727.00	5,667.43	4,812.75	3,239.57
4) Other Expenses	14,650.81	12,821.26	10,931.31	9,312.76	6,762.92
5) Research & Development Expenses	1,080.32	934.15	1,022.26	923.49	718.32
6) Finance Cost	1,633.02	52.25	168.07	1,395.44	478.14
7) Depreciation and Amortisation Expenses	1,924.84	1,345.41	1,210.05	1,115.54	777.95
8) Profit before tax (before exceptional item)	5,126.57	5,658.45	4,312.73	3,314.05	3,387.08
9) Exceptional items	—	—	—	—	182.79
10) Profit before tax (after exceptional item)	5,126.57	5,658.45	4,312.73	3,314.05	3,204.29
11) Provision For Taxation	1,391.88	1,274.48	834.27	540.32	549.55
12) MAT Credit Entitlement	899.55	727.81	730.75	370.40	354.92
13) Profit after Tax	4,634.24	5,111.78	4,209.21	3,144.13	3,009.67
14) Retained Earnings	3,456.15	3,969.38	3,206.29	2,389.45	2,290.92
15) Earnings Per Share (₹ 10/-) (After exceptional items)	37.72	41.60	34.26	25.59	24.50
16) Book Value	313.15	285.02	252.72	226.62	206.93
17) Debt: Equity Ratio	0.12	0.15	0.13	0.05	—

FINANCIAL SUMMARY

Assets Employed

1) Fixed Assets (Net)					
(a) Tangible Assets	28,343.80	20,633.59	19,140.02	16,929.17	16,423.83
(b) Intangible Assets	1,818.50	628.13	597.95	664.37	738.21
(c) Capital Work In Progress	1,688.61	3,297.37	817.59	708.30	69.66
(d) Intangible Assets Under Development	1,572.17	1,972.29	958.82	298.62	—
2) Investments	12.10	2.10	2.28	2.28	0.30
3) Long Term Loans & Advances	5,518.67	6,881.45	4,425.71	3,005.76	1,977.66
4) Other Non Current Assets	294.06	325.13	—	—	—
5) Current Assets	26,388.78	22,581.76	21,963.87	19,963.57	18,084.45
Total Assets	65,636.69	56,321.82	47,906.24	41,572.07	37,294.11

FINANCED BY

1) Share Capital	1,228.67	1,228.67	1,228.67	1,228.67	1,228.67
2) Reserves & Surplus	37,247.38	33,791.26	29,821.89	26,615.61	24,196.17
3) Non Current Liabilities					
(a) Long Term Borrowings	4,677.64	5,404.54	3,890.47	1,528.50	—
(b) Deferred Tax Liabilities (Net)	2,938.19	2,572.02	2,425.28	2,299.93	2,192.02
(c) Other Long Term Liabilities	914.82	883.95	853.56	833.53	806.77
(d) Long Term Provisions	456.30	349.51	255.97	175.43	212.88
4) Current Liabilities	18,173.69	12,091.87	9,430.40	8,890.40	8,657.60
Total Fund	65,636.69	56,321.82	47,906.24	41,572.07	37,294.11

* Nine Months Period



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ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM

INDOCO REMEDIES LIMITED
Indoco House, 166 CST Road,
Kalina, Santacruz (E), Mumbai - 400 098.

Dear Sirs,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY

For shares held in physical form

Master Folio No.

For shares held in electronic form

DP. Id

Client Id

FOR OFFICE USE ONLY

ECS
Ref. No.

Name of Sole / First holder

Bank Name

Branch Name

Branch Code

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account type
[Please Tick (✓) wherever applicable]

Savings

Current

Cash Credit

A/c. No. (as appearing
in the cheque book)

Effective date of this
mandate

I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, the Company/Link Intime India Private Limited, will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/Indoco Remedies Limited.

I further undertake to inform the Company any change in my Bank/branch and account number.

Dated : _____

(Signature of Sole / First holder)

Note : 1) Whenever the Shares in the given folio are entirely dematerialised, then this ECS mandate form will stand rescinded.

2) For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

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INDOCO REMEDIES LIMITED

INDOCO HOUSE, 166 CST ROAD, KALINA, SANTACRUZ (E), MUMBAI - 400 098.

PROXY FORM

65th Annual General Meeting – 30th July, 2012

DP ID

Regd. Folio No./Client ID

No. of Shares

I/We of in the district of being a Member / Members of the Company hereby appoint of in the district of or failing him/her of in the district of as my/our Proxy to vote for me / us on my / our behalf at the **65th Annual General Meeting** of the Company to be held at MIG Cricket Club, MIG Colony, Bandra (E), Mumbai - 400 051 on 30th July, 2012 at 11.30 am or at any adjournment(s) thereof.

Signed this day of 2012

Signed

Affix
Re. 1.00
Revenue
Stamp

Note : This form, in order to be effective, should be duly completed, stamped, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

INDOCO REMEDIES LIMITED

INDOCO HOUSE, 166 CST ROAD, KALINA, SANTACRUZ (E), MUMBAI - 400 098.

ATTENDANCE SLIP

65th Annual General Meeting – 30th July, 2012

DP ID

Regd. Folio No./Client ID

No. of Shares

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **65th Annual General Meeting** of the Company at MIG Cricket Club, MIG Colony, Bandra (E), Mumbai - 400 051 on 30th July, 2012 at 11.30 am.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of Member / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

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Approvals

UK-MHRA

TGA - Australia

MCC - South Africa

Darmstadt - Germany

Health Canada

USFDA

INVIMA - Colombia

JAZMP - Slovenia

Ministry of Sierra Leone

FBD, Ghana

MOH, Ukraine



Ministry of Health of Botswana

Pharmacy and Poison Board of Kenya

National Drug Authority of Uganda

Ministry of Health of Tanzania

Medicines and Poison Board of Sudan

Medicine Control Authority of Zimbabwe

Ministry of Health of Sultanate of Oman

Supreme Board of Drugs and Medical
Appliances of Yemen

Global Presence Global Presence

Australia

Azerbaijan

Algeria

Belgium

Bolivia

Botswana

Brazil

Canada

Chile

Colombia

Costa Rica

Croatia

Cyprus

Denmark

Egypt

Ethiopia

Germany

Guatemala

Ghana

Hungary

Honduras

Ireland

Japan

Jamaica

Kenya

Liberia

Myanmar

Moldova

Mauritius

Malaysia

Namibia

Netherlands

New Zealand

Philippines

Peru

Prednistrov

Romania

Russia

South Africa

Slovenia

Spain

Sri Lanka

Sudan

Turkey

Tanzania

Trinidad

Thailand

United Kingdom

United States of America

Uganda

Ukraine

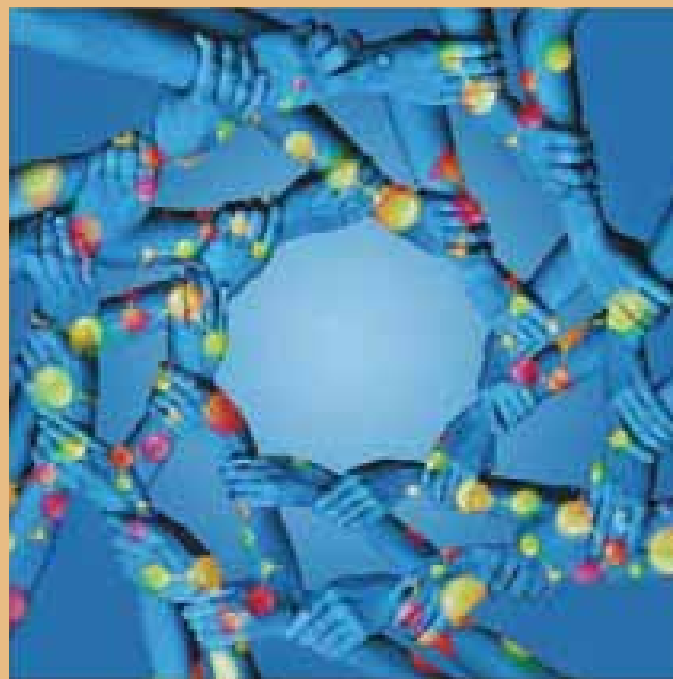
Venezuela

West Indies

Yemen

Zambia





Indoco Remedies Limited

Indoco House, 166 C.S.T Road, Kalina, Santacruz (E) Mumbai - 400 098, India.

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Web: www.indoco.com

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Consistently Excelling