

**ALEMBIC LIMITED**



**ANNUAL REPORT 2014-15**

Samsara 5BHK Skyvillas

# Spacious as a villa. Gardens like a resort

ALCHEMY  
REAL ESTATE  
ALEMBIC GROUP



READY  
POSSESSION

The highest form of luxury is the luxury of space. While all other luxuries can be injected in a home post purchase, space is something that comes in-built with the house. Samsara Skyvillas boast of expansive bedrooms, a sprawling half and a really roomy kitchen. Complementing these luxury apartments is an exclusive resort-style clubhouse with its own landscaped garden and swimming pool.

*Samsara*  
LUXURY APARTMENTS

Canal Facing View | Exclusive Clubhouse for Skyvilla Residents | Visitor Management | Extra Large Duplex Penthouses

Sales Office: Canal Road, Nizampura-Chhani Area, Vadodara | Call: 1800 121 0777 | info@alchemyindia.com | www.alchemyindia.com

## Board of Directors

Mr. Chirayu R. Amin  
Chairman

Mrs. Malika C. Amin  
Director

Mr. Udit C. Amin  
Director and President - Operations

Mr. Milin Mehta  
Director

Mr. C. P. Buch  
Director

Mr. R. C. Saxena  
Director

Mr. R. M. Kapadia  
Director (Ceased w.e.f. 13<sup>th</sup> August, 2014)

Mr. Ashok Tulankar  
Director (Ceased w.e.f. 31<sup>st</sup> October, 2014)

Mr. Abhijit Joshi  
Director (Appointed w.e.f. 5<sup>th</sup> November, 2014)

Mr. Sameer Khara  
Director (Appointed w.e.f. 25<sup>th</sup> February, 2015)

## Company Secretary

Mr. Chirag Shukla  
(Ceased w.e.f. 15<sup>th</sup> April, 2015)

## Chief Financial Officer

Mr. Rasesh Shah  
(Appointed w.e.f. 13<sup>th</sup> August, 2014)

## Statutory Auditors

K. S. Aiyar & Co.  
Chartered Accountants  
Laxmi Estate No. F-07/08  
Shakti Mills Lane  
Off Dr. E. Moses Road,  
Mahalaxmi, Mumbai - 400 011.

## Bankers

Bank of Baroda  
Axis Bank Limited  
HDFC Bank Limited  
Yes Bank Limited

## Registered Office

Alembic Road, Vadodara - 390 003.  
CIN: L26100GJ1907PLC000033  
Tel : (0265) 2280550  
Fax : (0265) 2282506  
E-mail : [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)  
Website: [www.alembiclimited.com](http://www.alembiclimited.com)

## Manufacturing Facilities

Alembic Road, Vadodara - 390 003, Gujarat.

## Registrar and Transfer Agent

M/s. Link Intime India Pvt. Ltd.  
B-102-103 Shangrila Complex,  
1st Floor, Nr. Radhakrishna Char Rasta, Akota,  
Vadodara - 390 020  
Phone : 0265 2356573 / 2356794 / 2356796  
Fax : 0265 2356791  
Email: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments information or events.

# Notice

Notice is hereby given that the 108<sup>th</sup> Annual General Meeting of the Members of Alembic Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Wednesday, the 12<sup>th</sup> August, 2015 at 12.30 p.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Chirayu R. Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. K. S. Aiyar & Co., Chartered Accountants (FRN: 100186W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 107<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014 and to authorize the Board of Directors to fix their remuneration.

## SPECIAL BUSINESS

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

### **Appointment of Mr. Abhijit Joshi (DIN: 06568584) as an Non-Executive Non-Independent Director:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Abhijit Joshi (DIN: 06568584), who was appointed as an Additional Director of the Company w.e.f. 5<sup>th</sup> November, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit of ₹ 1 Lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Abhijit Joshi for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

### **Appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sameer Khera (DIN: 00009317), who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> February, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit of ₹ 1 Lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Sameer Khera for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto 24<sup>th</sup> February, 2020."

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

### **Ratification of Remuneration to the Cost Auditor for the F. Y. 2014-15:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. H. R. Kapadia, Cost Accountant (FRN: 100067) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15, amounting to ₹ 0.80 Lac excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

**Ratification of Remuneration to the Cost Auditor for the F. Y. 2015-16:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost Accountant (FRN: I02697) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 amounting to ₹ 0.50 Lac excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.”

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

**Approval for Material Related Party Transactions:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49(VII) of the Listing Agreements entered into with the Stock Exchanges and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the Contracts entered into with Alembic Pharmaceuticals Limited (a related party of the Company) ('APL'), for supply of various goods including various Active Pharmaceutical Ingredients ('APIs'), excipients, spent solvents manufactured by the Company and providing products on job work basis to APL on the terms and conditions mentioned in the explanatory statement, provided, however that the contract(s) / transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**NOTES:**

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members of the Company will remain closed from Wednesday, 5<sup>th</sup> August, 2015 to Wednesday, 12<sup>th</sup> August, 2015 (both days inclusive), for the purpose of payment of dividend.
5. The dividend when sanctioned will be made payable on or before 19<sup>th</sup> August, 2015, to those members whose names stand on the Register of Members of the Company on 5<sup>th</sup> August, 2015 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
7. All the work related to share registry in terms of both - physical and electronic - are being conducted by Company's R & T Agents - M/s. Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank,

# Notice

Near Radhakrishna Char Rasta, Akota, Vadodara - 390020 Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791  
Email ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address in future.

8. The Company has designated an exclusive Email ID: alembic.investors@alembic.co.in for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries/complaints or grievances, then please write to us at the above Email address.
9. Updation of Email ID: The Shareholders are requested intimate their Email ID to the Company or update their Email ID registered with Depository Participants, if the same is changed.
10. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**A. The 'Step by Step' procedure and instructions for casting your vote electronically are as under:**

- i. The e-voting period begins on 9<sup>th</sup> August, 2015 (9:00 a.m.) and ends on 11<sup>th</sup> August, 2015 (5:00 p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 5<sup>th</sup> August, 2015, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding share as on 5<sup>th</sup> August, 2015, may obtain the login ID and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 11<sup>th</sup> August, 2015 (5.00 p.m.)
- ii. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Next click on "Shareholders" tab to cast your votes.
- iv. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID.  
For NSDL: 8 Character DP ID followed by Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on address label/ sticker affixed on back page of the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in ddirnm/yyyy format.

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Dividend Bank Details#	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.
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# Please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or member, please enter the member ID/folio no. in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. Click on the EVSN (150528001) for the Company (Alembic Limited) on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO", for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non — Individual Shareholders and Custodians.
  - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- xviii. Mr. Sushil Samdani, Partner, M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

On behalf of the Board of Directors,

Regd. Off.: Alembic Road,  
Vadodara - 390003  
Date: 7<sup>th</sup> May, 2015  
CIN: L26100GJ1907PLC000033  
Tel: 0265-2280550 Fax: 0265-2282506  
Website: [www.alembiclimited.com](http://www.alembiclimited.com)  
Email: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)

**Chirayu R. Amin**  
Chairman

# Notice

## **Explanatory Statement as required under Section 102 of the Companies Act, 2013**

### **Item No. 5**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Abhijit Joshi as an Additional Director with effect from 5<sup>th</sup> November, 2014.

Mr. Abhijit Joshi (DIN: 06568584) has done his Masters in Organic Chemistry and Production Management. He has vast experience of 34 years in the fields of Basic Research, Tech-transfer, Production and Manufacturing site administration, etc. He has worked with various well known Indian as well as Multinational companies in pharmaceutical space.

The other details of Mr. Abhijit Joshi in terms of Clause 49 of the Listing Agreements are provided in Corporate Governance Report.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Abhijit Joshi holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Mr. Abhijit Joshi as a Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Abhijit Joshi as a Director, liable to retire by rotation, with effect from the date of this meeting and hence recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Abhijit Joshi, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of the Notice.

### **Item No. 6**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Sameer Kherra as an Additional Director with effect from 25<sup>th</sup> February, 2015.

Mr. Sameer Kherra (DIN: 00009317) graduated in Mechanical Engineering from M. S. University in Vadodara. Since completing his post-graduation in Manufacturing Management from SPJIMR Mumbai, he has been the Managing Director at SEE Linkages Pvt. Ltd. and Director at Eclipse Global Pvt. Ltd. He has experience of more than 20 years in Strategy and Business Development, International Business, Operations and Systems. He is also a founder trustee at SEE Foundation which supports projects in educare and healthcare space with a focus on the girl child.

The other details of Mr. Sameer Kherra in terms of Clause 49 of the Listing Agreements are provided in Corporate Governance Report. Copy of the draft letter for appointment of Mr. Sameer Kherra as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Sameer Kherra holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Mr. Sameer Kherra as a Director.

In the opinion of the Board, Mr. Sameer Kherra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Sameer Kherra, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of the Notice

### **Item No. 7**

The Ministry of Corporate Affairs has notified the Companies (Cost Records and Audit) Rules, 2014 on 30<sup>th</sup> June, 2014 and further has notified amendments to the Companies (Cost Records and Audit) Rules, 2014 on 31<sup>st</sup> December, 2014. Pursuant to the said



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amendments, the Bulk Drugs & Real Estate division of the Company is required to maintain Cost Records and also required to get its Cost Records audited from a qualified Cost Accountant. Accordingly, on the recommendation of Audit Committee, the Board of Directors of the Company at their meeting held on 22<sup>nd</sup> January, 2015, approved the appointment and remuneration of Mr. H. R. Kapadia, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2015.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

As the notice of the previous Annual General Meeting was circulated to the Members prior to the notification of the Companies (Cost Records and Audit) Rules, 2014, the remuneration of cost auditor for the financial year 2014-15 is now proposed to be ratified at this Annual General Meeting.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2014-15 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 7 of the Notice.

## **Item No. 8**

M/s. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the Cost Records of the Company for the Bulk Drugs & Real Estate division for the financial year 2015-16.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2015-16 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of the Notice.

## **Item No. 9**

The Company had with prior approval of the Audit Committee and the Board of Directors entered into contracts with Alembic Pharmaceuticals Limited for supply of various goods including various APIs, excipients, spent solvents manufactured by the Company and providing products on job work basis ('Contracts') w.e.f. 30<sup>th</sup> January, 2014. The Contracts entered into by the Company are in the ordinary course of business and on an arm's length basis.

Alembic Pharmaceuticals Limited is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013 and hence the said Contracts between Alembic Limited and Alembic Pharmaceuticals Limited fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder and Clause 49 of the Listing Agreements.

The above referred Contracts being in the ordinary course of business and on an arm's length basis does not require approval of the shareholders pursuant to the third proviso Section 188(1) of the Companies Act, 2013. However, in accordance with Clause 49 (VII) (C) of the Listing Agreements, a transaction with a related party is considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The transactions entered into with Alembic Pharmaceuticals Limited in pursuance of the above stated Contracts, have in the current financial year exceeded the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements and hence is a material transaction in terms of Clause 49(VII)(C) of the Listing Agreements.

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Further, the Company envisages that even in the ensuing financial years, the value of such transactions would in aggregate exceed the above stated stipulated threshold.

The relevant particulars of the transaction is as under:

(a)	Name of the related party	Alembic Pharmaceuticals Limited
(b)	Name of the director or Key Managerial personnel who is related	Mr. Chirayu R. Amin, Mrs. Malika C. Amin, Mr. Udit C. Amin and Mr. Milin Mehta
(c)	Nature of relationship	1) Alembic Pharmaceuticals Limited is an Associate of Alembic Limited. 2) Mr. Chirayu R. Amin is Chairman and Managing Director of Alembic Pharmaceuticals Limited and holds, along with Mrs. Malika C. Amin, Mr. Udit C. Amin and other relatives more than two percent of its paid up share capital. 3) Mr. Milin Mehta is an Independent Director in both Alembic Limited and Alembic Pharmaceuticals Limited.
(d)	Sale price	At mutually agreed sale price, determined periodically on arms length basis, considering prevalent market conditions.
(e)	Payment Schedule	Within 30 days or such other period as may be decided.
(f)	Nature, material terms and particulars of the arrangement	Supply of various goods including various APIs, excipients, spent solvents manufactured by the Company and providing products on job work basis.
(g)	Duration of the contract	Five years
(h)	Any other information relevant or important for the members to make a decision on the proposed transaction	None

The contracts mentioned above are open for inspection for members at such time and place as mentioned in the notes to this Notice.

The Board recommends passing of the Special Resolution as set out at item no. 9 of the Notice.

None of the other Directors and Key Managerial Personnel or their relatives other than Mr. Chirayu R. Amin, Mrs. Malika C. Amin, Mr. Udit C. Amin & Mr. Milin Mehta and their relatives are in any way concerned or interested in the resolution. However, in accordance with the provisions of Clause 49 (VII) (E) of the Listing Agreements, the above being a material related party transactions, all related parties (including the above) shall abstain from voting on such resolution.

On behalf of the Board of Directors,

Regd. Off.: Alembic Road,  
Vadodara - 390003  
Date: 7<sup>th</sup> May, 2015  
CIN: L26100GJ1907PLC000033  
Tel: 0265-2280550 Fax: 0265-2282506  
Website: www.alembiclimited.com  
Email: alembic.investors@alembic.co.in

**Chirayu R. Amin**  
Chairman

# BOARD'S REPORT

**Dear Members,**

Your Directors have pleasure in presenting their 108<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2015.

## I. Financial Summary and Highlights:

(₹ in Lacs)

For the year ended 31 <sup>st</sup> March	2015	2014
<b>Profit for the year before Interest, Depreciation, Other Income or Expenses and Tax</b>	<b>3,033</b>	4,370
Adjusting therefrom:		
Interest (net)	<b>83</b>	234
Depreciation	<b>604</b>	790
Excess Tax Provision written back	<b>(290)</b>	(180)
Provision for deferred tax liabilities or (assets)	<b>121</b>	343
Provision for current tax	<b>100</b>	230
<b>Net Profit</b>	<b>2,415</b>	2,953
Adding thereto:		
Balance brought forward from last year	<b>3,201</b>	2,717
The amount available is	<b>5,616</b>	5,670
Appropriating therefrom:		
Provision for Dividend on Equity shares	<b>401</b>	401
Provision for Corporate Dividend Tax	<b>82</b>	68
Transfer to General Reserve	<b>1,000</b>	2,000
<b>Balance carried forward to Balance Sheet</b>	<b>4,134</b>	3,201

## 2. Transfer to reserve:

An amount of ₹ 1,000 Lacs from the net profits for the financial year under review is proposed to be carried to General reserves.

## 3. Dividend:

Your Directors recommend Dividend on Equity Shares at ₹ 0.15 per share (i.e. 7.5%) of face value ₹ 2/- per share for the year ended on 31<sup>st</sup> March, 2015 as against ₹ 0.15 per share (i.e. 7.5%) for the year ended 31<sup>st</sup> March, 2014.

## 4. Management Discussion and Analysis Report:

The Report on Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreements is included in this Report as Annexure A. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

## 5. Operations and State of affairs of the Company:

The Company's revenues from operations including export incentives were ₹ 149.94 Crores for the year ended 31<sup>st</sup> March, 2015 as compared to ₹ 160.92 Crores for the previous year.

The Company has made Net Profit of ₹ 24.15 Crores for the year under review as compared to ₹ 29.53 Crores for the previous year.

## 6. Subsidiaries, Associates and Joint Ventures:

The Company does not have any subsidiaries or joint ventures. Alembic Pharmaceuticals Limited and Alembic Exports Limited are Associate Companies. In terms of Section 129 of the Companies Act, 2013 read with third proviso to Rule 6 of Companies (Accounts) Rules, 2014, the Company is not required to prepare consolidated financial statements for the financial year 2014-15.

### 7. Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Chirayu R. Amin, Director of the Company, will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

During the year under review, the Board has appointed Mr. Abhijit Joshi and Mr. Sameer Khera as Additional Directors w.e.f. 5<sup>th</sup> November, 2014 and 25<sup>th</sup> February, 2015 respectively. They hold office up to the ensuing Annual General Meeting of the Company.

The Company has received notices together with requisite deposit of ₹ 1 Lac under Section 160 of the Companies Act, 2013, from the members of the Company proposing the candidature of Mr. Abhijit Joshi for the office of a non-executive director liable to retire by rotation and of Mr. Sameer Khera as an Independent Director, for a term of 5 consecutive years upto 24<sup>th</sup> February, 2020.

Mr. R. M. Kapadia and Mr. Ashok Tulankar have resigned from the Board of the Company w.e.f. 13<sup>th</sup> August, 2014 and 31<sup>st</sup> October, 2014 respectively. The Board places on record its gratitude for the services rendered by them as members of the Board.

### 8. Key Managerial Personnel:

Mr. Udit C. Amin, Director & President-Operations (CEO) and Mr. Rasesh Shah, CFO are Key Managerial Personnel of the Company.

Mr. Rasesh Shah was appointed as CFO of the Company w.e.f. 13<sup>th</sup> August, 2014.

Mr. Chirag Shukla, Company Secretary of the Company resigned w.e.f. 15<sup>th</sup> April, 2015.

### 9. Meetings of the Board:

Four (4) Board Meetings were held during the financial year ended 31<sup>st</sup> March, 2015. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

### 10. Independent Directors:

The Independent Directors of the Company have given the declaration to the Company that they meet the criteria of independence as prescribed both under subsection (6) of Section 149 of the Companies Act, 2013 and Listing Agreements.

### 11. Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013

and Clause 49 of the Listing Agreements, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

The Evaluation Criteria were as follows:

#### (a) For Non-Executive and Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

#### (b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals/KRA and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

### 12. Audit Committee:

The Audit Committee consists of all independent directors with Mr. Milin Mehta as Chairman and Mr. C. P. Buch and Mr. R. C. Saxena as members. The Committee interalia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations. The Committee also reviews at length the Financial Statements before they are placed before the Board.

### 13. Vigil Mechanism:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Listing Agreements, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company.

### 14. Internal Control Systems:

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations. The internal auditor team carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

# BOARD'S REPORT

## 15. Corporate Social Responsibility:

Corporate Social Responsibility (CSR) is not a new term for Alembic. Alembic Group has been proactively carrying out CSR activities since more than Fifty Years. Alembic Group has established, nurtured and promoted various Non Profit Organisation focusing on three major areas – Education, Healthcare and Rural Development.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the Financial Year ended 31<sup>st</sup> March, 2015 in the format prescribed under Rule 9 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure B.

## 16. Policy on Nomination and Remuneration:

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreements are provided in the Corporate Governance Report.

## 17. Related Party Transactions:

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are materially significant related party transactions made by the Company with Alembic Pharmaceuticals Limited, related party. However, no related party transactions have any potential conflict with the interest of the Company.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Agreements is as under:

<http://www.alembiclimited.com/AL-RPT%20Policy.pdf>

## 18. Corporate Governance:

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreements forms part of the Annual Report.

The requisite certificate from M/s. Samdani Shah & Associates, Practising Company Secretaries confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

## 19. Fixed Deposits:

During the year under review, the Company has not accepted/renewed any deposits.

## 20. Listing of shares:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 506235 and on National Stock Exchange of India Limited (NSE) with scrip code of ALEMBICLTD. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2015-16 have been paid.

## 21. Loans, Guarantee or Investments:

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are given as Annexure C.

## 22. Auditors:

### (a) Statutory Auditors:

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. K. S. Aiyar & Co., Chartered Accountants, has been appointed as Statutory Auditors of the Company till the conclusion of Annual General Meeting for the F.Y. 2016-17, as approved by the members at their 107<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014.

Further, pursuant to the requirement of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Members are requested to ratify their appointment for the F.Y. 2015-16.

### (b) Secretarial Auditors:

The Board of Directors of the Company appointed M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara, to conduct Secretarial Audit for the F.Y. 2015-16.

The Secretarial Audit Report of M/s. Samdani Shah & Associates, Practising Company Secretaries for the financial year ended 31<sup>st</sup> March, 2015, is annexed as Annexure D.

### (c) Cost Auditors:

The Board of Directors of the Company appointed M/s. Santosh Jejurkar & Associates, Cost Accountant, Vadodara as Cost Auditor for the F.Y. 2015-16 for conducting audit of the cost accounts maintained by the Company relating to Bulk Drugs and Real Estate business.

## BOARD'S REPORT

### (d) Internal Auditors:

The Board of Directors has appointed CNK & Associates, LLP, Chartered Accountants as Internal Auditors of the Company for the Financial Year 2015-16.

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report or by the Secretarial Auditor in their Secretarial Audit Report and hence no explanation or comments of the Board is required in this matter.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

### 23. Directors' Responsibility Statement:

In terms of the provisions of Companies Act, 2013, the Directors state that:

- a) in preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies as listed in Note Z-I to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31<sup>st</sup> March, 2015 and of the profit of the Company for that period.
- c) the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 24. Material Changes:

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31<sup>st</sup> March, 2015. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

### 25. Extracts of Annual Return:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of this report as Annexure E.

### 26. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure F.

### 27. Particulars of employees and related disclosures:

Disclosures pertaining to remuneration and others details as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure G.

In terms of the provisions of Section 197(12) of the Companies Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the name and other particulars of the employees drawing remuneration in excess of the limits set out in the said rule are provided in the Annual Report.

The Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

On behalf of the Board of Directors,

Regd. Off. Alembic Road,  
Vadodara - 390003  
7<sup>th</sup> May, 2015  
CIN: L26100GJ1907PLC000033  
Tel: 0265-2280550 Fax: 0265-2282506  
Website: www.alembiclimited.com  
Email: alembic.investors@alembic.co.in

**Chirayu R. Amin**  
Chairman

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Perspective vis-à-vis Company

The Company operates primarily in the manufacture of Bulk Drugs and Real Estate.

### FINANCE:

The gross revenue of the Company was ₹ 149.94 Crores for the year under review as compared to ₹ 160.92 Crores for the previous year ended on 31<sup>st</sup> March, 2014. The Company registered a net profit of ₹ 24.15 Crores as compared to net profit of ₹ 29.53 Crores for the previous year ended on 31<sup>st</sup> March, 2014.

### OUTLOOK:

The fermentation division of the Company has done a remarkable improvement in one of its two fermentation products i.e. Lovastatin. This enabled the company to be cost-competitive against the ever-falling market price of this product.

The Company has completed its maiden real estate project –“Samsara” well within time and is in the process of starting a new project in the same vicinity at Vadodara. The general outlook for the industry remains subdued.

### OPPORTUNITY:

The company has invested in a pilot-validation set-up, in order to enter into ‘small-volume / big-value’ niche products.

The Company has refurbished some of its facilities conforming to the latest GMP-standards, in order to produce better margin-synthetic products.

### CONCERN / RISK:

During the year, Gas Authority of India Limited (GAIL) increased the basic fuel price by about 40% & also reduced the quantity allocation to the company. This dual adverse situation negatively impacted the Company’s performance by way of under-performance of the co-generation sets and high cost of power generation. The Company is making efforts with GAIL for restoration of the original quantity allocation.

### THREAT:

The National Pharmaceuticals Pricing Authority (NPPA) has modified its pricing policy with regard to a key product manufactured by the Company. The Company was the sole manufacturer of this product with an indigenous backward integration set up. This revision in NPPA’s pricing policy is a major set-back to the Company’s operations. The Company is in the process of making representations with the Government in this regard.

### INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company maintains a system of well-established policies and procedures for internal control of operations and activities.

The internal audit function is further strengthened in consultation with statutory auditors for monitoring statutory and operational issues. The Company has appointed Internal Auditors for the Bulk Drugs division and Real Estate Division to ensure proper system of Internal Control and its adequacy.

The reports of Internal Auditors are presented quarterly before the Audit Committee and their recommendations are implemented.

### HUMAN RESOURCE INTERVENTION:

The Company’s HR policies are result oriented and aims at overall professional and personal development of Human Resources while keeping the organizational goal in focus. Taking into account the actual work-load demand of numbers & skills, company decided to right-size the manpower, still ensuring the smooth-running of its operations.

### HEALTH, SAFETY, SECURITY AND ENVIRONMENT:

Health, Safety, Security and Environment is at the core of our business and all employees are accountable for it. Alembic’s operations follow the best industry practices as regards to Health, Safety, Security and Environment.

During the year under review, various safety audits were carried out by Independent consultants. Environmental audits (statutory) were carried out & submitted to pollution control boards for their review. Efforts are made at all levels to conserve energy and resources. Enzymatic processes are being tried for waste water treatment at our Baroda plant to reduce energy consumption & also recycling of water. Tree Plantation programs were organized and special attention is provided to the Solvent Recovery Program.

## ANNEXURE B

### Format for the Annual Report on CSR Activities to be included in the Board's Report

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

The Company's CSR Policy provides for carrying out CSR activities in the area of Education, Healthcare and Rural Development through various 'Not for Profit Organisations' including Uday Education Society, Bhailal Amin General Hospital, Rural Development Society, etc.

The CSR spend may be carried out by way of donation to the corpus of the above 'Not for profit organisations' or contribution towards some specific project being undertaken by any of the organisations.

Weblink to the CSR Policy of the Company: <http://www.alembiclimited.com/AL-CSR%20Policy.pdf>

2. The Composition of CSR Committee:

Mrs. Malika C Amin - Chairperson

Mr. Milin Mehta - Member

Mr. C. P. Buch - Member

3. Average Net Profit of the Company for the last three financial years: ₹ 228.33 Lacs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 4.57 Lacs.

5. Details of CSR Spent during the financial year

- (a) Total amount to be spent for the financial year: ₹ 4.57 Lacs
- (b) Amount unspent, if any: Nil
- (c) Manner in which the amount spent during the financial year is detailed below:

(₹ in Lacs)

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads 1. Direct Expenditure on projects or programs 2. Overheads:	Cumulative expenditure upto the reporting period	Amount Spent: Direct or through implementing agency
1	Residential Hostel for students	Education	Local - Panchmahal District, Gujarat	2.00	Food Expenses	2.00	Through implementing agency - Rural Development Society. (Panelav Tal. Halol, Panchmahal)
2	High School	Education	Local - Panchmahal District, Gujarat	0.26	School Expenses	0.26	--do--
3	Health Education, Hygiene & medical clinic	Health	Local - 14 Villages of Panchmahal District, Gujarat	1.80	Direct Expenses Medical camp	1.80	--do--



## ANNEXURE B

4	Deaddiction Sector	Health	Local - 14 Villages of Panchmahal District, Gujarat	0.31	Direct Expenses by camp	0.31	--do--
5	Training Programmes	Education	Local - 14 Villages of Panchmahal District, Gujarat	0.23	Vocational Training	0.23	--do--
<b>TOTAL</b>				<b>4.60</b>		<b>4.60</b>	

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: NA
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Signing on behalf of the Committee and the Company

Sd/-  
Malika C. Amin  
Chairperson of the Committee

Sd/-  
Chirayu R. Amin  
Chairman of the Company

## ANNEXURE C

### Particulars of Loans, Guarantee or Investments made by the Company

Nature of Transaction (whether loan/ guarantee/ investments)	Date of making loans, giving guarantee or making investments	Name and address of the person or body corporate to whom it is made or given or whose securities have been acquired	Amount (₹ in Lacs)	Purpose of loan/ guarantee/ investments
Investments	27.11.2014	Shreno Limited, Alembic Road, Vadodara - 390 003	152.51	Subscription in rights issue.
*Investments in liquid scheme of Mutual Funds	16.12.2014	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	350.00	Temporary parking of surplus funds
--do--	29.12.2014	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	180.00	--do--
--do--	30.12.2014	Reliance Mutual Fund (Reliance Money Manager Fund-Direct Plan Daily Dividend Plan) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	350.70	--do--
--do--	09.02.2015	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	90.00	--do--
--do--	10.02.2015	Reliance Mutual Fund (Reliance Money Manager Fund-Direct Plan Daily Dividend Plan) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	90.01	--do--
--do--	10.02.2015	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	225.00	--do--
--do--	11.02.2015	Reliance Mutual Fund (Reliance Money Manager Fund-Direct Plan Daily Dividend Plan) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	225.03	--do--
--do--	11.03.2015	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	150.00	--do--
--do--	12.03.2015	Reliance Mutual Fund (Reliance Money Manager Fund-Direct Plan Daily Dividend Plan) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	150.02	--do--
--do--	25.03.2015	Reliance Mutual Fund (Reliance Liquid Fund -Treasury Plan – Direct Plan Daily Dividend Option) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	600.00	--do--
--do--	26.03.2015	Reliance Mutual Fund (Reliance Money Manager Fund-Direct Plan Daily Dividend Plan) & H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	600.10	--do--

Note: \*The above stated investments are gross investments and are not net of redemptions made by the Company.

**Form MR-3****Secretarial Audit Report**

For the Financial Year ended 31<sup>st</sup> March, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Alembic Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Alembic Limited (the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers and Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup> March, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulation, 1998;
- vi. The Factories Act, 1948;
- vii. Industrial (Development & Regulations) Act, 1951;
- viii. The Child Labour (Prohibition and Regulation) Act, 1986;
- ix. The Contract Labour (Regulation and Abolition) Act, 1970;
- x. Industrial Employment (Standing Orders) Act, 1946;
- xi. The Payment of Wages Act, 1936;

## ANNEXURE D

- xii. The Minimum Wages Act, 1948;
- xiii. The Payment of Gratuity Act, 1972;
- xiv. Employees Provident Funds & Miscellaneous Provisions Act, 1952;
- xv. The Payment of Bonus Act, 1965;
- xvi. The Maternity Benefits Act, 1961;
- xvii. The Air (Prevention & Control of Pollution) Act, 1981;
- xviii. The Environment (Protection) Act, 1986;

We have examined the compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

We have not examined the Secretarial Standards issued by The Institute of Company Secretaries of India as these were not notified up to the period of this report.

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

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

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

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

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no instances of;

1. Public/ Right/preferential issue of shares / debentures/sweat equity, etc.
2. Redemption / buy-back of securities.
3. Merger / amalgamation / reconstruction, etc.
4. Foreign Technical Collaborations.

Sd/-

S. Samdani  
Partner

Samdani Shah & Asso.  
Company Secretaries  
FCS # 3677 - CP# 2863

Vadodara,

7<sup>th</sup> May, 2015

**FORM No. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2015

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

**I. REGISTRATION AND OTHER DETAILS**

i)	CIN	L26100GJ1907PLC000033
ii)	Registration Date	13/07/1907
iii)	Name of the Company	Alembic Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office and Contact Details	Alembic Road, Vadodara - 390 003, Tel: 0265 2280550, Fax: 0265 2282506, Website: www.alembiclimited.com, Email: alembic.investors@alembic.co.in
vi)	Whether listed company	Yes
vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited, B Tower, 102 & 103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Tel: 0265 2356573 Fax: 0265 2356791, Email: vadodara@linkintime.co.in

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

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
1.	API	35250 & 35260	54.33
2.	Real Estate	99531129	39.11

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

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Alembic Pharmaceuticals Limited	L24230GJ2010PLC061123	Associate	29.18	2(6)
2	Alembic Exports Limited	U51100GJ1994PLC021552	Associate	45	2(6)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(I) Indian</b>									
a) Individual/HUF	2,68,04,860	-	2,68,04,860	10.04	2,68,04,860	-	2,68,04,860	10.04	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	14,40,43,144	-	14,40,43,144	53.94	14,40,43,144	-	14,40,43,144	53.94	-

# ANNEXURE E

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other ....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1):-</b>	17,08,48,004		17,08,48,004	63.98	17,08,48,004		17,08,48,004	63.98	-
<b>(2) Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other ....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	17,08,48,004	-	17,08,48,004	63.98	17,08,48,004	-	17,08,48,004	63.98	-
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	10,13,638	30,200	10,43,838	0.39	3,66,656	30,200	3,96,856	0.15	(0.24)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	2,24,70,286	-	2,24,70,286	8.41	2,43,94,925	-	2,43,94,925	9.14	0.73
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
(a) OBC	-	1,500	1,500	-	-	1,500	1,500	-	-
(b) Employee Welfare Fund	-	5,700	5,700	-	-	5,700	5,700	-	-
<b>Sub-total (B) (1):-</b>	2,34,83,924	37,400	2,35,21,324	8.81	2,47,61,581	37,400	2,47,98,981	9.29	0.48
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	93,65,714	48,500	94,14,214	3.53	56,32,477	35,300	56,67,777	2.12	(1.41)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lac	3,45,90,006	97,94,890	4,43,84,896	16.62	3,98,80,932	92,97,915	4,91,78,847	18.42	1.8
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	1,61,23,565	1,40,100	1,62,63,665	6.09	1,39,32,229	1,40,100	1,40,72,329	5.27	(0.82)
c) Others (specify)									
(i) Foreign Portfolio investor	-	-	-	-	19,534	-	19,534	0.01	0.01
(ii) Clearing Member	14,55,079	-	14,55,079	0.55	14,67,096	-	14,67,096	0.55	-
(iii) Non Resident Indians (NRI)- Repat	8,93,693	-	8,93,693	0.33	6,47,248	-	6,47,248	0.24	(0.09)

# ANNEXURE E

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(iii) Non Resident Indians (NRI)- Non- Repat	1,85,543	46,350	2,31,893	0.09	2,73,012	43,350	3,16,362	0.12	0.03
(iv) Trusts	19,060	-	19,060	0.001	15,650	-	15,650	0.01	-
Sub-total (B)(2):-	6,26,32,660	1,00,29,840	7,26,62,500	27.21	6,18,68,178	95,16,665	7,13,84,843	26.73	(0.48)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>8,61,16,584</b>	<b>1,00,67,240</b>	<b>9,61,83,824</b>	<b>36.02</b>	<b>8,66,29,759</b>	<b>95,54,065</b>	<b>9,61,83,824</b>	<b>36.02</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>25,69,64,588</b>	<b>1,00,67,240</b>	<b>26,70,31,828</b>	<b>100.00</b>	<b>25,74,77,763</b>	<b>95,54,065</b>	<b>26,70,31,828</b>	<b>100.00</b>	<b>-</b>

## (ii) Shareholding of Promoters

Details of Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	
1.	Chirayu R. Amin	91,02,930	3.41	-	90,42,930	3.39	-	(0.02)
2.	Malika C. Amin	60,11,460	2.25	-	60,11,460	2.25	-	Nil
3.	Udit C. Amin	20,13,960	0.75	-	20,13,960	0.75	-	Nil

Details of Shareholding of persons and entities of promoter group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	
1.	Shreno Limited	3,67,37,560	13.76	-	3,67,37,560	13.76	-	Nil
2.	Whitefield Chemtech Private Limited	3,65,70,460	13.70	-	3,65,70,460	13.70	-	Nil
3.	Sierra Investments Limited	3,43,35,340	12.86	-	3,43,35,340	12.86	-	Nil
4.	Nirayu Private Limited	3,37,98,274	12.66	-	3,37,98,274	12.66	-	Nil
5.	Pranav Amin	20,19,600	0.76	-	20,19,600	0.76	-	Nil
6.	Shaunak Amin	20,13,960	0.75	-	20,13,960	0.75	-	Nil
7.	Yera Amin	21,61,830	0.81	-	21,61,830	0.81	-	Nil
8.	Vidyanidhi Trust	16,19,100	0.61	-	16,19,100	0.61	-	Nil
9.	Ninochaka Kothari	12,65,800	0.47	-	12,65,800	0.47	-	Nil
10.	Shreya Mukharji	6,79,720	0.25	-	6,79,720	0.25	-	Nil
11.	Arogyavardhini Society	5,61,900	0.21	-	5,61,900	0.21	-	Nil
12.	Anup Kothari	3,80,000	0.14	-	3,80,000	0.14	-	Nil
13.	Jyoti Patel	9,75,600	0.35	-	9,75,600	0.35	-	Nil
14.	Utkarsh Vidyakendra	2,92,500	0.11	-	2,92,500	0.11	-	Nil
15.	Ujjwal Vidyalaya	1,24,500	0.05	-	1,24,500	0.05	-	Nil
16.	Naintara Amin	60,000	0.02	-	60,000	0.02	-	Nil
17.	Samira Amin	60,000	0.02	-	60,000	0.02	-	Nil

## ANNEXURE E

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	
18	Ranvir Amin	30,000	0.02	-	30,000	0.02	-	Nil
19.	Viramya Packlight Limited	1,800	0.00	-	1,800	0.00	-	Nil
20.	Paushak Limited	1,710	0.00	-	1,710	0.00	-	Nil
21.	Inaaya Amin	-	-	-	60,000	0.02	-	0.02

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	17,08,48,004	63.98	17,08,48,004	63.98
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No change during the year			
	At the end of the year	17,08,48,004	63.98	17,08,48,004	63.98

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	At the beginning / end of the year	Shareholding at the beginning of the year		*Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Shreno Limited	3,67,37,560	13.76	3,67,37,560	13.76
2	Whitefield Chemtech Private Limited	3,65,70,460	13.70	3,65,70,460	13.70
3	Sierra Investment Limited	3,43,35,340	12.86	3,43,35,340	12.86
4	Nirayu Private Limited	3,37,98,274	12.66	3,37,98,274	12.66
5	Lotus Global Investments Limited	1,20,15,540	4.49	1,20,15,540	4.49
6	Elara India Opportunities Fund Limited	1,04,51,746	3.91	1,04,51,746	3.91
7	Pranav Amin	20,19,600	0.76	20,19,600	0.76
8	Yeraben Amin	21,61,830	0.81	21,61,830	0.81
9	Shaunak Amin	20,13,960	0.75	20,13,960	0.75

\*There is no change in the shareholding during the year.

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
10	Neepa Shah				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	13.06.2014 (Purchase)	4,29,965	0.16	4,29,965
		30.09.2014 (Purchase)	16,06,284	0.60	20,36,249
	At the end of the year (or on the date of separation, if separated during the year)	20,36,249	0.76	20,36,249	0.76



# ANNEXURE E

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
II	India Infoline Limited					
	At the beginning of the year	17,84	0.0007	1,784	0.0007	
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	04.04.2014 (Purchase)	21,847	0.0081	2,3631	0.0088
		11.04.2014 (Sold)	18,174	0.0068	5,457	0.0020
		18.04.2014 (Sold)	1,961	0.0007	3,496	0.0013
		25.04.2014 (Purchase)	1,774	0.0006	5,270	0.0019
		02.05.2014 (Sold)	1,831	0.0007	3,439	0.0012
		09.05.2014 (Purchase)	4,566	0.0018	8,005	0.0030
		16.05.2014 (Sold)	2,743	0.0011	5,262	0.0019
		23.05.2014 (Sold)	1,671	0.0006	3,591	0.0013
		30.05.2014 (Purchase)	2,477	0.0009	6,068	0.0022
		06.06.2014 (Purchase)	22,040	0.0083	28,108	0.0105
		13.06.2014 (Sold)	19,032	0.0071	9,076	0.0034
		20.06.2014 (Sold)	5,289	0.0020	3,787	0.0014
		30.06.2014 (Purchase)	18,221	0.0068	22,008	0.0082
		04.07.2014 (Sold)	20,608	0.0077	1,400	0.0005
		11.07.2014 (Purchase)	2,058	0.0008	3,458	0.0013
		18.07.2014 (Sold)	937	0.0004	2,521	0.0009
		25.07.2014 (Sold)	381	0.0001	2,140	0.0008
		01.08.2014 (Sold)	934	0.0004	1,206	0.0004
		08.08.2014 (Purchase)	5,870	0.0022	7,076	0.0026
		15.08.2014 (Sold)	4,584	0.0017	2,492	0.0009
		22.08.2014 (Purchase)	8,481	0.0032	10,973	0.0041
		29.08.2014 (Purchase)	24,76,053	0.9272	24,87,026	0.9313
		05.09.2014 (Purchase)	3,58,150	0.1342	28,45,176	1.0655
		12.09.2014 (Sold)	2,37,979	0.0892	26,07,197	0.9763
		19.09.2014 (Sold)	5,545	0.0021	26,01,652	0.9742
		30.09.2014 (Sold)	15,44,549	0.5784	10,57,103	0.3958
		03.10.2014 (Purchase)	12,582	0.4727	10,69,685	0.8685
		10.10.2014 (Sold)	1,88,090	0.5384	8,81,595	0.3301
		17.10.2014 (Purchase)	1,639	0.0006	8,83,234	0.3307
		24.10.2014 (Purchase)	4,058	0.0015	8,87,292	0.3322
		31.10.2014 (Sold)	1,805	0.0007	8,85,487	0.3315
		07.11.2014 (Purchase)	3,25,081	0.1218	12,10,568	0.4533
		14.11.2014 (Sold)	2,73,948	0.1026	9,36,620	0.3507
		21.11.2014 (Sold)	51,250	0.0192	8,85,370	0.3315
		28.11.2014 (Sold)	1,023	0.0004	8,84,347	0.3311
		05.12.2014 (Purchase)	22,261	0.0084	9,06,608	0.3395
		12.12.2014 (Sold)	23,141	0.0087	8,83,467	0.3308
		19.12.2014 (Purchase)	3,715	0.0014	8,87,182	0.3322
		31.12.2014 (Sold)	4,962	0.0018	8,82,220	0.3304
		02.01.2015 (Purchase)	36,896	0.0138	9,19,116	0.3442
		09.01.2015 (Sold)	35,560	0.0134	8,83,556	0.3308
		16.01.2015 (Sold)	648	0.0001	8,82,908	0.3307
		23.01.2015 (Purchase)	27,931	0.0104	9,10,839	0.3411
		30.01.2015 (Sold)	22,371	0.0085	8,88,468	0.3326
		06.02.2015 (Sold)	4,030	0.0015	8,84,438	0.3311
		13.02.2015 (Sold)	381	0.0001	8,84,057	0.331
		20.02.2015 (Purchase)	5,735	0.0022	8,89,792	0.3332

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	27.02.2015 (Purchase)	9,050	0.0034	8,98,842	0.3366
	06.03.2015 (Sold)	4,017	0.0016	8,94,824	0.335
	13/03/2015 (Sold)	11,699	0.0043	8,83,125	0.3307
	20.03.2015 (Purchase)	1831	0.0007	8,84,956	0.3314
	27.03.2015 (Purchase)	441	0.0001	8,85,397	0.3315
	31.03.2015 (Purchase)	4,437	0.0017	8,89,834	0.3332
	At the end of the year (or on the date of separation, if separated during the year)	8,89,834	0.33	8,89,834	0.33

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
12	Bajaj Allianz Life Insurance Company Limited					
	At the beginning of the year	22,71,104	0.8505	22,71,104	0.8505	
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	17.10.2014 (Sold)	60,000	0.0225	22,11,104	0.8280
		24.10.2014 (Sold)	4,62,380	0.1731	17,48,724	0.6549
		07.11.2014 (Sold)	4,40,000	0.1648	13,08,724	0.4901
		14.11.2014 (Sold)	1,10,000	0.0412	11,98,724	0.4489
		28.11.2014 (Sold)	1,00,000	0.0374	10,98,724	0.4115
		05.12.2014 (Sold)	3,35,000	0.1255	76,3724	0.2860
		12.12.2014 (Sold)	7,63,724	0.2860	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0	

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
13	Finquest Securities Private Limited					
	At the beginning of the year	28,47,428	1.0663	28,47,428	1.0663	
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	04.04.2014 (Sold)	4,62,928	0.1733	23,84,500	0.893
		11.04.2014 (Sold)	8,19,625	0.307	15,64,875	0.586
		18.04.2014 (Sold)	4,16,994	0.1561	11,47,881	0.4299
		25.04.2014 (Sold)	6,72,566	0.2519	4,75,315	0.178
		02.05.2014 (Sold)	3,41,880	0.128	1,33,432	0.05
		09.05.2014 (Sold)	19,332	0.0073	1,14,100	0.0427
		23.05.2014 (Purchase)	13,998	00.0052	1,28,098	00.479
		30.05.2014 (Sold)	1,18,098	0.0442	10,000	0.0037
		06.06.2014 (Purchase)	7,50,252	0.281	7,60,252	0.2847
		13.06.2014 (Sold)	7,60,252	0.2847	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0	

## ANNEXURE E

### (v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Chirayu R. Amin, Chairman				
	At the beginning of the year	91,02,930	3.41	91,02,930	3.41
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	60,000 (Inter se transfer)	(0.02)	60,000 (Inter se transfer)	(0.02)
	At the end of the year	90,42,930	3.39	90,42,930	3.39

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		*Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning/ end of the year				
2	Malika C. Amin, Director	60,11,460	2.25	60,11,460	2.25
3	Udit C. Amin, Director	20,13,960	0.75	20,13,960	0.75
4	Milin Mehta, Director	-	-	-	-
5	C. P. Buch, Director	-	-	-	-
6	R. C. Saxena, Director	-	-	-	-
7	Abhijit Joshi, Director	-	-	-	-
8	Sameer Khera, Director	-	-	-	-
9	Rasesh Shah, CFO	-	-	-	-
10	Chirag Shukla, CS	-	-	-	-

\*There is no change in the shareholding at the end of the year.

### V. INDEBTEDNESS

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,156.62	-	-	2,156.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	2,156.62	-	-	2,156.62
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	2,156.62	-	-	2,156.62
<b>Net Change</b>	2,156.62	-	-	2,156.62
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	-	-	-	-

# ANNEXURE E

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/Manager	Total Amount
		Udit Amin	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	183.70 0.40 -	183.70 0.40 -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, please specify	-	-
	Total	184.10	184.10
	Ceiling as per the Act		280.00

### B. Remuneration to other Directors

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of the Directors						Total Amount	
		Milin Mehta	R. C. Saxena	C. P. Buch	Chirayu Amin	Malika Amin	Abhijit Joshi		
1.	Independent Directors * Fee for attending board/committee * Commission * Others, Please specify	3.00 - -	1.50 - -	3.00 - -	- - -	- - -	- - -	7.50 - - -	
	Total (1)	3.00	1.50	3.00	-	-	-	7.50	
2.	Other Non-Executive Directors * Fee for attending board/committee * Commission * Others, Please	- - -	- - -	- - -	1.20 - -	1.10 - -	0.20 - -	- - -	3.50 - - -
	Total (2)	-	-	-	1.20	1.10	0.20	3.50	
	Total Managerial Remuneration (1 + 2)	3.00	1.50	3.00	1.20	1.10	0.20	11.00	
	Overall Ceiling as per the Act							N.A.	

### C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Udit Amin CEO	Chirag Shukla Company Secretary	Rasesh Shah CFO	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	Covered at point VI - A above	9.88	13.33	23.21
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	9.88	13.33	23.21

The above stated figures for remuneration are extracted from Form 16 of the Individual Managerial Personnel and Key Managerial Personnel for the F.Y. 2014-15. Whereas the figures for the managerial remuneration in Corporate Governance Report are prepared on the basis of accrual accounting principle and hence are not comparable.

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in default</b>					
Penalty			None		
Punishment					
Compounding					

## ANNEXURE F

**Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

### (A) Conservation of Energy:

- (i) Steps taken or impact on conservation of energy:
  - Reduced 25 psi Air pressure from 2.1 kg/cm<sup>2</sup> to 1.9 kg/cm<sup>2</sup>, to reduce power consumption.
  - Provided variable frequency drive in 25 psi to Air compressor.
  - Chilled water temperature range increased from 14-16 °C to 16-18 °C to reduce power consumption.
- (ii) Steps taken for utilising alternate sources of energy:
  - Installed Auto PH & Chemical dosing system in Co-gen's Cooling Tower for cost reduction & better control on cooling water.
- (iii) Capital Investment on energy conservation equipment:
  - Replacement of existing 4 Nos. of brine factory supply pump with single 45 kw pump to save pumping power.
  - Replacement of existing 3 Nos. of chill water machine supply pumps of chiller with single 37 kw pump to save pumping power.
  - Pump internal coating to reduce frictional losses in pump.

### (B) Technology Absorption:

- i. Efforts made towards technology absorption:
  - Lab development and pilot validation for two molecules: Compactin & Valencene.
- ii. Benefits derived like product improvement, cost reduction, product development or import substitution:
  - Fermentation technology refinement for 'Lova' scaled improved from 2000 kg per batch to 2400 kg per batch.
  - Downstreaming recovery efficiency for 'Lova' increased from 72% to 74.5%.
  - Downstreaming recovery efficiency for Erythromycin increased from 80% to 82%.
  - Lower Consumption of Power & decrease in power cost.
  - Equipments will operate at optimum efficiency.
  - Right-sizing of Manpower.
  - Improve load reduction in Effluent Treatment Plant (ETP).
- iii. Information regarding technology imported, during the last 3 years: Nil.
- iv. Expenditure incurred on Research and Development:

(₹ in Lacs)

a)	Capital	Nil
b)	Recurring	265.66
c)	Total	265.66
d)	Total R & D expenditure as a percentage of total turnover	1.77%

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

(₹ in Lacs)

For the period ended on 31st March,	2015	2014
<b>Income</b>		
Export (FOB basis)	<b>2,053.58</b>	1,178.50
<b>Expenditure</b>		
Raw Materials ( CIF basis)	<b>366.25</b>	459.78
Packing Material, Components and Spare parts (CIF basis)	<b>9.05</b>	59.52
Professional and Consultancy fees	<b>2.71</b>	-
Others	<b>46.75</b>	106.53

## ANNEXURE G

**As per the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company are required to disclose following information in the Board's Report.**

Variations in the market capitalization	451.02 Lacs
Price Earnings Ratio as at the closing date of current financial year	38.50
Price Earnings Ratio as at the closing date of previous financial year	16.15
Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer* in case of listed companies and in case of unlisted companies, the variations in the net worth of the company as at the close of current financial year and previous financial year	1364%
Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	
Name	Ratio to Employees
Udit C. Amin – Director & President – Operations	1 : 0.01447
Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	
Name	% Increase
Udit C. Amin - Director & President - Operations	71.91
Rasesh Shah - CFO (Appointed w.e.f. 13 <sup>th</sup> August, 2014)	N.A.
Chirag Shukla - Company Secretary (Ceased w.e.f. 15 <sup>th</sup> April, 2015)	20.53
Percentage increase in the median remuneration of employees in the financial year	1.74
Number of permanent employees on the rolls of company	523
Explanation on the relationship between average increase in remuneration and company performance	Increase in Profit Before Tax (29.89%). Increase in overall remuneration (-4.21%)
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	Increase in remuneration of KMP – 46.22%
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	3.89% (Non- Managerial Personnel) 46.22% (Managerial Personnel)
Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Same as above
Key parameters for any variable component of remuneration availed by the directors	Company Performance, Periodical Reviews, Skills and Competence
Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.

\* The last public offer by the Company was in the form of a Rights Issue of Equity Shares in 2003 at ₹ 220/- per share of ₹ 10/- each. The same has been adjusted for the bonus issues, stock split and de-merger carried out subsequently by the Company.

We affirm that the remuneration paid to the Managerial and Non-Managerial Personnel is as per the remuneration policy of the Company.

# Report on Corporate Governance

## 1 Company's Philosophy

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of corporate governance. This improves the understanding of the structure, activities and policies of the organization and enhances the trust and confidence of the stakeholders.

The Company has always been committed to the principles of good corporate governance.

## 2 Board of Directors

### • Composition of the Board

The Board of Directors consist of 1 Executive Promoter Director, 2 Non-Executive Promoter Directors (including one woman director), 1 Non-Executive Non-Independent Director and 4 Independent Directors. The Chairman of the Board is a Non-Executive Promoter Director. As on 31<sup>st</sup> March, 2015 and on the date of this report, the Board meets the requirement of having at least one woman director and not less than 50% of the Board strength comprising of Non-Executive Directors as 4 out of 8 Directors are Non-Executive Independent Directors.

### • Meetings of Board of Directors and the dates of the Board Meetings

Four (4) Meetings of Board of Directors were held during the year ended 31<sup>st</sup> March, 2015 on 6<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014, 5<sup>th</sup> November, 2014 and 22<sup>nd</sup> January, 2015. The time gap between any two meetings was not exceeding 120 days.

### • Number of other Public Limited Companies in which the Director is a Director / Committee Member and Attendance of the Director at the Board Meetings during the year ended 31<sup>st</sup> March, 2015 and at the last AGM

Name of the Director	Category of the Director	No. of Board Meetings held & attended during the Financial Year	Attendance at the last AGM	No. of other Directorships	No. of Committees Membership / Chairmanship	
					As Chairman	As Member
Mr. Chirayu R. Amin, Chairman	Promoter Non-Executive	4 of 4	Yes	7	2	5
Mrs. Malika C. Amin	Promoter Non-Executive	4 of 4	Yes	3	1	-
Mr. Udit C. Amin, Director and President - Operations	Promoter-Executive	4 of 4	Yes	1	-	3
Mr. Ashok Tulankar (Resigned w.e.f. 31 <sup>st</sup> October, 2014)	Non-Executive	1 of 2	Yes	-	-	-
Mr. R. M. Kapadia (Resigned w.e.f. 14 <sup>th</sup> August, 2014)	NED (I) #	2 of 2	Yes	-	-	1
Mr. Milin Mehta	NED (I) #	4 of 4	Yes	2	3	1
Mr. C. P. Buch	NED(I) #	4 of 4	Yes	-	1	3
Mr. R. C. Saxena	NED(I) #	4 of 4	Yes	-	-	2
Mr. Sameer Khara (Appointed w.e.f. 25 <sup>th</sup> February, 2015)	NED(I) #	NA	NA	-	-	-
Mr. Abhijit Joshi (Appointed w.e.f. 5 <sup>th</sup> November, 2014)	Non-Executive	1 of 1	NA	1	-	1



# Report on Corporate Governance

## ② Board of Directors - Contd.

# NED (I) means Non-Executive – Independent Director

As required by Section 165(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreements, none of the Directors holds Directorships in more than 20 Companies (Public or Private), 10 Public Companies, membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and Chairmanship of Board Committee in excess of 5. None of the Directors serve as an Independent Director in more than 7 listed Companies. None of the Director who serves as Whole-Time Director in any listed Company serves as an Independent Director in more than three listed Companies.

## ③ Audit Committee

### • Composition & Terms of Reference

The Audit Committee comprises of 3 Non-Executive Independent Directors viz. Mr. Milin Mehta, Mr. R. C. Saxena and Mr. C. P. Buch. Mr. Milin Mehta is Chairman of the Audit Committee. During the year under review, Mr. R. M. Kapadia has resigned w.e.f. 14<sup>th</sup> August, 2014 and Mr. R. C. Saxena was inducted as member of the Committee w.e.f. 5<sup>th</sup> November, 2014. The terms of reference of the Committee cover the matters specified for Audit Committee under the Listing Agreements and the provisions of Companies Act, 2013 and rules made thereunder.

The Statutory Auditors, Internal Auditors, Cost Auditors and other relevant Senior Management personnel of the Company are invited to attend the Meetings of Audit Committee. The Company Secretary acts as Secretary to the Committee. Mr. Milin Mehta, Chairman of the Audit Committee was present at the last Annual General Meeting held on 13<sup>th</sup> August, 2014.

### • Meetings and the attendance during the year

There were Four (4) meetings of the Audit Committee during the year held on 6<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014, 5<sup>th</sup> November, 2014 and 22<sup>nd</sup> January, 2015.

The attendance of each member of the Committee is given below:

Name of the Director	Category of the Director	No. of Meetings Attended
Mr. Milin Mehta	Non-Executive – Independent	4
Mr. R. M. Kapadia (Resigned w.e.f. 13 <sup>th</sup> August, 2014)	Non-Executive - Independent	2
Mr. C. P. Buch	Non-Executive – Independent	4
Mr. R. C. Saxena	Non-Executive – Independent	1

## ④ Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreements, the Board of Directors of the Company reconstituted and renamed Remuneration Committee as “Nomination and Remuneration Committee”. The Nomination and Remuneration Committee of Directors comprises of four Directors viz. Mr. Milin Mehta, Mr. Chirayu R. Amin, Mr. C. P. Buch and Mr. R. C. Saxena. Mr. Milin Mehta is the Chairman of the Nomination and Remuneration Committee. The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the provisions of Listing Agreement and Companies Act, 2013 and rules made thereunder.

Mr. Milin Mehta, Chairman of Nomination and Remuneration Committee was present at the last Annual General Meeting held on 13<sup>th</sup> August, 2014.

# Report on Corporate Governance

## 4 Nomination and Remuneration Committee - Contd.

- **Meetings and the attendance during the year**

There were three (3) meetings of the Nomination and Remuneration Committee held during the year on 6<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014 and 5<sup>th</sup> November, 2014.

Name of the Director	Category of the Director	No. of Meetings Attended
Mr. Milin Mehta	Non-Executive - Independent	3
Mr. Chirayu R. Amin	Executive - Non Independent	3
Mr. C. P. Buch	Non-Executive - Independent	3
Mr. R. C. Saxena	Non-Executive - Independent	3

- **Policy on Directors' Appointment and Remuneration**

### 1.1 Appointment criteria and qualifications

- A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of section 149(6).
- KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

### 1.2 Term / Tenure

- Managing Director/Whole-time Director/Manager (Managerial Personnel):  
The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.
- Independent Director:
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
  - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

### 1.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.

### 1.4 Removal

The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

# Report on Corporate Governance

## 4 Nomination and Remuneration Committee - Contd.

### 1.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Company will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### 2.1 Remuneration Policy

- (a) The remuneration / compensation / commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company and the Central Government, wherever required.
- (b) The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- (c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- (d) Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### 2.2 Remuneration to Managerial Personnel, KMP, Senior Management Personnel and Other Employees

#### (a) Fixed pay

The Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force. The break-up of the pay scale and employer's contribution to PF, pension scheme, medical expenses, club fees, other non-monetary benefits etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and the Central Government, wherever required.

#### (b) Variable Pay

The Managerial Personnel shall be eligible to a performance linked incentives as may be determined by the Board from time to time.

#### (c) Commission

The Managerial Personnel may be paid commission, if approved by the shareholders. The shareholders may authorise the Board to declare commission to be paid to any Managerial Personnel of the Board.

#### (d) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

# Report on Corporate Governance

## 4 Nomination and Remuneration Committee - Contd.

### (e) Provisions for excess remuneration

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- (f) The remuneration to Company Secretary, Chief Financial Officer, Senior Management Personnel and other employees shall be governed by the HR Policy of the company.

### 2.3 Remuneration to Non- Executive / Independent Director

#### (a) Remuneration

The remuneration shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force.

#### (b) Sitting Fees

The Non-Executive / Independent Director may receive fees for attending meetings of the Company. Provided that the amount of such fees shall not exceed ₹ 1 Lac per meeting of the Board or Committee or such amount as may be prescribed under the Act. Additionally, the Non-Executive Directors shall be reimbursed traveling and incidental expenses incurred for attending the meeting.

#### (c) Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

#### (d) Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

#### • Details of Remuneration paid to Directors

##### (a) Executive Directors

All elements of remuneration package i.e. salary, benefits, bonus, pension etc. paid to Executive Directors are as under:

(₹ in Lacs)

Name of the Director	Salary & Perquisites
Mr. Udit C. Amin	200

#### Notes:

- I. Mr. Udit C. Amin was appointed as Director & President-Operations on 24<sup>th</sup> April, 2013 for a period of Five years
- II. There is no provision for payment of severance fees.
- III. The Company does not have any Stock Options Scheme.

##### (b) Non-Executive Directors

Non-Executive Directors are paid ₹ 0.20 Lac as sitting fees for attending Board Meetings, ₹ 0.20 Lac for Audit Committee Meetings and ₹ 0.10 Lac for other Committee Meetings.

# Report on Corporate Governance

## 4 Nomination and Remuneration Committee - Contd.

The Details of sitting fees paid to the Non-Executive Directors during the Financial Year 2014-15 are as under:

(₹ in Lacs)

Name of the Director	Sitting Fees for Board Meetings	Sitting Fees for Committee Meetings	Total Fees Paid
Mr. Chirayu R. Amin	0.80	0.40	1.20
Mrs. Malika. C. Amin	0.80	0.30	1.10
Mr. Milin Mehta	0.80	2.20	3.00
Mr. R. M. Kapadia	0.40	0.40	0.80
Mr. C. P. Buch	0.80	2.20	3.00
Mr. R. C. Saxena	0.80	0.70	1.50
Mr. Ashok Tulankar	0.20	-	0.20
Mr. Abhijit Joshi	0.20	-	0.20

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company and its Associates except –

- (1) Mr. Milin Mehta, where other companies under same management have paid a total of ₹ 4.65 lacs to M/s. K. C. Mehta & Co., Chartered Accountants as fees for professional services provided by the firm to those Companies. Mr. Milin Mehta is partner of the said firm.
- (2) Mr. R. C. Saxena, where the Company and other Companies under same management have paid a total of ₹ 2.24 lacs to M/s. Trivedi & Gupta, Advocates, as fees for professional services provided by the law firm. Mr. R. C. Saxena is partner of the said firm.

The Board does not consider the firms' association with the Company and its Associates to be of a material nature so as to affect independence of judgment of Mr. Milin Mehta and Mr. R. C. Saxena as Independent Directors of the Company.

### Criteria for Performance Evaluation of Independent Directors

The Criteria for performance evaluation of Independent Directors is disclosed in the Board's Report.

## 5 Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company reconstituted and renamed Shareholders'/Investors' Grievances Committee as "Stakeholders Relationship Committee". The Stakeholders Relationship Committee comprises of 3 Directors viz. Mr. C. P. Buch, Mr. Milin Mehta and Mr. Udit C. Amin. Mr. C. P. Buch, Non-Executive – Independent Director is Chairman of the Stakeholders' Relationship Committee.

Mr. Chirag K. Shukla, Company Secretary was the Compliance Officer of the Company.

No. of Shareholders' complaints received so far: 16

No. of complaints not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

# Report on Corporate Governance

## 5 Stakeholders Relationship Committee - Contd.

- Meetings and the attendance during the year**

Five (5) meetings of the Stakeholders' Relationship Committee were held during the year ended 31<sup>st</sup> March, 2015.

The attendance of each member of the Committee is given below:

Name of the Director	Category of the Director	No. of Meetings Attended
Mr. C. P. Buch	Non-Executive-Independent	5
Mr. Milin Mehta	Non-Executive-Independent	5
Mr. Udit C. Amin	Promoter-Executive	5

## 6 General Body Meetings

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

Year	Location	Date	Time	No. of Special Resolutions passed
2011-12	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	13 <sup>th</sup> August, 2012	12.30 p.m.	2
2012-13	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	6 <sup>th</sup> September, 2013	4.00 p.m.	2
2013-14	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	13 <sup>th</sup> August, 2014	4.00 p.m.	4

\* Whether any special resolution passed last year through postal ballot: No

\* Whether any special resolution is proposed to be conducted through postal ballot: No

# Report on Corporate Governance

## 7 Notes on Directors seeking appointment / re-appointment as required under Clause 49 VIII (E) of the Listing Agreements entered into with Stock Exchanges

Mr. Chirayu R. Amin retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Mr. Abhijit Joshi and Mr. Sameer Khera, Additional Directors seek appointment at the ensuing Annual General Meeting.

Mr. Chirayu R. Amin (DIN: 00292579) is M.B.A. from U.S.A. Mr. Chirayu R. Amin is the Chairman of the Company, a century old group in India, pioneer in Healthcare/Pharmaceutical Industry. Mr. Chirayu R. Amin was former President of FICCI. He was Vice President of Board of Control of Cricket in India (BCCI) and President of Baroda Cricket Association (BCA). Besides, he is also trustee in hospital and schools of Alembic Group. His presence on the Board has been immensely beneficial to the Company. He was working with the Company as Managing Director since 1983. However, consequent upon demerger of Pharmaceutical Undertaking, he has ceased as Managing Director of the Company and therefore, he will be liable to retire by rotation. He holds Directorships in Alembic Pharmaceuticals Limited, Elecon Engineering Co. Ltd., Elecon EPC Projects Limited, Nirayu Private Limited, Paushak Limited, Quick Flight Limited, Gujarat Flying Club, Shreno Limited, Sierra Investments Limited and Whitefield Chemtech Private Limited. He is a member of Nomination and Remuneration Committee of the Company, Alembic Pharmaceuticals Limited, Paushak Limited and Shreno Limited, Chairman of Corporate Social Responsibility Committee of Alembic Pharmaceuticals Limited, Elecon EPC Projects Limited and Shreno Limited, member of Audit Committee of Elecon Engineering Company Limited and member of Stakeholders Relationship Committee of Elecon Engineering Company Limited and Shreno Limited. Mr. Chirayu R. Amin is the spouse of Mrs. Malika C. Amin and father of Mr. Udit C. Amin, Directors of the Company.

Mr. Abhijit Joshi (DIN: 06568584) has done his Masters in Organic Chemistry and Production Management. He has vast experience of 34 years in the fields of Basic Research, Tech-transfer, Production and Manufacturing site administration, etc. He has worked with various well known Indian as well as Multinational Companies in pharmaceutical space. He is the Whole-time Director of Paushak Limited and is member of Stakeholders Relationship Committee of Paushak Limited. He does not hold any shares in the Company.

Mr. Sameer Khera (DIN: 00009317) graduated in Mechanical Engineering from M. S. University in Vadodara. Since completing his post-graduation in Manufacturing Management from SPJIMR Mumbai, he has been Managing Director at SEE Linkages Pvt. Ltd. He has experience of more than 20 years in Strategy and Business Development, International Business, Operations and Systems. He is also a founder trustee at SEE Foundation which supports projects in educare and healthcare space with a focus on the girl child. He holds Directorships in Eclipse Global Private Limited. He does not hold any shares in the Company.

## 8 Disclosure

### (i) Related Party Transactions

There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Agreements is as under:

<http://www.alembiclimited.com/AL-RPT%20Policy.pdf>

### (ii) Compliance

There was no non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

### (iii) Whistle Blower Policy

In terms of Clause 49 of the Listing Agreements, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

The Whistle Blower Policy is placed on the website of the Company and weblink to the same is as under:

<http://www.alembiclimited.com/AL-Whistle%20Blower%20Policy.pdf>

# Report on Corporate Governance

## 8 Disclosure - Contd.

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

### (iv) Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements of this clause

Mandatory requirements:

The Companies complies with all the mandatory requirements of Clause 49 of the Listing Agreement on Code of Corporate Governance.

Non-Mandatory requirements:

- a) Office for non-executive Chairman at company's expense: Not Applicable
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- c) Audit Qualifications: Complied as there are no audit qualifications
- d) Separate posts of Chairman & CEO: Complied
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

### (v) Independent Directors' Meeting

During the year under review, the Independent Directors met on 22<sup>nd</sup> January, 2015, inter alia, to discuss:

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

All Independent Directors were present at the Meeting.

### (vi) Familiarisation program for Independent Directors

The Company has conducted the Familiarisation program for Independent Directors during the year. The details for the same have been disclosed on the website of the Company at <http://www.alembiclimited.com/Familiarisation-Program.pdf>

### (vii) Shareholding of Non-Executive Directors

Mr. Chirayu R. Amin holds 90,42,930 Equity Shares of the Company, Mrs. Malika C. Amin holds 60,11,460 Equity Shares and R. M. Kapadia holds 18,000 equity shares of the Company. No other Non-executive Director hold, any shares in the Company.

### (viii) Disclosure of relationships between directors inter-se

Mr. Chirayu R. Amin, Chairman is the spouse of Mrs. Malika C. Amin and father of Mr. Udit C. Amin, Director & President - Operations. No other Director of the Company is related to any other Director.

### (ix) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, the Company has not received any complaint.



# Report on Corporate Governance

## 8 Disclosure - Contd.

### (x) Code of Conduct

The Board has adopted code of conduct for all Board Members and Senior Management Personnel of the Company and the said code of conduct is posted on the web site of the Company ([www.alembiclimited.com](http://www.alembiclimited.com)). A declaration signed by the (CEO) on behalf of the Board of Directors is given below:

“We hereby confirm that:

As provided under Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31<sup>st</sup> March, 2015 and the copy of the code of conduct is put on the website of the Company viz. [www.alembiclimited.com](http://www.alembiclimited.com).”

On behalf of the Board of Directors,  
Sd/-  
**Udit C. Amin**  
CEO

### (xi) CEO/CFO Certificate

As required under Clause 49(IX) of the Listing Agreements, the CEO and the CFO has certified to the Board regarding the correctness of the financial statements of the Company for the year ended 31<sup>st</sup> March, 2015.

## 9 Means of Communication

▪ Quarterly Results	:	Published in newspapers.
▪ Which Newspapers wherein results normally published	:	The Indian Express (English), The Financial Express(Gujarati) or any other leading newspaper
▪ Any web-site, where displayed	:	<a href="http://www.alembiclimited.com">www.alembiclimited.com</a>
▪ Whether it also displays official news releases and	:	Yes
▪ The presentations made to institutional investors or to the analysts	:	No

## 10 Shareholders' Information

1.	Annual General Meeting Date, Time and Venue	12 <sup>th</sup> August, 2015 at 12.30 p.m. “Sanskruiti”, Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara - 390 003.
2.	Financial year	2014-15
3.	Date of Book Closure	5 <sup>th</sup> August, 2015 (Wednesday) to 12 <sup>th</sup> August, 2015 (Wednesday) both days inclusive.
4.	Dividend Payment Date	On or before 19 <sup>th</sup> August, 2015.
5.	Listing on Stock Exchanges	BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
6.	Stock Code	BSE (506235) NSE (ALEMBICLTD)

# Report on Corporate Governance

## 10 Shareholders' Information - Contd.

### 7. Market Price Data

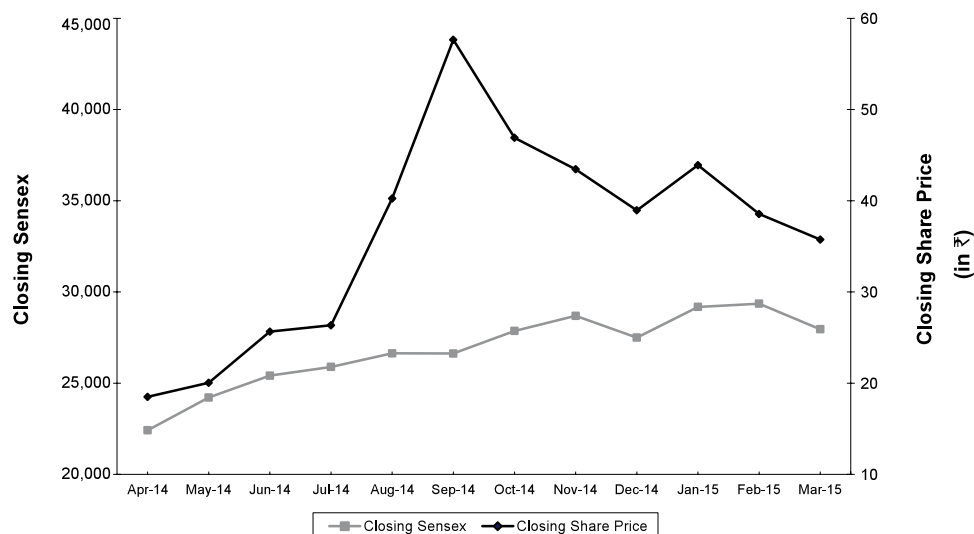
(in ₹)

Month	Bombay Stock Exchange		National Stock Exchange	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
Apr-2014	21.45	17.15	21.70	17.15
May-2014	21.80	16.40	21.85	16.55
Jun-2014	30.85	19.90	30.85	19.80
Jul-2014	28.40	21.75	28.50	21.50
Aug-2014	44.45	25.55	44.50	25.60
Sep-2014	69.50	38.65	69.60	38.65
Oct-2014	59.50	41.85	59.40	41.80
Nov-2014	51.45	42.70	51.45	42.50
Dec-2014	48.75	32.70	48.70	34.80
Jan-2015	54.95	38.00	54.95	38.60
Feb-2015	44.85	36.80	44.95	36.65
Mar-2015	45.00	35.50	45.35	33.00

As on 31<sup>st</sup> March, 2015, the last trading day of the financial year 2014-15, the closing price of the shares of the Company on BSE was ₹ 34.65 and on NSE was ₹ 34.60.

### 8. Share Performance of the Company in comparison to BSE Sensex

Share Performance of the Company in comparison to BSE Sensex



# Report on Corporate Governance

## 10 Shareholders' Information - Contd.

9.	Registrar and Share Transfer Agents	Link Intime India Pvt. Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020 Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791 Email: vadodara@linkintime.co.in
10.	Share Transfer System	Share transfers are registered and returned within a period of fifteen days from the date of receipt, if documents are accurate in all respects.  Stakeholders' Relationship Committee has delegated powers to Registrar and Transfer Agent to effect transfer/transmission, name deletion, renewal of shares, duplicate, etc.  The total number of shares transferred in the physical form during the year were 2,02,805 (previous year 1,04,150).

### 11. Distribution of Shareholding

The Distribution of Shareholdings as on 31<sup>st</sup> March, 2015 is given as under:

No. of Shares (of face value)	No. of Shareholders	% of Shareholders	No. of Shares held	% of total shares
1-500	37,603	67.20	81,18,487	3.04
501-1000	8,907	15.92	69,60,040	2.61
1001-2000	4,683	8.37	73,72,206	2.76
2001-3000	1,508	2.70	39,36,154	1.47
3001-4000	829	1.48	30,29,913	1.13
4001-5000	528	0.94	24,81,946	0.93
5001-10000	1,048	1.87	76,54,558	2.87
10001 and above	848	1.52	22,74,78,524	85.19
<b>Total</b>	<b>55,994</b>	<b>100.00</b>	<b>26,70,31,828</b>	<b>100.00</b>

Shareholding pattern as on 31<sup>st</sup> March, 2015:

Sr. No.	Category	No. of Shares Held	% of Voting Strength
1.	Promoters & Associates	17,08,48,004	63.98
2.	Mutual Funds & UTI	-	-
3.	Banks, Financial Institutions & Insurance Companies	3,96,856	0.15
4.	Foreign Institutional Investors	2,43,94,925	9.14
5.	Private Corporate Bodies	56,67,777	2.12
6.	Indian Public	6,32,51,176	23.69
7.	NRIs / OCBs	9,63,610	0.36
8.	Others (Clearing Members, Trusts etc.)	15,09,480	0.56
	<b>Total</b>	<b>26,70,31,828</b>	<b>100.00</b>

# Report on Corporate Governance

12.	Dematerialisation of Shares and Liquidity	At the end of the year 25,74,77,763 shares (96.42%) are held in dematerialised form by the shareholders (ISIN Code: INE426A01027).
13.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	Not applicable
14.	Plant Locations	<p>a) Alembic Road, Vadodara -390 003.</p> <p>b) Wind Mills at village Ukharla/Trambak, Taluka-Ghoga, Dist. Bhavnagar, Gujarat.</p> <p>c) Construction projects: Chhani, Vadodara</p>
15.	Investor Correspondence	<p>1. Link Intime India Pvt. Limited B-102 &amp; 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020 Tel:(0265) 2356573, 2356794 Fax:(0265) 2356791 Email: vadodara@linkintime.co.in</p> <p>2. The Company Secretary &amp; Compliance Officer Alembic Limited, Alembic Road, Vadodara -390003. Designated email id for shareholders' grievances: alembic.investors@alembic.co.in</p>

## Auditors' Certificate on Corporate Governance

### To the Members of Alembic Limited

We have examined the compliance of the conditions of Corporate Governance by Alembic Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

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

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2015, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

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

Date: 07.05.2015  
Place: Vadodara

Sd/-  
S. Samdani  
Partner  
Samdani Shah & Asso.  
Company Secretaries  
FCS/CP NO. 3677/2863

# Independent Auditor's Report

## TO THE MEMBERS OF ALEMBIC LIMITED

### Report on the Financial Statements

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

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### Opinion

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

# Independent Auditor's Report

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position (net of provision made) in its financial statements –Z (II) (ii) to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **K.S.AIYAR & Co**  
Chartered Accountants  
Firm's Registration No. 100186W

**RAJESH S. JOSHI**  
Partner  
Membership No. 38526

Place of Signature: Mumbai

Date: 7<sup>th</sup> May, 2015

## ANNEXURE

**Re: Alembic Limited.**

**Referred to in paragraph I on Report on Other Legal and Regulatory Requirements of our report.**

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets, however, item wise value in respect of assets other than land, buildings and vehicles prior to 1982 are not available;
- (b) These fixed assets have been physically verified by the management during the year as per the phased programme of physical verification of fixed assets. As informed to us the programme is such that all the fixed assets will get physically verified in three year time. In our opinion the same is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any secured or unsecured loans to any company or party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the requirements of sub-clause (a) and (b) of clause (iii) are not applicable to the Company.

# Annexure to the Auditor's Report

- (iv) There is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. There is a no continuing failure to correct major weaknesses in internal control system.
- (v) The Company had not accepted deposits prior to the commencement of Companies Act, 2013 in terms of section 74(1)(b) of the Companies Act, 2013. During the year, the Company has not accepted any deposits from public in terms of section 73 to 76 of the Companies Act, 2013.
- (vi) Central Government has specified the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013. Such accounts and records have been made and maintained by the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax cess and any other statutory dues with the appropriate authorities.
- (b) Dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute are as under.

Nature of dues.	Amount not deposited Rs.	Forum where dispute is pending.	Period
Sales Tax, interest and penalty.	80,16,782	Joint Commissioner Appeals	2000-01
Excise Duty, Interest & Penalty.	1,72,556	Commissioner Appeals	2011
	5,00,000	CESTAT	2001-02
	59,77,921	Supreme Court	1995-96
	21,10,720	Supreme Court	1996-97
	35,21,786	Supreme Court	2003-04
	4,59,176	CESTAT	2008
	44,106	CESTAT	2011-12
Income Tax	1,39,458	ITAT	2010-11
Green Gujarat Cess Act, 2011. Cess on electricity generated in captive plant	15,99,100	Supreme Court	Jan 2013 to Mar 2015

- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses as per the Balance Sheet as at the end of the financial year. The Company has not incurred any cash losses during the financial year and has also not incurred cash loss during the immediately preceding financial year.
- (ix) The Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) The Company has not given guarantees for loans taken by others from banks or financial institution.
- (xi) The Company has not taken any term loan from banks or financial institutions.
- (xii) No fraud on or by the Company has been noticed or reported during the year.

For **K.S.AIYAR & Co**  
Chartered Accountants  
Firm's Registration No. 100186W

**RAJESH S. JOSHI**  
Partner  
Membership No. 38526

Place of Signature: Mumbai  
Date: 7<sup>th</sup> May, 2015

# Balance Sheet

(₹ in lacs)

Particulars	Notes	As at 31st March, 2015		As at 31st March, 2014	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	<b>A</b>	<b>5,340.73</b>		5,340.73	
(b) Reserves and Surplus	<b>B</b>	<b>21,082.26</b>	<b>26,422.99</b>	17,726.92	23,067.65
<b>(2) Non-Current Liabilities</b>					
(a) Long Term Liabilities	<b>C</b>	<b>3,542.77</b>		3,315.40	
(b) Deferred Tax Liability (net)	<b>K</b>	<b>103.42</b>		70.07	
(c) Long Term Provisions	<b>D</b>	<b>157.18</b>	<b>3,803.37</b>	94.28	3,479.75
<b>(3) Current Liabilities</b>					
(a) Short-Term Borrowings	<b>E</b>	-		2,156.62	
(b) Trade Payables	<b>F</b>	<b>2,909.86</b>		3,574.05	
(c) Other Current Liabilities	<b>G</b>	<b>1,819.37</b>		2,378.90	
(d) Short-Term Provisions	<b>H</b>	<b>789.64</b>	<b>5,518.87</b>	958.59	9,068.16
<b>Total</b>			<b>35,745.23</b>		<b>35,615.56</b>
<b>II. ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Fixed Assets					
(i) Tangible Assets	<b>I</b>	<b>16,901.77</b>		17,765.86	
(ii) Capital Work-in-Progress		<b>246.67</b>	<b>17,148.44</b>	233.33	17,999.19
(b) Non-Current Investments	<b>J</b>	<b>2,293.95</b>		2,141.45	
(c) Long Term Loans and Advances	<b>L</b>	<b>22.94</b>	<b>2,316.89</b>	42.76	2,184.21
<b>(2) Current assets</b>					
(a) Current investments	<b>M</b>	<b>1,223.06</b>		-	
(b) Inventories	<b>N</b>	<b>8,431.38</b>		10,434.95	
(c) Trade Receivables	<b>O</b>	<b>4,803.66</b>		2,762.65	
(d) Cash and Bank Balances	<b>P</b>	<b>264.30</b>		96.06	
(e) Short-Term Loans and Advances	<b>Q</b>	<b>1,557.50</b>	<b>16,279.90</b>	2,138.50	15,432.16
<b>Total</b>			<b>35,745.23</b>		<b>35,615.56</b>
<b>Significant Accounting Policies and Other Explanatory Notes and Information</b>	<b>Z</b>				

Note :- See accompanying notes referred to above which form an integral part of the financial statements

As per our report of even date

**For K. S. Aiyar & CO.**  
Chartered Accountants  
Firm Registration No.: 100186W

**Chirayu R. Amin**  
Chairman

**Malika Amin**  
Director

**Udit Amin**  
Director & President-  
Operations

For and on behalf of the Board

**Milin Mehta**      **R. C. Saxena**  
Director              Director

**Rajesh S. Joshi**  
Partner  
Membership No. 38526  
Mumbai : 7th May, 2015

**C. P. Buch**  
Director

**Sameer Kherra**  
Director

**Abhijit Joshi**  
Director

**Rasesh Shah**  
CFO

Vadodara : 7th May, 2015



# Statement of Profit and Loss

(₹ in lacs)

Particulars	Notes	For the Year ended on 31st March, 2015		For the Year ended on 31st March, 2014	
<b>I. Revenue from operations</b>	<b>R</b>	<b>14,994.27</b>		16,092.05	
Less : Excise Duty		<b>561.52</b>	<b>14,432.75</b>	731.09	15,360.96
<b>II. Other Income</b>	<b>S</b>		<b>2,042.93</b>		1,613.85
<b>III. Total Revenue (I + II)</b>			<b>16,475.68</b>		16,974.81
<b>IV. Expenses</b>					
Cost of Materials Consumed	<b>T</b>		<b>1,980.99</b>		2,976.44
Changes in Inventories of Finished Goods and WIP	<b>V</b>		<b>1,517.08</b>		(995.66)
Cost of Construction	<b>U</b>		<b>4,061.57</b>		4,032.58
Employee Benefit Expenses	<b>W</b>		<b>2,699.53</b>		2,724.95
Other Expenses	<b>X</b>		<b>3,183.50</b>		3,865.95
<b>Total Expenses</b>			<b>13,442.67</b>		12,604.26
<b>V. Profit before Interest, Depreciation and Tax</b>			<b>3,033.01</b>		4,370.55
Finance Costs	<b>Y</b>		<b>82.91</b>		233.78
Depreciation			<b>603.76</b>		790.28
<b>VI. Profit from ordinary activities before Tax</b>			<b>2,346.34</b>		3,346.49
<b>VII. Tax expense</b>					
Current Tax (MAT)			<b>100.00</b>		230.00
Deferred Tax			<b>121.48</b>		343.45
Excess provision of income tax no longer required			<b>(290.01)</b>		(179.66)
<b>VIII. Profit for the year</b>			<b>2,414.87</b>		2,952.70
<b>IX. Earning per equity share (FV ₹ 2/- per share)</b>					
Basic & Diluted (In ₹)			<b>0.90</b>		1.11
<b>Significant Accounting Policies and Other Explanatory Notes and Information</b>	<b>Z</b>				

Note :- See accompanying notes referred to above which form an integral part of the financial statements

As per our report of even date

**For K. S. Aiyar & CO.**  
Chartered Accountants  
Firm Registration No.: 100186W

**Rajesh S. Joshi**  
Partner  
Membership No. 38526  
Mumbai : 7th May, 2015

**Chirayu R. Amin**  
Chairman

**C. P. Buch**  
Director

**Malika Amin**  
Director

**Sameer Kherra**  
Director

**Udit Amin**  
Director & President-  
Operations

**Abhijit Joshi**  
Director

For and on behalf of the Board

**Milin Mehta**      **R. C. Saxena**  
Director              Director

**Rasesh Shah**  
CFO

Vadodara : 7th May, 2015

# Cash Flow Statement

(₹ in lacs)

	Particulars	For the Year ended on 31st March, 2015		For the Year ended on 31st March, 2014	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
	<b>Net Profit before tax and non-recurring items</b>		<b>2,346.34</b>		<b>3,346.49</b>
	<b>Add:</b>				
	1 Depreciation	<b>610.04</b>		796.57	
	2 Interest charged	<b>82.91</b>		401.74	
	3 (Gain) / Loss on sale of fixed assets	<b>(3.28)</b>		0.44	
	4 Unrealised Foreign Exchange (Gain) / Loss	<b>(32.28)</b>		21.69	
	5 CWIP written off	-		102.31	
	6 Wealth Tax	<b>12.00</b>		13.00	
	7 Provision for Diminution in investment	-	<b>669.40</b>	1.27	1,337.02
	<b>Less:</b>				
	1 Interest Income	<b>135.23</b>		168.48	
	2 Dividend Income	<b>1,723.31</b>		1,456.30	
	3 Provision for Doubtful Debts written back	<b>54.08</b>	<b>1,912.61</b>	100.00	1,724.78
	<b>Operating Profit before change in working capital</b>		<b>1,103.13</b>		<b>2,958.73</b>
	<b>Working capital changes:</b>				
	<b>Add / (Less):</b>				
	1 (Increase) / Decrease in inventories	<b>3,597.29</b>		(701.09)	
	2 (Increase) / Decrease in trade receivables	<b>(1,985.86)</b>		(833.43)	
	3 (Increase) / Decrease in short-term loans and advances	<b>581.00</b>		(941.52)	
	4 (Increase) / Decrease in long-term loans and advances	<b>19.82</b>		(1.40)	
	5 Increase / (Decrease) in trade payables	<b>(632.99)</b>		(1,242.92)	
	6 Increase / (Decrease) in other current liabilities	<b>(545.03)</b>		303.15	
	7 Increase / (Decrease) in short-term provisions	<b>(85.00)</b>		(242.41)	
	8 Increase / (Decrease) in long-term provisions	<b>62.90</b>	<b>1,012.13</b>	1.56	(3,658.06)
	<b>Cash generated from operations</b>		<b>2,115.26</b>		<b>(699.33)</b>
	<b>Add / (Less):</b>				
	1 Wealth tax paid		<b>(11.64)</b>		(12.50)
	2 Direct taxes paid (Net of refunds)		<b>92.21</b>		(312.50)
	<b>Net Cash inflow from Operating Activities (A)</b>		<b>2,195.84</b>		<b>(1,024.33)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>				
	<b>Add:</b>				
	1 Proceeds from sale of fixed assets	<b>4.94</b>		0.30	
	2 Proceeds from sale / redemption of Investment	-		200.13	
	3 Interest received	<b>135.23</b>		183.14	
	4 Dividend received	<b>1,723.31</b>	<b>1,863.48</b>	1,456.30	1,839.87
	<b>Less:</b>				
	1 Purchase of tangible assets / increase in capital WIP	<b>20.23</b>		59.69	
	2 Purchase of Investments (Net)	<b>1,375.56</b>	<b>1,395.80</b>	-	59.69
	<b>Net Cash inflow from Investing Activities (B)</b>		<b>467.68</b>		<b>1,780.18</b>

# Cash Flow Statement

Contd.

(₹ in lacs)

C	Particulars	For the Year ended on 31st March, 2015		For the Year ended on 31st March, 2014	
	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
	<b>Add:</b>				
	1 Proceeds from long-term liabilities		227.37		297.22
	<b>Less:</b>				
	1 Repayment of short-term borrowings	2,156.62		352.40	
	2 Dividends paid (including distribution tax)	483.11		329.74	
	3 Interest and other finance costs	82.91	2,722.64	401.74	1,083.88
	<b>Net Cash inflow from Financing Activities (C)</b>		<b>(2,495.27)</b>		<b>(786.66)</b>
I.	<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>		<b>168.24</b>		<b>(30.81)</b>
II.	<b>Add: Cash and cash equivalents at the beginning of the period</b>	15.05		28.55	
	<b>Other Bank Balances</b>	81.01	96.06	98.33	126.88
III.	<b>Cash and cash equivalents at the end of the period</b>	197.78		15.05	
	<b>Other Bank Balances</b>	66.52	264.30	81.01	96.06

As per our report of even date

**For K. S. Aiyar & CO.**  
Chartered Accountants  
Firm Registration No.: 100186W

**Rajesh S. Joshi**  
Partner  
Membership No. 38526  
Mumbai : 7th May, 2015

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**Udit Amin**  
Director & President-  
Operations

**Abhijit Joshi**  
Director

**Milin Mehta**  
Director

**Rasesh Shah**  
CFO

**R. C. Saxena**  
Director

Vadodara : 7th May, 2015

## Notes

FORMING PART OF THE BALANCE SHEET

**A Share Capital :**

(₹ in lacs)

As at 31st March		2015	2014	
<b>(a) Authorized</b>				
300,000,000	Equity shares of ₹ 2/- each	<b>6,000.00</b>	6,000.00	
		<b>6,000.00</b>	6,000.00	
<b>(b) Shares issued, subscribed</b>				
267,041,193	Equity shares of ₹ 2/- each	<b>5,340.82</b>	5,340.82	
		<b>5,340.82</b>	5,340.82	
<b>(c) Shares fully paid</b>				
267,031,828	Equity shares of ₹ 2/- each	<b>5,340.64</b>	5,340.64	
9,365	Forfeited Equity shares of ₹ 2/- each	<b>0.09</b>	0.09	
		<b>5,340.73</b>	5,340.73	
<b>(d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>				
Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Numbers	₹ in lacs	Numbers	₹ in lacs
At the beginning of the period	<b>267,031,828</b>	<b>5,340.64</b>	133,515,914	2,670.32
Issued during the period - Bonus Shares	-	-	133,515,914	2,670.32
Outstanding at the end of the period	<b>267,031,828</b>	<b>5,340.64</b>	267,031,828	5,340.64
<b>(e) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital</b>				
The company is having only one class of shares i.e Equity carrying a nominal value of ₹ 2/- per share				
Every holder of the equity share of the Company is entitled to one vote per share held				
In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder				
The Company declares and pays dividend on the equity shares in Indian Rupees. Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting				
During the year ended 31st March, 2015 an amount of ₹ 0.15 per equity share was proposed for dividend to the equity shareholders ( P.Y. ₹ 0.15 per equity share)				
<b>(f) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held</b>				
Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Numbers	% held	Numbers	% held
1 Shreno Ltd	<b>36,737,560</b>	<b>13.76%</b>	36,737,560	13.76%
2 Whitefield Chemtech P Ltd	<b>36,570,460</b>	<b>13.70%</b>	36,570,460	13.70%
3 Sierra Investments Ltd	<b>33,584,140</b>	<b>12.58%</b>	33,584,140	12.58%
4 Nirayu Pvt Ltd	<b>33,798,274</b>	<b>12.66%</b>	33,798,274	12.66%

## Notes

FORMING PART OF THE BALANCE SHEET

**B Reserves and Surplus :**

(₹ in lacs)

As at 31st March	2015		2014	
<b>(a) Capital Reserve</b>				
Balance as per the last financial statements	35.00		35.00	
Add : Addition during the year on conversion of land from fixed asset to stock in trade	1,593.72	1,628.72	-	35.00
<b>(b) Capital Redemption Reserve</b>				
Balance as per the last financial statements		98.79		98.79
<b>(c) Business Restructuring Reserve</b>				
Balance as per the last financial statements		8,953.77		8,953.77
<b>(d) General Reserve</b>				
Balance as per the last financial statements	5,438.16		6,108.48	
Less : Utilised for issue of Bonus Share	-		(2,670.32)	
Less : Utilised for prior year depreciation as per the provision contained in note 7(b) of the Schedule II to the Companies Act, 2013	(171.14)		-	
Add : Amount transferred from Surplus Balance in the Statement of Profit & Loss	1,000.00	6,267.02	2,000.00	5,438.16
<b>(e) Surplus / (deficit) in the statement of profit and loss</b>				
<b>Balance as per last financial statements</b>		3,201.20		2,717.11
<b>Profit / (Loss) for the year</b>		2,414.87		2,952.70
Less: Appropriations				
Proposed final equity dividend (₹ 0.15 per share) (PY : ₹ 0.15 per share on enhanced capital))	(400.55)		(400.55)	
Tax on proposed equity dividend	(81.55)		(68.07)	
Transfer to General Reserve	(1,000.00)	(1,482.10)	(2,000.00)	(2,468.62)
<b>Net Surplus in the statement of profit and loss</b>		4,133.97		3,201.20
<b>Total Reserves and Surplus</b>		21,082.26		17,726.92

**Capital Reserve**

The company has converted part of Land as Stock in Trade, the conversion has been done at fair market value of ₹ 1594 lacs based on report from approved valuer. The revaluation surplus has been credited to the capital reserve account. Accordingly the said land has been part of Work in Process Real Estate and shown as reduction from fixed assets.

**C Long Term Liabilities :**

As at 31st March	2015		2014	
<b>Security Deposits</b>				
- From related parties (refer note no. Z(II)-VIII (xviii))		3,366.67		3,146.67
- From others		176.10		168.73
		3542.77		3,315.40

## Notes

FORMING PART OF THE BALANCE SHEET

**D Long Term Provisions :**

(₹ in lacs)

As at 31st March	Long Term		Short Term	
	2015	2014	2015	2014
<b>(a) Provision for employee benefits</b>				
- Provision for gratuity	71.82	-	35.58	115.79
- Provision for Leave benefits	85.36	94.28	84.78	89.57
	<u>157.18</u>	<u>94.28</u>	<u>120.36</u>	<u>205.36</u>
<b>(b) Others</b>				
- Proposed equity dividend	-	-	400.55	400.55
- Provision of tax on Proposed equity dividend	-	-	81.55	68.07
	-	-	482.10	468.63
Amount disclosed under the head Short term provisions (Note H)			(602.46)	(673.99)
	<u>157.18</u>	<u>94.28</u>	<u>-</u>	<u>-</u>

**E Short-Term Borrowings :**

As at 31st March	2015	2014
<b>Working Capital facilities (Secured)</b>		
- From Banks (Secured against first hypothecation on Stocks and Book Debts ranking pari passu @ varying Coupon repayable on demand)	-	2,156.62
	<u>-</u>	<u>2,156.62</u>

**F Trade Payable :**

As at 31st March	2015	2014
Trade Payables (refer note no. Z(II)-VI)	2,909.86	3,574.05
	<u>2,909.86</u>	<u>3,574.05</u>

**G Other Current Liabilities :**

As at 31st March	2015	2014
<b>(a) Unpaid / Unclaimed Dividend</b>	66.52	81.01
<b>(b) Other payables / liabilities</b>		
- Statutory dues	74.44	130.91
- Others	712.57	891.56
- Advance from customers	965.84	1,275.42
	<u>1,819.37</u>	<u>2,297.89</u>
		<u>2,378.90</u>

## Notes

FORMING PART OF THE BALANCE SHEET

**H Short-term provisions :**

(₹ in lacs)

As at 31st March	2015		2014	
(a) Provision for employee benefits. (Note D & Z(II)-IV)		120.36		205.36
(b) Others				
- Proposed Dividend and Tax thereon (Note D)		482.10		468.62
- Provision for Income Tax	3,036.89		3,494.19	
Less : Income Tax paid	(2,849.71)	187.18	(3,209.58)	284.61
		789.64		958.59

**I Tangible Assets :**

Description	GROSS BLOCK				DEPRECIATION					NET BLOCK			
	As on 1/4/2014	Addition	Deductions	As on 31/3/2015	As on 1/4/2014	Deductions	During the Year **	Transfer to Reserves	As on 31/3/2015	As on 31/3/2015	Net Value Added on Revaluation 31/3/2015	Revalued Net Cost As on 31/3/2015	Revalued Net Cost As on 31/3/2014
Free Hold Land	176.89	-	(0.28)	176.61	-	-	-	-	-	176.61	12,301.00	12,477.61	12,477.90
Buildings	1,800.36	6.35	-	1,806.71	653.48	-	39.55	6.76	699.79	1,106.92	98.07	1,204.99	1,244.95
Employees Quarters	61.08	-	(12.33)	48.75	55.93	(10.93)	0.31	-	45.31	3.44	-	3.44	5.15
Plant & Equipments	30,499.73	-	-	30,499.73	21,376.22	-	530.31	175.57	22,082.11	8,417.62	(5,268.81)	3,148.81	3,854.70
Furniture & Fixtures	296.04	0.55	-	296.59	233.60	-	19.54	3.51	256.64	39.95	(0.76)	39.19	61.69
Vehicles	21.76	-	-	21.76	14.59	-	0.98	-	15.57	6.19	(0.90)	5.29	6.27
Office Equipments	260.10	-	-	260.10	140.47	-	19.35	73.42	233.24	26.86	(4.44)	22.42	115.19
<b>TOTAL</b>	<b>33,115.97</b>	<b>6.90</b>	<b>(12.62)</b>	<b>33,110.25</b>	<b>22,474.29</b>	<b>(10.93)</b>	<b>610.04</b>	<b>259.26</b>	<b>23,332.66</b>	<b>9,777.59</b>	<b>7,124.16</b>	<b>16,901.75</b>	<b>17,765.84</b>
Previous Year	33,110.53	25.21	(19.77)	33,115.97	21,696.75	(19.03)	796.57	-	22,474.29	10,641.68	7,124.16	17,765.84	18,537.94

Notes:

- Sales proceeds are deducted from gross cost where cost is unascertainable.
- Buildings : include ₹ 2,500/- (₹ 2,500/-) being cost of bonds of Morning Star Co-Op. Housing Society Ltd.
- No Depreciation has been claimed on assets to the extent of Cenvat claimed.
- Certain office premises which were earlier used for Company own operations, have now been given on lease, as the Company does not have immediate usage of these premises in view of demerger and down size operations of its plant. These office premises continue to be included in the fixed assets of the Company.
- \*\* Of the above ₹ 6.28 lacs (₹ 6.29 lacs) has been transferred to Cost of Construction in the statement of Profit and Loss.
- Pursuant to the provisions of Companies Act, 2013 (the Act) becoming effective from 01.04.2014, the Company has adopted the specified useful life of its Fixed Assets as per schedule II to the Act and consequently, a) the depreciation for the year is lower by ₹ 73.70 lacs b) depreciation charge in respect of earlier years amounting to ₹. 259.26 lacs (Net of Tax ₹ 171.14 lacs) has been adjusted from the General Reserve of the Company.

**J Non-Current Investments : (Long term Investment - Valued at cost unless stated otherwise)**

As at 31st March	Nos.	Face Value ₹	2015 (₹ in lacs)	2014 (₹ in lacs)
<b>Equity Shares (Fully paid up) :</b>				
<b>Trade Investment :</b>				
<b>Quoted :</b>				
- Jyoti Ltd.	84,900	10	1.43	1.43
- Panasonic Battery India Ltd.	72,824	10	14.12	14.12
- Krebs Biochemicals Ltd	100	10	0.15	0.15
- Purak Vinimay Ltd.	109,000	10	10.90	10.90
Less:- Provision for diminution in value of Investment			(10.90)	(10.90)
<b>In Associate Companies</b>				
- Paushak Ltd.	610,615	10	280.08	280.08
- Alembic Pharmaceuticals Limited	55,000,000	2	1,100.00	1,100.00
- Xechem International Inc., USA			-	289.73
Less: Proceeds received on sale of investment			-	(0.05)
Less : Provision for diminution utilised to write off the balance amount			-	(289.68)
(Aggregate Market Value of Quoted Investments ₹ 252,520.09 Lacs P Y ₹ 1,57,824.06 Lacs)			1,395.78	1,395.78

## Notes

FORMING PART OF THE BALANCE SHEET

## Non-Current Investments - Contd. :

As at 31st March	Nos.	Face Value ₹	2015 (₹ in lacs)		2014 (₹ in lacs)	
<b>UnQuoted :</b>						
<b>In Associate Companies</b>						
- Shreno Ltd.	762,549	100		200.26		200.26
- Alembic Export Ltd	22,500	10		2.25		2.25
- Sierra Investments Ltd.	100	10		0.01		0.01
<b>In Others</b>						
- 8% Optionally Convertible Note of XE Chem International Inc. U.S.A.					462.35	
Less: Proceeds received on sale of investment					(0.08)	
Less: Provision for diminution utilised to write off the balance amount					(462.27)	
				<u>202.52</u>		<u>202.52</u>
<b>Non - Trade Investment :</b>						
- Alembic Employees Co-op. Supply Society Ltd.	100	10		0.01		0.01
- Algen Ltd	4,007	10	0.40		0.40	
Less:- Provision for diminution in value of Investment			(0.40)		(0.40)	
- Co- Operative Bank of Baroda Ltd.	100	25		0.03		0.03
- Gujarat Export Corporation Ltd.	12,210	10		1.14		1.14
- Pran Agro Services Pvt. Ltd. (₹ 170/- Previous Year. ₹ 170/-)	18	10		-		-
- Pragati Sahakari Bank Ltd.	500	10		0.05		0.05
- Swaminarayan Co-op Bank Ltd.	2,505	25	0.63		0.63	
Less:- Provision for diminution in value of Investment			(0.63)		(0.63)	
- Baroda Industrial Development Corporation Ltd.	6	1,000		0.06		0.06
- Ganesh Co-op. Housing Society Ltd. (₹ 100/- Previous Year. ₹ 100/-)	2	50		-		-
- Gujarat Urban Housing Company	10	100		0.01		0.01
- Morning Star Co-op. Housing Society Ltd. (₹ 50/- Previous Year. ₹ 50/-)	1	50		-		-
				<u>1.30</u>		<u>1.30</u>
<b>Preference shares (Fully paid up) :</b>						
<b>UnQuoted :</b>						
<b>Trade Investment :</b>						
- 5% Non Cumulative Redeemable Preference Share of Pran Agro Services Pvt. Ltd.	500	100	0.50		0.50	
Less:- Provision for diminution in value of Investment			(0.50)		(0.50)	
<b>In Associate Companies</b>						
- 1% Optionally Convertible Preference Shares of Shreno Ltd. (Optionally convertible upto period of 5 years)	762,549	400		152.51		-
- 9% Preference Share of Sierra Investment Limited	300,000	100		240.60		240.60
- 9% Preference Share of Nirayu Pvt. Ltd.	300,000	100		301.25		301.25
				<u>694.36</u>		<u>541.85</u>
<b>Bonds</b>						
- 12% Industrial Finance Corporation of India	27	1,000	0.27		0.27	
Less:- Provision for diminution in value of Investment			(0.27)		(0.27)	
				<u>2,293.95</u>		<u>2,141.45</u>



## Notes

FORMING PART OF THE BALANCE SHEET

**K Deferred Tax Liability (Net) :**

(₹ in lacs)

As at 31st March	2015	2014
<b>(a) Deferred Tax Assets</b>		
- Provision for diminution in value of investments	4.32	4.32
- Provision for doubtful debts	5.91	56.25
- Deferred revenue expenses	16.84	62.38
- Others	445.71	454.35
	<u>472.77</u>	<u>577.30</u>
<b>(b) Deferred Tax Liabilities</b>		
- Depreciation	(576.19)	(647.37)
	<u>(103.42)</u>	<u>(70.07)</u>

**L Long-Term Loans and Advances : (Unsecured, considered good)**

As at 31st March	2015	2014
Security Deposits	22.94	42.76
	<u>22.94</u>	<u>42.76</u>

**M Current Investments : (Valued at cost and fair value whichever is lower)**

As at 31st March	2015	2014
Reliance money manager fund-direct daily dividend plan (122048.82 Units)	1,223.06	-
(Aggregate Market Value of Quoted Investments ₹ 1223.82 Lacs P Y ₹ NIL)		
	<u>1,223.06</u>	<u>-</u>

**N Inventories : (Refer Note Z(II) (g) of Accounting Policies for Basis of Valuation)**

As at 31st March	2015	2014
<b>Bulk Drugs</b>		
(a) Raw materials :		
- Bulk Drugs & intermediates	122.88	106.77
- Solvents & Catalyst	395.01	459.92
- Chemicals & other Excipients	167.06	362.62
	<u>684.95</u>	<u>929.31</u>
(b) Packing materials	25.57	26.59
(c) Work-in-process	39.60	27.46
(d) Finished goods :		
- Bulk Drugs & intermediates	1,370.98	2,900.19
(e) Stores and spares	404.61	394.07

## Notes

FORMING PART OF THE BALANCE SHEET

**N Inventories - Contd. :**

As at 31st March	2015		2014 (₹ in lacs)	
<b>Real Estate</b>				
(f) Stock in Trade :				
- Construction Project Work In Progress (Refer Note B (a))	<b>5,905.49</b>		6,154.01	
- Construction Project Work In Progress Stock of Steel and Cement	<b>0.18</b>	<b>5,905.67</b>	3.32	6,157.33
		<b>8,431.38</b>		<b>10,434.95</b>

**O Trade Receivables : (Unsecured)**

As at 31st March	2015		2014	
(a) <b>Over Six months from the due date</b>				
- Considered good	<b>33.61</b>		29.11	
- Considered doubtful	<b>17.38</b>		165.48	
Less : Provision for doubtful debts	<b>(17.38)</b>	<b>33.61</b>	(165.48)	29.11
(b) <b>Others Considered good;</b>		<b>4,770.05</b>		2,733.54
		<b>4,803.66</b>		<b>2,762.65</b>

**P Cash and Bank Balances :**

As at 31st March	2015		2014	
(a) <b>Cash and cash equivalents</b>				
- Balances with banks	<b>194.85</b>		11.81	
- Cash on hand	<b>1.15</b>		2.22	
- Bank deposits with less than 3 months maturity from the origin date	<b>1.78</b>	<b>197.78</b>	1.02	15.05
(b) <b>Other Bank Balances</b>				
- Unpaid Dividend Account		<b>66.52</b>		81.01
		<b>264.30</b>		<b>96.06</b>

**O Short- Term Loans and Advances : (Unsecured, considered good)**

As at 31st March	2015		2014	
<b>Others</b>				
- Advance against Expenses - Employees		<b>5.50</b>		1.57
- Advance recoverable in cash or in kind		<b>1,552.00</b>		2,136.93
		<b>1,557.50</b>		<b>2,138.50</b>

## Notes

FORMING PART OF STATEMENT OF PROFIT AND LOSS

**R Revenue from Operations :**

(₹ in lacs)

For the Year Ended 31st March	2015		2014	
<b>(a) Sale of products</b>				
Domestic	5,525.62		7,245.81	
Job work Income	488.18		538.23	
Exports	2,078.50	8,092.29	1,191.78	8,975.82
Export Incentives		53.81		38.69
<b>(b) Construction Revenue</b>		5,864.30		6,052.09
<b>(c) Other Operating Revenues</b>				
Insurance Claims	13.67		39.09	
Rent	856.53		803.62	
Others	113.67	983.87	182.74	1,025.45
<b>Total Revenue from Operations</b>		<b>14,994.27</b>		<b>16,092.05</b>
<b>Sale of Products - Broad head wise</b>				
Bulk Drugs & intermediates incl Job work		8,092.29		8,975.82

**S Other Income :**

For the Year Ended 31st March	2015		2014	
Dividend	1,723.31		1,456.30	
Exchange Difference (net)	14.59		30.10	
Interest Others	135.23		0.52	
Provision for Doubtful Debts written back	54.08		100.00	
Excess Expense Provision Written Back	90.77		-	
Others	24.97	2,042.93	26.93	1,613.85
		<b>2,042.93</b>		<b>1,613.85</b>

**T Cost of Material Consumed :**

For the Year Ended 31st March	2015		2014	
Inventory at the beginning of the year		955.90		959.07
Add : Purchases		958.51		2,317.20
Add : Process Charges		0.12		3.97
Add : Cost of Raw Material Sold		776.99		652.10
		<b>2,691.52</b>		<b>3,932.34</b>
Less : Inventory at the end of the year		710.52		955.90
		<b>1,980.99</b>		<b>2,976.44</b>

## Notes

FORMING PART OF STATEMENT OF PROFIT AND LOSS

**T Cost of Material Consumed - Contd. :**

For the Year Ended 31st March	2015		2014 (₹ in lacs)	
<b>Details of Material Consumed</b>				
- Bulk Drugs & Intermediates		225.01		78.42
- Solvents & Catalyst		190.20		611.13
- Chemicals & other Excipients		1,249.94		2,097.53
- Others		315.84		189.36
		<u>1,980.99</u>		<u>2,976.44</u>

**U Cost of Construction :**

For the Year Ended 31st March	2015		2014	
Opening Construction Work-in-Progress		6,154.01		6,450.19
Opening Stock of Steel and Cement		3.32		33.31
Add:				
Construction Expenses incurred during the year		3,796.05		3,413.12
Purchase of Steel and Cement		13.85		293.29
Less:				
Closing Construction Work-in-Progress		5,905.49		6,154.01
Closing Stock of Steel and Cement		0.18		3.32
<b>Cost of Construction</b>		<u>4,061.57</u>		<u>4,032.58</u>

**V Changes in inventories of Finished Goods & Work in process :**

For the Year Ended 31st March	2015		2014	
Inventory at the end of the year				
- Work in Process		39.60		27.46
- Finished Goods		1,370.98	1,410.57	2,900.19
				2,927.65
Inventory at the beginning of the year				
- Work in Process		27.46		75.93
- Finished Goods		2,900.19	2,927.65	1,856.06
				1,931.99
		<u>1,517.08</u>		<u>(995.66)</u>

**W Employee Benefit Expenses :**

For the Year Ended 31st March	2015		2014	
Salaries and Wages		2,405.57		2,416.04
Contribution / Provisions for Provident and other funds		226.22		192.65
Staff welfare expense		67.73		116.26
		<u>2,699.53</u>		<u>2,724.95</u>

## Notes

FORMING PART OF STATEMENT OF PROFIT AND LOSS

### Other Expenses :

For the Year Ended 31st March	2015		2014 (₹ in lacs)	
Consumption of Stores, spares, Laboratory Material and Analytical Expense		342.39		622.86
Technical Know How		30.00		27.06
Power and Fuel		1,330.46		1,232.03
Manufacturing and Labour Charges		17.99		15.56
Repairs and Maintenance				
- Machinery	601.12		840.31	
- Buildings	78.35		134.03	
- Others	120.27	799.74	29.76	1,004.10
Freight and Forwarding Charges		35.71		16.92
Marketing and Publicity Expense and Selling Commission		252.77		193.85
Excise Duty		(148.86)		227.36
Rent		32.85		19.12
Rates and Taxes		139.60		153.54
Insurance		48.53		48.71
Travelling Expense		84.22		33.47
Communication Expenses		36.62		26.61
Legal & Professional Fees		108.16		48.33
Payment to Auditors		11.87		11.72
Bad Debts written off	94.02		-	
Less : Bad Debts Provision Utilised	(94.02)	-	-	-
Contribution for CSR related activities		4.60		-
Provision for Diminution in Investments		-		1.40
Loss on sale of Investments	-		751.95	-
Less : Adjusted against the provision for diminution in value of investment made earlier	-	-	(752.08)	(0.13)
Miscellaneous Expenses		56.84		183.44
		<b>3,183.50</b>		<b>3,865.95</b>

### Finance Costs (Net) :

For the Year Ended 31st March	2015		2014	
Interest Expense	82.91		401.74	
Less : Interest Income	-	82.91	167.96	233.78
		<b>82.91</b>		<b>233.78</b>

**Z I. SIGNIFICANT ACCOUNTING POLICIES:****a) Basis of Preparation of Financial Statements:**

The Financial Statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the Historical Cost Convention on an accrual basis of accounting. The Company has prepared Financial Statements to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014.

The Accounting Policies adopted in the preparation in Financial Statements are consistent with those of previous year.

The Company has elected to present earning before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the Statement of the Profit and Loss.

**b) Use of Estimates and Judgements:**

In preparation of the Financial Statements, in conformity with Indian GAAP the management is required to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of the Financial Statements and the reported amount of revenues and expenses for the year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty of these assumptions and estimates could result in the outcomes different from the estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

**c) Fixed Assets:**

Fixed Assets are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of Cenvat, Service Tax and Value Added Tax and any attributable cost of bringing the assets to its working condition for its intended use.

Certain Fixed Assets have been revalued and have been restated at a net book value including the net increase / decrease in the original net value of the assets as per the approved scheme of arrangement.

**d) Depreciation / Amortisation:**

Depreciation on Fixed Assets is provided on Straight Line Basis as per the useful life prescribed in Schedule II of the Companies Act, 2013, except for certain assets that have been revalued and restated. Depreciation on these assets has been provided on the net restated books value prospectively over the remaining useful life as per Schedule II of Companies Act, 2013.

Fixed assets pertaining to Real Estate division of company are depreciated considering its useful life of three years.

**e) Borrowing Cost:**

Borrowing Costs directly attributable to the acquisition and construction of an asset which takes a substantial period of time to get ready for their intended use are capitalised as part of the cost of such assets until such time the asset is ready for its intended use.

All other borrowing costs are recognised in the statement of Profit and Loss in the period they are incurred.

**f) Investments:**

Investments are classified into Current and Long Term Investments. Current Investments are valued at lower of cost and fair value. Long Term Investments are stated at cost less provision, if any, for decline other than temporary in their value.

**g) Inventories:**

All Inventories are valued at lower of cost and net realisable value.

Raw Materials, Stores and Spares & Packing Material are valued at lower of cost determined on weighted average basis and net realisable value.

Work in process is valued at lower of cost and net realisable value.

Finished Goods are valued at lower of cost including excise payable thereon and net realisable value.

Traded Goods are valued at lower of Purchase price and net realisable value.

Slow moving Raw Materials, Stores & Spares are valued at estimated net realizable value.

Construction work in progress is valued at cost and net realisable value whichever is lower. The cost is determined considering proportionate costs of a) value of land, b) direct construction cost, c) development expenses and d) attributable indirect expenses.

**Z I. SIGNIFICANT ACCOUNTING POLICIES:****h) Revenue from Operations:**

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.

Revenue is recognised when the significant risks and rewards of the ownership of the goods have been passed to the buyer. Sales are disclosed inclusive of excise duty, but net of sales return, service tax, value added tax and CST.

Income from operations includes revenue earned on account of job work income and rent income which is accounted as per the terms agreed with the customers.

Export benefits available under prevalent schemes are accounted to the extent considered receivable.

Revenue from Real Estate Projects is recognized based on sold areas as per the percentage completion method. The stage of completion is determined as per the proportion of the cost of construction and development actually incurred till reporting date and the total estimated cost of construction and development of the project. The total estimated cost of the project are estimated based on the technical and other estimates of saleable areas, costs, etc. The estimates costs are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined.

**i) Foreign Exchange Transactions:**

Foreign Currency transactions are initially recorded at the rate of exchange prevailing on the date of transaction

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are converted at year end exchange rates.

The difference in conversion of monetary assets & liabilities and realized gains & losses on foreign exchange transaction are recognized in the Statement of Profit and Loss.

**j) Employee benefits:****Defined Contribution plan**

Contribution to pension fund, Superannuation payable as per superannuation scheme is provided by payment to superannuation trust fund, administered by ICICI Prudential Life Insurance Company Ltd. and ESIC and labour welfare fund are recognised as an expense in the Statement of Profit and Loss.

**Defined Benefit plan**

The Company's contribution to provident fund, administered through a Company managed trust, is recognised as an expense in the Statement of Profit and Loss.

The gratuity liability, actuarially valued, is funded through the scheme administered by the Life Insurance Corporation of India (LIC) and HDFC Standard Life Insurance and the amounts paid / provided under the scheme are charged to Statement of Profit and Loss

Accumulated leave liability (other than sick leave) as at the year end is provided as per actuarial valuation. Accumulated sick leave is provided for at actuals in the Statement of Profit and Loss.

**k) Taxes on Income:**

Provision for taxation comprises of Current Tax and Deferred Tax. Current Tax provision has been made on the basis of reliefs and deductions available under the Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted in accordance with Accounting Standard 22 (AS-22) "Accounting for taxes on income" notified under the Companies (Accounts) Rules, 2014, using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The Deferred Tax Asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets can be realised in future. However, where there is unabsorbed depreciation or carry forward losses under taxation laws, Deferred Tax Assets are recognized only if there is virtual certainty of realisation of such assets. Deferred Tax Assets are reviewed as at each Balance sheet date to reassess its realisation.

The benefit of credit against the payment made towards MAT for the earlier years is available in accordance with the provisions of section 115J (AA) of Income Tax Act, 1961 over a period of subsequent 10 assessment year and same will be accounted for when actually realised.

## **Z I. SIGNIFICANT ACCOUNTING POLICIES:**

### **l) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made. Contingent Assets are not recognised in the financial statements.

### **m) Impairment of assets:**

In accordance with Accounting Standard 28 (AS 28) on 'Impairment of Assets' where there is an indication of impairment of the Company's assets, the carrying amounts of the Company's assets are reviewed at each Balance Sheet date to determine whether there is any impairment. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated at the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. Impairment loss is recognized in the Statement of the Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss being recognised.

### **n) Earning per share:**

Basic and diluted earnings per share are computed by dividing the net profit after tax attributable to equity shareholders for the year, with the weighted average number of equity shares outstanding during the year.



# Notes

FORMING PART OF THE ACCOUNTS

## **Z** II. Other Explanatory Notes and Information

(₹ in lacs)

	Particulars	As at 31st March,			
		2015	2014		
<b>I</b>	Estimated amount of contracts remaining to be executed on capital accounts	-	270.21		
<b>II</b>	Contingent liabilities not provided for				
	(a) Wage revision and reinstatement of employees and other demands	<b>Unascertained</b>	Unascertained		
	(b) Letter of credit and guarantees	<b>447.84</b>	393.59		
	(c) Liabilities Disputed in appeals				
	- Excise duty	<b>563.20</b>	413.35		
	- Sales Tax	<b>132.68</b>	226.45		
	- Income tax	<b>702.86</b>	729.36		
	- Green Cess	<b>15.99</b>	11.24		
	(d) Claims against the company not acknowledged as debt	<b>4,882.87</b>	3,555.76		
<b>III</b>	Disclosure pursuant to AS-7 i.e Construction Contracts in relation to Samsara Project of the Company - Real Estate Business				
		As at 31st March,		As at 31st March,	
	Particulars	2015 - FTY	2015 - YTD	2014 - FTY	2014 - YTD
	(a) Contract costs incurred	<b>4,061.57</b>	<b>12,686.33</b>	4,032.58	8,624.76
	(b) Recognised profit less recognised losses	<b>1,802.73</b>	<b>5,677.63</b>	2,019.51	3,874.90
	(c) Total (a+b)	<b>5,864.30</b>	<b>18,363.96</b>	6,052.09	12,499.66
	(d) Progress billing	<b>6,726.24</b>	<b>21,524.65</b>	7,017.59	14,798.41
	(e) Due to customer (c-d)	<b>(861.94)</b>	<b>(3,160.69)</b>	(965.50)	(2,298.75)
<b>IV</b>	Defined benefit plans / compensated absences - As per actuarial valuation				
	Particulars	31.03.2015	31.03.2014	31.03.2013	
		<b>Gratuity Funded</b>	Gratuity Funded	Gratuity Funded	
	<b>Expense recognised in the Statement of Profit &amp; Loss Account</b>				
	Current Service Cost	<b>40.02</b>	36.79	31.93	
	Interest Cost	<b>54.68</b>	56.03	55.82	
	Expected return on plan assets	<b>(51.35)</b>	(30.57)	(34.63)	
	Net Actuarial (Gains) / Losses	<b>51.72</b>	(26.72)	16.53	
	Adjustment in respect of interest not credited in the previous year, adjustment to opening fund & expenses deducted from the fund	<b>45.22</b>		(3.24)	
	Total expense	<b>140.30</b>	35.53	66.41	
	<b>Net Asset / (Liability) recognised</b>				
	Present value of Defined Benefit Obligation	<b>729.47</b>	749.45	341.75	
	Fair value of plan assets	<b>617.07</b>	676.07	341.75	
	Funded status [Surplus / (Deficit)]	<b>(112.40)</b>	(73.38)	-	
	Net asset / (liability)	<b>(112.40)</b>	(73.38)	341.60	

## Notes

FORMING PART OF THE ACCOUNTS

**Z II. Other Explanatory Notes and Information**

(₹ in lacs)

Particulars	31.03.2015	31.03.2014	31.03.2013
	Gratuity Funded	Gratuity Funded	Gratuity Funded
<b>Change in Obligation</b>			
Present value of Defined Benefit Obligation at beginning of the year	749.45	683.35	734.32
Current Service Cost	40.02	36.79	31.93
Interest Cost	54.68	56.03	55.82
Actuarial (Gains) / Losses	51.65	(26.72)	16.53
Benefit Payments	(166.34)	-	(155.25)
Present value of Defined Benefit Obligation at the end of the year	729.47	749.45	683.35
<b>Change in Assets</b>			
Plan assets at the beginning of the year	676.07	341.75	459.11
Adjustment in respect of interest not credited in the previous year	(42.26)	-	3.24
Expenses deducted from the fund	(2.96)	-	-
Expected return on plan assets	51.35	30.57	34.63
Actuarial (Gains) / Losses	(0.07)		
Contributions by Employer	101.29	303.75	0.02
Actual benefits paid	(166.34)	-	(155.25)
Plan assets at the end of the year	617.07	676.07	341.75
<b>Actuarial Assumptions:</b>			
Discount Rate	7.80%	8.80%	8.20%
Expected rate of return on plan assets	8.00%	9.00%	9.00%
Mortality pre retirement	*LIC Rates	*LIC Rates	*LIC Rates
Mortality post retirement	NA	NA	NA
Turnover rate	5% to 1%	5% to 1%	5% to 1%
Medical premium inflation	NA	NA	NA
Rate of escalation in salary (p.a.)	4.75%	4.75%	4.75%
* Indian Assured Lives Mortality (2006-08) Ult.			
Particulars	31.03.2015	31.03.2014	31.03.2013
	Leave Encashment	Leave Encashment	Leave Encashment
<b>Expense recognised in the Statement of Profit &amp; Loss</b>			
Current Service Cost	28.48	26.10	25.07
Interest Cost	10.45	9.03	8.47
Net Actuarial (Gains) / Losses	16.56	2.84	19.66
Total expense	55.49	37.97	53.20
<b>Net Asset / (Liability) recognised in the Balance Sheet</b>			
Present value of Defined Benefit Obligation	124.15	135.35	122.76
Funded status [Surplus / (Deficit)]	(124.15)	(135.35)	(122.76)
Net (Liability) / Asset	(124.15)	(135.35)	(122.76)

## Notes

FORMING PART OF THE ACCOUNTS

**Z II. Other Explanatory Notes and Information**

(₹ in lacs)

	Particulars	31.03.2015	31.03.2014	31.03.2013
		Leave Encashment	Leave Encashment	Leave Encashment
	<b>Change in Obligation</b>			
	Present value of Defined Benefit Obligation at beginning of the year	<b>135.35</b>	122.76	129.58
	Current Service Cost	<b>28.48</b>	26.10	25.07
	Interest Cost	<b>10.45</b>	9.03	8.47
	Actuarial (Gains) / Losses	<b>16.56</b>	2.84	19.66
	Benefits Payments	<b>(66.69)</b>	(25.38)	(60.02)
	Present value of Defined Benefit Obligation at the end of the year	<b>124.15</b>	135.35	122.76
<b>V</b>	The year end foreign currency exposure that have not been hedged by a derivative instrument or otherwise are as follows:			
	<b>Particulars</b>	<b>Currency</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	1. Amount receivable in foreign currency on account of the following			
	- Export of Goods and Services	USD	<b>8.39</b>	6.44
	- Advance to Suppliers	USD	<b>0.04</b>	0.12
		JPY	<b>3.10</b>	3.10
	2. Amount payable in foreign currency on account of the following			
	- Purchase of Goods and Services	USD	<b>3.38</b>	0.45
		JPY	<b>0.33</b>	0.33
	- Advance from Customers	USD	<b>0.01</b>	0.20
		EUR	-	0.01
<b>VI</b>	As per information / documents available with the Company, there are no amounts payable to Micro, Small & Medium Enterprises. Hence information as per requirement of section 22 of Micro, Small & Medium Enterprises Development Act, 2006, not given.			
<b>VII</b>	<b>Segment Reporting</b>			
	Primary Segment			
	The Company has identified "API" and "Real Estate" as the primary reportable segment.			
	Disclosure pursuant to AS-17 i.e. Segment Reporting			
	<b>Particulars</b>		<b>2014-15</b>	<b>2013-14</b>
	Segment Revenue			
	- API		<b>7,896.49</b>	8,661.55
	- Real Estate		<b>6,536.26</b>	6,699.41
	Segment Results			
	- API		<b>(1,187.43)</b>	(178.45)
	- Real Estate		<b>1,810.46</b>	2,068.64
	- Un-allocated		<b>1,791.84</b>	1,850.09
	Segment Assets			
	- API		<b>22,551.09</b>	22,673.88
	- Real Estate		<b>9,430.46</b>	10,566.90

## Z II. Other Explanatory Notes and Information

(₹ in lacs)

Particulars	2014-15	2013-14
- Un-allocated	<b>3,763.68</b>	2,374.78
Segment Liability		
- API	<b>5,858.28</b>	8,134.71
- Real Estate	<b>2,691.26</b>	3,589.90
- Un-allocated	<b>772.70</b>	823.30
Company caters largely to Domestic customers both in API and Real Estate business and hence the secondary segmental information is not required to be given		
<b>VIII</b>	<b>Disclosures in respect of Related Parties pursuant to Accounting standard - AS 18 - issued by the Institute of Chartered Accountants of India are as follows.</b>	
List of Related Parties with whom the Company has entered into transactions during the year.		
(a)	Controlling Companies: There is no controlling Company	
(b)	Subsidiary and Fellow Subsidiary: There is no Subsidiary Company	
(c)	Associate Companies:	
	1 Alembic Pharmaceuticals Ltd.	6 Paushak Ltd.
	2 Sierra Healthcare Ltd.	7 Alembic Export Ltd.
	3 Nirayu Pvt. Ltd.	8 Whitefield Chemtech Pvt. Ltd.
	4 Quick Flight Ltd.	9 Sierra Investments Ltd.
	5 Shreno Ltd.	
(d)	Key Management personnel	
	1 Shri Udit Amin	Director & President, Operations
(e)	Relatives of Key Management Personnel :	
	1 Shri. Chirayu Amin	4 Shri. Shaunak Amin
	2 Smt. Malika Amin	
	3 Shri. Pranav Amin	
During the year, the following transactions were carried out with related parties and relative of Key Management Personnel in the ordinary course of the business		
<b>For the year ended on 31st March,</b>		
	<b>2015</b>	<b>2014</b>
<b>Associates</b>		
i)	<b>Purchase of Goods / DEPB</b>	
	- Individually more than 10%	
	- Alembic Pharmaceuticals Ltd.	<b>855.78</b>
	- Others	<b>23.28</b>
ii)	<b>Sale of Goods / DEPB</b>	
	- Individually more than 10%	
	- Alembic Pharmaceuticals Ltd.	<b>4,225.96</b>
	- Others	<b>3.02</b>
		5,814.57
		0.04

## Notes

FORMING PART OF THE ACCOUNTS

**Z II. Other Explanatory Notes and Information**

(₹ in lacs)

<b>For the year ended on 31st March,</b>		<b>2015</b>	<b>2014</b>
iii)	<b>Sale of Fixed Assets</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	-	14.70
iv)	<b>Rendering of services</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	<b>350.52</b>	908.43
	- Shreno Ltd.	<b>293.50</b>	328.82
	- Others	<b>39.33</b>	39.33
v)	<b>Receiving of services</b>		
	- Individually more than 10%		
	- Shreno Ltd.	-	615.83
	- Sierra Investments Ltd.	<b>575.70</b>	-
	- Others	-	61.17
vi)	<b>Rent Paid</b>		
	- Individually more than 10%		
	- Shreno Ltd.	<b>3.02</b>	2.32
	- Paushak Ltd.	<b>20.22</b>	20.22
vii)	<b>Rent Received</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	<b>329.79</b>	226.35
	- Sierra Investments Ltd.	<b>73.03</b>	83.29
	- Others	<b>27.74</b>	28.90
viii)	<b>Interest Paid</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	-	50.65
ix)	<b>Interest Received</b>		
	- Individually more than 10%		
	- Shreno Ltd.	-	128.85
	- Sierra Investments Ltd.	-	49.79
x)	<b>Dividend Paid</b>		
	- Individually more than 10%		
	- Shreno Ltd.	<b>55.11</b>	36.74
	- Whitefield Chemtech Pvt. Ltd.	<b>54.86</b>	36.57
	- Nirayu Pvt. Ltd.	<b>50.70</b>	33.78
	- Sierra Investments Ltd.	<b>51.50</b>	34.34
xi)	<b>Dividend Received</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	<b>1,650.00</b>	1,375.00
	- Others	<b>62.48</b>	100.06

## Notes

FORMING PART OF THE ACCOUNTS

**Z II. Other Explanatory Notes and Information**

(₹ in lacs)

For the year ended on 31st March,		2015	2014
xii)	<b>Loans Given</b>		
	- Individually more than 10%		
	- Shreno Ltd.	-	4,107.50
	- Sierra Investments Ltd.	-	695.00
xiii)	<b>Loans Received</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	-	4,205.00
	<b>Key Management Personnel</b>		
xiv)	Managerial Remuneration	200.00	116.34
xv)	Dividend Paid	3.02	2.01
	<b>Relatives of Key Management Personnel :</b>		
xvi)	<b>Dividend Paid</b>		
	Others- individually less than 10%	25.41	16.82
xvii)	<b>Outstanding balance as at 31st March,</b>		
	<b>Associates</b>		
	<b>a) Receivables</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	1,597.82	656.35
	- Shreno Ltd.	239.62	95.13
	- Others	0.26	0.22
	<b>b) Payables</b>		
	- Individually more than 10%		
	- Sierra Investments Ltd.	19.93	0.11
	- Quick Flight Limited	0.10	0.59
	- Others	0.61	-
	<b>c) Balance of Deposit Received</b>		
	- Individually more than 10%		
	- Alembic Pharmaceuticals Ltd.	3,366.67	3,146.67
	<b>d) Investment</b>		
	- Individually more than 10%		
	Quoted: Trade Investment : Equity Shares		
	- Alembic Pharmaceuticals Ltd.	1,100.00	1,100.00
	- Paushak Ltd.	280.08	280.08
	UnQuoted: Trade Investment : Equity Shares		
	- Shreno Ltd.	200.26	200.26
	- Others	2.26	2.26
	UnQuoted: Trade Investment : Preference Shares		
	- Sierra Investments Ltd.	240.60	240.60
	- Nirayu Pvt. Ltd.	301.25	301.25
	- Shreno Ltd.	152.51	-

## Notes

FORMING PART OF THE ACCOUNTS

**Z II. Other Explanatory Notes and Information**

(₹ in lacs)

<b>IX</b>	<b>Listing Agreement clause 32 disclosure</b>		
	Disclosures as required under clause 32 of listing agreement have not been given as there are no such transactions with any such party / Employee.		
<b>X</b>	<b>Earning Per Share (EPS)</b>		
	<b>Year ended on 31st March,</b>	<b>2015</b>	<b>2014</b>
	(a) Profit / (Loss) after tax but before Non-Recurring Items available for equity shareholders.	<b>2,414.87</b>	2,952.70
	(b) Profit / (Loss) after Tax available for equity shareholders	<b>2,414.87</b>	2,952.70
	(c) Weighted Average number of equity shares	<b>267,031,828</b>	267,031,828
	(d) Basic and Diluted Earnings per share before Non-Recurring Items. (Face value per share ₹ 2/- each )	<b>0.90</b>	1.11
	(e) Basic and Diluted Earnings per share after Non-Recurring Items. (Face value per share ₹ 2/- each )	<b>0.90</b>	1.11
<b>XI</b>	<b>Auditors Fees and Expenses include remuneration to:</b>		
	<b>Year ended on 31st March,</b>	<b>2015</b>	<b>2014</b>
	(a) Statutory Auditors:-		
	As Auditors	<b>3.50</b>	3.50
	In Other Capacity:-		
	(i) Limited Review	<b>6.00</b>	6.00
	(ii) Other Services	<b>0.50</b>	0.50
	(iii) Reimbursement of expenses	<b>0.02</b>	0.37
	(b) Cost Auditors :-		
	(i) As Cost Auditors & compliance certificate	<b>0.75</b>	0.45
	(c) Tax Auditor :		
	(i) Tax Audit Fee	<b>1.10</b>	0.90
		<b>11.87</b>	11.72
<b>XII</b>	<b>Income / Expenditure in Foreign Currency</b>		
	<b>Year ended on 31st March,</b>	<b>2015</b>	<b>2014</b>
	- Export (FOB basis)	<b>2,053.58</b>	1,178.50
		<b>2,053.58</b>	1,178.50
<b>XIII</b>	<b>Expenditure in Foreign Currency</b>		
	<b>Year ended on 31st March,</b>	<b>2015</b>	<b>2014</b>
	- Raw Materials (CIF basis)	<b>366.25</b>	459.78
	- Packing Material, Components and Spare parts (CIF basis)	<b>9.05</b>	59.52
	- Professional and Consultancy fees	<b>2.71</b>	-
	- Others	<b>46.75</b>	106.53
		<b>424.76</b>	625.83

## Notes

FORMING PART OF THE ACCOUNTS

**Y II. Other Explanatory Notes and Information**

(₹ in lacs)

<b>XIV</b>	<b>Break up of Imported /Indigenous Material</b>		
	<b>Year ended on 31st March,</b>	<b>2015</b>	2014
(a)	Value of imported raw materials, spares parts and components consumed	<b>332.00</b>	300.10
(b)	Value of indigenous raw materials, spare parts and components consumed	<b>1,991.38</b>	3,299.20
(c)	Percentage of above to total consumption:		
(i)	Imported raw materials, spare parts and components consumed	<b>14%</b>	8%
(ii)	Indigenous raw materials, spare parts and components consumed	<b>86%</b>	92%
<b>XV</b>	The previous year's figures have been regrouped/rearranged wherever necessary to make it comparable with the current year.		

As per our report of even date

**For K. S. Aiyar & CO.**  
Chartered Accountants  
Firm Registration No.: 100186W

**Chirayu R. Amin**  
Chairman

**Malika Amin**  
Director

**Udit Amin**  
Director & President-  
Operations

For and on behalf of the Board

**Milin Mehta**      **R. C. Saxena**  
Director              Director

**Rajesh S. Joshi**  
Partner  
Membership No. 38526  
Mumbai : 7th May, 2015

**C. P. Buch**  
Director

**Sameer Khara**  
Director

**Abhijit Joshi**  
Director

**Rasesh Shah**  
CFO

Vadodara : 7th May, 2015



**Proxy Form**

CIN : L26100GJ1907PLC000033  
 Name of the Company : **Alembic Limited**  
 Registered office : Alembic Road, Vadodara - 390003, Gujarat, India.  
 Tel. : 0265-2280550 • Fax : 0265 - 2282506 • Web: www.alembiclimited.com • E-mail : alembic.investors@alembic.co.in

Name of the Member(s) / Proxy:			
Registered Address:			
Email-ID:			
Folio No./DP ID:		Client ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 108th Annual General Meeting of Alembic Ltd. to be held on Wednesday, the 12th day of August, 2015 at 12.30 p.m. at "Sanskriti" Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015.
2	Declaration of dividend on Equity Shares.
3	Re-appointment of Mr. Chirayu R. Amin, who retires by rotation.
4	Ratification of M/s. K. S. Aiyar & Co. Chartered Accountants as Statutory Auditors of the Company.
<b>Special Business</b>	
5	Appointment of Mr. Abhijit Joshi (DIN: 06568584) as an Non-Executive Non-Independent Director.
6	Appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director.
7	Ratification of Remuneration to the Cost Auditor for the F. Y. 2014-15.
8	Ratification of Remuneration to the Cost Auditor for the F. Y. 2015-16.
9	Approval for Material Related Party Transactions.

Signed this..... day of..... 2015

Signature of Shareholder(s) .....

Signature of Proxyholder(s) .....

Affix Revenue Stamp of ₹
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**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.



## Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

CIN : L26100GJ1907PLC000033  
 Name of the Company : **Alembic Limited**  
 Registered office : Alembic Road, Vadodara - 390003, Gujarat, India.  
 Tel. : 0265-2280550 • Fax : 0265 - 2282506 • Web : www.alembiclimited.com • E-mail : alembic.investors@alembic.co.in

Name of the Member(s) / Proxy (In Block Letters):	
Folio No.	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the 108th Annual General Meeting of the Company at "Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 on Wednesday, the 12th August, 2015 at 12.30 p.m.

\_\_\_\_\_  
 Signature of the Member(s) / Proxy\*

### Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. \*Please strike off whichever is not applicable.



To,



[www.alembiclimited.com](http://www.alembiclimited.com)