

ALEMBIC LIMITED



ANNUAL REPORT 2018-19

VEDA IS BACK

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IN TOWN

Artistic representation

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The opportunity to experience life from a heightened perspective from the tallest residential tower of the city.



Abundance
of natural light



CCTV-secured
gated community



Superior design &
construction standards

DON'T THINK TWICE,
OPPORTUNITY DOESN'T KNOCK THRICE.
BOOK A VISIT TO VEDA II TODAY.

VEDA II

3 & 2 BHK LUXURY APARTMENTS
IN VERDANT VADODARA

Add.: Next to Samsara Apts, Chhani Nizampura Road
Vadodara 390 024. Phone: +91 90330 05714
info@alembicrealestate.com | alembicrealestate.com

Board of Directors

Mr. Chirayu Amin
Chairman

Mrs. Malika Amin
Managing Director & CEO

Mr. Udit Amin
Director

Mr. C. P. Buch
Independent Director

Mr. Sameer Khara
Independent Director

Mr. Milind Mehta
Independent Director (upto 30.01.2019)

Ms. R. C. Saxena
Independent Director (upto 12.08.2019)

Mr. Mayank Amin
Independent Director (w.e.f. 15.05.2019)

Ms. Rati Desai
Independent Director (w.e.f. 13.08.2019)

Mr. Abhijit Joshi
Director

Chief Financial Officer

Mr. Rasesh Shah

Company Secretary

Mr. Drigesh Mittal

Statutory Auditors

CNK & Associates LLP
Chartered Accountants
C-201-202, Shree Siddhi Vinayak Complex,
Opp. Alkapuri side, Railway Station,
Faramji Road,
Alkapuri, Vadodara - 390005

Bankers

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

Registered Office

Alembic Road, Vadodara – 390 003.
CIN: L26100GJ1907PLC000033
Tel : +91 265 2280550
Fax : +91 265 2282506
Email Id: alembic.investors@alembic.co.in
Website: www.alembiclimited.com

Manufacturing Facilities

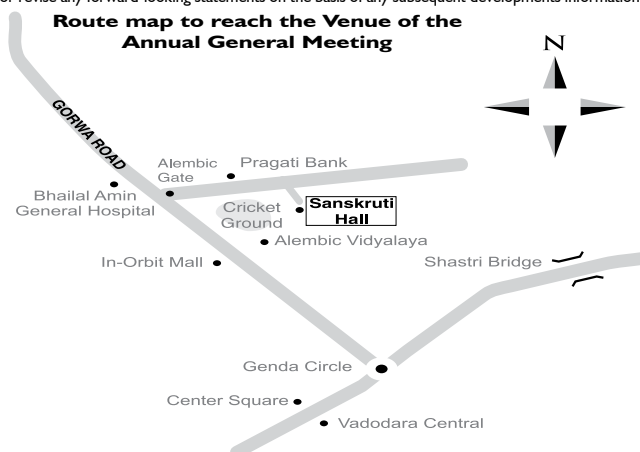
Alembic Road, Vadodara - 390 003, Gujarat

Registrar and Transfer Agent

Link Intime India Pvt. Ltd.
B-102 & 103 Shangrila Complex, First Floor,
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,
Akota, Vadodara – 390 020.
Tel : +91 265 2356573 / 2356794
Email Id: 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 112th 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 Friday, the 27th September, 2019 at 12:30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mrs. Malika Amin (DIN: 00242613), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

Appointment of Mr. Mayank Amin (DIN: 03455164) as an Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 178 and any 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) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mayank Amin (DIN 03455164), who was appointed as an Additional Director of the Company w.e.f. 15th May, 2019 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 14th May, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

6. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

Appointment of Ms. Rati Desai (DIN: 08535681) as an Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 178 and any 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) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rati Desai (DIN 08535681), who was appointed as an Additional Director of the Company w.e.f. 13th August, 2019 and who vacates her office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 12th August, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

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

Re-appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sameer Khera as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 25th February, 2020.

Notice

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

- 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. 2019-20:

"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 ('the Act'), the remuneration payable to Mr. Santosh Jejurkar & Associates, Cost Accountant (FRN: 102697) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20 amounting to ₹ 0.50 Lacs plus applicable taxes, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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 details of Mrs. Malika Amin, Mr. Chirayu Amin, Mr. Mayank Amin, Ms. Rati Desai and Mr. Sameer Khara, Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are annexed herewith as Annexure – A to this notice.
5. The Register of Members of the Company will remain closed from **Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive)**, for the purpose of payment of dividend.
6. The dividend when sanctioned will be made payable on or before Tuesday, 1st October, 2019, to those members whose names stand on the Register of Members of the Company on Friday, 20th September, 2019 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.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their bank account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

7. As per the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Account.

Notice

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company.

The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of transfer to the IEPF
6 th September, 2013	2012-13	October, 2020
13 th August, 2014	2013-14	September, 2021
12 th July, 2015	2014-15	September, 2022
10 th July, 2016	2015-16	September, 2023
28 th July, 2017	2016-17	September, 2024
3 rd August, 2018	2017-18	September, 2025

8. 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.
9. All the work related to share registry in terms of both - physical and electronic - are being conducted by Company's R & T Agents - Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Tel: +91 265 2356573, 2356794, Email Id: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
10. 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 mentioned e-mail address.
11. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.

12. Voting through Electronic Means and Declaration of Results:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mrs. Malika Amin, Managing Director & CEO or Mr. Abhijit Joshi, Director, will declare the e-voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with the scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website www.alembiclimited.com;
- (iii) 'CDSL' website www.evotingindia.com and
- (iv) Stock Exchanges website www.nseindia.com and www.bseindia.com.

Notice

The ‘Step by Step’ procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on Tuesday, 24th September, 2019 (9:00 a.m.) and ends on Thursday, 26th September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019 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 shares as on Friday, 20th September, 2019, 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 Thursday, 26th September, 2019 (5:00 p.m.).
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 the back page of the Annual Report.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after 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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (**ALEMBIC LIMITED - 190813035**) on which you choose to vote.
- (xii) 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.

Notice

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use CDSL’s Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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 the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:

Alembic Road, Vadodara - 390 003
 Tel: +91 265 2280550
 Fax: +91 265 2282506
 Web: www.alembiclimited.com
 Email Id: alembic.investors@alembic.co.in
 CIN: L26100GJ1907PLC000033
 Date: 13th August, 2019
 Place : Vadodara

By Order of the Board,

Drigesh Mittal
 Company Secretary

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 appointed Mr. Mayank Amin (DIN: 03455164) as an Additional Director with effect from 15th May, 2019.

As per the provisions of the Section 161 of the Companies Act, 2013 (the 'Act'), he holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing his candidature as a Non-Executive Independent Director of the Company.

As per requirements of provisions of the Act and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore it is proposed to appoint Mr. Mayank Amin as a Non-Executive Independent Director for a term of five consecutive years upto 14th May, 2024.

Mr. Mayank Amin holds bachelor's Diploma in Mechanical Engineering from M S University in Vadodara. Mr. Mayank Amin was an entrepreneur having business interest in manufacturing of woven sacks and fabrics for variety of applications. He has rich experience of over three decades in managing his business wherein he was overseeing the production and quality of the products. He also has experience in sales and marketing functions. His capability to create a process for product mix has been reflected with the growth achieved by the business.

In the opinion of the Board, Mr. Mayank Amin fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Mr. Mayank Amin setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. Mayank Amin as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Mayank Amin, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

Item No. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Ms. Rati Desai (DIN: 08535681) as an Additional Director with effect from 13th August, 2019.

As per the provisions of the Section 161 of the Companies Act, 2013 (the 'Act'), she holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing her candidature as a Non-Executive Independent Director of the Company.

As per requirements of provisions of the Act and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore it is proposed to appoint Ms. Rati Desai as a Non-Executive Independent Director for a term of five consecutive years upto 12th August, 2024.

Ms. Rati Desai holds Masters in Political Science and International Studies. She is an Ex. Banker having an experience of more than 25 years. In her last assignment, she was the Chief Manager & Vice President, Consumer Banking with Royal Bank of Scotland. Her key strengths are working with teams in conceptualisation and execution of business deliverables. In the last couple of years, she is assisting various corporates in understanding CSR responsibilities and assisting in execution of programs which have larger impact in the socio-economic space.

In the opinion of the Board, Ms. Rati Desai fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Ms. Rati Desai setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Ms. Rati Desai as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

Notice

None of the Directors, Key Managerial Personnel and relatives thereof except Ms. Rati Desai, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

Item No. 7

Mr. Sameer Khera (DIN: 00009317) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. Sameer Khera hold office as an Independent Director of the Company upto 24th February, 2020 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Sameer Khera 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. and Director at Eclipse Global Pvt. Ltd. He has experience of more than 25 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.

In the opinion of the Board, Mr. Sameer Khera fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on 13th August, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Sameer Khera would be beneficial to the Company and it is desirable to re-appoint Mr. Sameer Khera as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 25th February, 2020.

Copy of the draft letter of appointment of Mr. Sameer Khera setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. Sameer Khera as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

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

Item No. 8

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. Mr. 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 Bulk Drugs & Real Estate division for the financial year 2019-20.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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 2019-20 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval.

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.

Registered Office:

Alembic Road, Vadodara - 390 003
Tel: +91 265 2280550
Fax: +91 265 2282506
Web: www.alembiclimited.com
Email Id: alembic.investors@alembic.co.in
CIN: L26100GJ1907PLC000033

Date: 13th August, 2019
Place : Vadodara

By Order of the Board,

Drigesh Mittal
Company Secretary

Notice

Annexure – A

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Mrs. Malika Amin	Mr. Chirayu Amin	Mr. Mayank Amin	Ms. Rati Desai	Mr. Sameer Khera
Age	64 years	72 years	63 years	52 years	53 years
Qualifications	M.A.	M.B.A	Diploma in Mechanical Engineering	Masters in Political Science and International Studies	Graduate in Mechanical Engineering and Post Graduation in Manufacturing Management
Experience	34 years	51 years	25 years	25 years	24 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.	N.A.	N.A.	N.A.	N.A.
Remuneration last drawn (2018-19)	₹ 144 Lacs	Nil	Nil	Nil	Nil
Nature of expertise in specific functional areas	Management & Leadership	Management & Leadership	Manufacturing & Marketing	Management & Leadership	Management & Leadership
Date of first appointment on to the Board	02/07/1988	20/08/1967	15/05/2019	13/08/2019	25/02/2015
No. of Shares held in the Company as on 31 st March, 2019	57,51,939 Equity Shares	83,17,644* Equity Shares	18,000 Equity Shares	Nil	2,000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Malika Amin is spouse of Mr. Chirayu Amin and mother of Mr. Udit Amin	Mr. Chirayu Amin is spouse of Mrs Malika Amin and father of Mr. Udit Amin	Mr. Mayank Amin does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Ms. Rati Desai does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Mr. Sameer Khera does not have any relation with other Directors, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	5	5	N.A.	N.A.	4
Directorship in other companies as on 31 st March, 2019	Nil	1. Alembic Pharmaceuticals Limited 2. Paushak Limited 3. Shreno Limited 4. Elecon Engineering Company Limited 5. Nirayu Private Limited	Nil	Nil	1. See Linkages Pvt. Ltd. 2. Eclipse Global Pvt. Ltd. 3. Vadodara Marathon

*20,53,833 Equity share held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

Notice

Name of the Director	Mrs. Malika Amin	Mr. Chirayu Amin	Mr. Mayank Amin	Ms. Rati Desai	Mr. Sameer Khara
Chairmanship / Membership of Committees of other Board	Nil	1. Paushak Limited <ul style="list-style-type: none"> Member of Nomination and Remuneration Committee 2. Alembic Pharmaceuticals Limited <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Member of Nomination and Remuneration Committee 3. Shreno Limited <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Chairman of Stakeholders Relationship Committee Member of Nomination and Remuneration Committee 4. Nirayu Private Limited <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee 	Nil	Nil	Nil

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 112th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2019.

1 Operations and State of Affairs of the Company:

(₹ In lacs)

For the year ended 31 st March	2019	2018
Profit for the year before Interest, Depreciation and Tax	4,754	4,812
Adjusting therefrom:		
Interest (net)	22	17
Depreciation	263	378
Provision for deferred tax liabilities or (assets)	(83)	30
Provision for current tax	442	209
Profit for the year	4,111	4,178
Add:		
Balance brought forward from previous year	11,331	7,798
Total amount available for Appropriations	15,442	11,976
Other Appropriations	(246)	2
Less:		
Dividend paid on Equity Shares during the year	514	534
Corporate Dividend tax paid during the year	105	109
Transfer to General Reserve	-	-
Balance carried forward to next year's accounts	15,069	11,331

The Company has prepared the Standalone and Consolidated Financial Statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

2 Transfer to Reserve:

During the year under review, the Company has not proposed any amount to be transferred to General Reserve out of the net profits of the Company for the financial year 2018-19.

3 Dividend:

Your Directors recommend Dividend at ₹ 0.20 per equity share (face value ₹ 2/- each) (i.e. 10%) for the financial year ended 31st March, 2019 as against ₹ 0.20 per equity share (i.e. 10%) for the financial year ended 31st March, 2018.

4 Demerger of Identified Real Estate Undertaking:

The Board of Directors of the Company had at their meeting held on 3rd November, 2018 approved the Composite Scheme of Arrangement comprising of the transfer and vesting of the Identified Real Estate Undertaking of Alembic Limited ('the Company' or 'the First Demerged Company' or 'Alembic'), comprising of a real estate development project along with related real estate interest and Project Management Consultancy business into Shreno Limited ('the First Transferee Company' or 'the Second Demerged Company' or 'Shreno') and transfer and vesting of Engineering Division and

Investment Division of Shreno Limited into Nirayu Private Limited ('the Second Transferee Company' or 'Nirayu') and their respective shareholders ('the Scheme') with effect from the Appointed Date i.e. 1st November, 2018. The equity shareholders, secured creditors and unsecured creditors of Alembic Limited have at their respective meetings held on 9th April, 2019, approved the aforesaid Scheme.

The Scheme has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 26th July, 2019. The Scheme is now effective upon filing of the certified copy of order of the NCLT, sanctioning the Scheme with the Registrar of Companies, Gujarat at Ahmedabad by way of filing required e-forms with Ministry of Corporate Affairs' portal.

Pursuant to the Scheme, equity shareholders of Alembic Limited will receive 1 (one) fully paid up 7% Non-Convertible Cumulative Redeemable Preference Shares - 1 of ₹ 2/- each at a premium of ₹ 14.50/- per share of Shreno Limited, the First Transferee Company for every 1 (one) fully paid up equity share of ₹ 2/- each held in Alembic, the First Demerged Company.

BOARD'S REPORT

5 Management Discussion and Analysis Report:

The Report on Management Discussion and Analysis Report as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure A.

6 Subsidiaries, Associates and Joint Ventures:

A statement containing the salient features of the financial statements of subsidiary and associates companies, as per Section 129(3) of the Companies Act, 2013, are part of the consolidated financial statements.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.alembiclimited.com. Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary company has also been placed on the website of the Company. Shareholders interested in obtaining a physical copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary requesting for the same.

7 Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Malika Amin, Managing Director & CEO and Mr. Chirayu Amin, Chairman of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The first term of office of Mr. Sameer Khara, as Independent Director, will expire on 25th February, 2020. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 15th May, 2019 has recommended his re-appointment as Independent Director of the Company for a second term of 5 (five) consecutive years, subject to the approval of the members by way of special resolution at the ensuing Annual General Meeting.

The first term of Mr. R. C. Saxena, as an Independent Director got completed on 12th August, 2019. In view of his pre-occupations, Mr. R. C. Saxena had requested the Board not to consider his candidature for the second term as an Independent Director.

During the year under review, Mr. Milin Mehta, Independent Director resigned from the Board of the Company w.e.f. 30th January, 2019 (close of working hours).

The Board has appointed Mr. Mayank Amin as an Additional Director (Independent) w.e.f. 15th May, 2019 and Ms. Rati Desai as an Additional Director (Independent) w.e.f.

13th August, 2019. Both, Mr. Mayank Amin and Ms. Rati Desai hold office up to the ensuing Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013, from members of the Company proposing the candidature of Mr. Mayank Amin and Ms. Rati Desai for the office of an Independent Director, for a term of 5 consecutive years upto 14th May, 2024 and 12th August, 2024 respectively.

8 Key Managerial Personnel:

Mrs. Malika Amin, Managing Director and CEO, Mr. Rasesh Shah, CFO and Mr. Drigesh Mittal, Company Secretary are Key Managerial Personnel of the Company.

9 Meetings of the Board:

Five (5) Board Meetings were held during the financial year ended 31st March, 2019. 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 and confirmation to the Company as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

11 Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions
- Fulfillment of the Independence Criteria and independence from the management

(b) For Non-Executive Non-Independent Directors:

- Knowledge and Skills

BOARD'S REPORT

- Professional conduct
- Duties, Role and functions

(c) For Executive Directors:

- Performance as Team Leader/Member
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key Set Goals and Achievements
- Professional Conduct and Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

(12) Audit Committee:

During the year, the Audit Committee consisted of Independent Directors with Mr. Milin Mehta as Chairman and Mr. C. P. Buch and Mr. R. C. Saxena as members. After the resignation of Mr. Milin Mehta, the Board of Directors at its meeting held on 15th May, 2019 reconstituted the Audit Committee and appointed Mr. C. P. Buch as the Chairman and inducted Mr. Sameer Khera as a member. Further, due to the retirement of Mr. R. C. Saxena on 12th August, 2019, the Board of Directors at its meeting held on 13th August, 2019 inducted Mr. Mayank Amin as a member. The Committee inter alia reviews the Internal Control System, 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 of Directors.

(13) Vigil Mechanism:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and keeping in view with the organization's pace of growth and increasing complexity of operations. The internal auditors' teams carry out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee.

(15) Corporate Social Responsibility:

Alembic Group has been proactively carrying out CSR activities since more than Fifty Years. Alembic Group has established, nurtured and promoted various Non Profit

Organisations 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 31st March, 2019 in the format prescribed under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure B.

(16) Policy on Nomination and Remuneration:

In compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a Nomination and Remuneration policy which has been uploaded on the Company's website. The web-link as required under Companies Act, 2013 is as under:

<https://www.alembiclimited.com/policy/AL-NRC%20Policy.pdf>

The salient features of the NRC Policy are as under:

- 1) Setting out the objectives of the Policy.
- 2) Definitions for the purposes of the Policy.
- 3) Policy for appointment and removal of Director, KMP and Senior Management.
- 4) Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees.
- 5) Remuneration to Non- Executive / Independent Director.

During the year, the Company has made changes in the policy to bring them in line with the amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(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. In accordance with the approval obtained from the members through Postal Ballot on 22nd March, 2019, the Company has entered into transactions 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.

BOARD'S REPORT

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

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

18 Corporate Governance:

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The requisite certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Schedule V is annexed to the Report on Corporate Governance.

19 Listing of shares:

The Equity Shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with security ID/symbol of ALEMBICLTD. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2019-20 have been paid.

20 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 is annexed herewith as Annexure C.

21 Auditors:

(a) Statutory Auditors:

M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 10196W) were appointed as Statutory Auditors of the Company to hold office till the conclusion of 115th AGM.

The Auditor's Report for financial year 2018-19 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

(b) Secretarial Auditors:

The Board of Directors of the Company appointed M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara, to conduct Secretarial Audit for the F.Y. 2019-20.

The Secretarial Audit Report of M/s. Samdani Shah & Kabra, Practising Company Secretaries for the financial year ended 31st March, 2019, is annexed as Annexure D.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Company has generally complied with all the applicable provisions of the Secretarial Standards.

(c) Cost Auditors:

M/s. Santosh Jejurkar & Associates, Cost Accountant, Vadodara, Cost Auditor of the Company has been appointed as Cost Auditor for conducting audit of the cost accounts maintained by the Company relating to Bulk Drugs and Real Estate Division for the Financial Year 2019-20. The Company has made and maintained the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

(d) Internal Auditors:

The Board of Directors has appointed M/s. Sharp & Tannan Associates, Chartered Accountants as Internal Auditors of the Company for the Financial Year 2019-20.

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.

22 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 31st March, 2019. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

23 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, is annexed herewith as Annexure E and has been uploaded on the Company's website. The web-link as required under Companies Act, 2013 is as under:

<https://www.alembiclimited.com/#services>

24 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.

BOARD'S REPORT

25 Particulars of employees and related disclosures:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure G.

A statement showing the names and particulars of the employees falling within the purview of Rules 5(2) and 5(3) of the aforesaid Rules 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 the same will be furnished on request in writing to the members.

26 Details of Unclaimed Suspense Account:

Disclosure pertaining to Unclaimed Suspense Account as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as Annexure H. The voting rights on the equity shares which are transferred to Unclaimed Suspense Account shall remain frozen till the rightful owner of such equity shares claims the shares.

27 Directors' Responsibility Statement:

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

- in preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies as listed in Note 1 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 31st March, 2019 and of the profit of the Company for that period;
- 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;
- the directors had prepared the annual accounts on a going concern basis;
- 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; and

- 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.

28 Other Disclosures:

- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- The Managing Director of the Company has not received any remuneration or commission from its subsidiary.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- The Company has not invited/accepted any deposits from public.
- The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.

For and on behalf of the Board of Directors,

Sd/-
Chirayu Amin
Chairman
(DIN: 00242549)

Registered Office:

Alembic Road, Vadodara - 390 003
Tel: +91 265 2280550
Fax: +91 265 2282506
Web: www.alembiclimited.com
Email Id: alembic.investors@alembic.co.in
CIN: L26100GJ1907PLC000033

Date: 13th August, 2019
Place : Vadodara

Note: As per the provisions of Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of the subsidiary and associates is included in the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Perspective vis-à-vis Company

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

(A) Segment-wise Performance

Bulk Drugs Business:

The performance of the Bulk Drugs Business of the Company remains subdued, despite all efforts of the Company in improving the processes and overall site efficiency. Further, in view of the Government's stringent pollution control norms for manufacturing facilities located in the heart of the city. The Company closed down in-house solvent-recovery unit which added to the ever increasing cost-burden.

Real Estate Business:

During the year, the Company achieved completion of its real estate project VEDA and recognized major portion of revenue on the project. The general outlook for the industry remains subdued due to sluggish demand. The Company also achieved completion of certain commercial assets constructed with the intention to hold them for earning sustainable rental income, while retaining the benefit of future capital appreciation in land prices.

(B) Industry structure and Developments, Outlook and Opportunities:

Within the given limitations and hurdles faced by the Company, the Bulk Drugs Business caters to the demands of its products, mostly by the group companies. In order to ensure judicious utilization of available resources in a cost effective manner; the Company has reduced the foot print of its manufacturing facilities by downsizing manufacturing facilities having sub-optimal utilization levels and revamping the operational set up. The Company has also upgraded rest of its facilities to bring it to an acceptable level of new GMP-norms for generic APIs.

The implementation of Real Estate (Regulation and Development) Act, 2016 (RERA) has contributed in improving transparency levels and increasing customer confidence on law abiding developers. The Company plans to launch its third real estate project, VEDA II. The project is in its initial stage of construction. The general outlook for the residential market is stable with industry witnessing absorption for self-consumption at select price points.

The Company is in the process of constructing some further commercial assets with the objective of earning rental income.

(C) Concerns, Risk and Threat:

The Bulk Drugs Business will remain under pressure due to the rigid & stringent pollution norms as well as the ever increasing capital intensive demands for asset modernization and refurbishment of manufacturing facilities. The business faces an uncertain future, despite our sincere efforts.

In the Real Estate Business, the Company needs to spent considerable time and efforts in making commercial alignments with the frequent changes in Goods and Services Tax (GST) and State RERA. While there has been no significant reduction in interest rates for home-buyers, lack of adequate credit for contractors has created some stress in the industry and has been one of the causes for unsold inventory.

(D) Finance:

The gross revenue of the Company was ₹ 123.81 Crores for the year under review as compared to ₹ 125.30 Crores for the previous year ended on 31st March, 2018. The Company registered a net profit of ₹ 41.11 Crores as compared to net profit of ₹ 41.78 Crores for the previous year ended on 31st March, 2018.

(E) Key Financial Ratios:

The Company has maintained stability during the year under review which reflects in the key financial ratio. A summary of the same is as under:

Particulars	31.03.2019	31.03.2018
Operating Profit Margin	29.31%	27.32%
Net Profit Margin	26.82%	27.22%
Return on Net Worth	13.74%	12.03%
Earnings Per Share	1.59	1.56
Debt Equity Ratio	0.19	0.21
Receivables days	40	74
Inventory days	193	150
Current Ratio	2.02	3.16

Note: Operating Profit margin and Net Profit margin are calculated on the Total Income of the Company.

The above referred financial ratios are prepared on the basis of the consolidated income of the Company which includes the performance of both operating businesses. In view of the difference in the method of revenue recognition for both these businesses, the financial ratios are not comparable.

ANNEXURE A

(F) Internal Control Systems and Adequacy:

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

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 on regular basis before the Audit Committee and their recommendations are implemented.

(G) Human Resource Intervention

The Company has optimized the manpower to the right-size, so as to meet the new challenges of multi-tasking and multi-skilling. The management staff is given a professional & conducive atmosphere at the work-place.

(H) Health, Safety, Security and Environment

Health, Safety, Security and Environment is always looked at with its due seriousness along with our business activities and all employees are adequately trained for taking up their individual accountability. Alembic's operations are well-resourced & they comply with all the required norms of Health, Safety, Security and Environment.

During the year under review, various HAZOP studies and safety audits were carried out by Independent consultants. A separate permission and membership for treating highly-contaminated effluents at a government approved site was obtained by the Bulk Drugs Business. Environmental audits (statutory) were also carried out and reports were submitted to pollution control boards for their review. Plantation programs were organized by the Real Estate business across its projects. Efforts are made at all levels to conserve energy and resources.

For and on behalf of the Board of Directors,

Sd/-
Chirayu Amin
 Chairman
 (DIN: 00242549)

Date: 13th August, 2019
 Place : Vadodara

ANNEXURE B

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 Healthcare, Rural Development and Education through various 'Not for Profit Organisations' viz. Alembic CSR Foundation, Bhailal Amin General Hospital, Rural Development Society, Uday Education Society and others.

The CSR spend may be carried out by way of donation to the corpus of the above 'Non-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 Amin - Chairperson

Mr. C.P. Buch - Member

Mr. Sameer Khara - Member

3. **Average Net Profit of the Company for the last three financial years:** ₹ 1080.79 lacs.
4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** ₹ 21.62 lacs.
5. **Details of CSR Spent during the financial year**

- (a) Total amount to be spent for the financial year: ₹ 21.62 lacs
- (b) Amount unspent, if any: Nil
- (c) Manner in which the amount spent during the financial year is detailed below:

(₹ In Lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) 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
I	Contribution to Alembic CSR	CSR activities as specified in Schedule VII of the Companies Act, 2013	Across Gujarat	Single	Direct – 21.62	21.62	Through Implementing Agency - Alembic CSR Foundation
	TOTAL				21.62	21.62	

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's Report:** Not Applicable.
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.**

Sd/-

Malika Amin

Chairperson – CSR Committee
(DIN: 00242613)

Sd/-

Chirayu Amin

Chairman
(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

ANNEXURE C

Particulars of Loans granted, Guarantees given or Investments made by the Company

Nature of transaction (whether loan / guarantee / investments)	Date of granting loan/ acquisition / giving guarantee/ providing security	Name and Address of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed / Unlisted entities)	Amount (₹ in Lacs)	Purpose of loan / guarantee / investments
Investments in liquid scheme of Mutual Fund	24-09-2018	Aditya Birla Sun Life Arbitrage Fund-Dividend-Direct Plan-Reinvest Soham Complex, Infront of HDFC Bank, R C Dutt Road, Alkapuri, Vadodara - 390 007	100.00	Temporary parking of surplus fund
--do--	14-05-2018	Aditya Birla Sun Life Liquid Fund-Growth-Direct Plan	412.66	--do--
--do--	22-05-2018		300.00	--do--
--do--	15-08-2018		100.00	--do--
--do--	26-07-2018	Edelweiss Arbitrage Fund - Monthly Dividend Direct Plan - Reinvest	200.00	--do--
--do--	18-01-2019		150.00	--do--
--do--	18-03-2019	Tower 3, Wing B, Ground Floor, Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla (W), Mumbai-400070	740.40	--do--
--do--	06-05-2018	Edelweiss Liquid Fund-Direct Plan Growth	79.41	--do--
--do--	30-07-2018		2,100.00	--do--
--do--	21-08-2018		100.00	--do--
--do--	28-08-2018		200.00	--do--
--do--	05-09-2018		100.00	--do--
--do--	11-07-2018	Franklin India Liquid Fund- Super Institutional Plan-Direct-Growth 12th & 13th Floor, Tower @, India Bulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013	250.00	--do--
--do--	30-07-2018		150.00	--do--
--do--	24-04-2018	Franklin India Treasury Management Account- Super Institutional Plan-Direct-Growth	150.00	--do--
--do--	20-05-2018		100.00	--do--
--do--	19-04-2018	IDFC Cash Fund Growth-Direct Plan IDFC AMC Ltd, One IndiaBulls Centre, 6th floor, Jupiter Mills Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400 013	1,676.11	--do--
--do--	27-08-2018	Kotak Equity Arbitrage Fund-Direct Plan-Monthly Dividend-Reinvest 27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	1,100.00	--do--
--do--	18-03-2019		713.45	--do--
--do--	17-06-2018	Kotak Liquid Direct Plan Growth	150.00	--do--
--do--	18-06-2018		150.00	--do--
--do--	20-06-2018		200.00	--do--
--do--	10-07-2018		1,460.27	--do--
--do--	13-12-2018		200.00	--do--

ANNEXURE C

Nature of transaction (whether loan / guarantee / investments)	Date of granting loan/ acquisition / giving guarantee/ providing security	Name and Address of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed / Unlisted entities)	Amount (₹ in Lacs)	Purpose of loan / guarantee / investments
--do--	14-05-2018	Kotak Money Market Scheme-Direct Plan-Growth	1,825.70	Temporary parking of surplus fund
--do--	15-06-2018		1,452.65	--do--
--do--	29-03-2019	Reliance Arbitrage Fund-Direct Monthly Dividend Plan-Reinvest	200.00	--do--
--do--	23-04-2018	Reliance Liquid Fund - Direct Plan Growth Plan-Growth Option H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai - 400 710	1,840.47	--do--
--do--	02-05-2018		865.02	--do--
--do--	19-04-2018	SBI Premium Liquid Fund - Direct - Growth 9th Floor, Crescenzo, C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051	1,083.64	--do--
--do--	22-04-2018	SBI Premium Liquid Fund - Direct - Growth	1,089.16	--do--
Investment in Equity Shares	21-05-2018	Alembic Pharmaceuticals Limited Alembic Road, Vadodara-390003	112.04	Investment of surplus funds
--do--	24-05-2018		6.45	--do--
--do--	01-06-2018		42.06	--do--
--do--	04-06-2018		21.14	--do--
--do--	12-02-2019		54.91	--do--

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

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

ANNEXURE D

Secretarial Audit Report

for the Financial Year ended March 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and

Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]

To,
The Members,
Alembic Limited
Alembic Road,
Vadodara- 390003
Gujarat.

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

Based on our verification of the 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 31st March, 2019, complied with the statutory provisions listed hereunder and also that the company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 / 2018.

We report that, there were no actions / events in pursuance of the following regulations requiring compliance thereof by the company during the period of this report:-

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 / 2018;
- b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- vi. Other sector specific laws as follows:
 - (a) Food and Drugs Adulteration Act, 1954;
 - (b) Drugs and Cosmetics Act, 1940;
 - (c) National Pharmaceuticals Pricing Policy, 2012;

ANNEXURE D

- (d) The Pharmacy Act, 1948;
- (e) The Narcotic Drugs and Psychotropic Substances Act, 1985;
- (f) The Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
- (g) Drugs (Prices Control) Order, 2013;
- (h) Food Safety and Standards Act, 2006;
- (i) The Real Estate (Regulation and Development) Act, 2016;
- (j) The Building and other construction workers (RE & COS) Act, 1996 and rules made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with BSE Ltd and National Stock Exchange of India Limited.

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

We further report that;

- A. The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors except the required compliance of Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of appointment of Independent Directors, as an Independent Director has resigned with effect from 31.01.2019 and as per the provisions of the Companies Act, 2013 and the Listing Regulations, any intermittent vacancy of an Independent Director shall be filled up by the Board of Directors at the earliest but not later than immediate next Board Meeting or three months from the date of such vacancy, whichever is later. The changes in the composition of the Board of Directors that took place during the period under review, if any, were carried out in compliance with the provisions of the Act;
- B. 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;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. 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;
- E. During the audit period, there were no specific instances / actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having major bearing on the Company's affairs. However, the company has Bought back and extinguished 1,02,50,000 (One Crore Two Lakhs Fifty Thousand) fully paid up equity shares of the company having face value of ₹ 2/- each at a price of ₹ 80/- per Equity Share aggregating to ₹ 82,00,00,000/- (Rupees Eighty Two Crores Only) and the Buy-Back was completed on 9th May, 2018.

Sd/-

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677

CP No. 2863

Place: Vadodara

Date: April 26, 2019

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

ANNEXURE D

Appendix A

To,
The Members,
Alembic Limited
Alembic Road
Vadodara- 390003
Gujarat

Our Secretarial Audit report of even date is to be read along with this letter, that:

- I. Maintenance of Secretarial records and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.
- II. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- III. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
- IV. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
S. Samdani
Partner

Samdani Shah & Kabra
Company Secretaries
FCS No. 3677
CP No. 2863

Place: Vadodara
Date: April 26, 2019

ANNEXURE E

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[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	L26100GJ1907000033
(ii)	Registration Date	30/07/1907
(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: +91 265 2280550 Fax: +91 265 2282506 Website: www.alembiclimited.com Email Id: 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 - 102 & 103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020. Tel: +91 265 2356573, 2356794 Email Id: 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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
(i)	API	35250 & 35260	44.22
(ii)	Real Estate	99531129	37.49

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
(i)	Nirayu Private Limited FF-54, Avishkar Complex, Old Padra Road, Vadodara – 390 015	U28100GJ1971PTC098778	Holding*	42.08%	2(46)
(ii)	Alembic City Limited Alembic Road, Vadodara – 390 003	U70100GJ1994PLC021552	Subsidiary	100.00	2(87)(ii)
(iii)	Alembic Pharmaceuticals Limited Alembic Road, Vadodara – 390 003	L24230GJ2010PLC061123	Associate	29.47	2(6)

* Please refer Note 5 of Notes to standalone financial statements.

ANNEXURE E

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	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,09,91,910	-	2,09,91,910	7.86	1,81,64,285	-	1,81,64,285	7.07	(0.79)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	14,65,30,053	-	14,65,30,053	54.87	14,32,19,535	-	14,32,19,535	55.77	0.90
e) Banks/Fl	-	-	-	-	-	-	-	-	-
f) Any Other:									
i) Trust	25,98,400	-	25,98,400	0.97	24,86,244	-	24,86,244	0.97	-
ii) LLP	1,800	-	1,800	0.00	1,800	-	1,800	0.00	-
Sub-total (A)(1):-	17,01,22,163	-	17,01,22,163	63.71	16,38,71,864	-	16,38,71,864	63.82	0.11
(2) Foreign									
NRIs, Bodies Corporate, Banks, Fls, others	-	-	-	-	19,27,015	-	19,27,015	0.75	0.75
Sub-total (A) (2):-	-	-	-	-	19,27,015	-	19,27,015	0.75	0.75
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	17,01,22,163	-	17,01,22,163	63.71	16,57,98,879	-	16,57,98,879	64.57	0.86
B. Public									
Shareholding									
I. Institutions									
a) Mutual Funds	1,21,73,065	-	1,21,73,065	4.56	1,46,05,408	-	1,46,05,408	5.69	1.13
b) Banks/Fl	1,74,672	17,450	1,92,122	0.07	2,89,645	17,450	3,07,095	0.12	0.05
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs / FPI	30,89,483	-	30,89,483	1.16	26,76,542	-	26,76,542	1.04	(0.12)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others:									
i) Alternate Investment Funds	19,23,790	-	19,23,790	0.72	-	-	-	-	(0.72)
ii) Foreign Bank	-	-	-	-	6,500	-	6,500	0.00	-
Sub-total (B) (1):-	1,73,61,010	17,450	1,73,78,460	6.51	1,75,78,095	17,450	1,75,95,545	6.85	0.34
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	43,57,882	18,600	43,76,482	1.64	35,02,218	18,600	35,20,818	1.37	(0.27)
(ii) Overseas	-	-	-	-	-	-	-	-	-

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	
b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	4,78,84,854	49,87,614	5,28,72,468	19.80	4,39,33,751	43,26,341	4,82,60,092	18.79	(1.01)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	1,41,86,133	1,40,100	1,43,26,233	5.37	1,40,06,485	1,40,100	1,41,46,585	5.51	0.14
c) NBFCs registered with RBI	-	-	-	-	1,11,312	-	1,11,312	0.04	0.04
d) Others (specify)									
(i) Unclaimed Shares	8,25,751	-	8,25,751	0.31	8,06,251	-	8,06,251	0.31	-
(ii) Clearing Member	6,44,184	-	6,44,184	0.24	5,38,501	-	5,38,501	0.21	(0.03)
(iii) Non Resident Indians (NRI)- Repat	8,26,353	-	8,26,353	0.31	7,40,129	-	7,40,129	0.29	(0.02)
(iv) Non Resident Indians (NRI)- Non- Repat	8,05,086	3,150	8,08,236	0.30	8,27,154	2,550	8,29,704	0.32	0.02
(v) Trusts	3,06,036	5,700	3,11,736	0.11	1,86,910	-	1,86,910	0.07	(0.04)
(vi) Foreign Nationals	3,000	-	3,000	-	-	-	-	-	-
(vii) HUF	27,43,848	-	27,43,848	1.03	24,54,188	-	24,54,188	0.96	(0.07)
(viii) IEPF	17,92,914	-	17,92,914	0.67	17,92,914	-	17,92,914	0.70	0.03
Sub-total (B)(2):-	7,43,76,041	51,55,164	7,95,31,205	29.78	6,88,99,813	44,87,591	7,33,87,404	28.58	(1.20)
Total Public Shareholding (B)=(B)(1)+(B)(2)	9,17,37,051	51,72,614	9,69,09,665	36.29	8,64,77,908	45,05,041	9,09,82,949	35.43	(0.86)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	26,18,59,214	51,72,614	26,70,31,828	100.00	25,22,76,787	45,05,041	25,67,81,828	100.00	-

(ii) Shareholding of Promoters:

Details of Shareholding of Promoters:

Sl. 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 Amin*	86,92,930	3.26	-	83,17,644	3.24	-	(0.02)
2.	Malika Amin	60,11,460	2.25	-	57,51,939	2.24	-	(0.01)
3.	Udit Amin	20,13,960	0.75	-	19,27,015	0.75	-	-

* 21,46,500 Equity Shares and 20,53,833 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

Details of Shareholding of persons and entities of promoter group:

ANNEXURE E

Sl. 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.	Nirayu Private Limited	10,97,90,783	41.11	-	10,80,66,469 [@]	42.08	-	0.97
2.	Shreno Limited	3,67,37,560	13.76	-	3,51,51,541*	13.69	-	(0.07)
3.	Paushak Limited	1,710	0.00	-	1,525*	0.00	-	-
4.	Alembic Pharmaceuticals Ltd [^]	-	-	-	-	-	-	-
5.	Alembic City Limited [^]	-	-	-	-	-	-	-
6.	Shreno Publications Limited [^]	-	-	-	-	-	-	-
7.	Pranav Amin	20,19,600	0.76	-	19,32,411*	0.75	-	(0.01)
8.	Shaunak Amin	20,13,960	0.75	-	19,32,651*	0.75	-	-
9.	Samira Pranav Amin	60,000	0.02	-	57,410*	0.02	-	-
10.	Ranvir Pranav Amin	60,000	0.02	-	57,410*	0.02	-	-
11.	Inaaya Shaunak Amin	60,000	0.02	-	57,410*	0.02	-	-
12.	Naintara Shaunak Amin	60,000	0.02	-	57,410*	0.02	-	-
13.	Barkha Pranav Amin [^]	-	-	-	-	-	-	-
14.	Krupa Shaunak Amin [^]	-	-	-	-	-	-	-
15.	Tishya Udit Amin [^]	-	-	-	-	-	-	-
16.	Vidyanidhi Trust	16,19,100	0.61	-	15,49,202*	0.60	-	(0.01)
17.	Arogyavardhini Society	5,61,900	0.21	-	5,37,643*	0.21	-	-
18.	Utkarsh Vidyakendra	2,92,500	0.11	-	2,79,873*	0.11	-	-
19.	Ujjwal Vidyalaya	1,24,500	0.05	-	1,19,126*	0.05	-	-
20.	Laburnum Family Trust [#]	200	0.00	-	200	0.00	-	-
21.	Virsad Family Trust [#]	200	0.00	-	200	0.00	-	-
22.	Uday Education Society [^]	-	-	-	-	-	-	-
23.	Bhailal Amin General Hospital [^]	-	-	-	-	-	-	-
24.	Laksh Trust [^]	-	-	-	-	-	-	-
25.	Gallup Trust [^]	-	-	-	-	-	-	-
26.	Grace Star Trust [^]	-	-	-	-	-	-	-
27.	Satori Trust [^]	-	-	-	-	-	-	-
28.	Viramy Packlight LLP	1,800	0.00	-	1,800	0.00	-	-

[@] The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company and creeping acquisition of shares during the year.

* The change in shareholding is pursuant to shares offered under the Buyback of Equity Shares of the Company.

[^] As per the disclosures under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, furnished by the Promoters.

[#] Equity shares held in the name of the Trustees on behalf of the trust.

ANNEXURE E

(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		17,01,22,163	63.71	17,01,22,163	63.71
	Buyback of shares	09.05.2018	69,68,391	(2.61)	16,31,53,772	63.54
	Market Purchase by Nirayu Private Limited	19.11.2018	1,00,000	0.04		
		20.11.2018	1,00,000	0.04		
		21.11.2018	1,00,000	0.04		
		22.11.2018	90,000	0.04		
		26.11.2018	91,631	0.04		
		27.11.2018	38,679	0.02		
		28.11.2018	1,30,000	0.05		
		29.11.2018	75,682	0.03		
		30.11.2018	74,008	0.03		
		03.12.2018	80,000	0.03		
		04.12.2018	66,397	0.03		
		05.12.2018	1,00,000	0.04		
		06.12.2018	83,749	0.03		
		07.12.2018	69,854	0.03		
		17.12.2018	13,742	0.01		
		18.12.2018	4,466	0.00		
		24.01.2019	1,00,000	0.04		
		25.01.2019	1,00,000	0.04		
		04.02.2019	69,454	0.03		
		05.02.2019	66,054	0.03		
		06.02.2019	52,378	0.02		
		07.02.2019	40,000	0.02		
		08.02.2019	50,000	0.02		
		11.02.2019	50,000	0.02		
		12.02.2019	19,237	0.01		
		13.02.2019	22,711	0.01		
		14.02.2019	49,347	0.02		
		15.02.2019	30,000	0.01		
		18.02.2019	38,822	0.02		
		27.02.2019	37,315	0.01		
		28.02.2019	1,00,000	0.04		
		01.03.2019	50,000	0.02		
		05.03.2019	50,000	0.02		
		12.03.2019	91,581	0.04		
		13.03.2019	85,000	0.03		
		14.03.2019	50,000	0.02		
		15.03.2019	50,000	0.02		
		18.03.2019	50,000	0.02		
		22.03.2019	40,000	0.02		
		25.03.2019	50,000	0.02		
		26.03.2019	45,000	0.02		
		27.03.2019	40,000	0.02		
	At the end of the year		16,57,98,879	64.57	16,57,98,879	64.57

ANNEXURE E

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

Sl. No.	Name	Shareholding at the beginning (01.04.2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Nirayu Private Limited	10,97,90,783	41.12	During the financial year	26,45,107*	Increase	10,80,66,469	42.08
					43,69,421*	Decrease		
2	Shreno Limited	3,67,37,560	13.76	09.05.2018	-	Increase	3,51,51,541	13.69
					15,86,019^	Decrease		
3	SBI Small and Midcap Fund	1,21,73,065	4.56	During the financial year	29,11,954	Increase	1,46,05,408	5.69
					4,79,611	Decrease		
4	Pranav Amin	20,19,600	0.76	09.05.2018	-	Increase	19,32,411	0.75
					87,189^	Decrease		
5	Shaunak Amin	20,13,960	0.75	09.05.2018	-	Increase	19,32,651	0.75
					81,309^	Decrease		
6	Vidyanidhi Trust	16,19,100	0.61	09.05.2018	-	Increase	15,49,202	0.60
					69,898^	Decrease		
7	Yeraben Amin	15,61,830	0.58	09.05.2018	-	Increase	13,63,430	0.53
					67,426^	Decrease		
8	Shreya Mukherjee	13,63,430	0.51	09.05.2018	-	Increase	13,04,569	0.51
					58,861^	Decrease		
9	Ninochaka Kothari	7,84,218	0.29	09.05.2018	-	Increase	7,53,916	0.29
					30,302^	Decrease		
10	The Emerging Markets Small Cap Series Of the DFA Investment Trust Company	6,49,379	0.24	During the financial year	-	Increase	6,25,263	0.24
					24,116	Decrease		
11	IL & FS Trust Company Limited - Forefront Alternative Investment Trust - Forefront Alternative Equity Scheme [#]	19,23,790	0.75	During the financial year	-	Increase	-	-
					19,23,790	Decrease		

* The change in shareholding is pursuant to the shares offered under Buyback of Equity Shares of the Company and Creeping acquisition of shares during the year.

^ The change in shareholding is pursuant to the shares offered under Buyback of Equity Shares of the Company.

Ceased to be a top ten shareholder as on 31st March, 2019.

Note:

1. The date wise increase/decrease in shareholding of the top ten shareholders is available on the website of the Company.
2. The above information is based on the weekly beneficiary positions received from Depositories.
3. The details of holding has been clubbed based on PAN.

ANNEXURE E

(v) Shareholding of Directors and Key Managerial Personnel:

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
	For each of the Directors and KMP				
	At the beginning/ end of the year				
1.	Mr. Chirayu Amin, Chairman*	86,92,930	3.26	83,17,644 [#]	3.24
2.	Mrs. Malika Amin, Managing Director & CEO	60,11,460	2.25	57,51,939 [#]	2.24
3.	Mr. Udit Amin, Director	20,13,960	0.75	19,27,015 [#]	0.75
4.	Mr. Sameer Khera, Independent Director	2,000	0.00	2,000	0.00

Note: None of the other Director and Key Managerial Personnel holds any shares in the Company.

* 21,46,500 Equity Shares and 20,53,833 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

[#] The change in the shareholding is pursuant to shares offered under buyback of Equity Shares.

V. INDEBTEDNESS:

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD
		Malika 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	131.30 0.40 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit	-
5.	Others, please specify	-
	Total (A)	131.70
	Ceiling as per the Act	504.93

ANNEXURE E

B. Remuneration to other Directors:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Milin Mehta	R. C. Saxena	C. P. Buch	Sameer Khara	Chirayu Amin	Udit Amin	Abhijit Joshi	
1.	Independent Directors								
	• Fee for attending board/ committee	2.75	2.35	3.40	1.20	-	-	-	9.70
	• Commission	-	-	-	-	-	-	-	-
	• Others, Please specify	-	-	-	-	-	-	-	-
	Total (1)	2.75	2.35	3.40	1.20	-	-	-	9.70
2.	Other Non-Executive Directors								
	• Fee for attending board/ committee	-	-	-	-	1.70	1.40	1.50	4.60
	• Commission	-	-	-	-	-	85.00*	-	85.00*
	• Others, Please	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	1.70	86.40	1.50	89.60
	Total Managerial Remuneration (1 + 2)	2.75	2.35	3.40	1.20	1.70	86.40	1.50	99.30
	Overall Ceiling as per the Act								504.93

* Commission to Mr. Udit Amin was approved by the members at the 111th AGM held on 7th August, 2018 of the Company.

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Malika Amin CEO	Drigesh Mittal Company Secretary	Rasesh Shah CFO	Total
1.	Gross Salary	Covered at point VI – A above			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		12.13	46.82	58.95
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961		-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	12.13	46.82	58.95

Note: The above stated figures for remuneration are extracted from Form-16 of the individual Managerial Personnel and Key Managerial Personnel for the F.Y. 2018-19. 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:

There has been no penalty or punishment or compounding of offences against/by the Company, Directors and Other Officers in default under the provisions of the Companies Act, 2013 during the F.Y. 2018-19.

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin
Chairman
(DIN : 00242549)

Date: 13th August, 2019

Place: Vadodara

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:

1) Steps taken for conservation of energy (figures below are, on a full production-load basis):

- (i) Installed VFD on 100 PSI air compressors and chilled water supply pumps.
- (ii) Provision of a suitable pump on evaporator & condenser for capacity improvement of Vapor Compression Chiller of 300 TR.
- (iii) Installed auto-correction power factor panels, high efficiency transformers, DG sets and other equipments.

2) Steps taken for utilizing alternate sources of energy/resources:

- (i) The Company has since long installed wind mills and they are operating well.
- (ii) Installed solar power generating units at certain locations.
- (iii) The Commercial building capitalized during the year is a certified green building.

3) Capital Investment on energy conservation equipments:

The Company continues to make project level investments for reduction in consumption of energy. The capital investment on energy conservation equipment cannot be quantified.

(B) Technology Absorption:

1) Efforts made towards technology absorption:

The bulk drugs business operates at the same level and there is no significant matter which is to be reported.

2) Benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

3) Information regarding technology imported, during the last 3 years: Nil

4) Expenditure incurred on Research and Development:

During the year under review, the Company has incurred expenses of ₹ 60.91 Lacs as compared to ₹ 113.91 Lacs for the previous year on Research and Development.

(C) Foreign Exchange Earnings and Outgo:

(₹ in Lacs)

For the period ended on 31 st March,	2019	2018
Income		
Export (FOB basis)	303.58	194.02
Expenditure		
Raw Material (CIF basis)	3859.53	2633.49
Others	9.51	4.85

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

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.

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
Malika Amin – Managing Director & CEO	1 : 0.2257

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
Malika Amin – Managing Director & CEO	-0.26
Rasesh Shah – CFO	22.38
Drigesh Mittal – Company Secretary	30.12

Percentage increase in the median remuneration of employees in the financial year	2.99%
Number of permanent employees on the rolls of company	300

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	6.73%
	(Non-Managerial Personnel)
	0.00%
	(Managerial Personnel)

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

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

ANNEXURE H

Details of Unclaimed Suspense Account as per the provisions of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	No. of shareholders Outstanding shares	: :	1745 8,25,751
Number of shareholders who approached the company for transfer of shares from suspense account during the year	No. of shareholders No. of Shares	: :	14 19,500
Number of shareholders to whom shares were transferred from suspense account during the year	No. of shareholders: No. of Shares	: :	14 19,500
Number of shareholders to whom shares were transferred to the Investor Education and Protection Fund	No. of shareholders No. of Shares	: :	Nil Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	No. of shareholders Outstanding shares	: :	1731 8,06,251

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

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

During most part of the year, the Board met the requirement of having not less than 50% of the Board strength comprising of Non-Executive Directors as 4 out of 8 Directors are Non-Executive Independent Directors. Due to resignation of Mr. Milin Mehta as an Independent Director w.e.f. end of day of 30th January, 2019, as on 31st March, 2019, 3 out of the remaining 7 Directors were Independent Director. In compliance with the provisions of Regulations 25(6) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the vacancy caused by the resignation of the Independent Director was filled at the immediate next Board Meeting held on 15th May, 2019 by appointing Mr. Mayank Amin as an Additional Independent Director.

As on 31st March, 2019, the Board of Directors consist of 1 Executive Promoter Director (women director), 2 Non-Executive Promoter Directors, 1 Non-Executive Non-Independent Director and 3 Independent Directors. The Chairman of the Board is a Non-Executive Promoter Director. As on 31st March, 2019 and as on date of this report, the Board meets the requirement of having at least one woman director.

Further, Mr. R. C. Saxena retired from the position of Independent Director w.e.f. 12th August, 2019 (after close of working hours). The Board of Directors at its meeting held on 13th August, 2019 appointed Ms. Rati Desai as an Additional Independent director.

• Number of Board Meetings held and the dates of the Board Meetings

Five (5) Meetings of Board of Directors were held during the year ended 31st March, 2019 on 17th May, 2018, 7th August, 2018, 11th September, 2018, 3rd November, 2018 and 30th January, 2019. The time gap between any two meetings was not exceeding one hundred and twenty days.

• Details of composition and category of Directors, attendance at the Board Meetings, Annual General Meeting and shareholding of each Director:

Name of the Director	Category	No. of Board Meetings held & attended during the Financial Year	Attendance at the last AGM	No. of Equity shares held in the Company *
Mr. Chirayu Amin Chairman	Promoter Non-Executive	5 out of 5	Yes	83,17,644 ^
Mrs. Malika Amin Managing Director and CEO	Promoter Executive	5 out of 5	Yes	57,51,939
Mr. Udit Amin Director	Promoter Non-Executive	4 out of 5	Yes	19,27,015
Mr. Milin Mehta [§]	NED (I)*	4 out of 5	Yes	Nil
Mr. C. P. Buch	NED (I)*	5 out of 5	Yes	Nil
Mr. R. C. Saxena [†]	NED (I) *	4 out of 5	Yes	Nil
Mr. Sameer Khera	NED (I) *	4 out of 5	Yes	2,000

Report on Corporate Governance

Name of the Director	Category	No. of Board Meetings held & attended during the Financial Year	Attendance at the last AGM	No. of Equity shares held in the Company #
Mr. Abhijit Joshi	Non-Executive Non-Independent	5 out of 5	Yes	Nil
Mr. Mayank Amin@	NED (I) *	N.A.	N.A.	18,000
Ms. Rati Desai&	NED (I) *	N.A.	N.A.	Nil

The Company has not issued any convertible instruments.

^ 20,53,833 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

* NED (I) means Non-Executive Director (Independent).

\$ Mr. Milin Mehta resigned from the Board w.e.f. end of day of 30th January, 2019.

! Mr. R. C. Saxena has retired from the Board w.e.f. 12th August, 2019 (after close of working hours).

@ Mr. Mayank Amin was appointed as an Additional Director w.e.f. 15th May, 2019.

& Ms. Rati Desai was appointed as an Additional Director w.e.f. 13th August, 2019.

• **Number of other board of directors or committees in which a Director is a director / member / chairperson**

Name of the Director	No. of Directorships		No. of Committee Memberships		No. of Committee Chairmanships	
	In all other Companies	Excl. Pvt. Ltd.,* Foreign & Sec. 8 Companies	All committees	Only Audit & Stakeholders Relationship Committee	All Committees	Only Audit & Stakeholders Relationship Committee
Mr. Chirayu Amin	5	5	7	1	4	1
Mrs. Malika Amin	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Udit Amin	2	2	1	Nil	Nil	Nil
Mr. C. P. Buch	Nil	Nil	Nil	Nil	Nil	Nil
Mr. R. C. Saxena	Nil	Nil	2	1	Nil	Nil
Mr. Sameer Khera	3	Nil	Nil	Nil	Nil	Nil
Mr. Abhijit Joshi	1	1	1	1	Nil	Nil
Mr. Mayank Amin	Nil	Nil	Nil	Nil	Nil	Nil
Ms. Rati Desai	Nil	Nil	Nil	Nil	Nil	Nil

* Includes directorship in private companies that are either holding or subsidiary company of a public company.

Report on Corporate Governance

Names of the listed entities where the person is a director and the category of directorship.

Name of the Director	Name of the listed entities and category of directorship
Mr. Chirayu Amin	1. Alembic Pharmaceuticals Limited, Executive Chairman & CEO 2. Paushak Limited, Non-Executive Chairman 3. Elecon Engineering Company Limited, Non-Executive Independent Director
Mrs. Malika Amin	-
Mr. Udit Amin	1. Paushak Limited, Non-Executive, Non-Independent Director
Mr. C. P. Buch	-
Mr. Sameer Khera	-
Mr. R. C. Saxena	-
Mr. Abhijit Joshi	1. Paushak Limited, Whole-time Director & CEO
Mr. Mayank Amin	-

Pursuant to the provisions of Section 165(1) the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors hold Directorship 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 Independent Director in more than 7 listed Companies. None of the Director who serves as Whole Time Director in any listed Company serve as Independent Director in more than 3 listed Companies.

Disclosure of relationships between directors inter-se

Mr. Chirayu Amin, Chairman is the spouse of Mrs. Malika Amin, Managing Director & CEO of the Company and the father of Mr. Udit Amin, Non-Executive Director of the Company. Hence, they are related to each other. None of the other Directors are related to each other.

Familiarisation Programmes for Independent Directors

The Company has conducted the familiarisation programme for Independent Directors during the year. The details for the same have been disclosed on the website of the Company at the following web-link:

<http://www.alembiclimited.com/Familiarization-Program.htm>

Confirmation on the independence of the Independent Directors

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

Resignation of Independent Director from the Board of the Company:

During the year under review, Mr. Milin Mehta, Independent Director resigned from the Board of the Company w.e.f. 30th January, 2019 (close of working hours) for the reasons mentioned in his resignation letter filed with the stock exchanges. The relevant extracts are re-produced as under:

"It has come to my attention that the Company and / or its associates may be considering the firm, of which I am a partner, for some professional assignments.

I therefore consider it fit and proper to resign from the Board and do hereby resign from the Board of the Company to enable the management and the said firm to explore the possibility of professional assignment without any remotest possibility of conflict of interest on either side. My resignation is effective from end of day 30th January, 2019.

..... I further confirm that there are no reasons other than those stated in this letter for resigning from the Board."

Report on Corporate Governance

- **Matrix setting out the skills/expertise/competence of the board of directors**

The board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the board of the Company in the context of its business sector(s) for it to function effectively and those actually available with the Board. The skill sets will keep on changing as the organization evolves and hence the board may review the matrix from time to time to ensure that the composition of the skill sets remains aligned to the Company's strategic direction.

The skill sets identified by the board and its assessment is as under:

Core Skills/Experience/Competence	Actual Availability with current board
Industry Knowledge/experience	
(a) API Intermediates or Real Estate or General Industry	Available
(b) Domestic Operations	Available
(c) Previous Board Experience	Available
Technical skills/experience	
(a) Strategic planning	Available
(b) Risk and compliance oversight	Available
(c) Marketing	Available
(d) Policy Development	Available
(e) Accounting, Tax, Audit and Finance	Available
(f) Sales / Customer Engagement	Available
(g) Public Relations and Liaisoning	Available
Behavioral Competencies	
(a) Integrity & Ethical Standards	Available
(b) Mentoring abilities	Available
(c) Interpersonal relations	Available

3 Audit Committee

- **Composition, Name of Chairman and Members & Terms of Reference**

During most part of the year, the Audit Committee comprised of 3 Independent Non-Executive Directors viz. Mr. Milin Mehta, Mr. C. P. Buch and Mr. R. C. Saxena. Mr. Milin Mehta was the Chairman of the Committee. Due to resignation of Mr. Milin Mehta as an Independent Director w.e.f. end of day of 30th January, 2019, as on 31st March, 2019, the Committee consisted of 2 Independent Directors viz. Mr. C. P. Buch and Mr. Sameer Khera.

The Board of Directors reconstituted the Audit Committee on 15th May, 2019 by inducting Mr. Sameer Khera as a member and appointing Mr. C. P. Buch as the Chairman of the Committee. Further, due to the retirement of Mr. R. C. Saxena w.e.f. 12th August, 2019, the Board reconstituted the Audit Committee by inducting Mr. Mayank Amin as a member of the Committee w.e.f. 13th August, 2019.

The terms of reference of the Committee cover the matters specified for Audit Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

The Statutory Auditors, Internal Auditors, Cost Auditors and other relevant Senior Management Persons of the Company are invited to attend the Meetings of Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee. Mr. Milin Mehta was Chairman and member of the Committee upto 30th January, 2019 and was present at the last Annual General Meeting held on 7th August, 2018.

Report on Corporate Governance

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

There were Four (4) meetings of the Audit Committee held during the year ended 31st March, 2019 on 17th May, 2018, 7th August, 2018, 3rd November, 2018 and 30th January, 2019.

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

Name of Director	No. of meetings held	No. of meetings attended
Mr. C. P. Buch	4	4
Mr. Milin Mehta (upto 30 th January, 2019)	4	3
Mr. R. C. Saxena (upto 12 th August, 2019)	4	3

4

Nomination and Remuneration Committee

- **Composition, Name of Chairman and Members & Terms of Reference**

During most part of the year, the Nomination and Remuneration Committee comprised of 4 members out of which 3 were Independent Non-Executive Directors viz. Mr. Milin Mehta, Mr. C. P. Buch and Mr. R. C. Saxena and 1 Non-Independent Non-Executive Director viz. Mr. Chirayu Amin. Mr. Milin Mehta was the Chairman of the Committee. Due to resignation of Mr. Milin Mehta as an Independent Director w.e.f. end of day of 30th January, 2019, as on 31st March, 2019, the Committee consisted of 2 Independent Directors viz. Mr. C. P. Buch and Mr. R. C. Saxena and 1 Non-Independent Non-Executive Director viz. Mr. Chirayu Amin.

The Board of Directors reconstituted the Nomination and Remuneration Committee on 15th May, 2019 by inducting Mr. Sameer Khara as the Chairman of the Committee. Further, due to the retirement of Mr. R. C. Saxena w.e.f. 12th August, 2019, the Board reconstituted the Nomination and Remuneration Committee by inducting Mr. Mayank Amin as a member of the Committee w.e.f. 13th August, 2019.

The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. Mr. Milin Mehta was Chairman and member of Committee upto 30th January, 2019 and was present at the last Annual General Meeting held on 7th August, 2018.

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

There were two (2) meetings of the Nomination and Remuneration Committee held during the year on 15th May, 2018 and 30th January, 2019 respectively.

Name of Director	No. of meetings held	No. of meetings attended
Mr. Chirayu Amin	2	2
Mr. C. P. Buch	2	2
Mr. R. C. Saxena (upto 12 th August, 2019)	2	2
Mr. Milin Mehta (upto 30 th January, 2019)	2	2

- **Performance Evaluation Criteria for Independent Directors**

The performance evaluation criteria's for Independent Directors are disclosed in the Board's Report.

Report on Corporate Governance

5 Details of Remuneration paid to Directors

Executive Directors

The details of all elements of remuneration package i.e. salary, benefits, bonus, pension, etc. paid to the Executive Director for the financial year 2018-19 are given below:

(₹ in Lacs)

Name & Designation of the Executive Director	Fixed Salary & Perquisites
Mrs. Malika Amin Managing Director & CEO	144.00

Notes:

- There is no variable pay paid to the executive Director of the Company.
- The Managing Director and the Company are entitled to terminate the service contracts by giving not less than 3 months' notice in writing to the other party. There is no provision for payment of severance fees. The Company does not have any Stock Options Scheme.

Non-Executive Directors

The Non-Executive Directors are paid ₹ 30,000/- as sitting fees for attending Board Meetings, ₹ 25,000/- for Audit Committee Meetings and ₹ 10,000/- for other Committee Meetings.

The details of payment made to Non-Executive Directors during the financial year 2018-19 are as under:

(₹ in Lacs)

Name of Director	Sitting Fees for Board Meetings	Sitting Fees for Committee Meetings	Total Fees Paid
Mr. Chirayu Amin	1.50	0.20	1.70
Mr. Udit Amin	1.20	0.20	1.40
Mr. Milin Mehta	1.20	1.55	2.75
Mr. C. P. Buch	1.50	1.90	3.40
Mr. R. C. Saxena	1.20	1.15	2.35
Mr. Sameer Khara	1.20	-	1.20
Mr. Abhijit Joshi	1.50	-	1.50

Mr. Udit Amin, Non-Executive Director, has been paid commission of ₹ 85.00 Lacs for the financial year 2018-19 which is within the limit approved by the members of the company at the 111th Annual General Meeting of the Company held on 7th August, 2018.

The remuneration to Non-Executive Directors is based on the Nomination and Remuneration Policy of the Company. None of the Non-Executive Independent Directors has any pecuniary relationship or transactions with the Company and its Associates except:

- Mr. Milin Mehta: where other companies under same management have paid a total of ₹ 1.38 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.
- Mr. R. C. Saxena: where the Company and other companies under same management have paid a total of ₹ 1.11 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 above referred 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.

Report on Corporate Governance

6 Stakeholders Relationship Committee

During most part of the year, the Stakeholders Relationship Committee comprised of 2 Independent Non-Executive Directors viz. Mr. C. P. Buch and Mr. Milin Mehta and 1 Non-Independent Non-Executive Director viz. Mr. Udit Amin. Mr. C. P. Buch is the Chairman of the Committee. Due to resignation of Mr. Milin Mehta as an Independent Director w.e.f. end of day of 30th January, 2019, as on 31st March, 2019, the Committee consisted of 1 Independent Director viz. Mr. C. P. Buch and 1 Non-Independent Non-executive Director viz. Mr. Udit Amin.

The Board of Directors reconstituted the Audit Committee on 15th May, 2019 by inducting Mr. Mayank Amin as a member of the Committee. Mr. C. P. Buch was present at the last Annual General Meeting held on 7th August, 2018.

Mr. Drigesh Mittal, Company Secretary is the Compliance Officer of the Company.

No. of Shareholders' complaints received so far: 14 (Fourteen)

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

No. of pending complaints: Nil

• Meetings and the attendance during the year

Four (4) meetings of the Stakeholders' Relationship Committee were held during the year ended 31st March, 2019 on 17th May, 2018, 7th August, 2018, 3rd November, 2018 and 30th January, 2019.

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

Name of the Director	No. of meetings held	No. of meetings attended
Mr. C. P. Buch	4	4
Mr. Udit Amin	4	3
Mr. Milin Mehta (upto 30 th January, 2019)	4	3

7 General Body Meetings

The details of the location and time where the last three Annual General Meetings (AGMs) were held are as under:

Year	Location	Date	Time	No. of Special Resolutions passed
2015-16	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	10 th August, 2016	12.30 p.m.	1
2016-17	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	28 th July, 2017	12.30 p.m.	2
2017-18	"Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.	7 th August, 2018	12.30 p.m.	5

* Whether any special resolution passed last year through postal ballot: Yes

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

Report on Corporate Governance

8 Means of Communication

Quarterly Results	The results will be published in the newspapers having wide coverage
Which Newspapers wherein results normally published	Will be published normally in- The Indian Express (English) The Financial Express (Gujarati) or any other leading newspaper
Any website, where displayed	www.alembiclimited.com
Whether it also displays official news releases; and	Yes
The presentations made to institutional investors or to the analysts	No

9 General Shareholder Information

a	Annual General Meeting Date, Time and Venue	Friday, 27 th September, 2019 at 12:30 p.m. "Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.
b	Financial Year	2018 – 2019
c	Dividend Payment Date	On or before 1 st October, 2019
d	Listing on Stock Exchanges	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
e	Stock Code	The Equity Shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited with security ID/symbol of ALEMBICLTD. ISIN: INE426A01027
f	Market price data – high, low during each month in last financial year	Please see Annexure 'A'
g	Share Performance of the Company in comparison to BSE Sensex	Please see Annexure 'B'
h	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not applicable
i	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 – 390 020 Tel: +91 265 2356573, 2356794 Email Id: vadodara@linkintime.co.in

Report on Corporate Governance

j	Share Transfer System	Share transfers will be 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 Share Transfer Agents to effect transfer/transmission, name deletion, renewal of shares, duplicate, etc. Total number of shares transferred in physical form during the year were 71,345 (previous year 40,755).
k	Distribution of Shareholding/Shareholding Pattern as on 31 st March, 2019	Please see Annexure 'C'
l	Dematerialization of Shares and Liquidity	As on 31 st March, 2019, 25,22,76,787 shares (98.25%) are held in dematerialised form by the shareholders. Trading in shares is permitted only in dematerialized form as per notification issued by the SEBI.
m	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
n	Commodity price risk or foreign exchange risk and hedging activities	The Company's API products (both finished goods as well as raw materials) are subject to commodity price risks. The Company does not carry out any hedging activities for the same. The Company also does not have material forex transactions and does not have any hedging activities.
o	Plant Locations	1. Alembic Road, Vadodara -390 003, Gujarat. 2. Wind Mills at village Ukharla/Trambak, Taluka-Ghoga, Dist. Bhavnagar, Gujarat. 3. Construction projects: Chhani, Vadodara and Gorwa, Vadodara.
p	Address for Correspondence / Investor Correspondence	1. Company Secretary & Compliance Officer Alembic Limited Alembic Road, Vadodara-390003. Tel: +91 265 2280550 Fax: +91 265 2282506 Email Id: alembic.investors@alembic.co.in 2. Link Intime India Private Ltd B-102 & 103, Shangrila Complex, 1 st Floor, Opp. HDFC Bank, Radha Krishna Char Rasta, Akota - Vadodara - 390020 Tel: +91 265 2356573, 2356794 Email Id: vadodara@linkintime.co.in
q	List of credit rating obtained by the entity	The credit rating details are given hereunder:

Instrument	Amount ₹ Cr.	Rating Agency	Rating & Outlook	Remarks
Long-term, Fund-based Facilities	14.00	ICRA	ICRA A- / Stable	Reaffirmed
Long-term Fund-based / Non-Fund based Facilities	33.00	ICRA	ICRA A- / Stable	Reaffirmed
Short-term, Non-Fund based Facilities	3.00	ICRA	ICRA A2+	Reaffirmed
Short-term, Fund-based Facilities*	(20.00)	ICRA	ICRA A2+	Reaffirmed

* Sub-limit of long-term / short-term, fund-based / non-fund based facilities such that the total utilization should not exceed ₹ 50 Crore.

Report on Corporate Governance

10 Other Disclosures

i. Related Party Transactions:

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

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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:

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>

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:

Mandatory requirements:

The Company complies with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to 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) Modified opinion(s) in Audit Report: Complied as there is no modified opinion in Audit Report
- d) Separate posts of Chairman & CEO: Complied
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

v. Policy for determining 'material subsidiaries':

Not Applicable

vi. Disclosure of commodity price risks and commodity hedging activities:

The details are provided at Point No. 9(n) of this report.

vii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

viii. Certificate from a Company Secretary in practice:

The Company has received a certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Report on Corporate Governance

ix. Instances of not accepting any recommendation of the Committee by the Board:

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

x. Fees to the Statutory Auditors of the Company:

The total fees for all services paid to the Statutory Auditors of the Company is mentioned at Note 32(F) of the Accounts. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

xi. Disclosure of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), 2015:

The Company is in compliance with Regulation No. 17 for Board of Directors, Regulation No. 17A for Maximum number of directorships, Regulation No. 18 for Audit Committee, Regulation No. 19 for Nomination and Remuneration Committee, Regulation No. 20 for Stakeholders Relationship Committee, Regulation No. 22 for Vigil Mechanism and Regulation No. 23 for Related Party Transactions, Regulation No. 25 for Obligations with respect to Independent Directors, Regulation No. 26 for Obligations with respect to Directors and Senior Management, Regulation No. 27 for Other Corporate Governance requirements and Regulation 46(2)(b) to (i) for website.

Regulation No. 21 for Risk Management Committee and Regulation No. 24 for Corporate Governance requirements with respect to subsidiary of the Company, are not applicable to the Company.

xii. Independent Directors' Meeting:

The Independent Directors met on 15th May, 2019 to carry out the evaluation for the financial year 2018-19 and inter alia, discussed the following:

- 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 is necessary for the Board to effectively and reasonable perform its duties.

All Independent Directors were present at the Meeting.

xiii. 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, no complaint was received by the Company.

Report on Corporate Governance

Annexure – A

Market price data of the Company's shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) during the financial year 2018-19:

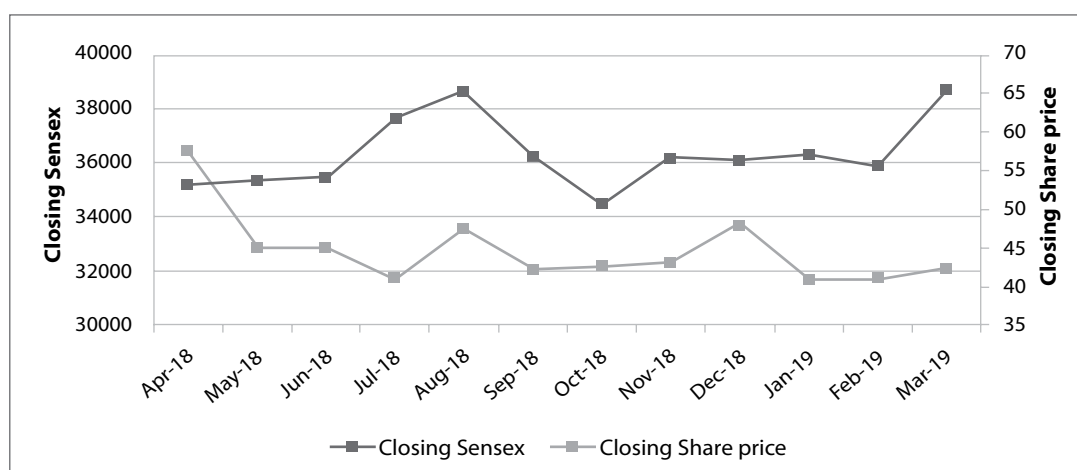
(Amount in ₹)

Month - Year	BSE		NSE	
	High Price	Low Price	High Price	Low Price
April – 2018	62.45	52.00	62.50	53.55
May – 2018	60.00	44.75	58.00	44.60
June – 2018	49.95	37.00	49.55	37.40
July – 2018	42.50	35.75	42.65	36.00
August – 2018	48.25	39.35	48.35	47.45
September – 2018	56.25	39.80	56.40	41.10
October – 2018	45.15	38.55	45.20	38.80
November – 2018	48.30	39.00	48.20	40.90
December – 2018	51.80	41.70	51.00	47.80
January – 2019	48.05	40.50	48.35	40.50
February – 2019	43.00	39.40	42.90	39.10
March – 2019	45.10	41.00	45.15	41.00

On 29th March, 2019, (last day of the financial year) the closing price of the shares of the Company on BSE was ₹ 42.25 and on NSE was ₹ 42.00.

Annexure – B

Share Performance of the Company in comparison to BSE Sensex:



Report on Corporate Governance

Annexure - C

The distribution of shareholdings as on 31st March, 2019 is as under:

Number of Share of Face Value	Number of Shareholders	% of total Shareholders	Number of Shares	% of total Shares
1	2	3	4	5
1-500	45,235	71.66	84,76,042	3.30
501-1000	8,280	13.12	66,70,169	2.60
1001-2000	4,553	7.21	71,21,739	2.77
2001-3000	1,750	2.77	44,63,379	1.74
3001-4000	775	1.23	28,19,026	1.10
4001-5000	636	1.01	30,00,600	1.17
5001-10000	1,018	1.61	74,46,801	2.90
10001 and above	876	1.39	21,67,84,072	84.42
TOTAL	63,123	100.00	25,67,81,828	100.00

Shareholding pattern as on 31st March, 2019:

Sr. No.	Category	No. of Shares Held	% of Voting Strength
(A)	Shareholding of Promoter & Promoter Group		
(1)	Indian	16,38,71,864	63.82
(2)	Foreign	19,27,015	0.75
	Total Shareholding of Promoter and Promoter Group	16,57,98,879	64.57
(B)	Public Shareholding		
(1)	Institutions	1,75,95,545	6.85
(2)	Central Government/ State Government(s)/ President of India	17,92,914	0.70
(3)	Non-institutions	7,15,94,490	27.88
	Total Public Shareholding	9,09,82,949	35.43
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
(1)	Promoter and Promoter Group	-	-
(2)	Public	-	-
	Total Shareholding of Custodians and against which Depository Receipts have been issued	-	-
	Total (A) + (B) + (C)	25,67,81,828	100.00

For and on behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

(DIN: 00242549)

Date: 13th August, 2019

Place : Vadodara

Report on Corporate Governance

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 website of the Company (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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2019 and the copy of the code of conduct is put on the website of the Company at www.alembiclimited.com

On behalf of the Board of Directors,

Sd/-

Malika Amin

Managing Director & CEO

(DIN: 00242613)

CORPORATE GOVERNANCE CERTIFICATE

To the Members of Alembic Limited

We have examined the compliance of the conditions of Corporate Governance by Alembic Limited for the year ended March 31, 2019 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

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 Regulations.

We state that in respect of investor grievances received during the year ended March 31, 2019, no investor grievance is 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.

Sd/-

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No.: 3677; CP No.: 2863

Vadodara, April 26, 2019

Independent Auditor's Report

TO THE MEMBERS OF ALEMBIC LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Alembic Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Emphasis of Matter

1. We draw attention to Note 32 (S) of the Standalone Financial Statements. As referred to in the said Note, the Standalone Financial Statements of the Company for the year ended 31st March, 2019 were earlier approved by the Board of Directors at their meeting held on 15th May, 2019 which were subject to revision by the Management of the Company so as to give effect to the Scheme of Arrangement between Alembic Limited and Shreno Limited and Nirayu Private Limited and their respective shareholders w.e.f. the Appointed Date i.e. 1st November, 2018. Those Standalone Financial Statements were audited by us and our report dated 15th May, 2019, addressed to the Members of the Company, expressed an unqualified opinion on those Standalone Financial Statements and included an Emphasis of Matter paragraph drawing attention to the foregoing matter. Consequent to the Company obtaining the required approvals from the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 26th July, 2019, the aforesaid Standalone Financial Statements are revised by the Company to give effect to the said Scheme of Arrangement.
2. Apart from the foregoing matter, the attached Standalone Financial Statements do not take into account any events subsequent to the date on which the Standalone Financial Statements referred to in paragraph 1 above were earlier approved by the Board of Directors and reported upon by us as aforesaid.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditor's Report

Sr no	Key Audit Matter	Auditor's Response
I	Litigations, Provisions and contingent liabilities The Company has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities. Refer Note 23, 32(B) and 32(M) to the Standalone Financial Statements.	Principal Audit Procedures As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations. Our audit approach for the above consists of the following audit procedures: <ul style="list-style-type: none"> • Evaluation and testing of the design of internal controls followed by the Company relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities; • Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company. • We involved our internal expert to evaluate the management's underlying judgements in making their estimates with regard to such matters.

Information other than the Standalone Financial Statement and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to that Board's Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so;

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

Independent Auditor's Report

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit;

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards;

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 (including other comprehensive income), the Statement of Changes in Equity 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 Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 32 (B) to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivatives 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 CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.37391

Place: Vadodara

Date: 15th May, 2019 [13th August, 2019 as to effect the matters discussed under paragraphs 1 and 2 of the 'Emphasis of Matter' section above]

UDIN: 19037391AAAABT5787

Annexure “A” to the Independent Auditor’s Report

Referred to in Para I ‘Report on Other Legal and Regulatory Requirements’ in our Independent Auditor’s Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2019.

- I. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;
- (b) As informed to us, the company has a phased programme of physical verification of its fixed assets so as to cover all assets once in three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company;
- II. As per the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification;
- III. According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the requirements of sub-clause (a), (b) and (c) of clause (iii) are not applicable to the Company;
- IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable;
- V. In our opinion and as explained to us, the Company has not accepted any deposits during the year and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the Company;
- VI. We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- VII. According to the information and explanations given to us, in respect of statutory dues:
 - (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, Goods and Service Tax (GST), custom duty, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March, 2019, for a period of more than six months from the date they became payable;
 - (b) According to the information and explanations given to us and the records examined by us, there are no dues of income tax, sales tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax or cess that has not been deposited on account of disputes except the following:

Name of the statute	Nature of dues	Amounts (₹)	Period to which the amounts relates	Forum where dispute is pending
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	80,16,782	2000-01	Joint commissioner Appeals
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	14,42,264	2011-12	Joint commissioner Appeals
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	17,30,797	2012-13	Joint commissioner Appeals
Central Excise Act, 1944	Excise duty (Including interest and penalty thereon)	17,87,204	2005-09	Commissioner of Appeal
Central Excise Act, 1944	Excise duty (Including interest and penalty thereon)	49,98,184	2001-02, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2014-15, 2015-16, 2016-17	CESTAT

Annexure “A” to the Independent Auditor’s Report

- VIII. Based on our audit procedure and according to the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks, Government or dues to debenture holders;
- IX. According to the information and explanations given to us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and the term loans were applied for the purpose for which the loan were obtained during the year;
- X. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management;
- XI. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act;
- XII. In our opinion and according to the information and explanation given to us, the provisions related to Nidhi Company are not applicable;
- XIII. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards;
- XIV. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- XV. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with them. Hence, the provisions of Section 192 of the Act are not applicable;
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.37391

Place: Vadodara

Date: 15th May, 2019 [13th August, 2019 as to effect the matters discussed under paragraphs 1 and 2 of the ‘Emphasis of Matter’ section above]

UDIN: 19037391AAAABT5787

Annexure “B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ALEMBIC LIMITED** (“the Company”) as of 31st March, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements of the company were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements of the company and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.37391

Place: Vadodara

Date: 15th May, 2019 [13th August, 2019 as to effect the matters discussed under paragraphs 1 and 2 of the ‘Emphasis of Matter’ section above]

UDIN: 19037391AAAABT5787

Balance Sheet

₹ In Lakhs

Particulars	Notes No	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipments	3	13,110.76	13,222.65
(b) Investment Property	4	7,798.81	4,681.49
(c) Financial Assets			
(i) Investments	5	16,182.44	15,595.95
(ii) Loans	6	5.14	25.39
(2) Current Assets			
(a) Inventories	7	3,532.81	3,240.69
(b) Financial Assets			
(i) Investments	8	4,345.88	11,984.74
(ii) Trade Receivables	9	1,350.73	2,528.86
(iii) Cash and cash equivalents	10	151.40	44.17
(iv) Bank balances other than included in (iii) above	11	47.35	37.32
(v) Loans	12	3.90	-
(vi) Others	13	12.87	124.47
(c) Other Current Assets	14	422.39	578.06
(d) Assets held for sale		9.32	132.47
TOTAL ASSETS		46,973.81	52,196.26
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	5,135.64	5,340.64
(b) Other Equity	16	36,106.24	39,528.09
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	17	413.17	412.02
(b) Provisions	18	72.22	80.10
(c) Deferred Tax Liability (Net)	19	366.97	922.98
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	20		
a) total outstanding dues of Micro Enterprises and Small Enterprises		149.66	-
b) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		2,325.23	1,641.55
(ii) Other Financial Liabilities	21	333.22	1,495.20
(b) Other Current Liabilities	22	474.09	1,686.32
(c) Provisions	23	1,528.05	1,065.21
(d) Current Tax Liabilities (Net)		69.32	24.15
TOTAL EQUITY AND LIABILITIES		46,973.81	52,196.26
Significant Accounting Policies and Other Explanatory Notes and Informations	1,2 and 32		

Note: The accompanying notes referred to above which form an integral part of the financial statements
As per our report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

Rasesh Shah
Chief Financial Officer
Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Statement of Profit and Loss

₹ In Lakhs

Particulars	Notes No	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
I. Revenue from Operations	24	12,380.99	12,529.52
II. Other Income	25	2,944.52	3,701.27
III. Total Income (I+II)		15,325.51	16,230.79
IV. Expenses			
Cost of Materials Consumed	26	4,520.73	3,985.68
Cost of Construction	27	2,233.16	3,077.57
Changes in Inventories of Finished Goods and Work-in-Progress	28	(58.65)	809.49
Employee Benefit Expenses	29	2,052.05	1,964.20
Finance Costs		21.62	16.94
Depreciation and Amortisation expense	3, 4	262.75	377.51
Other Expenses	30	1,824.17	1,582.03
Total Expenses (IV)		10,855.83	11,813.42
V. Profit Before Tax (III-IV)		4,469.68	4,417.37
VI. Tax Expense			
Current Tax		462.48	430.67
Deferred Tax		(82.83)	30.40
Short / (Excess) provision of tax in respect of earlier years		(20.52)	(221.64)
VII. Profit for the year (V-VI)		4,110.55	4,177.94
VIII. Other Comprehensive Income	31		
(A) (i) Items that will not be reclassified to profit or loss		1,023.55	4,443.27
(ii) Income tax relating to items that will not be reclassified to profit or loss		405.65	114.22
IX. Total Comprehensive Income for the period (VII + VIII)		5,539.75	8,735.44
X. Earning per equity share (FV ₹ 2/- per share) (Refer Note 32(G))			
Basic & Diluted (In ₹)		1.59	1.56
Significant Accounting Policies and Other Explanatory Notes and Informations	1,2 and 32		

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

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Rasesh Shah
Chief Financial Officer

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Statement of Changes in Equity

A. Equity Share Capital

Particulars	Nos.	₹ In Lakhs
Equity Shares of ₹ 2/- each issued, subscribed and fully paid		
Balance as at 1st April, 2017	267,031,828	5,340.64
Equity Share Forfeited of ₹ 2/- each	9,365	0.09
Changes in Equity Share Capital during the year	(9,365)	(0.09)
Balance as at 31st March, 2018	267,031,828	5,340.64
Balance as at 1st April, 2018	267,031,828	5,340.64
Changes in Equity Share Capital during the year (1,02,50,000 - Equity shares of ₹ 2/- each - Bought back during the year)	(10,250,000)	(205.00)
Balance as at 31st March, 2019	256,781,828	5,135.64

B. Other Equity - Attributable to Owners

₹ In Lakhs

Particulars	Reserve and Surplus				Equity instruments held at FVOCI	Debt Instruments held at FVOCI	Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings			
Balance as at 1st April, 2017 (I)	35.00	100.22	17,908.78	7,798.63	5,176.28	412.12	31,431.03
Profit for the year	-	-	-	4,177.94	-	-	4,177.94
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	(6.79)	-	-	(6.79)
Other Comprehensive Income	-	-	-	4.32	4,976.40	(412.12)	4,568.60
Total Comprehensive Income for the year (II)	-	-	-	4,175.47	4,976.40	(412.12)	8,739.75
Equity Dividend (including tax thereon)	-	-	-	(642.79)	-	-	(642.79)
Transfer of amount of Share forfeiture to Capital Reserve	0.09	-	-	-	-	-	0.09
Transaction for the year (III)	0.09	-	-	(642.79)	-	-	(642.70)
Balance as at 31st March, 2018 (I+II+III)	35.09	100.22	17,908.78	11,331.31	10,152.68	-	39,528.09
Balance as at 1st April, 2018 (I)	35.09	100.22	17,908.78	11,331.31	10,152.68	-	39,528.09
Profit for the year	-	-	-	4,110.55	-	-	4,110.55
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	(52.41)	-	-	(52.41)
Other Comprehensive Income	-	-	-	-	1,481.60	-	1,481.60
Transfer of (gain)/loss on FVOCI equity investments	-	-	-	298.27	(298.27)	-	-
Adjustment due to demerger (Refer note 32(S))	(35.09)	(100.22)	(212.16)	-	-	-	(347.47)
Total Comprehensive Income for the year (II)	(35.09)	(100.22)	(212.16)	4,356.41	1,183.34	-	5,192.28
Utilised for Buy Back of Shares	-	-	(7,995.00)	-	-	-	(7,995.00)
Equity Dividend (including tax thereon)	-	-	-	(619.13)	-	-	(619.13)
Transaction for the year (III)	-	-	(7,995.00)	(619.13)	-	-	(8,614.13)
Balance as at 31st March, 2019 (I+II+III)	-	-	9,701.62	15,068.60	11,336.01	-	36,106.24

As per our report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodra : 13th August, 2019

Rasesh Shah
Chief Financial Officer
Drigesh Mittal
Company Secretary

Vadodra : 13th August, 2019

Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	4,469.68	4,417.37
Add:		
Depreciation	265.47	380.29
Interest charged	21.62	16.94
(Gain) / Loss on sale of Property, Plant and Equipments	71.80	(320.16)
Other Non cash items	(1.07)	(493.93)
Less:		
Interest Income	(36.11)	(20.63)
Dividend Income	(2,371.89)	(2,446.45)
Operating Profit before change in working capital	2,419.51	1,533.43
Working capital changes:		
Add / (Less) :		
(Increase) / Decrease in Inventories	(292.12)	1,820.23
(Increase) / Decrease in Trade Receivables	1,178.12	(368.58)
(Increase) / Decrease in Loans Current Financial Asset	(3.90)	-
(Increase) / Decrease in Non Current Asset	-	68.68
(Increase) / Decrease in Other Current Financial Asset	111.60	(104.35)
(Increase) / Decrease in Other Current Asset	155.67	600.20
(Increase) / Decrease in Loans Non Current Financial Asset	20.25	(3.46)
(Increase) / Decrease in Other Non Current Financial Asset	-	114.83
Increase / (Decrease) in Trade Payables	833.34	165.29
Increase / (Decrease) in Other Current Financial Liabilities	(1,171.58)	427.61
Increase / (Decrease) in Other Current Liabilities	(1,022.70)	(1,319.25)
Increase / (Decrease) in Current Provisions	462.85	(193.02)
Increase / (Decrease) in Non Current Provisions	(74.69)	(6.64)
Cash generated from operations	2,616.35	2,734.96
Add / (Less) :		
Direct taxes paid (Net of refunds)	(464.31)	(364.08)
Net cash inflow from operating activities (A)	2,152.03	2,370.88
B CASH FLOW FROM INVESTING ACTIVITIES:		
Add:		
Proceeds from sale of Property, Plant and Equipments	40.15	1,507.14
Proceeds from sale / redemption of Investments	11,836.21	6,575.79
Disposal of Investments in Shreno Limited due to demerger (Refer Note 32(S))	352.77	-
Interest received	36.11	20.63
Dividend received	2,371.89	2,446.45
Less:	14,637.13	10,550.01
Purchase of Property, Plant & Equipments /increase in Capital Work in Progress	2,334.17	2,446.36
Purchase of Investments (Net)	5,136.60	10,358.47
	7,470.77	12,804.83
Net cash inflow from Investing activities (B)	7,166.36	(2,254.82)

Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
C CASH FLOW FROM FINANCING ACTIVITIES:		
Add:		
Proceeds from Long Term Liabilities	1.15	234.32
Less:		
Dividends paid (including distribution tax)	633.20	483.59
Interest and other finance costs	21.62	16.94
Buy Back of Shares	8,200.00	-
	8,854.82	500.53
Net cash inflow from Financing activities (C)	(8,853.67)	(266.21)
Adjustment in Other Equity due to demerger (Refer Note 32(S))	(347.47)	-
I. Net (decrease) / Increase in cash and cash equivalents (A+B+C)	117.26	(150.15)
II. Add: Cash and cash equivalents at the beginning of the period	44.17	192.15
Other Bank Balances	37.32	39.49
	81.49	231.64
III. Cash and cash equivalents at the end of the period	151.40	44.17
Other Bank Balances	47.35	37.32
	198.75	81.49

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

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Rasesh Shah
Chief Financial Officer

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

I Company Overview and Significant Accounting Policies:

I.1 Description of Business

The Company is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Alembic Road, Vadodara 390003, Gujarat. The Company is dealing in Active Pharmaceutical Ingredient (API) Business and Real Estate Business.

I.2 Basis of Preparation

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

I.3 Composition of Financial Statements

The financial statements are drawn up in Indian Rupees, the functional currency of the Company, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

I.4 Significant Accounting Policies and Other Explanatory Notes

I Significant Accounting Policies

a) Revenue Recognition

Effective 1st April, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of 1st April, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The following is a summary of new and/or revised significant accounting policies related to revenue recognition. The effect on adoption of Ind AS 115 was insignificant.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

On the basis of the contractual terms for existing projects, Revenue from Real Estate Project is recognised at a point in time based on transfer of control to the customers. The related costs are recognised in profit or loss when they are incurred. The total cost of the project is estimated based on the technical and other estimates of saleable area, costs, etc. The estimates of costs are revised periodically by the management. The effect of such changes to estimates is recognized in the period such changes are determined.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

Income from operations includes revenue earned on account of job work 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.

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

Income from Rent is accounted as per the terms of agreements and Lease income is recognised in the Statement of Profit and Loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Revenue from lease rentals is disclosed net of indirect taxes, if any.

Revenue from Project Management and Consultancy services is recognized based on the terms and conditions set out in the agreement executed with the service receiver. The revenue is based on one or both of the following components; i.e., at a fixed percentage of total invoicing done by the service receiver and a fixed percentage of the total direct and indirect expenses incurred by the service receiver.

Income from Sale of Wind Operated Power is accounted on accrual basis on confirmation of units generated and supplied to the State Electricity Board as per the agreement.

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on foreign currency transactions. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

b) Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognised in Statement of Profit or Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

c) Employee Benefits

(i) Defined Benefit Obligation Plans:

Gratuity

The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC) and HDFC Standard Life Insurance Company Limited.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

The service cost and the net interest cost are charged to the Statement of Profit and Loss. Actuarial gains and losses arise due to remeasurement as result of the actual experience and the assumed parameters and changes in the assumptions used for valuation are recognised in the Other Comprehensive Income (OCI).

Provident Fund

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.

Compensated absences

The Company has a policy to allow accumulation of leave by employees up to certain days. The excess leave will either be encashed or funded by the Company to LIC for and on behalf of employees. Accordingly, the excess leave liability is discharged by the Company upon such funding to LIC. Remaining 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 actual in the Statement of Profit and Loss.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these actuarial gains and losses in the Statement of Profit and Loss, as income or expense.

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

(ii) Defined Contribution Plan:

Superannuation fund is administered by the HDFC Standard Life Insurance Company Limited. The contribution to Superannuation fund, Contribution to pension fund, ESIC and Labour Welfare Fund are recognised as an expense in the Statement of Profit and Loss .

d) Property, Plant and Equipments

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

Spare parts are treated as capital assets when they meet the definition of property, plant and equipments. Otherwise, such items are classified as inventory.

Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognised in the Statement of Profit or Loss.

e) Assets held for sale

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the assets held for sale has been estimated using valuation techniques which includes unobservable inputs.

f) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties are depreciated using the straight-line method over their estimated useful lives. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. The Company has used government registration rates for the purpose of determining fair value of Land and Buildings.

g) Depreciation / Amortisation on Property, Plant & equipments and Investment Properties

Depreciation on property, plant & equipments and investment properties is provided on Straight Line Basis as per the useful life prescribed in schedule II of the Companies Act 2013 except for Building 30-60 years. Depreciation on these assets have been provided on the net restated book value prospectively over the remaining useful life as per Schedule II of Companies Act 2013. Freehold land is not depreciated.

h) Capital Work-in-Progress

Projects under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

i) Leases**(i) As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charge to profit / loss accounts as are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on transaction value as the lease receipts are structured to increase in line with expected general Inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet as investment property.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

j) Fair Value Measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

k) Impairments of Non-Current Assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Inventories

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

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

Work in process is valued at cost plus appropriate share of labour and manufacturing overheads.

Finished Goods are valued at cost plus appropriate share of labour, manufacturing overheads and excise duty thereon.

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

m) Trade Receivables

Trade receivables are carried at original invoice amount less any provisions for doubtful debts. Provision for allowances are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade receivable is determined to be uncollectable it is written off, firstly against any provision available and then to Statement of Profit and Loss Account.

n) Cash and Cash equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from the operating, investing and financing activities of the Company are segregated.

In the cash-flow statement, cash and cash equivalents are shown net of bank overdrafts, which are included as current borrowings in liabilities on the balance sheet.

o) Borrowing Costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

p) Taxation

i) Current Income Tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii) Deferred Tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The benefit of credit against the payment made towards Minimum Alternate Tax (MAT) for the earlier years is available in accordance with the provisions of the section 115J (AA) of income tax act 1961 over the period of subsequent 15 assessment year and it is recognised to the extent of probability of its utilization in future and to the extent of Deferred Tax Liability (DTL).

q) Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

(i) Financial Assets

(a) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e., the date that the Company commits to purchase or sell the asset.

(b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financials Assets at Amortised Cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

- Financial assets at fair value through Other Comprehensive Income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through Profit or Loss (FVTPL)

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

(c) De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

(d) Impairment

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through Profit and Loss / OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is treated as an impairment gain or loss in Statement of Profit and Loss.

(ii) Financial Liabilities

(a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

(b) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

- Financial liabilities at fair value through Profit and Loss:

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

- Financial liabilities measured at Amortised Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

(c) De-recognition

A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

r) Segment reporting

Operating Segments are identified based on monitoring of operating results by the Chief Operating Decision Maker (CODM) separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss of the Company.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

s) Provisions, Contingent liabilities and Assets

(i) Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

(ii) Contingent Liabilities:

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 cannot be made.

(iii) Contingent Assets:

Contingent Assets are not recognised but are disclosed in the notes to the financial statements.

t) Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.5 Key Accounting Judgments, Estimates and Assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

2 Recent Accounting Pronouncements:

Standards Issued but not Effective

Ind AS 116: Leases

Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The Company is in process of evaluating the impact of the same.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

3 Property, Plant and Equipments (PPE):

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2018	11,751.63	373.69	1.91	1,864.86	294.92	49.46	21.43	69.75	14,427.66	-
Additions**	-	-	-	20.91	-	0.04	-	5.87	26.83	-
Disposals	-	(0.13)	(0.02)	-	-	-	-	-	(0.15)	-
Gross Carrying amount as at 31st March, 19	11,751.63	373.56	1.89	1,885.77	294.92	49.50	21.43	75.62	14,454.35	-
Accumulated Depreciation as at 1st April, 18	-	64.16	0.69	1,042.03	52.31	31.26	10.42	4.14	1,205.02	-
Depreciation charge for the year#	-	17.56	0.23	91.57	17.44	2.30	0.24	9.26	138.59	-
Disposals*	-	-	(0.00)	-	-	-	-	-	(0.00)	-
Accumulated Depreciation as at 31st March, 19	-	81.72	0.92	1,133.60	69.75	33.56	10.66	13.40	1,343.61	-
Net Carrying Amount as at 31st March, 19	11,751.63	291.84	0.97	752.17	225.17	15.94	10.77	62.23	13,110.76	-
Net Carrying Amount as at 1st April, 18	11,751.63	309.53	1.22	822.83	242.61	18.20	11.01	65.61	13,222.65	-

Note:

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

Includes ₹ 2.72 Lakhs (₹ 2.78 Lakhs) has been transferred to Cost of Construction in the Statement of Profit and Loss.

* Amount less than Rupees One Thousand

** Out of the above, ₹ 11.19 lakhs (net block) has been transferred from Asset held for sale to Property, Plant and Equipments.

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2017	11,751.63	411.59	1.91	3,307.37	294.92	41.27	20.73	3.97	15,833.40	16.48
Additions	-	10.85	-	47.96	-	8.19	0.70	65.77	133.48	33.85
Disposals *	-	(48.75)	-	(1,490.47)	-	-	-	-	(1,539.21)	-
Transfer	-	-	-	-	-	-	-	-	-	(50.33)
Gross Carrying amount as at 31st March, 18	11,751.63	373.69	1.91	1,864.86	294.92	49.46	21.43	69.75	14,427.66	-
Accumulated Depreciation as at 1st April, 17	-	46.70	0.46	953.94	34.87	25.75	10.25	1.46	1,073.44	-
Depreciation charge for the year #	-	19.85	0.23	305.47	17.44	5.51	0.17	2.68	351.35	-
Disposals *	-	(2.39)	-	(217.38)	-	-	-	-	(219.77)	-
Accumulated Depreciation as at 31st March, 18	-	64.16	0.69	1,042.03	52.31	31.26	10.42	4.14	1,205.02	-
Net Carrying Amount as at 31st March, 18	11,751.63	309.53	1.22	822.83	242.61	18.20	11.01	65.61	13,222.65	-
Net Carrying Amount as at 1st April, 17	11,751.63	364.89	1.45	2,353.42	260.04	15.52	10.49	2.51	14,759.96	16.48

Note:

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

Includes ₹ 2.78 Lakhs (₹ 3.60 Lakhs) has been transferred to Cost of Construction in the Statement of Profit and Loss.

* Disposal includes net block of ₹ 132.47 lakhs transferred to Assets held for sale at lower of its carrying amount and fair value less cost to sale.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

4 Investment Property :

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2018	725.79	785.60	93.18	3,163.64	4,768.20
Additions	1,077.01	3,104.79	-	2,167.56	6,349.36
Disposals / Transfers	-	-	-	3,104.79	3,104.79
Transfer to Stock in trade	0.37	-	-	-	0.37
Gross Carrying amount as at 31st March, 19	1,802.42	3,890.39	93.18	2,226.41	8,012.40
Accumulated Depreciation as at 1st April, 18	-	43.69	43.02	-	86.71
Depreciation charge for the year	-	112.54	14.34	-	126.88
Accumulated Depreciation as at 31st March, 19	-	156.23	57.36	-	213.59
Net Carrying Amount as at 31st March, 19	1,802.42	3,734.16	35.82	2,226.41	7,798.81
Net Carrying Amount as at 1st April, 18	725.79	741.91	50.16	3,163.64	4,681.49

Note:

1. Refer Note 32 (N) for other disclosures.

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2017	725.95	785.60	93.18	834.28	2,439.01
Additions	-	-	-	2,329.36	2,329.36
Transfer to Stock in trade	(0.17)	-	-	-	(0.17)
Gross Carrying amount as at 31st March, 18	725.79	785.60	93.18	3,163.64	4,768.20
Accumulated Depreciation as at 1st April, 17	-	29.09	28.68	-	57.77
Depreciation charge for the year	-	14.60	14.34	-	28.94
Accumulated Depreciation as at 31st March, 18	-	43.69	43.02	-	86.71
Net Carrying Amount as at 31st March, 18	725.79	741.91	50.16	3,163.64	4,681.49
Net Carrying Amount as at 1st April, 17	725.95	756.51	64.50	834.28	2,381.24

Note:

1. Refer Note 32 (N) for other disclosures.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

Non-Current Financial Assets

5 Investments:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
(A) Investment at fair value through Other Comprehensive Income (fully paid)		
(a) Equity Shares (Fully paid up):		
Quoted:		
- Jyoti Limited (CY & PY : 84,900 Nos. Equity Shares)	9.25	55.99
- Panasonic Energy India Company Limited (CY & PY: 72,824 Nos. Equity Shares)	144.26	252.70
- Kerbs Biochemicals Limited (CY & PY: 100 Nos. Equity Shares)	0.12	0.17
- Paushak Limited (CY 5,87,809 & PY: 6,10,615 Nos. Equity Shares)	11,920.47	7,901.36
	12,074.10	8,210.22
Unquoted:		
- Alembic Employees Co-operative Supply Society Limited (CY & PY: 100 Nos. Equity Shares)	0.01	0.01
- Co-Operative Bank of Baroda Limited (CY & PY: 100 Nos. Equity Shares)	0.03	0.03
- Gujarat Export Corporation Limited (CY & PY: 12,210 Nos. Equity Shares)	1.14	1.14
- Pran Agro Services Private Limited (CY & PY: 18 Nos. Equity Shares) #	0.00	0.00
- Pragati Sahakari Bank Limited (CY & PY: 500 Nos. Equity Shares)	0.05	0.05
- Baroda Industrial Development Corporation Limited (CY & PY: 6 Nos. Equity Shares)	0.06	0.06
- Ganesh Co-operative Housing Society Limited (CY & PY: 2 Nos. Equity Shares) #	0.00	0.00
- Gujarat Urban Housing Company (CY & PY: 10 Nos. Equity Shares)	0.01	0.01
- Morning Star Co-operative Housing Society Limited (CY & PY: 1 Nos. Equity Shares) #	0.00	0.00
- Shreno Limited (PY 10,16,732 Nos. Equity Shares)(Refer Note 1)	-	3,513.99
	1.29	3,515.29
(b) Preference Shares (Fully paid up):		
Unquoted:		
- 5% Non-Cumulative Redeemable Preference Share of Pran Agro Services Private Limited (CY & PY : 100 Nos. Preference Shares)	0.50	0.50
	0.50	0.50
(B) Investment valued at Cost		
(a) Equity Shares (Fully paid up):		
In Associate Companies		
Quoted:		
- Alembic Pharmaceuticals Limited (CY 5,55,51,528 & PY: 5,55,00,000 Nos. Equity Shares) (Note 2)	4,096.48	3,859.87
Unquoted:		
- Shreno Limited (CY 10,16,732 Nos. Equity Shares)(Refer Note 1)	352.77	-
Less : Adjustment due to demerger (Refer Note 32 (S))	(352.77)	-
In Subsidiary Company		
Unquoted:		
- Alembic City Limited (CY & PY 50,000 Nos. Equity Shares) (Earlier known as Alembic Exports Limited)	10.07	10.07
Total Investments	16,182.44	15,595.95
Aggregate amount of quoted investments	16,170.58	12,070.09
Aggregate market value of quoted investments	306,802.73	310,685.22
Aggregate amount of unquoted investments	11.87	3,525.86

Amount less than Rupees One Thousand.

Note 1 :- Since One of the Directors of Alembic Limited has been appointed as a Director of Shreno Limited during the year, Shreno Limited became an Associate Company of Alembic Limited by virtue of having significant influence over the company (Shreno Limited). Alembic Limited has opted for cost model for its Investments in Equity Shares of Shreno Limited and the said investment has been accordingly stated. Also refer Note 32(S) for other disclosures.

Note 2 :- During the year, the Company has acquired additional 51,528 shares at a cost of ₹ 236.60 lakhs.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

6 Loans: (Unsecured, considered good)

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	5.14	25.39
	5.14	25.39

7 Inventories: (Basis of Valuation - Refer Note No 1.4(I))

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Raw Materials*	835.68	307.79
(b) Raw Materials in Transit	632.00	-
(c) Packing Materials	7.74	5.88
(d) Finished Goods*	1,154.45	1,095.80
(e) Stores and spares	331.29	315.08
Real Estate		
(f) Project Work-in-Progress #	588.09	1,516.14
Less : Adjustment in Inventory due to demerger (Refer Note 32(S))	(16.42)	-
	3,532.81	3,240.69

* The cost of inventory recognised as an expense during the year was ₹ 11.94 Lakhs (PY ₹ 213.94 Lakhs).

During the year ₹ 461.37 lakhs (PY Nil) was recognised as an expense.

Current Financial Assets**8 Investments:**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Mutual Funds at Fair Value through Profit or Loss		
Mutual Funds (Quoted)		
- Debt Funds	4,033.14	11,488.56
- Equity Funds	312.73	496.18
	4,345.88	11,984.74

9 Trade Receivables:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables considered Good-Secured	-	-
Trade Receivables considered Good-Unsecured		
- Receivable from Related Parties (Refer Note 32 (D))	591.77	685.61
- Others	758.96	1,843.25
	1,350.73	2,528.86
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables credit impaired	13.86	13.86
Total	1,364.60	2,542.72
Less : Expected Credit Loss Allowance	(13.86)	(13.86)
	1,350.73	2,528.86

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NOTES FORMING PART OF FINANCIAL STATEMENTS

10 Cash and Cash Equivalents:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with banks	148.38	42.96
Cash on hand	3.02	1.22
	151.40	44.17

11 Bank Balances:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Other Bank Balances		
- Bank deposits	1.24	0.80
In earmarked accounts		
- Balances held in unpaid dividend accounts	46.11	36.52
	47.35	37.32

12 Loans: (Unsecured, considered good):

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	3.90	-
	3.90	-

13 Others:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Term Deposits	-	122.97
Others	12.87	1.50
	12.87	124.47

14 Other Current Assets:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance to Employees	2.63	2.66
Advance to Suppliers	98.65	186.05
Balance with Government authorities	153.80	322.57
Prepaid Expenses	36.45	30.38
Other Receivables	130.87	36.40
	422.39	578.06

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

15 Equity Share Capital:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Authorized		
30,00,00,000 - Equity shares of ₹ 2/- each	6,000.00	6,000.00
	6,000.00	6,000.00
b) Shares issued, subscribed and fully paid		
26,70,41,193 - Equity shares of ₹ 2/- each	5,340.82	5,340.82
	5,340.82	5,340.82
c) Shares fully paid		
26,70,31,828 - Equity shares of ₹ 2/- each	5,340.64	5,340.64
Less: 1,02,50,000 - Equity shares of ₹ 2/- each - Bought back (Refer below note (g))	205.00	-
	5,135.64	5,340.64

d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
At the beginning of the period	26,70,31,828	5,340.64	26,70,31,828	5,340.64
Add / (Less) : Buy back of Shares during the year by the Company	(1,02,50,000)	(205.00)	-	-
At the end of the period	25,67,81,828	5,135.64	26,70,31,828	5,340.64

e) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital;

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 as approved by the shareholders at the Annual General Meeting. During the year ended 31st March, 2019 an amount of ₹ 0.20 of dividend per equity share was paid for Financial Year 2017-18.

f) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	% held	Numbers	% held
Nirayu Private Limited (Holding Company)	10,80,66,469	42.08%	10,97,90,733	41.12%
Shreno Limited	3,51,51,541	13.69%	3,67,37,560	13.76%
SBI Small Cap Fund	1,46,05,408	5.69%	1,21,73,065	4.56%

g) Details of Shares bought back by the Company in immediately preceding five years from the date of Balance sheet

- (i) The Board of Directors of the Company had approved the proposal for Buy-back of Equity Shares at its meeting held on 23rd January, 2018. The same was approved by the members through Postal Ballot, the result of which was declared on 12th March, 2018. In furtherance to the said approval, on 9th May, 2018 the Company completed the settlement for Buy-back of 1,02,50,000 Equity Shares of ₹ 2/- each (representing 3.84 % of total pre Buy-back paid up Equity Capital) from the shareholders on a proportionate basis by way of a tender offer at a price of ₹ 80/- per Equity Share for an aggregate amount of ₹ 82 crores, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998. The details of the same are as under:

Year	No of Shares bought back	Face Value per Share	Total Face Value (₹ in Lakhs)	Premium per Share	Total Premium Value (₹ in Lakhs)	Grand Total (₹ in Lakhs)
2018-19	1,02,50,000	₹ 2/-	205.00	₹ 78/-	7,995.00	8,200.00

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NOTES FORMING PART OF FINANCIAL STATEMENTS

16 Other Equity :

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Capital Reserve (on account of Subsidy and amalgamation)		
Balance as per the last financial statements	35.09	35.00
Addition during the year	-	0.09
Less : Adjustment due to demerger (Refer Note 32(S))	(35.09)	-
	-	35.09
b) Capital Redemption Reserve (on account of Buy back of shares of earlier years)		
Balance as per the last financial statements	100.22	100.22
Less : Adjustment due to demerger (Refer Note 32(S))	(100.22)	-
	-	100.22
c) General Reserve (transfer of a portion of the net profit)		
Balance as per the last financial statements	17,908.78	17,908.78
Less : Adjustment due to demerger (Refer Note 32(S))	(212.16)	-
Less: Utilised for Buy Back of Shares (Refer Note 15 (g))	(7,995.00)	-
	9,701.62	17,908.78
d) Retained Earnings		
Balance as per the last financial statements	11,331.31	7,798.63
Profit for the year	4,110.55	4,177.94
Items of Other Comprehensive Income		
Remeasurements of post-employment benefit obligation, net of tax	(52.41)	(6.79)
Transfer to retained earnings from FVOCI equity investments, net of tax	298.27	-
Others	-	4.32
Less: Appropriations		
- Equity Dividend including tax thereon	(619.13)	(642.79)
	15,068.59	11,331.31
e) Equity Instrument held at FVOCI (Refer note below)		
Balance as per the last financial statements	10,152.68	5,588.40
Changes in fair value of FVOCI instruments (net of tax)	1,481.60	4,564.28
Transfer of (gain)/ loss on FVOCI equity investments	(298.27)	-
	11,336.01	10,152.68
Total	36,106.24	39,528.09

Note: Equity Instrument held at FVOCI: The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of equity instrument.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

17 Non Current - Other Financial Liabilities:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits		
- From related parties (Refer Note 32(D))	22.19	21.42
- From others	218.07	230.13
	240.26	251.55
Deferred Income	172.91	160.47
	413.17	412.02

18 Non Current Provisions:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- Provision for Compensated absences	72.22	80.10
	72.22	80.10

19 Deferred Tax Liability (Net):

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities		
- Depreciation	470.28	517.31
- Financial Assets at FVOCI	449.80	922.98
- Financial Assets at FVTPL	-	134.47
Sub Total (a)	920.07	1,574.76
Deferred Tax Assets		
- Financial Assets at FVTPL	(4.93)	-
- Provision for doubtful debts	(4.04)	(4.04)
- Deferred Revenue Expenses	(81.44)	(129.04)
- Unused Tax credit (Refer Note 32(M))	-	(185.19)
- Others	(462.69)	(333.51)
Sub Total (b)	(553.10)	(651.78)
Total (a+b)	366.97	922.98

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NOTES FORMING PART OF FINANCIAL STATEMENTS

Current Financial Liabilities**20 Trade Payables:**

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 32(J))	149.66	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,325.23	1,641.55
	2,474.89	1,641.55

21 Other Financial Liabilities:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Book Overdraft with Banks	-	214.68
Unpaid Dividend	46.11	36.52
Security Deposits		
- from related parties (Refer Note 32 (D))	246.60	1,238.97
- from others	40.51	5.04
	333.22	1,495.20

22 Other Current Liabilities:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Liabilities	107.18	237.82
Others Liabilities	279.96	315.93
Advance from customers	86.96	1,132.57
	474.09	1,686.32

23 Current Provisions:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- Provision for gratuity	18.26	15.50
- Provision for Compensated absences	23.19	23.39
- Others	34.73	35.05
	76.18	73.95
Others	1,451.87	991.26
	1,528.05	1,065.21

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NOTES FORMING PART OF FINANCIAL STATEMENTS

24 Revenue From Operations:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Sale of products		
- Domestic*	5,017.01	5,428.85
- Exports	310.11	198.90
- Real Estate Development	3,125.56	3,867.07
Export Incentives	17.68	6.62
Sale of Services		
- Job work income	707.82	425.84
- Rent	2,123.89	1,378.97
Other Operating Revenues		
- Project Management Consultancy Income	404.10	627.00
- Others	674.84	596.27
Total Revenue from Operations	12,380.99	12,529.52

*The revenue from operations for the period of 01.04.17 to 30.06.17 includes excise duty recovered on sales of ₹ 178.17 lakhs.

25 Other Income:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Interest Income	36.11	20.63
Dividend Income	2,371.89	2,446.45
Fair Value change of investment held for trading	1.07	493.93
Profit / (Loss) on sale of Investments (Net)	193.46	138.85
Other Non Operating Income		
- Net gain on Foreign Currency Transactions	19.89	32.58
- Gain/(Loss) on sale of Property, Plant and Equipments (Net)	(71.80)	320.16
- Others	393.90	248.67
	2,944.52	3,701.27

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NOTES FORMING PART OF FINANCIAL STATEMENTS

26 Cost of Material Consumed:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Inventory at the beginning of the year	313.67	427.21
Add : Purchases	5,050.47	3,872.14
	5,364.14	4,299.35
Less: Inventory at the end of the year	843.41	313.67
	4,520.73	3,985.68

27 Cost of Construction:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Opening Construction Work-in-Progress	1,516.14	2,508.96
Add : Construction Expenses incurred during the year	1,288.69	2,084.74
Less : Closing Construction Work-in-Progress	571.67	1,516.14
Cost of Construction	2,233.16	3,077.57

28 Changes in Inventories of Finished Goods /Work in Progress:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Inventory at the end of the year		
- Work in Progress	-	-
- Finished Goods	1,154.45	1,095.80
(a)	1,154.45	1,095.80
Inventory at the beginning of the year		
- Work in Progress	-	-
- Finished Goods	1,095.80	1,905.29
(b)	1,095.80	1,905.29
(b-a)	(58.65)	809.49

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NOTES FORMING PART OF FINANCIAL STATEMENTS

29 Employee Benefits Expenses:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Salary, Wages, Bonus and Others etc.	1,926.26	1,836.00
Contribution to Provident and other funds	79.86	77.90
Staff Welfare	45.92	50.30
	2,052.05	1,964.20

30 Other Expenses:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Consumption of Stores, spares, laboratory material and Analytical Expenses	269.56	131.96
Power and Fuel (Net)	234.21	110.98
Repairs and Maintenance		
- Machinery	257.45	191.07
- Building	33.10	35.59
- Others	150.85	249.59
Marketing, Publicity Expenses and Selling Commission	10.73	33.63
Excise Duty (Including excise duty on opening/closing Stock)	-	(22.38)
Rent	3.60	23.05
Rates and Taxes	212.99	240.60
Insurance	44.55	51.30
Travelling Expense	39.81	19.70
Legal & Professional Fees	396.51	329.74
Payment to Auditors (Refer Note 32(F))	14.81	15.03
Provision for doubtful trade receivables (net)	-	(2.42)
Contribution for CSR related activities (Refer Note 32 (E))	21.62	16.14
Miscellaneous Expenses	134.36	158.45
	1,824.17	1,582.03

31 Other Comprehensive Income:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Items that will not be reclassified to Profit and Loss		
Changes in fair value of FVOCI instruments	1,090.35	4,451.90
Income Tax relating to this item	391.25	112.38
Re-measurements of post-employment benefit obligations	(66.81)	(8.63)
Income Tax relating to this item	14.40	1.84
	1,429.20	4,557.50

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NOTES FORMING PART OF FINANCIAL STATEMENTS

32 Other Explanatory Notes and Informations:

₹ In Lakhs

	Particulars	As at 31st March, 2019	As at 31st March, 2018
A	Commitments		
	a) Capital Commitments		
	Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
	- Investment Property	656.75	504.00
		656.75	504.00
B	Contingent Liabilities		
	a) Wage revision and reinstatement of employees and other demands	Unascertained	Unascertained
	b) Letter of Credit, Guarantees and counter guarantees	337.63	256.48
	c) Liabilities Disputed in appeals:		
	- Excise Duty	154.70	152.98
	- Sales Tax	123.76	123.76
	- Income Tax	667.64	703.72
	- Green Cess	19.29	19.29
	d) Claims against the Company not acknowledged as debt	-	6,949.12

C Disclosure pursuant to Ind AS 17 - Leases:

The Company has obtained premises for its business operations under operating lease or leave and license agreements. These are not non-cancellable and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognised in Statement of Profit and Loss under the head "Rent Expense" in note no 30.

D Related Party Disclosures:

List of Related Parties with whom the Company has entered into transactions during the year.

(a) **Holding Company** : Nirayu Private Limited

(b) **Subsidiary and Fellow Subsidiary**: Alembic City Limited (Earlier known as Alembic Exports Limited)

(c) **Associate Company**

I. Alembic Pharmaceuticals Limited

(d) **Other Related Parties:**

1. Shreno Limited

2. Paushak Limited

3. Shreno Publications Limited

4. Whitefield Chemtech Private Limited

5. Sierra Investments Private Limited

6. Sierra Healthcare Limited

7. Quick Flight Limited

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NOTES FORMING PART OF FINANCIAL STATEMENTS

(e) Key Managerial Personnel

1. Mr. Chirayu Amin
2. Mrs. Malika Amin
3. Mr. Udit Amin
4. Mr. Milin Mehta
5. Mr. C.P.Buch
6. Mr. R.C.Saxena
7. Mr. Sameer Khera
8. Mr. Mayank Amin
9. Ms. Rati Desai
10. Mr. Abhijit Joshi
11. Mr. Rasesh Shah
12. Mr. Drigesh Mittal

Chairman
 Managing Director and Chief Executive Officer
 Non-Executive Director
 Independent Director (upto 30.01.2019)
 Independent Director
 Independent Director (Upto 12.08.2019)
 Independent Director
 Independent Director (w.e.f 15.05.2019)
 Independent Director (w.e.f 13.08.2019)
 Director
 Chief Financial Officer
 Company Secretary

(f) Relatives of Key Managerial Personnel

1. Mr. Pranav Amin
2. Mr. Shaunak Amin

(g) Key Managerial Personnel Compensation

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Short-term employee benefits	278.20	293.58
Terminal Benefits	16.36	15.54
Other Benefits	14.30	13.60
Total Compensation	308.86	322.72

(h) Transactions with Related Parties:

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business

₹ In Lakhs

Holding - Nirayu Private Limited	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Reimbursement of Expenses	10.27	-
ii) Rent Income	270.37	64.85
iii) Dividend Paid	210.84	76.03
iv) Security Deposit Received	-	15.89

₹ In Lakhs

Subsidiary - Alembic City Limited (Earlier known as Alembic Exports Limited)	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Rent Income	0.50	0.46
ii) Investments in Equity Shares	-	7.82
iii) Reimbursement of Expenses	11.87	-

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NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Associate - Alembic Pharmaceuticals Limited	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Purchase of Goods	349.18	213.96
ii) Sale of Goods	5,155.79	5,005.71
iii) Rendering of services	1,075.29	772.16
iv) Reimbursement of Expenses	58.65	78.09
v) Rent Income	820.53	617.91
vi) Dividend Income	2,221.66	2,200.00
vii) Security Deposit Received	-	284.10
viii) Refund of Security Deposit Received	992.37	-

₹ In Lakhs

Key Managerial Personnel and their relatives	Name of Parties	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Managerial Remuneration			
	Mrs. Malika Amin	144.00	144.37
	Mr. Udit Amin	85.00	110.00
	Mr. Rasesh Shah	52.20	44.48
	Mr. Drigesh Mittal	13.35	10.26
ii) Dividend Paid			
	Mr. Chirayu Amin	16.64	17.39
	Mrs. Malika Amin	11.50	12.02
	Others	11.58	12.10
iii) Sitting Fees			
	Mr. Chirayu Amin	1.70	1.30
	Mr. Udit Amin	1.40	1.60
	Mr. Milin Mehta	2.75	2.90
	Mr. C. P. Buch	3.40	2.90
	Mr. R. C. Saxena	2.35	2.40
	Mr. Sameer Khera	1.20	1.30
	Mr. Abhijit Joshi	1.50	1.20

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NOTES FORMING PART OF FINANCIAL STATEMENTS

Significant Transactions with Other Related Parties

₹ In Lakhs

Other Related Parties	Name of Parties	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Purchase of Goods			
	Paushak Limited	5.90	7.95
	Sierra Investment Private Limited	-	0.11
	Others	1.11	0.38
ii) Sale of Goods			
	Paushak Limited	67.66	14.03
	Shreno Limited	-	0.11
iii) Sale of Property, Plant and Equipments			
	Paushak Limited	1.69	17.59
iv) Purchase of Property, Plant and Equipments			
	Paushak Limited	1,017.00	-
v) Rendering of services			
	Shreno Limited	883.06	1,159.51
	Paushak Limited	107.89	41.30
vi) Receiving of services			
	Shreno Publications Limited	0.37	7.56
vii) Rent Paid			
	Paushak Limited	3.54	21.11
	Shreno Limited	3.54	3.29
viii) Rent Income			
	Sierra Investment Private Limited	-	142.78
	Shreno Publications Limited	73.06	42.62
	Paushak Limited	14.30	16.32
	Others	3.88	5.08
ix) Dividend Paid			
	Shreno Limited	70.30	73.48
	Whitefield Chemtech Private Limited	-	73.14
	Sierra Investment Private Limited	-	69.37
x) Dividend Income			
	Shreno Limited	-	82.05
	Paushak Limited	17.63	18.32
xi) Redemption of Investments in Preference Shares			
	Shreno Limited	-	871.00

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NOTES FORMING PART OF FINANCIAL STATEMENTS

Outstanding Balances

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Holding-Nirayu Private Limited		
1. Deposits Payable	22.19	26.45
Subsidiary-Alembic City Limited		
1. Other Receivable	11.87	-
Associate-Alembic Pharmaceuticals Limited		
1. Trade Receivable	551.24	585.61
2. Trade Payable	47.86	-
3. Deposits Payable	246.60	1,238.97
Other Related Parties		
1. Trade Receivable	40.53	100.00
2. Receivable from Shreno Limited on account of demerger	93.69	-
Key Managerial Personnel		
1. Commission Payable	85.00	110.00

E Corporate Social Responsibility (CSR) :

As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

- Gross amount required to be spent by the Company during the year: ₹ 19.12 lakhs (Previous Year ₹ 16.14 lakhs)
- Amount spent during the year on:

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1. Construction / Acquisition of Assets		
- In cash	-	-
- Yet to be paid in cash	-	-
2. On purpose other than (1) above		
- In cash *	21.62	16.14
- Yet to be paid	-	-

* Contributed for CSR activities in the area of healthcare, rural development and education through implementing agency - Alembic CSR Foundation.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

F Payment to Auditors:

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Statutory Auditors		
Audit Fees (Including Limited Review)	7.50	9.67
Fees for other services	2.35	1.50
Reimbursement of expenses	0.86	0.46
Cost Auditor		
As Cost Auditors and Compliance Certificate	0.50	0.50
Tax Auditor		
Tax Audit Fee	2.15	1.60
Secretarial Auditor		
Secretarial Audit, Corporate Governance and Annual Return	1.45	1.30
	14.81	15.03

G Earnings Per Share (EPS):

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit after Tax available for equity shareholders	4,110.55	4,177.94
Weighted Average number of equity shares	257,986,063	267,031,828
Basic and Diluted Earnings per share (Face value per share ₹ 2/- each)	1.59	1.56

H Defined benefit plans / compensated absences - As per actuarial valuation:

₹ In Lakhs

Particulars	Gratuity Funded	
	31.03.2019	31.03.2018
Expense recognised in the Statement of Profit & Loss Account		
Current Service Cost	29.45	28.33
Net Interest Cost	0.06	(2.24)
Total Charge to Profit & Loss Account	29.50	26.08
Total amount recognised in Other Comprehensive Income		
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	0.57	(8.67)
Due to experience adjustments	63.42	20.24
Return on plan assets excluding amounts included in interest income	2.82	(2.94)
Amounts recognised in Other Comprehensive Income	66.81	8.63

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NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	Gratuity Funded	
	31.03.2019	31.03.2018
Net Asset / (Liability) recognised		
Change in Obligation		
Present value of Defined Benefit Obligations at the beginning of the year	274.71	262.87
Transfer in/(out) obligation	(7.41)	-
Current Service Cost	29.45	28.33
Interest Cost	18.75	15.68
Actuarial (Gain) / Losses due to change in financial assumptions	0.57	(8.67)
Actuarial Losses / (Gain) due to experience adjustments	63.42	20.24
Benefits Payments	(88.36)	(43.74)
Present value of Defined Benefit Obligations at the end of the year	291.12	274.71
Change in Assets		
Plan assets at the beginning of the year	259.20	280.99
Interest Income	18.70	17.93
Return on plan assets excluding amounts included in interest income	(2.82)	2.94
Contributions by Employer	86.14	1.09
Actual benefits paid	(88.36)	(43.74)
Plan assets at the end of the year	272.86	259.20

Actuarial Assumptions:		
Discount Rate	7.35%	7.40%
Expected rate of return on plan assets	7.35%	7.40%
Mortality pre retirement	*LIC Rates	*LIC Rates
Mortality post retirement	NA	NA
Turnover rate	5% to 1%	5% to 1%
Medical premium inflation	NA	NA
Rate of escalation in salary (p.a)	4.75%	4.75%
* Indian Assured Lives Mortality (2006-08) Ult.		

Sensitivity Analysis:		
Delta Effect of +0.5% Change in Rate of Discounting	(3.05%)	(3.16%)
Delta Effect of -0.5% Change in Rate of Discounting	3.50%	3.36%
Delta Effect of +0.5% Change in Rate of Salary growth	3.54%	3.43%
Delta Effect of -0.5% Change in Rate of Salary growth	(3.11%)	(3.26%)
Delta Effect of +0.5% Change in Rate of Withdrawal	0.39%	0.23%
Delta Effect of -0.5% Change in Rate of Withdrawal	(0.27%)	(0.24%)

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	Compensated absences Not Funded	
	31.03.2019	31.03.2018
Expense recognised in the Statement of Profit & Loss Account		
Current Service Cost	18.97	21.07
Net Interest Cost	6.82	5.94
Net Value of re-measurements on the obligation and plan assets	(5.34)	(22.53)
Total expense	20.45	4.47
Actuarial loss / (gain) due to change in financial assumptions	0.35	(3.87)
Actuarial loss / (gain) due to change in experience assumptions	(5.69)	(18.67)
Net Actuarial loss / (gain)	(5.34)	(22.53)
Net Asset / (Liability) recognised in the Balance Sheet		
Opening Defined Benefit Obligation	92.17	92.76
Transfer in/(out) obligation	(8.39)	-
Current Service Cost	18.97	21.07
Interest Cost	6.82	5.94
Actuarial loss / (gain) due to change in financial assumptions	0.35	(3.87)
Actuarial loss / (gain) due to change in experience assumptions	(5.69)	(18.67)
Benefits Paid	(20.15)	(5.07)
Closing Defined Benefit Obligation	84.08	92.17

Provident Fund

The Company's contribution to the provident fund, administered through a Company managed trust, is recognised as an expense in the Statement of Profit and Loss. The trust pays interest to its beneficiaries based on the minimum rate of return specified by the Government, from time to time. If there is any shortfall in the fund assets of the said trust, then the same is contributed by the Company to the trust and is charged to Statement of Profit and Loss. As on 31st March, 2019, there is no shortfall in the fund assets of the said trust.

I Details of Hypothecation of Assets:

Inventory and Trade Receivables are Hypothecated as security for working capital borrowings.

J Disclosure related to Micro, Small & Medium Enterprises:

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

₹ In Lakhs

Particulars	As at 31st March 2019	As at 31st March 2018
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year (Refer below notes)	191.73	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	As at 31st March 2019	As at 31st March 2018
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises	-	-

Note 1: The principal amount due to Micro, Small and Medium Enterprises includes Retention amount of ₹ 168.60 Lakhs.

Note 2: Out of above, amount pertaining to Medium Enterprises is ₹ 42.07 lakhs

K SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015:

Disclosures are required under Regulation 34 (3) read with schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 have not been given as there are no such transactions with any such party.

L Disclosure pursuant to Ind AS 115 -Revenue from Contracts with Customers:

Disaggregation of revenue:

The management determines that the segment information reported under Note 32 (R) Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with Customers. Hence, no separate disclosures of disaggregated revenues are reported.

M Taxes Reconciliation:

(i) Income Tax Expense

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
a) Income tax expense		
i. Current Tax		
Current tax expense	462.48	430.67
ii. Deferred Tax		
Decrease/ (Increase) in deferred tax assets *	98.67	(89.07)
(Decrease)/ Increase in deferred tax liabilities	(181.51)	119.46
Total Deferred tax expenses (Benefits)	(82.83)	30.40
Total Income tax expenses (i + ii) **	379.65	461.07
* includes recognition of Minimum Alternate Tax credit	-	185.19
**excludes below tax impact on Other Comprehensive Income		
Tax Benefit on Actuarial	14.40	1.84
Tax Benefit / (Expenses) due to Fair Value of Investments	391.25	112.39

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

(ii) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit before Income tax expense	4,469.68	4,417.37
Tax at the Indian Tax Rate #	1,301.57	942.74
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Dividend Income	(690.69)	(522.11)
Expenditure related to exempt Income	1.91	1.27
Non Deductible Tax Expense (u/s 43B of Income Tax Act, 1961)	116.80	-
Net effect of expenses not deductible u/s 32 of Income Tax Act, 1961	60.91	-
Unused Tax credit	(447.64)	-
Effect of Income on which tax payable u/s 111A, 112, 112A of Income Tax Act, 1961	418.40	-
Others (including deferred tax)	(381.61)	39.17
Income Tax Expense	379.65	461.07

The Company falls under the normal provision of Income Tax Act, 1961 and the applicable Indian Statutory Tax Rate for the year ended 31st March 2019 is 29.12% and for 31st March 2018 was 21.34%.

(iii) Current Tax (Liabilities) / Assets

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening balance	(24.15)	(179.87)
Income Tax Paid	464.31	364.08
Current Income Tax for the year	(530.00)	(430.00)
Current Income Tax provision for earlier year	20.52	221.64
Net Current Income Tax Asset / (Liability) at the end	(69.32)	(24.15)

(iv) Unrecognised Unused Tax credit

The details of unrecognised unused tax credit are summarised below:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unused Tax credit	397.07	659.51

As on 31st March, 2019, the Company did not recognise deferred tax assets of ₹ 397.07 Lakhs on unused tax credit (MAT credit entitlement), as the Company believes that utilization of same is not probable. The above unused tax credit (MAT credit entitlement) will expire till Financial Year 2032-33.

N Investment Property:

₹ In Lakhs

(i) Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Amount recognised in Statement of Profit or Loss for investment properties	2,123.89	1,378.97
Rental Income		
Direct operating expenses from property that generated rental income	(426.36)	(267.89)
Depreciation	(126.88)	(28.94)
Profit from Investment Property	1,570.65	1,082.14

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

(ii)	Particulars	As at 31st March, 2019	As at 31st March, 2018
	Fair Value		
	Investment Properties	16,064.12	11,882.32
	Add: Investment Property under Construction	2,226.41	3,163.64
	Total	18,290.53	15,045.96

Estimation of fair value: Method of Estimation

In the absence of valuation reports, the Company has used the government registration rates for the purpose of determining the fair value of Land and Buildings.

O Financial instruments:

i) Fair value measurement hierarchy

₹ In Lakhs

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying amount	Level of input used in			Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
At Fair Value through Profit and Loss								
Mutual Funds	4,345.88	4,345.88	-	-	11,984.74	11,984.74	-	-
At FVTOCI								
Investment in Equity instruments	16,181.94	12,074.10	1.29	-	15,595.45	8,210.22	1.29	3,513.99
Investment in Debt instruments	0.50	-	0.50	-	0.50	-	0.50	-
At Amortised cost								
Trade Receivables	1,350.73	-	-	-	2,528.86	-	-	-
Cash and cash equivalents	151.40	-	-	-	44.17	-	-	-
Bank balances other than above	47.35	-	-	-	37.32	-	-	-
Loans	9.04	-	-	-	25.39	-	-	-
Others	12.87	-	-	-	124.47	-	-	-
Total	22,099.71	16,419.98	1.79	-	30,340.90	20,194.97	1.79	3,513.99
Financial liabilities								
Trade Payables	2,474.89	-	-	-	1,641.55	-	-	-
Security Deposit	700.28	-	-	-	1,656.03	-	-	-
Other Financial liabilities	46.11	-	-	-	251.20	-	-	-
Total	3,221.28	-	-	-	3,548.77	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

There are no transfers between levels 1 and 2 during the year.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of the remaining financial instruments is determined using discounted analysis.

iii) Fair value measurements using significant unobservable inputs (level 3)

The following table represents the changes in level 3 items for the period ended 31st March, 2019 and 31st March, 2018.

		Unquoted Equity Shares
Particulars		₹ In Lakhs
As on 1st April, 2018		3,513.99
Acquisitions		-
Adjusted during the year (Refer note 5(1))		(3,513.99)
As on 31st March, 2019		-

iv) Valuation inputs and relationships to fair value

						₹ In Lakhs
Particulars	Fair value as at		Significant Observable Inputs	Probable - weighted range		Sensitivity
	31.03.2019 *	31.03.2018		31.03.2019	31.03.2018	
Unquoted Equity Shares	-	3,513.99	Earnings Growth Rate	-	2.00%	2018: Increased earnings growth factor (+20bps) and lower discount rate (-20bps) would increase Fair Value by ₹ 82.23 Lakhs; lower growth factor (-20bps) and higher discount rate (+20bps) would decrease Fair Value by ₹ 78.79 Lakhs
			Free Cash discount rate	-	9.35%	

* Refer Note 5 (1).

v) Valuation Processes:

Valuation of unquoted equity shares is done by an external valuation agency.

The main level 3 inputs for unlisted equity securities used by the Company are derived and evaluated as follows:

Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

P Financial Risk Management:

The Company has exposure to credit risk, liquidity risk and market risk arising from financial instruments.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities.

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

The Company monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

a. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through continuous monitoring of receivables and follow up for overdues.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

Trade Receivables

The Company has used Expected Credit Loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data to credit losses from various customers.

Particulars	₹ in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Balance at the beginning of the year	13.86	23.54
Provision made during the year	-	-
Provision reversed during the year	-	(9.68)
Balance at the end of the year	13.86	13.86

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

b. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Maturities of Financial Liabilities

The table herewith analyse the Company's Financial Liabilities into relevant maturity groupings based on there contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flows. Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities			₹ In Lakhs
Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2019			
Non-derivatives			
Other financial liabilities	333.22	413.17	746.39
Trade payables	2,474.89	-	2,474.89
Total Non-derivative liabilities	2,808.11	413.17	3,221.28
As at 31st March, 2018			
Non-derivatives			
Other financial liabilities	1,495.20	412.02	1,907.22
Trade payables	1,641.55	-	1,641.55
Total Non-derivative liabilities	3,136.75	412.02	3,548.77

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

c. Market Risk**1. Price Risk**

The Company is mainly exposed to the price risk due its investment in equity instruments and equity and debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

Management Policy

The Company maintains its portfolio in accordance with framework set by risk management policies.

2. Currency Risk

The Company has no significant exposure to export revenue and import of raw material and property, plant and equipments so the Company is not subject to significant risk that changes in foreign currency value impact.

Q Capital Management:**Risk management**

For the purpose of Company's Capital Management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the share holders and make adjustments to it in light of changes in economic conditions or its business requirements. The Company's objective is to safe guard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to share holders through continuing growth and maximise the share holders value. The Company funds its operations through internal accruals. The Management and Board of Directors monitor the return of capital as well as the level of dividend to share holders.

R Segment Reporting:**Primary Segment**

The Company has identified "Active Pharmaceutical Ingredient (API)" and "Real Estate" as the primary reportable segment.

₹ In Lakhs

Part-I

Particulars	API		Real Estate		Total	
	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Segment Revenue						
Revenue from Operations	6,052.60	6,060.20	5,249.44	5,246.04	11,302.05	11,306.24
Other Operating Income	609.33	576.13	469.61	647.15	1,078.94	1,223.28
Total Revenue from Operations	6,661.94	6,636.34	5,719.06	5,893.19	12,380.99	12,529.52
Segment Result						
Profit before tax	35.28	26.45	1,889.61	1,319.48	1,924.89	1,345.93
Add: Unallocated Income					2,566.42	3,088.38
Less: Finance Cost					21.62	16.94
Less: Tax Expense					379.65	461.07
Less: Short/(Excess) Provision of earlier years					(20.52)	(221.64)
Net Profit after tax					4,110.55	4,177.94
Other Comprehensive Income					1,429.20	4,557.50
Total Comprehensive Income for the period					5,539.75	8,735.44

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Part-II

Particulars	API		Real Estate		Total	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Segment Assets and Liabilities						
Segment Assets	17,464.22	17,189.10	8,981.26	7,426.45	26,445.49	24,615.55
Segment Liabilities	2,656.55	2,071.06	2,639.09	4,309.34	5,295.64	6,380.41
Add: Unallocable Assets					20,528.32	27,580.71
Less: Unallocable Liabilities					436.29	947.13
Capital Employed	14,807.67	15,118.04	6,342.17	3,117.11	41,241.87	44,868.73
Addition to Non-Current Assets	(106.64)	(1,562.31)	3,112.06	2,240.11	3,005.42	677.80

Part-III

Amount of revenue from major external customer of API Division ₹ 6,231.08 Lakhs (Previous year ₹ 5,777.87 Lakhs)

S Composite Scheme of Arrangement

The Composite Scheme of Arrangement comprising of the transfer and vesting of the Identified Real Estate Undertaking of Alembic Limited ('the Company' or 'the First Demerged Company' or 'Alembic') into Shreno Limited ('the First Transferee Company' or 'the Second Demerged Company' or 'Shreno') and transfer and vesting of Engineering Division and Investment Division of Shreno Limited into Nirayu Private Limited ('the Second Transferee Company' or 'Nirayu') and their respective shareholders ('the Scheme') with effect from the Appointed Date i.e. 1st November, 2018 has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 26th July, 2019. The Scheme has become effective upon filing of the certified copy of order of the NCLT, sanctioning the Scheme with the Registrar of Companies, Gujarat at Ahmedabad by way of filing required e-forms with Ministry of Corporate Affairs' portal on 8th August 2019. Basis the Order of NCLT, the Board has approved the aforesaid financial statements after giving effect to the Scheme.

The Standalone Financial Statements for the year ended 31st March, 2019 were earlier approved by Board of Directors on 15th May, 2019 on pre-demerger basis. Pursuant to the approval of the Scheme by Hon'ble NCLT, these Standalone Financial Statements for the year ended 31st March, 2019 have been revised and the carrying amount of all assets, liabilities, income and expense pertaining to the Identified Real Estate Undertaking has been transferred to Shreno Limited from 1st November, 2018. Hence, the numbers for the financial year end 31st March, 2019 are not comparable with previous periods. The adjustments on account of transfer of Assets and Liabilities pertaining to the Identified Real Estate Undertaking are as below:

Particulars	₹ In Lakhs
Investments	352.77
Inventories	16.42
TOTAL ASSETS (A)	369.19
Other Current Liabilities	5.91
Provisions	15.80
TOTAL LIABILITIES (B)	21.71
NET ASSETS - (A-B)	347.47
Adjusted from Other Equity as under:	
a) Capital Reserve	35.09
b) Capital Redemption Reserve	100.22
c) General Reserve	212.16
	347.47

Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

The net impact of the transactions pertaining to the Demerged Undertaking carried out by the Company after the Appointed Date i.e. 1st November 2018 are recorded as a receivable from the Shreno Limited, as at 31st March, 2019.

T Information on Dividend for the year ended 31st March, 2019

Dividends proposed or declared after the balance sheet date but before the financial statements have been approved by the Board of Director for issue are not recognised as a liability at the balance sheet date.

The Board of Director recommended final dividend of ₹ 0.20 per equity share for the financial year ended on 31st March, 2019. The payment is subject to approval of share holder in ensuing Annual General Meeting of the Company. (Previous year ₹ 0.20 per equity share).

- U** The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.
- V** These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 13th August, 2019.

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Rasesh Shah
Chief Financial Officer

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Independent Auditor's Report

TO THE MEMBERS OF ALEMBIC LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Alembic Limited ("the Company"), its subsidiary company (the Company and its subsidiary together referred to as "the Group"), and its associate which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31st March, 2019, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Emphasis of Matter

1. We draw attention to Note 34 (Q) of the Consolidated Financial Statements. As referred to in the said Note, the Consolidated Financial Statements of the Company for the year ended 31st March, 2019 were earlier approved by the Board of Directors at their meeting held on 15th May, 2019 which were subject to revision by the Management of the Company so as to give effect to the Scheme of Arrangement between Alembic Limited and Shreno Limited and Nirayu Private Limited and their respective shareholders w.e.f. the Appointed Date i.e. 1st November, 2018. Those Consolidated Financial Statements were audited by us and our report dated 15th May, 2019, addressed to the Members of the Company, expressed an unqualified opinion on those Consolidated Financial Statements and included an Emphasis of Matter paragraph drawing attention to the foregoing matter. Consequent to the Company obtaining the required approvals from the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 26th July, 2019, the aforesaid Consolidated Financial Statements are revised by the Company to give effect to the said Scheme of Arrangement.
2. Apart from the foregoing matter, the attached Consolidated Financial Statements do not take into account any events subsequent to the date on which the Consolidated Financial Statements referred to in paragraph 1 above were earlier approved by the Board of Directors and reported upon by us as aforesaid.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditor's Report

Sr no	Key Audit Matter	Auditor's Response
I.	<p>Litigations, Provisions and contingent liabilities</p> <p>The Group has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities.</p> <p>Refer Note 25, 34(C) and 34(J) to the Consolidated Financial Statements.</p>	<p><u>Principal Audit Procedures</u></p> <p>As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations.</p> <p>Our audit approach for the above consists of the following audit procedures:</p> <ul style="list-style-type: none"> • Evaluation and testing of the design of internal controls followed by the Group relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities; • Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company. • We involved our internal expert to evaluate the management's underlying judgements in making their estimates with regard to such matters.

Key Audit Matters

(as mentioned in the audit report of Alembic Pharmaceuticals Limited ("APL"), an associate company)

Sr no	Key Audit Matter	Auditor's Response
I.	<p>Provision for return of non-saleable goods (Expiry, Breakage and Spoilage) in the market in India</p> <p>This is considered as key audit matter in view of significant estimates and judgements made by the management for recognition and measurement for the same.</p> <p>The APL, under the prevailing trade practice, has an obligation to accept returns of expiry, breakage and spoilage (EBS) products, from the stockiest (customers) in India. The methodology and assumptions used to estimate the accruals of EBS are monitored and adjusted regularly by the management in the light of the obligations, historical trends, past experience and prevailing market conditions.</p> <p>The APL makes provision for accrual of EBS estimated in future out of the sales effected during the current period. The said provision is used for settling claims made by the customers in future. Actual returns on account of EBS can vary materially from period to period based upon actual sales volume, product mix, etc.</p>	<p><u>Principal Audit Procedures</u></p> <p>The auditor of APL verified management's calculations in respect of estimate made by the management towards provision for accruals of EBS. The auditor of APL have examined the methodology and the assumptions made by the management while making this provision.</p>

Independent Auditor's Report

2.	<p>Recognition, measurement and impairment testing of“ Capital Work in Progress and Intangible Assets under development” (In case of a subsidiary company of an associate company)</p> <p>Auditor of AleorDermaceuticals Limited (“Aleor”), subsidiary company of an associate company, have reported the following matter as a key audit matter:</p> <p>Aleor is in the process of construction of Property, Plant and Equipment of its project, which is included as Capital Work in Progress. It is also developing various generic products which are included under “Intangible assets under development”.</p> <p>This is a key audit matter because there is use of significant estimates and judgements by the management for recognition, measurement and testing for impairment for the same.</p>	<p>Principal Audit Procedure:</p> <p>Audit approach of the auditor of Aleor consisted of assessing the entity's process to identify accuracy of recognition and measurement of assets, both tangible and intangible and related direct expenditure (as per principles enunciated under Ind AS 16 'Property Plant and Equipment' and Ind As 36 'Intangible Assets') as well as testing of the design and operating effectiveness of the internal controls for the same. The auditor of Aleor also carried out substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to recognition and measurement of the said expenditure; • Selected a sample of agreements and contracts related to the said expenditure which were relevant for the recognition and measurement; • Performing the following procedures; <ul style="list-style-type: none"> ○ Verification of costs of materials and services used; ○ Verification of the costs of employee benefits attributable to the assets acquired and for the development of Intangible assets; ○ Review of the legal rights as per the related agreements; ○ Review of directly attributable cost as per allotted cost centre. <p>In addition to above the auditor of Aleor have also verified and considered the following to ensure the recoverable value of the capital work in progress and intangible assets under development:</p> <ul style="list-style-type: none"> ○ Considered the recoverable value based on value in use derived from discounted cash flows working provided by the management and the certified the independent external valuer. ○ Verified the application made by the company to external agencies for approval of its various products and also the approval received by the company for some of the products.
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Information other than the Consolidated Financial Statement and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to that Board's Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application

Independent Auditor's Report

of appropriate accounting policies; making judgements 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so;

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditor. For the other entities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion;

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements;

Independent Auditor's Report

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit;

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards;

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one subsidiary company, whose financial statements reflect total assets of ₹ 24.27 Lakhs as at 31st March, 2019 and total revenue of ₹ 0.98 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include group's share of total comprehensive income [comprising of profit/(loss) and other comprehensive income] of ₹ 17,373.85 Lakhs for the year ended 31st March, 2019, as considered in the consolidated financial results, of one associate, whose financial statements have not been audited by us;

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our report on the consolidated financial results, in so far as it relates to the aforesaid subsidiary and associate is based solely on the report of the other auditors;

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

- I. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Group so far as it appears from our examination of those books and the reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the company and the report of the statutory auditors of its subsidiary company and associate companies, incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associate and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

Independent Auditor's Report

- (h) 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 Consolidated Financial Statements disclosed the impact of pending litigations on its financial position of the Group and its associate– Refer Note 34 (C) to the Consolidated Financial Statements;
 - ii. The Group and its associate did not have any long-term contracts including derivatives 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 Group and its associate.

For **CNK & Associates LLP**
Chartered Accountants
Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No.37391

Place: Vadodara

Date: 15th May, 2019 [13th August, 2019 as to effect the matters discussed under paragraphs 1 and 2 of the 'Emphasis of Matter' section above]

UDIN: 19037391AAAABU5121

Annexure “A” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ALEMBIC LIMITED** (“the Company”) and in respect of its subsidiary and associate companies wherein such audit of internal financial controls over financial reporting was carried out by other Auditors whose reports have been forwarded to us and have been appropriately dealt with by us in making this report as on 31st March, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary company, associate company, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements of the Company were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements of the company and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure “A” to the Independent Auditor’s Report

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company, its subsidiary company and its associate company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and the operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary company and associate companies, which are incorporated in India, are based on the corresponding reports of the auditors of such companies incorporated in India.

Our Opinion is not modified in respect of above matter.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No.037391

Place: Vadodara

Date: 15th May, 2019 [13th August, 2019 as to effect the matters discussed under paragraphs 1 and 2 of the 'Emphasis of Matter' section above]

UDIN: 19037391AAAABU5121

Consolidated Balance Sheet

₹ In Lakhs

Particulars	Notes No	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipments	3	13,110.76	13,222.65
(b) Investment Property	4	7,798.81	4,681.49
(c) Goodwill	5	5.07	5.07
(d) Financial Assets			
(i) Investments	6	12,075.89	11,726.00
(ii) Investments accounted using Equity Method	6	83,700.25	67,559.07
(iii) Loans	7	5.14	25.39
(iv) Others	8	12.12	12.12
(2) Current Assets			
(a) Inventories	9	3,532.81	3,240.69
(b) Financial Assets			
(i) Investments	10	4,345.88	11,984.74
(ii) Trade Receivables	11	1,350.73	2,528.86
(iii) Cash and cash equivalents	12	153.18	46.26
(iv) Bank balances other than included in (iii) above	13	47.35	37.32
(v) Loans	14	3.90	-
(vi) Others	15	1.00	124.47
(c) Other Current Assets	16	432.66	578.27
(d) Assets held for sale		9.32	132.47
TOTAL ASSETS		126,584.87	115,904.87
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	5,135.64	5,340.64
(b) Other Equity	18	115,717.23	103,236.71
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	19	413.17	412.02
(b) Provisions	20	72.22	80.10
(c) Deferred Tax Liability (Net)	21	366.97	922.98
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	22		
a) total outstanding dues of Micro Enterprises and Small Enterprises		149.66	-
b) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		2,325.23	1,641.55
(ii) Other Financial Liabilities	23	333.22	1,495.20
(b) Other Current Liabilities	24	474.09	1,686.32
(c) Provisions	25	1,528.22	1,065.33
(d) Current Tax Liabilities (Net)		69.23	24.01
TOTAL EQUITY AND LIABILITIES		126,584.87	115,904.87
Significant Accounting Policies and Other Explanatory Notes and Informations	I, 2 and 34		

Note: The accompanying notes referred to above which form an integral part of the financial statements
As per our report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Bhuch
Director
DIN: 05352912

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

Rasesh Shah
Chief Financial Officer
Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Consolidated Statement of Profit and Loss

₹ In Lakhs

Particulars	Notes No	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
I. Revenue from Operations	26	12,380.99	12,529.52
II. Other Income	27	2,945.00	3,701.84
III. Total Income (I+II)		15,326.00	16,231.36
IV. Expenses			
Cost of Materials Consumed	28	4,520.73	3,985.68
Cost of Construction	29	2,233.16	3,077.57
Changes in Inventories of Finished Goods and Work-in-Progress	30	(58.65)	809.49
Employee Benefit Expenses	31	2,052.05	1,964.20
Finance Costs		21.62	16.94
Depreciation and Amortisation expense	3, 4	262.75	377.51
Other Expenses	32	1,826.87	1,582.34
Total Expenses (IV)		10,858.53	11,813.74
V. Profit Before Tax (III-IV)		4,467.46	4,417.63
VI. Tax Expense			
Current Tax		462.48	430.74
Deferred Tax		(82.83)	30.40
Short / (Excess) provision of tax in respect of earlier years		(20.52)	(221.66)
VII. Profit for the year (V-VI)		4,108.33	4,178.15
VIII. Share of Associate's Profit		17,202.05	12,119.75
IX. Profit after Tax and Share of Associate's Profit (VII+VIII)		21,310.38	16,297.90
X. Other Comprehensive Income	33		
(A) (i) Items that will not be reclassified to profit or loss		951.06	4,328.75
(ii) Income tax relating to items that will not be reclassified to profit or loss		421.27	138.66
(B) (i) Items that will be reclassified to profit or loss		228.67	(4.12)
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI. Total Comprehensive Income for the period (IX + X)		22,911.38	20,761.19
XII. Earning per equity share (FV ₹ 2/- per share) (Refer Note 34 (G))			
Basic & Diluted (In ₹)		8.26	6.10
Significant Accounting Policies and Other Explanatory Notes and Informations	1,2 and 34		

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

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Rasesh Shah
Chief Financial Officer

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Consolidated Statement of Changes in Equity

A. Equity Share Capital

Particulars	Nos.	₹ In Lakhs
Equity Shares of ₹ 2/- each issued, subscribed and fully paid		
Balance as at 1st April, 2017	267,031,828	5,340.64
Equity Share Forfeited of ₹ 2/- each	9,365	0.09
Changes in Equity Share Capital during the year	(9,365)	(0.09)
Balance as at 31st March, 2018	267,031,828	5,340.64
Balance as at 1st April, 2018	267,031,828	5,340.64
Changes in Equity Share Capital during the year (1,02,50,000 - Equity shares of ₹ 2/- each - Bought back during the year)	(10,250,000)	(205.00)
Balance as at 31st March, 2019	256,781,828	5,135.64

B. Other Equity - Attributable to Owners

₹ In Lakhs

Particulars	Reserve and Surplus					Equity instruments held at FVOCI	Debt Instruments held at FVOCI	Total
	Capital Reserve	Capital Redemption Reserve	Debt Redemption Reserve	General Reserve	Retained Earnings			
Balance as at 1st April, 2017 (I)	35.00	100.22	-	26,489.19	53,589.52	5,176.28	412.12	85,802.34
Profit for the year	-	-	-	-	16,297.90	-	-	16,297.90
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	-	(96.87)	-	-	(96.87)
Exchange differences in translating the financial statements of a foreign operations	-	-	-	-	(4.12)	-	-	(4.12)
Other Comprehensive Income	-	-	-	-	4.32	4,976.40	(412.12)	4,568.60
Total Comprehensive Income for the year (II)	-	-	-	-	16,201.22	4,976.40	(412.12)	20,765.50
Share of Associate in surplus	-	-	-	(22.29)	(2,666.15)	-	-	(2,688.43)
Equity Dividend (including tax thereon)	-	-	-	-	(642.79)	-	-	(642.79)
Transfer of amount of Share forfeiture to Capital Reserve	0.09	-	-	-	-	-	-	0.09
Transaction for the year (III)	0.09	-	-	(22.29)	(3,308.93)	-	-	(3,331.13)
Balance as at 31st March, 2018 (I+II+III)	35.09	100.22	-	26,466.91	66,481.82	10,152.68	-	103,236.71
Balance as at 1st April, 2018 (I)	35.09	100.22	-	26,466.91	66,481.82	10,152.68	-	103,236.71
Profit for the year	-	-	-	-	21,310.38	-	-	21,310.38
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	-	(109.28)	-	-	(109.28)
Exchange differences in translating the financial statements of a foreign operations	-	-	-	-	228.67	-	-	228.67
Other Comprehensive Income	-	-	-	-	-	1,481.60	-	1,481.60
Transfer of (gain)/loss on FVOCI equity investments	-	-	-	-	298.27	(298.27)	-	-
Adjustment due to demerger (Refer note 34(Q))	(35.09)	(100.22)	-	(212.16)	-	-	-	(347.47)
Total Comprehensive Income for the year (II)	(35.09)	(100.22)	-	(212.16)	21,728.05	1,183.33	-	22,563.91
Share of Associate in surplus	-	-	1,227.92	(18.27)	(2,678.92)	-	-	(1,469.27)
Utilised for Buy Back of Shares	-	-	-	(7,995.00)	-	-	-	(7,995.00)
Equity Dividend (including tax thereon)	-	-	-	-	(619.13)	-	-	(619.13)
Transaction for the year (III)	-	-	1,227.92	(8,013.27)	(3,298.05)	-	-	(10,083.39)
Balance as at 31st March, 2019 (I+II+III)	-	-	1,227.92	18,241.48	84,911.81	11,336.01	-	115,717.23

As per our report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

Rasesh Shah
Chief Financial Officer
Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Consolidated Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	4,467.46	4,417.63
Add:		
Depreciation	265.47	380.29
Interest charged	21.62	16.94
(Gain) / Loss on sale of Property, Plant and Equipments	71.80	(320.16)
Other Non cash items	(1.07)	(493.93)
Less:		
Interest Income	(37.09)	(21.66)
Dividend Income	(2,371.89)	(2,446.45)
Operating Profit before change in working capital	2,416.30	1,532.66
Working capital changes:		
Add / (Less) :		
(Increase) / Decrease in Inventories	(292.12)	1,820.23
(Increase) / Decrease in Trade Receivables	1,178.12	(368.58)
(Increase) / Decrease in Loans Current Financial Asset	(3.90)	-
(Increase) / Decrease in Non Current Asset	-	68.68
(Increase) / Decrease in Other Current Financial Asset	123.47	(104.35)
(Increase) / Decrease in Other Current Asset	145.61	599.98
(Increase) / Decrease in Loans Non Current Financial Asset	20.25	(3.46)
(Increase) / Decrease in Other Non Current Financial Asset	-	102.71
Increase / (Decrease) in Trade Payables	833.34	165.29
Increase / (Decrease) in other Current Financial Liabilities	(1,171.58)	427.61
Increase / (Decrease) in Other Current Liabilities	(1,022.68)	(1,319.25)
Increase / (Decrease) in Current Provisions	462.89	(192.90)
Increase / (Decrease) in Non Current Provisions	(74.69)	(6.64)
Cash generated from operations	2,615.02	2,721.95
Add / (Less) :		
Direct taxes paid (Net of refunds)	(464.27)	(364.25)
Net cash inflow from operating activities (A)	2,150.75	2,357.69
B CASH FLOW FROM INVESTING ACTIVITIES:		
Add:		
Proceeds from sale of Property, Plant and Equipments	40.15	1,507.14
Proceeds from sale / redemption of Investments	11,836.21	6,575.79
Disposal of Investments in Shreno Limited due to demerger (Refer Note 34(Q))	352.77	-
Interest received	37.09	21.66
Dividend received	2,371.89	2,446.45
Less:	14,638.11	10,551.04
Purchase of Property, Plant & Equipments /increase in Capital Work in Progress	2,334.17	2,446.36
Purchase of Investments (Net)	5,136.60	10,344.24
	7,470.77	12,790.59
Net cash inflow from Investing activities (B)	7,167.34	(2,239.55)

Consolidated Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
C CASH FLOW FROM FINANCING ACTIVITIES:		
Add:		
Proceeds from Long Term Liabilities	1.15	234.32
Less:		
Dividends paid (including distribution tax)	633.20	483.59
Interest and other finance costs	21.62	16.94
Buy Back of Shares	8,200.00	-
	8,854.82	500.53
Net cash inflow from Financing activities (C)	(8,853.67)	(266.21)
Adjustment in Other Equity due to demerger (Refer Note 34(Q))	(347.47)	-
I. Net (decrease) / Increase in cash and cash equivalents (A+B+C)	116.95	(148.07)
II. Add: Cash and cash equivalents at the beginning of the period	46.26	192.15
Other Bank Balances	37.32	39.49
	83.57	231.64
III. Cash and cash equivalents at the end of the period	153.18	46.26
Other Bank Balances	47.35	37.32
	200.53	83.57

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

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

C. P. Buch
Director
DIN: 05352912

Rasesh Shah
Chief Financial Officer

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

I Group Overview and Significant Accounting Policies:

I.1 Description of Business

Alembic Limited ('the Company') is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Alembic Road, Vadodara 390003, Gujarat. The Company is dealing in Active Pharmaceutical Ingredient (API) Business and Real Estate Business.

Alembic Limited ('the Company'), its subsidiary and its associates collectively referred to as "Group".

I.2 Basis of Preparation

- (a) The Financial Statement of the subsidiary and associate used in the consolidation are drawn up to the same reporting date as that of the Alembic Limited ("the Company"), i.e. 31st March, 2019.

The Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

- (b) **Principles of Consolidation**

The Consolidated Financial Statements consist of Alembic Limited ("the Company") and its subsidiary and associate (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

The Financial Statements of the Company and its subsidiary have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

Investment and share of profit of associate has been consolidated as per the equity method as per Ind AS 28 – "Investments in Associates" specified under Section 133 of the Companies Act 2013 read with Companies (Accounts) Rules 2015 and relevant amendment rules issued thereafter.

Associates are entities over which the Group has significant influence but not control. Investments in associate is accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date.

Goodwill on Consolidation

The excess of cost of investment in the subsidiary, over group's share in the net assets at the date of acquisition of shares / stake in the subsidiary is recognised as Goodwill in the consolidated financial statements.

I.3 Composition of Financial Statements

The financial statements are drawn up in Indian Rupees, the functional currency of the Group, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

I.4 Significant Accounting Policies

The Significant Accounting Policies of the Company and that of its subsidiary and associates are similar – Refer Note No. I.4 (I) of Standalone Financial Statements.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

2 Recent Accounting Pronouncements:

Standards Issued but not Effective

Ind AS 116: Leases

Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The Group is in process of evaluating the impact of the same.

3 Property, Plant and Equipments (PPE):

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2018	11,751.63	373.69	1.91	1,864.86	294.92	49.46	21.43	69.75	14,427.66	-
Additions**	-	-	-	20.91	-	0.04	-	5.87	26.83	-
Disposals	-	(0.13)	(0.02)	-	-	-	-	-	(0.15)	-
Gross Carrying amount as at 31st March, 19	11,751.63	373.56	1.89	1,885.77	294.92	49.50	21.43	75.62	14,454.35	-
Accumulated Depreciation as at 1st April, 18	-	64.16	0.69	1,042.03	52.31	31.26	10.42	4.14	1,205.02	-
Depreciation charge for the year#	-	17.56	0.23	91.57	17.44	2.30	0.24	9.26	138.59	-
Disposals*	-	-	(0.00)	-	-	-	-	-	(0.00)	-
Accumulated Depreciation as at 31st March, 19	-	81.72	0.92	1,133.60	69.75	33.56	10.66	13.40	1,343.61	-
Net Carrying Amount as at 31st March, 19	11,751.63	291.84	0.97	752.17	225.17	15.94	10.77	62.23	13,110.76	-
Net Carrying Amount as at 1st April, 18	11,751.63	309.53	1.22	822.83	242.61	18.20	11.01	65.61	13,222.65	-

Note:

- I. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.
- # Includes ₹ 2.72 Lakhs (₹ 2.78 Lakhs) has been transferred to Cost of Construction in the Statement of Profit and Loss.
- * Amount less than Rupees One Thousand
- ** Out of the total addition, ₹ 11.19 lakhs (net block) has been transferred from Asset held for sale to Property, Plant and Equipments.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2017	11,751.63	411.59	1.91	3,307.37	294.92	41.27	20.73	3.97	15,833.40	16.48
Additions	-	10.85	-	47.96	-	8.19	0.70	65.77	133.48	33.85
Disposals *	-	(48.75)	-	(1,490.47)	-	-	-	-	(1,539.21)	-
Transfer	-	-	-	-	-	-	-	-	-	(50.33)
Gross Carrying amount as at 31st March, 18	11,751.63	373.69	1.91	1,864.86	294.92	49.46	21.43	69.75	14,427.66	-
Accumulated Depreciation as at 1st April, 17	-	46.70	0.46	953.94	34.87	25.75	10.25	1.46	1,073.44	-
Depreciation charge for the year #	-	19.85	0.23	305.47	17.44	5.51	0.17	2.68	351.35	-
Disposals *	-	(2.39)	-	(217.38)	-	-	-	-	(219.77)	-
Accumulated Depreciation as at 31st March, 18	-	64.16	0.69	1,042.03	52.31	31.26	10.42	4.14	1,205.02	-
Net Carrying Amount as at 31st March, 18	11,751.63	309.53	1.22	822.83	242.61	18.20	11.01	65.61	13,222.65	-
Net Carrying Amount as at 1st April, 17	11,751.63	364.89	1.45	2,353.42	260.04	15.52	10.49	2.51	14,759.96	16.48

Note:

- I. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.
- # Includes ₹ 2.78 Lakhs (₹ 3.60 Lakhs) has been transferred to Cost of Construction in the Statement of Profit and Loss.
- * Disposal includes net block of ₹ 132.47 lakhs transferred to Assets held for sale at lower of its carrying amount and fair value less cost to sale.

4 Investment Property:

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2018	725.79	785.60	93.18	3,163.64	4,768.20
Additions	1,077.01	3,104.79	-	2,167.56	6,349.36
Disposals / Transfers	-	-	-	3,104.79	3,104.79
Transfer to Stock in trade	0.37	-	-	-	0.37
Gross Carrying amount as at 31st March, 19	1,802.42	3,890.39	93.18	2,226.41	8,012.40
Accumulated Depreciation as at 1st April, 18	-	43.69	43.02	-	86.71
Depreciation charge for the year	-	112.54	14.34	-	126.88
Accumulated Depreciation as at 31st March, 19	-	156.23	57.36	-	213.59
Net Carrying Amount as at 31st March, 19	1,802.42	3,734.16	35.82	2,226.41	7,798.81
Net Carrying Amount as at 1st April, 18	725.79	741.91	50.16	3,163.64	4,681.49

Note:

- I. Refer Note 32 (K) for other disclosures.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2017	725.95	785.60	93.18	834.28	2,439.01
Additions	-	-	-	2,329.36	2,329.36
Transfer to Stock in trade	(0.17)	-	-	-	(0.17)
Gross Carrying amount as at 31st March, 18	725.79	785.60	93.18	3,163.64	4,768.20
Accumulated Depreciation as at 1st April, 17	-	29.09	28.68	-	57.77
Depreciation charge for the year	-	14.60	14.34	-	28.94
Accumulated Depreciation as at 31st March, 18	-	43.69	43.02	-	86.71
Net Carrying Amount as at 31st March, 18	725.79	741.91	50.16	3,163.64	4,681.49
Net Carrying Amount as at 1st April, 17	725.95	756.51	64.50	834.28	2,381.24

Note:

I. Refer Note 32 (K) for other disclosures.

5 Goodwill:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Goodwill	5.07	5.07
	5.07	5.07

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Non-Current Financial Assets

6 Investments:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
(A) Investment at fair value through Other Comprehensive Income (fully paid)		
(a) Equity Shares (Fully paid up):		
Quoted:		
- Jyoti Limited (CY & PY : 84,900 Nos. Equity Shares)	9.25	55.99
- Panasonic Energy India Company Limited (CY & PY: 72,824 Nos. Equity Shares)	144.26	252.70
- Kerbs Biochemicals Limited (CY & PY: 100 Nos. Equity Shares)	0.12	0.17
- Paushak Limited (CY 5,87,809 & PY: 6,10,615 Nos. Equity Shares)	11,920.47	7,901.36
	12,074.10	8,210.22
Unquoted:		
- Alembic Employees Co-operative Supply Society Limited (CY & PY: 100 Nos. Equity Shares)	0.01	0.01
- Co-Operative Bank of Baroda Limited (CY & PY: 100 Nos. Equity Shares)	0.03	0.03
- Gujarat Export Corporation Limited (CY & PY: 12,210 Nos. Equity Shares)	1.14	1.14
- Pran Agro Services Private Limited (CY & PY: 18 Nos. Equity Shares) #	0.00	0.00
- Pragati Sahakari Bank Limited (CY & PY: 500 Nos. Equity Shares)	0.05	0.05
- Baroda Industrial Development Corporation Limited (CY & PY: 6 Nos. Equity Shares)	0.06	0.06
- Ganesh Co-operative Housing Society Limited (CY & PY: 2 Nos. Equity Shares) #	0.00	0.00
- Gujarat Urban Housing Company (CY & PY: 10 Nos. Equity Shares)	0.01	0.01
- Morning Star Co-operative Housing Society Limited (CY & PY: 1 Nos. Equity Shares) #	0.00	0.00
- Shreno Limited (PY 10,16,732 Nos. Equity Shares) (Refer Note 1)	-	3,513.99
	1.29	3,515.29
(b) Preference Shares (Fully paid up):		
Unquoted:		
- 5% Non-Cumulative Redeemable Preference Share of Pran Agro Services Private Limited (CY & PY : 100 Nos. Preference Shares)	0.50	0.50
	0.50	0.50
(a)	12,075.89	11,726.00
(B) Investment valued at Cost		
(a) Equity Shares (Fully paid up):		
In Associate Companies		
Quoted:		
- Alembic Pharmaceuticals Limited (CY 5,55,51,528 & PY: 5,55,00,000 Nos. Equity Shares)	4,096.48	3,859.87
(Note 2)		

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
- Share in post acquisition profit (net of losses)	79,603.77	63,699.19
Unquoted:		
- Shreno Limited (CY 10,16,732 Nos. Equity Shares) (Refer Note 1)	352.77	-
Less : Adjustment due to demerger (Refer Note 34(Q))	(352.77)	-
(b)	83,700.25	67,559.07
Total Investments (a+b)	95,776.14	79,285.07
Aggregate amount of quoted investments	95,774.35	75,769.29
Aggregate market value of quoted investments	306,802.73	310,685.22
Aggregate amount of unquoted investments	1.79	3,515.79

Amount less than Rupees One Thousand.

Note 1 :- Since One of the Directors of Alembic Limited has been appointed as a Director of Shreno Limited during the year, Shreno Limited became an Associate Company of Alembic Limited by virtue of having significant influence over the company (Shreno Limited). Alembic Limited has opted for cost model for its Investments in Equity Shares of Shreno Limited and the said investment has been accordingly stated. Also refer Note 34(Q) for other disclosures.

Note 2 :- During the year, the Company has acquired additional 51,528 shares at a cost of ₹ 236.60 lakhs.

7 Loans: (Unsecured, considered good)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	5.14	25.39
	5.14	25.39

8 Other Financial Assets:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Term Deposits	12.12	12.12
	12.12	12.12

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

9 Inventories: (Basis of Valuation - Refer Note No 1.4(1) I)

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Raw Materials*	835.68	307.79
(b) Raw Materials in Transit	632.00	-
(c) Packing Materials	7.74	5.88
(d) Finished Goods*	1,154.45	1,095.80
(e) Stores and spares	331.29	315.08
Real Estate		
(f) Project Work-in-Progress #	588.09	1,516.14
Less : Adjustment in Inventory due to demerger (Refer Note 34(Q))	(16.42)	-
	3,532.81	3,240.69

* The cost of inventory recognised as an expense during the year was ₹ 11.94 Lakhs (PY ₹ 213.94 Lakhs).

During the year ₹ 461.37 lakhs (PY Nil) was recognised as an expense.

Current Financial Assets**10 Investments:**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Mutual Funds at Fair Value through Profit or Loss		
Mutual Funds (Quoted)		
- Debt Funds	4,033.14	11,488.56
- Equity Funds	312.73	496.18
	4,345.88	11,984.74

11 Trade Receivables:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables considered Good-Secured	-	-
Trade Receivables considered Good-Unsecured		
- Receivable from Related Parties (Refer Note no 34 (E))	591.77	685.61
- Others	758.96	1,843.25
	1,350.73	2,528.86
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables credit impaired	13.86	13.86
Total	1,364.60	2,542.72
Less : Expected Credit Loss Allowance	(13.86)	(13.86)
	1,350.73	2,528.86

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

12 Cash and Cash Equivalents:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with banks	150.15	45.03
Cash on hand	3.03	1.22
	153.18	46.26

13 Bank Balances:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Other Bank Balances		
- Bank deposits	1.24	0.80
In earmarked accounts		
- Balances held in unpaid dividend accounts	46.11	36.52
	47.35	37.32

14 Loans: (Unsecured, considered good)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	3.90	-
	3.90	-

15 Others:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Term Deposits	-	122.97
Others	1.00	1.50
	1.00	124.47

16 Other Current Assets:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance to Employees	2.63	2.66
Advance to Suppliers	98.65	186.05
Balance with Government authorities	153.80	322.57
Prepaid Expenses	46.51	30.38
Other Receivables	131.07	36.61
	432.66	578.27

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

17 Equity Share Capital:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Authorized		
30,00,00,000 - Equity shares of ₹ 2/- each	6,000.00	6,000.00
	6,000.00	6,000.00
b) Shares issued, subscribed and fully paid		
26,70,41,193 - Equity shares of ₹ 2/- each	5,340.82	5,340.82
	5,340.82	5,340.82
c) Shares fully paid		
26,70,31,828 - Equity shares of ₹ 2/- each	5,340.64	5,340.64
Less: 1,02,50,000 - Equity shares of ₹ 2/- each - Bought back (refer below note (g))	205.00	-
	5,135.64	5,340.64

d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
At the beginning of the period	26,70,31,828	5,340.64	26,70,31,828	5,340.64
Add / (Less) : Buy back of Shares during the year by the Company	(1,02,50,000)	(205.00)	-	-
At the end of the period	25,67,81,828	5,135.64	26,70,31,828	5,340.64

e) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital;

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 as approved by the shareholders at the Annual General Meeting. During the year ended 31st March, 2019 an amount of ₹ 0.20 of dividend per equity share was paid for Financial Year 2017-18.

f) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Numbers	% held	Numbers	% held
Nirayu Private Limited (Holding Company)	10,80,66,469	42.08%	10,97,90,733	41.12%
Shreno Limited	3,51,51,541	13.69%	3,67,37,560	13.76%
SBI Small Cap Fund	1,46,05,408	5.69%	1,21,73,065	4.56%

g) Details of Shares bought back by the Company in immediately preceding five years from the date of Balance sheet

- (i) The Board of Directors of the Company had approved the proposal for Buy-back of Equity Shares at its meeting held on 23rd January, 2018. The same was approved by the members through Postal Ballot, the result of which was declared on 12th March, 2018. In furtherance to the said approval, on 9th May, 2018 the Company completed the settlement for Buy-back of 1,02,50,000 Equity Shares of ₹ 2/- each (representing 3.84 % of total pre Buy-back paid up Equity Capital) from the shareholders on a proportionate basis by way of a tender offer at a price of ₹ 80/- per Equity Share for an aggregate amount of ₹ 82 crores, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998. The details of the same are as under:

Year	No of Shares bought back	Face Value per Share	Total Face Value (₹ in Lakhs)	Premium per Share	Total Premium Value (₹ in Lakhs)	Grand Total (₹ in Lakhs)
2018-19	1,02,50,000	₹ 2/-	205.00	₹ 78/-	7,995	8,200.00

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

18 Other Equity :

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Capital Reserve (on account of Subsidy and amalgamation)		
Balance as per the last financial statements	35.09	35.00
Addition during the year	-	0.09
Less : Adjustment due to demerger (Refer Note 34(Q))	(35.09)	-
	-	35.09
b) Capital Redemption Reserve (on account of Buy back of shares of earlier years)		
Balance as per the last financial statements	100.22	100.22
Less : Adjustment due to demerger (Refer Note 34(Q))	(100.22)	-
	-	100.22
c) Debenture Redemption Reserve (reserve out of the profits)		
Balance as per the last financial statements	-	-
Add : Share of associate in surplus	1,227.92	-
	1,227.92	-
d) General Reserve (transfer of a portion of the net profit)		
Balance as per the last financial statements	26,466.91	26,489.19
Share of Associate in Surplus	(18.27)	(22.29)
Less : Adjustment due to demerger (Refer Note 34(Q))	(212.16)	-
Less: Utilised for Buy Back of Shares ((Refer Note 17 (g))	(7,995.00)	-
	18,241.48	26,466.91
e) Retained Earnings		
Balance as per the last financial statements	66,481.82	53,589.52
Profit for the year	21,310.38	16,297.90
Items of Other Comprehensive Income		
Remeasurements of post-employment benefit obligation, net of tax	(109.28)	(96.87)
Exchange differences in translating the financial statements of a foreign operations	228.67	(4.12)
Transfer to retained earnings from FVOCI equity investments, net of tax	298.27	-
Others	-	4.32
Share of Associate in Surplus	(2,678.92)	(2,666.15)
Less: Appropriations		
- Equity Dividend including tax thereon	(619.13)	(642.79)
	84,911.81	66,481.82
f) Equity Instrument held at FVOCI (Refer note below)		
Balance as per the last financial statements	10,152.68	5,588.40
Changes in fair value of FVOCI instruments (net of tax)	1,481.60	4,564.28
Transfer of (gain)/ loss on FVOCI equity investments	(298.27)	-
	11,336.01	10,152.68
Total	115,717.23	103,236.71

Note: Equity Instrument held at FVOCI: The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of equity instrument.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

19 Non Current - Other Financial Liabilities:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits		
- From related parties (Refer Note No 34 (E))	22.19	21.42
- From others	218.07	230.13
	240.26	251.55
Deferred Income	172.91	160.47
	413.17	412.02

20 Non Current Provisions:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- Provision for Compensated absences	72.22	80.10
	72.22	80.10

21 Deferred Tax Liability (Net):

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities		
- Depreciation	470.28	517.31
- Financial Assets at FVOCI	449.80	922.98
- Financial Assets at FVTPL	-	134.47
Sub Total (a)	920.07	1,574.76
Deferred Tax Assets		
- Financial Assets at FVTPL	(4.93)	-
- Provision for doubtful debts	(4.04)	(4.04)
- Deferred Revenue Expenses	(81.44)	(129.04)
- Unused Tax credit (Refer Note 34(J))	-	(185.19)
- Others	(462.69)	(333.51)
Sub Total (b)	(553.10)	(651.78)
Total (a+b)	366.97	922.98

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Current Financial Liabilities**22 Trade Payables:**

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises	149.66	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,325.23	1,641.55
	2,474.89	1,641.55

23 Other Financial Liabilities:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Book Overdraft with Banks	-	214.68
Unpaid Dividend	46.11	36.52
Security Deposits		
- from related parties (Refer Note 34 (E))	246.60	1,238.97
- from others	40.51	5.04
	333.22	1,495.20

24 Other Current Liabilities:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Liabilities	107.18	237.82
Others Liabilities	279.96	315.93
Advance from customers	86.96	1,132.57
	474.09	1,686.32

25 Current Provisions:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- Provision for gratuity	18.26	15.50
- Provision for Compensated absences	23.19	23.39
- Others	34.90	35.17
	76.35	74.07
Others	1,451.87	991.26
	1,528.22	1,065.33

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

26 Revenue From Operations:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Sale of products		
- Domestic*	5,017.01	5,428.85
- Exports	310.11	198.90
- Real Estate Development	3,125.56	3,867.07
Export Incentives	17.68	6.62
Sale of Services		
- Job work income	707.82	425.84
- Rent	2,123.89	1,378.97
Other Operating Revenues		
- Project Management Consultancy Income	404.10	627.00
- Others	674.84	596.27
Total Revenue from Operations	12,380.99	12,529.52

*The revenue from operations for the period of 01.04.17 to 30.06.17 includes excise duty recovered on sales of ₹ 178.17 lakhs.

27 Other Income:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Interest Income	37.09	21.66
Dividend Income	2,371.89	2,446.45
Fair Value change of investment held for trading	1.07	493.93
Profit / (Loss) on sale of Investments (Net)	193.46	138.85
Other Non Operating Income		
- Net gain on Foreign Currency Transactions	19.89	32.58
- Gain/(Loss) on sale of Property, Plant and Equipments (Net)	(71.80)	320.16
- Others	393.40	248.21
	2,945.00	3,701.84

28 Cost of Material Consumed:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Inventory at the beginning of the year	313.67	427.21
Add : Purchases	5,050.47	3,872.14
	5,364.14	4,299.35
Less: Inventory at the end of the year	843.41	313.67
	4,520.73	3,985.68

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

29 Cost of Construction:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Opening Construction Work-in-Progress	1,516.14	2,508.96
Add : Construction Expenses incurred during the year	1,288.69	2,084.74
Less : Closing Construction Work-in-Progress	571.67	1,516.14
Cost of Construction	2,233.16	3,077.57

30 Changes in Inventories of Finished Goods /Work in Progress:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Inventory at the end of the year		
- Work in Progress	-	-
- Finished Goods	1,154.45	1,095.80
(a)	1,154.45	1,095.80
Inventory at the beginning of the year		
- Work in Progress	-	-
- Finished Goods	1,095.80	1,905.29
(b)	1,095.80	1,905.29
(b-a)	(58.65)	809.49

31 Employee Benefits Expenses:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Salary, Wages, Bonus and Others etc.	1,926.26	1,836.00
Contribution to Provident and other funds	79.86	77.90
Staff Welfare	45.92	50.30
	2,052.05	1,964.20

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

32 Other Expenses:

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Consumption of Stores, spares, laboratory material and Analytical Expenses	269.56	131.96
Power and Fuel (Net)	234.33	110.98
Repairs and Maintenance		
- Machinery	257.45	191.07
- Building	33.10	35.59
- Others	150.85	249.59
Marketing, Publicity Expenses and Selling Commission	10.73	33.63
Excise Duty (Including excise duty on opening/closing Stock)	-	(22.38)
Rent	3.60	23.05
Rates and Taxes	215.22	240.66
Insurance	44.55	51.30
Travelling Expense	39.81	19.70
Legal & Professional Fees	396.78	329.95
Payment to Auditors (Refer Note 34 (F))	14.90	15.08
Provision for doubtful trade receivables (net)	-	(2.42)
Contribution for CSR related activities	21.62	16.14
Miscellaneous Expenses	134.36	158.45
	1,826.87	1,582.34

33 Other Comprehensive Income:

Particulars	For the Year Ended on 31st March, 2019	For the Year Ended on 31st March, 2018
Items that will not be reclassified to Profit and Loss		
Changes in fair value of FVOCI instruments	1,090.35	4,451.90
Income Tax relating to this item	391.25	112.38
Re-measurements of post-employment benefit obligations	(66.81)	(8.63)
Income Tax relating to this item	14.40	1.84
Re-measurements of post-employment benefit obligations of Associate	(72.49)	(114.52)
Income Tax relating to this item	15.62	24.44
(a)	1,372.33	4,467.41
Items that will be reclassified to Profit and Loss		
Changes in fair value of FVOCI instruments	-	-
Exchange differences in translating the financial statements of a foreign operations	228.67	(4.12)
Income Tax relating to this item	-	-
(b)	228.67	(4.12)
(a + b)	1,601.00	4,463.29

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

34 Other Explanatory Notes to the Consolidated Financial Statement

A Additional Information:

I The Subsidiary and Associate considered in the Consolidated Financial Statements are:									
Sr. No.	Name of Company	Subsidiary / Associates	Country of Incorporation	Proportion (%) of Shareholding Year Ended					
				31st March, 2019		31st March, 2018			
1	Alembic City Limited (Earlier known as Alembic Exports Limited)	Subsidiary	India	100.00%		100.00%			
2	Alembic Pharmaceuticals Limited	Associate	India	29.47%		29.44%			
II	Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)
I	Alembic Limited (Parent)	30.74%	37,145.39	19.29%	4,110.55	89.27%	1,429.20	24.18%	5,539.75
II	Subsidiary:								
	1. Foreign : NA								
	2. Indian : Alembic City Limited	0.01%	7.23	-0.01%	(2.21)	-	-	-0.01%	(2.21)
	Minority interest in all subsidiaries	-	-	-	-	-	-	-	-
III	Associates:								
	(Investments as per Equity method)								
I	Indian:								
	Alembic Pharmaceuticals Limited	69.26%	83,700.25	80.72%	17,202.05	10.73%	171.80	75.83%	17,373.85
2	Foreign : NA								
	Total	100.00%	120,852.87	100%	21,310.38	100%	1,601.00	100.00%	22,911.38

B Commitments:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	4,623.50	3,959.16
- Investment Property	656.75	504.00
	5,280.25	4,463.16

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

C Contingent Liabilities:

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Wage revision and reinstatement of employees and other demands	Unascertained	Unascertained
b) Letter of Credit, Guarantees and counter guarantees	3,129.12	2,652.34
c) Liabilities Disputed in appeals:		
- Excise Duty	312.35	327.56
- Sales Tax	217.47	199.43
- Income Tax	667.64	703.72
- Green Cess	19.29	19.29
- Export obligation against advance license	-	111.58
d) Claims against the Group not acknowledged as debt	10.90	6,949.71
e) Disputed Liability in respect of Ministry of Industry, Department of Chemicals and Petrochemicals in respect of Price of Rifampicin Allowed in formulations and landed cost of import	10.31	10.30

D Disclosure pursuant to Ind AS 17 - Leases:

The Group has obtained premises for its business operations under operating lease or leave and license agreements. These are not non-cancellable and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognised in Statement of Profit and Loss under the head "Rent Expense" in note no 32.

E Related Party Disclosures:

List of Related Parties with whom the Group has entered into transactions during the year.

(a) **Holding Company** : Nirayu Private Limited

(b) **Subsidiary and Fellow Subsidiary**: Alembic City Limited (Earlier known as Alembic Exports Limited)

(c) **Associate Companies**

I. Alembic Pharmaceuticals Limited

(d) **Other Related Parties:**

1. Shreno Limited

2. Paushak Limited

3. Shreno Publications Limited

4. Whitefield Chemtech Private Limited

5. Sierra Investments Private Limited

6. Sierra Healthcare Limited

7. Quick Flight Limited

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(e) Key Managerial Personnel

1. Mr. Chirayu Amin	Chairman
2. Mrs. Malika Amin	Managing Director and Chief Executive Officer
3. Mr. Udit Amin	Non-Executive Director
4. Mr. Milin Mehta	Independent Director (upto 30.01.2019)
5. Mr. C. P. Buch	Independent Director
6. Mr. R. C. Saxena	Independent Director (upto 12.08.2019)
7. Mr. Sameer Khara	Independent Director
8. Mr. Mayank Amin	Independent Director (w.e.f 15.05.2019)
9. Ms. Rati Desai	Independent Director (w.e.f 13.08.2019)
10. Mr. Abhijit Joshi	Director
11. Mr. Rasesh Shah	Chief Financial Officer
12. Mr. Drigesh Mittal	Company Secretary

(f) Relatives of Key Managerial Personnel

1. Mr. Pranav Amin
2. Mr. Shaunak Amin

(g) Key Managerial Personnel Compensation

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Short-term employee benefits	278.20	293.58
Terminal Benefits	16.36	15.54
Other Benefits	14.30	13.60
Total Compensation	308.86	322.72

(h) Transactions with Related Parties

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business

₹ In Lakhs

Holding - Nirayu Private Limited	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Reimbursement of Expenses	10.27	-
ii) Rent Income	270.37	64.85
iii) Dividend Paid	210.84	76.03
iv) Security Deposit Received	-	15.89

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ In Lakhs

Associate - Alembic Pharmaceuticals Limited	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Purchase of Goods	349.18	213.96
ii) Sale of Goods	5,155.79	5,005.71
iii) Rendering of services	1,075.29	772.16
iv) Reimbursement of Expenses	58.65	78.09
v) Rent Income	820.53	617.91
vi) Dividend Income	2,221.66	2,200.00
vii) Security Deposit Received	-	284.10
viii) Refund of Security Deposit Received	992.37	-

₹ In Lakhs

Key Managerial Personnel and their relatives	Name of Parties	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Managerial Remuneration			
	Mrs. Malika Amin	144.00	144.37
	Mr. Udit Amin	85.00	110.00
	Mr. Rasesh Shah	52.20	44.48
	Mr. Drigesh Mittal	13.35	10.26
ii) Dividend Paid			
	Mr. Chirayu Amin	16.64	17.39
	Mrs. Malika Amin	11.50	12.02
	Others	11.58	12.10
iii) Sitting Fees			
	Mr. Chirayu Amin	1.70	1.30
	Mr. Udit Amin	1.40	1.60
	Mr. Milin Mehta	2.75	2.90
	Mr. C.P.Buch	3.40	2.90
	Mr. R.C.Saxena	2.35	2.40
	Mr. Sameer Khera	1.20	1.30
	Mr. Abhijit Joshi	1.50	1.20

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Significant Transactions with Other Related Parties

₹ In Lakhs

Other Related Parties	Name of Parties	For the year ended 31st March, 2019	For the year ended 31st March, 2018
i) Purchase of Goods			
	Paushak Limited	5.90	7.95
	Sierra Investment Private Limited	-	0.11
	Others	1.11	0.38
ii) Sale of Goods			
	Paushak Limited	67.66	14.03
	Shreno Limited	-	0.11
iii) Sale of Property, Plant and Equipments			
	Paushak Limited	1.69	17.59
iv) Purchase of Property, Plant and Equipments			
	Paushak Limited	1,017.00	-
v) Rendering of services			
	Shreno Limited	883.06	1,159.51
	Paushak Limited	107.89	41.30
vi) Receiving of services			
	Shreno Publications Limited	0.37	7.56
vii) Rent Paid			
	Paushak Limited	3.54	21.11
	Shreno Limited	3.54	3.29
viii) Rent Income			
	Sierra Investment Private Limited	-	142.78
	Shreno Publications Limited	73.06	42.62
	Paushak Limited	14.30	16.32
	Others	3.88	5.08
ix) Dividend Paid			
	Shreno Limited	70.30	73.48
	Whitefield Chemtech Private Limited	-	73.14
	Sierra Investment Private Limited	-	69.37
x) Dividend Income			
	Shreno Limited	-	82.05
	Paushak Limited	17.63	18.32
xi) Redemption of Investments in Preference Shares			
	Shreno Limited	-	871.00

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Outstanding Balances

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Holding-Nirayu Private Limited		
1. Deposits Payable	22.19	26.45
Associates-Alembic Pharmaceuticals Limited		
1. Trade Receivable	551.24	585.61
2. Trade Payable	47.86	-
3. Deposits Payable	246.60	1,238.97
Other Related Parties		
1. Trade Receivable	40.53	100.00
2. Receivable from Shreno Limited on account of demerger	93.69	-
Key Managerial Personnel		
1. Commission Payable	85.00	110.00

F Payment to Auditors:

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Statutory Auditors		
Audit Fees (Including Limited Review)	7.55	9.69
Fees for other services	2.37	1.52
Reimbursement of expenses	0.88	0.47
Cost Auditor		
As Cost Auditors and Compliance Certificate	0.50	0.50
Tax Auditor		
Tax Audit Fee	2.15	1.60
Secretarial Auditor		
Secretarial Audit, Corporate Governance and Annual Return	1.45	1.30
	14.90	15.08

G Earnings Per Share (EPS)

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Profit / (Loss) after Tax available for equity shareholders	21,310.38	16,297.90
b) Weighted Average number of equity shares	257,986,063	267,031,828
c) Basic and Diluted Earnings per share (Face value per share ₹ 2/- each)	8.26	6.10

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

H Defined benefit plans / compensated absences - As per actuarial valuation - Refer Note No. 32 H of Standalone Financial Statements.

I Disclosure pursuant to Ind AS 115 -Revenue from Contracts with Customers:

Disaggregation of revenue

The management determines that the segment information reported under Note 34 (O) Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with Customers. Hence, no separate disclosures of disaggregated revenues are reported.

J Taxes Reconciliation:

A Income Tax Expense

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
a) Income tax expense		
i. Current Tax		
Current tax expense	462.48	430.74
ii. Deferred Tax		
Decrease/ (Increase) in deferred tax assets *	98.67	(89.07)
(Decrease)/ Increase in deferred tax liabilities	(181.51)	119.46
Total Deferred tax expenses (Benefits)	(82.83)	30.40
Total Income tax expenses (i + ii) **	379.65	461.14
* This includes recognition of MAT credit	-	185.19
** This excludes below tax impact on Other comprehensive income		
Tax Benefit on Actuarial	14.40	1.84
Tax Benefit / (Expenses) due to Fair Value of Investments	391.25	112.39

B Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit before Income tax expense	4,467.46	4,417.63
Tax at the Indian Tax Rate #	1,300.92	942.79
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Dividend Income	(690.69)	(522.11)
Expenditure related to exempt Income	1.91	1.27
Non Deductible Tax Expense (u/s 43B of Income Tax Act, 1961)	116.80	-
Net effect of expenses not deductible u/s 32 of Income Tax Act, 1961	60.91	-
Unused Tax credit	(447.64)	-
Effect of Income on which tax payable u/s 111A, 112, 112A of Income Tax Act, 1961	418.40	-
Others (including deferred tax)	(380.98)	39.19
Income Tax Expense	379.65	461.14

#The Company falls under the normal provision of Income Tax Act, 1961 and the applicable Indian Statutory Tax Rate for the year ended 31st March 2019 is 29.12% and for 31st March 2018 was 21.34%.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

C Current Tax (Liabilities) / Assets

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Opening balance	(24.01)	(179.87)
Income Tax Paid	464.27	364.25
Current Income Tax for the year	(530.00)	(430.07)
Current Income Tax provision for earlier year	20.52	221.66
Net Current Income Tax Asset / (Liability) at the end	(69.22)	(24.01)

D Unrecognised Unused Tax credit

₹ In Lakhs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Unused Tax credit	397.07	659.51

As on 31st March, 2019, the Company did not recognise deferred tax assets of ₹ 397.07 Lakhs on unused tax credit (MAT credit entitlement), as the Company believes that utilization of same is not probable. The above unused tax credit (MAT credit entitlement) will expire till Financial Year 2032-33.

K Investment Property:

₹ In Lakhs

(i) Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Amount recognised in profit or loss for investment properties Rental Income	2,134.33	1,378.97
Direct operating expenses from property that generated rental income	(426.36)	(267.89)
Depreciation	(107.45)	(28.94)
Profit from Investment Property	1,600.52	1,082.14

₹ In Lakhs

(ii) Particulars	As at 31st March, 2019	As at 31st March, 2018
Fair Value		
Investment properties	16,064.12	11,882.32
Add: Investment Property under Construction	2,226.41	3,163.64
Total	18,290.53	15,045.96

Estimation of fair value: Method of Estimation

In the absence of valuation reports, the Group has used the government registration rates for the purpose of determining the fair value of Land and Buildings.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

L i) Fair value measurement hierarchy:

₹ In Lakhs

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying amount	Level of input used in			Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
At Fair Value through Profit and Loss								
Mutual Funds	4,345.88	4,345.88	-	-	11,984.74	11,984.74	-	-
At FVTOCI								
Investment in Equity instruments	95,775.65	12,074.10	1.29	-	79,284.57	8,210.22	1.30	3,513.99
Investment in Debt instruments	0.50	-	0.50	-	0.50	-	0.50	-
At Amortised cost								
Trade Receivables	1,350.73	-	-	-	2,528.86	-	-	-
Cash and cash equivalents	153.18	-	-	-	46.26	-	-	-
Bank balances other than above	47.35	-	-	-	37.32	-	-	-
Loans	9.04	-	-	-	25.39	-	-	-
Others	13.12	-	-	-	136.59	-	-	-
Total	101,695.46	16,419.98	1.79	-	94,044.23	20,194.96	1.80	3,513.99
Financial liabilities								
Trade Payables	2,474.89				1,641.55	-	-	-
Security Deposit	700.28				1,656.03	-	-	-
Other Financial liabilities	46.11				251.20	-	-	-
Total	3,221.28	-	-	-	3,548.77	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

iii) Fair value measurements using significant unobservable inputs (level 3)

The following table represents the changes in level 3 items for the period ended 31st March, 2019 & 31st March, 2018.

Unquoted Equity Shares	
Particulars	₹ In Lakhs
As on 1st April, 2018	3,513.99
Acquisitions	-
Adjusted during the year (Refer note 6(1))	(3,513.99)
As on 31st March, 2019	-

iv) Valuation inputs and relationships to fair value

₹ In Lakhs						
Particulars	Fair value as at		Significant Observable Inputs	Probable - weighted range		Sensitivity
	31.03.2019 *	31.03.2018		31.03.2019	31.03.2018	
Unquoted Equity Shares	-	3,513.99	Earnings Growth Rate	-	2.00%	2018: Increased earnings growth factor (+20bps) and lower discount rate (-20bps) would increase Fair Value by ₹ 82.23 Lakhs; lower growth factor (-20bps) and higher discount rate (+20bps) would decrease Fair Value by ₹ 78.79 Lakhs
			Free Cash discount rate	-	9.35%	

* Refer Note 6(1).

v) Valuation Processes:

Valuation of unquoted equity shares/preference shares is done by an external valuation agency.

The main level 3 inputs for unlisted equity securities used by the Group are derived and evaluated as follows:

Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

M Financial Risk Management

The Group has exposure to credit risk, liquidity risk and market risk arising from financial instruments.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Group's activities.

The Group monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

a. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and investments. Credit risk is managed through continuous monitoring of receivables and follow up for overdues.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

Trade Receivables

The Group has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data to credit losses from various customers.

₹ In Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance at the beginning of the year	13.86	23.54
Provision made during the year	-	-
Provision reversed during the year	-	(9.68)
Balance at the end of the year	13.86	13.86

Other than trade and other receivables, the Group has no other financial assets that are past due but not impaired.

b. Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Maturities of Financial Liabilities

The table herewith analyse the Group's Financial Liabilities into relevant maturity groupings based on there contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flows. Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

₹ In Lakhs

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2019			
Non-derivatives			
Other financial liabilities	333.22	413.17	746.39
Trade payables	2,474.89	-	2,474.89
Total Non-derivative liabilities	2,808.11	413.17	3,221.28
As at 31st March, 2018			
Non-derivatives			
Other financial liabilities	1,495.20	412.02	1,907.22
Trade payables	1,641.55	-	1,641.55
Total Non-derivative liabilities	3,136.75	412.02	3,548.77

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

c. **Market Risk**1. **Price Risk**

The Group is mainly exposed to the price risk due its investment in equity instruments and equity and debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

Management Policy

The Group maintains its portfolio in accordance with framework set by risk management policies.

2. **Currency Risk**

The Group has no significant exposure to export revenue and import of raw material and property, plant and equipments so the Group is not subject to significant risk that changes in foreign currency value impact.

N Capital Management:**Risk management**

For the purpose of Group's Capital Management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Group. The Group manages its capital to optimise returns to the share holders and make adjustments to it in light of changes in economic conditions or its business requirements. The Group's objective is to safe guard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to share holders through continuing growth and maximise the share holders value. The Group funds its operations through internal accruals. The Management and Board of Directors monitor the return of capital as well as the level of dividend to share holders.

O Segment Reporting:**Primary Segment**

The Company has identified "Active Pharmaceutical Ingredient (API)" and "Real Estate" as the primary reportable segment.

Part-I

₹ In Lakhs

Particulars	API		Real Estate		Total	
	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Segment Revenue						
Revenue from Operations	6,052.60	6,060.20	5,249.44	5,246.04	11,302.05	11,306.24
Other Operating Income	609.33	576.13	469.61	647.15	1,078.94	1,223.28
Total Revenue from Operations	6,661.94	6,636.34	5,719.06	5,893.19	12,380.99	12,529.52
Segment Result						
Profit before tax	35.28	26.45	1,889.61	1,319.48	1,924.89	1,345.93
Add: Unallocated Income					2,564.20	3,088.64
Less: Finance Cost					21.62	16.94
Less: Tax Expense					379.65	461.14
Less: Short/(Excess) Provision of earlier years					(20.52)	(221.66)
Net Profit after tax					4,108.33	4,178.15
Share of Associate's Profit					17,202.05	12,119.75
Profit after tax and share of associate's profit					21,310.38	16,297.90
Other Comprehensive Income					1,601.00	4,463.29
Total Comprehensive Income for the period					22,911.38	20,761.19

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Part-II

₹ In Lakhs

Particulars	API		Real Estate		Total	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Segment Assets and Liabilities						
Segment Assets	17,464.22	17,189.10	8,981.26	7,426.45	26,445.49	24,615.55
Segment Liabilities	2,656.55	2,071.06	2,639.09	4,309.34	5,295.64	6,380.41
Add: Unallocable Assets					100,139.39	91,289.32
Less: Unallocable Liabilities					436.36	947.12
Capital Employed	14,807.67	15,118.04	6,342.17	3,117.11	120,852.87	108,577.35
Addition to Non-Current Assets	(106.64)	(1,562.31)	3,112.06	2,240.11	3,005.42	677.80

Part-III

Amount of revenue from major external customer of API Division ₹ 6,231.08 Lakhs (Previous year ₹ 5,777.87 Lakhs)

P Details of Hypothecation of Assets

Inventory and Debtors are Hypothecated as security for working capital borrowings.

Q Composite Scheme of Arrangement

The Composite Scheme of Arrangement comprising of the transfer and vesting of the Identified Real Estate Undertaking of Alembic Limited ('the Company' or 'the First Demerged Company' or 'Alembic') into Shreno Limited ('the First Transferee Company' or 'the Second Demerged Company' or 'Shreno') and transfer and vesting of Engineering Division and Investment Division of Shreno Limited into Nirayu Private Limited ('the Second Transferee Company' or 'Nirayu') and their respective shareholders ('the Scheme') with effect from the Appointed Date i.e. 1st November, 2018 has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT') vide its order dated 26th July, 2019. The Scheme has become effective upon filing of the certified copy of order of the NCLT, sanctioning the Scheme with the Registrar of Companies, Gujarat at Ahmedabad by way of filing required e-forms with Ministry of Corporate Affairs' portal on 8th August 2019. Basis the Order of NCLT, the Board has approved the aforesaid financial statements after giving effect to the Scheme.

The Consolidated Financial Statements for the year ended 31st March, 2019 were earlier approved by Board of Directors on 15th May, 2019 on pre-demerger basis. Pursuant to the approval of the Scheme by Hon'ble NCLT, these Consolidated Financial Statements for the year ended 31st March, 2019 have been revised and the carrying amount of all assets, liabilities, income and expense pertaining to the Identified Real Estate Undertaking has been transferred to Shreno Limited from 1st November, 2018. Hence, the numbers for the financial year end 31st March, 2019 are not comparable with previous periods. The adjustments on account of transfer of Assets and Liabilities pertaining the Identified Real Estate Undertaking are as below:

Particulars	₹ In Lakhs
Investments	352.77
Inventories	16.42
TOTAL ASSETS (A)	369.19
Other Current Liabilities	5.91
Provisions	15.80
TOTAL LIABILITIES (B)	21.71
NET ASSETS - (A-B)	347.47
Adjusted from Other Equity as under:	
a) Capital Reserve	35.09
b) Capital Redemption Reserve	100.22
c) General Reserve	212.16
	347.47

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

The net impact of the transactions pertaining to the Demerged Undertaking carried out by the Company after the Appointed Date i.e. 1st November 2018 are recorded as a receivable from the Shreno Limited, as at 31st March, 2019.

- R** The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.
- S** These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 13th August, 2019.

As per our report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala
Partner
Membership No. 37391
Vadodara : 13th August, 2019

Chirayu Amin
Chairman
DIN: 00242549

Malika Amin
Managing Director & CEO
DIN: 00242613

Rasesh Shah
Chief Financial Officer

For and on behalf of the Board

C. P. Buch
Director
DIN: 05352912

Drigesh Mittal
Company Secretary

Vadodara : 13th August, 2019

Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Form AOC-I

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part " A " : Subsidiaries - Alembic City Limited			
Part " B " : Associate - Alembic Pharmaceuticals Limited			
	Name	Alembic Pharmaceuticals Limited	Alembic City Limited
1	Latest audited Balance Sheet Date	31-03-2019	31-03-2019
2	Date on which Associate/Subsidiary was associated or acquired	15-04-2011	20-07-2017
3	Shares held by the company on the year end		
	- No of Shares	55,551,528	50,000
	- Amount of Investment (₹ In Lakhs)	4,096.48	10.07
	- Extend of Holding %	29.47%	100.00%
4	Description of how there is significant influence	More than 20% of Holding	More than 20% of Holding
5	Reason Why the company is not consolidated	NA	NA
6	Net worth attributable to Shareholding as per latest audited Balance Sheet (₹ In Lakhs)	83,700.25	7.23
7	Profit/(loss) for the year		
	(i) Considered for Consolidation (₹ In Lakhs)	17,202.05	(2.21)
	(ii) Not Considered for Consolidation (₹ In Lakhs)	-	-

Notes:

- Name of Subsidiary/ Associate or Joint venture which are yet to commence operations - NA.
- Name of Subsidiary/ Associate or Joint venture which have been liquidated or sold during the year - NA.

As per our report of even date

For C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961W/W-100036

Himanshu Kishnadwala

Partner

Membership No. 37391

Vadodara : 13th August, 2019

For and on behalf of the Board

Chirayu Amin

Chairman

DIN: 00242549

Malika Amin

Managing Director & CEO

DIN: 00242613

C. P. Buch

Director

DIN: 05352912

Rasesh Shah

Chief Financial Officer

Drigesh Mittal

Company Secretary

Vadodara : 13th August, 2019

PROXY FORM ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033

Regd. Office: Alembic Road, Vadodara – 390003

Tel: +91 265 2280550 Fax: +91 265 2282506

Website: www.alembiclimited.com Email Id: alembic.investors@alembic.co.in

Name of the Member(s):	
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

1. Name:
 Address:
 Email Id :
 Signature:or failing him
2. Name:
 Address:
 Email Id :
 Signature:or failing him
3. Name:
 Address:
 Email Id :
 Signature:

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 112th Annual General Meeting of the Company, to be held on Friday, 27th September, 2019 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.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March, 2019.
2	Declaration of dividend on Equity Shares of the Company.
3	Re-appointment of Mrs. Malika Amin (DIN: 00242613), who retires by rotation.
4	Re-appointment of Mr. Chirayu Amin (DIN: 00242549), who retires by rotation.
Special Business	
5	Appointment of Mr. Mayank Amin (DIN: 03455164) as an Independent Director of the Company.
6	Appointment of Ms. Rati Desai (DIN: 08535681) as an Independent Director of the Company.
7	Re-appointment of Mr. Sameer Khara (DIN: 00009317) as an Independent Director of the Company.
8	Ratification of Remuneration to the Cost Auditor for the F.Y. 2019-20.

Signed this..... day of..... 2019

Signature of Member(s)

Signature of Proxy holder(s)

Notes:

1. 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.
2. Please complete all details including details of member(s) before submission.

Affix
Revenue
Stamp

ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033

Regd. Office: Alembic Road, Vadodara – 390003

Tel: +91 265 2280550 Fax: +91 265 2282506

Website: www.alembiclimited.com Email Id: alembic.investors@alembic.co.in

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall

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 112th Annual General Meeting (AGM) of the Company held on Friday, 27th September, 2019 at 12:30 p.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003.

Signature of 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.

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