Ind-Swift Laboratories Limited

(A Recognised Export House)

Regd. Office : S.C.O. 850, Shivalik Enclave, NAC, Manimajra, Chandigarh - 160 101
Phones : ++ 91 - 172-2730503, 2730920, Fax + +' 91 - 172 - 2730504, 2736294
E-mail : info@indswiftlabs.com Website : www.indswiftlabs.com
CIN No. L24232CH1995PLC015553

FORM-A

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

1.	Name of the Company	Ind-Swift Laboratories Limited
2.	Annual Financial Statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified with emphasis of matter. The Statutory Auditors have included the following comments as emphasis of matter in the Auditor's Report:- 7) Note No. V to the financial statements, under the provisions of the Companies Act, 1956, the Company has got its Fixed Deposit Scheme restructured vide its order No. C.P 27/01/2013, Dated 30.09.2013 through Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits. Few of the FD holders have however approached the courts for the repayment of their Fixed Deposits. 8) Note No. IV to the Financial Statements, Two members of the CDR group namely Catholic Syrian Bank and State Bank of Travancore have transferred their balances to Asset Reconstruction Company. Further, the Company's Account has been declared as NPA by Banks mentioned therein. 9) Note No. XLV, policy No. 16 to the Financial Statements, The Company has introduced a new accounting policy of writing off of Debtors exceeding three years on cut-off date of Balance Sheet, other than balances of related parties and disputed debtors.
4.	Frequency of Observation	Observation No. 7)- Second Time Observation No. 8)- First Time Observation No. 9)- First Time

5.	To be signed by: • CEO/Managing Director	**N.R. Munjal** **Vice-Chairman cum Managing Director**
	• Chief Financial Officer	**N.K. Bansal**
	• Auditor of the Company	**For Jain & Associates, Chartered Accountants** **S.C. Pathak (Partner)**
	• Audit Committee Chairman	**K.M.S. Nambiar**

DATE : 3rd SEPTEMBER, 2015
PLACE : CHANDIGARH

Ind-Swift

Annual Report 2014-15

Ind-Swift Laboratories Limited

A Fortune Next 500 Company

Ind-Swift Laboratories Limited focuses on the development of active pharmaceutical ingredients involving complex chemistry for high growth therapeutic segments coupled with an excellence in execution.

It has established global leadership in many products through innovative pharmaceutical solutions.

FORTUNE NEXT 500 COMPANY

Ind Swift Laboratories has been recently included in List of Fortune Next 500 Company. The selection is based on the Key Financial Parameters as decided by the Fortune Group. The Company has also been ranked as the top Wealth Creator and an award for the same was awarded to Shri N.R. Munjal, Vice Chairman-cum-Managing Director by the Hon'ble Minister of State for Power Coal and Renewable Energy Sh. Piyush Goyal.

VICE-CHAIRMAN CUM MANAGING DIRECTOR'S OVERVIEW

Strength does not come from winning. Your struggle develop your strengths. When you go through hardships and decide not to surrender that is strength.

– Mahatma Gandhi

Dear Stakeholders

It is my pleasure to present to you the progress report for the year 2014-2015, which has been another year passed with austerity but with determination to overcome the difficulties and challenges thrown by the adverse situation.

Despite these challenges your Company continued to perform well, it achieved a turnover of Rs. 667.99 crores including a sum of Rs. 430.43 crores as an export turnover. It earned an EBIDTA of Rs. 111.16 crores during this period. The bottomline however continues to be in red at Rs. 119.16 crores net loss for the year 2014-15.

The year 2014-15 saw the company focusing purely on the API sales and reducing to a great extent the trading and the menthol turnover. The increased focus resulted in achieving the similar EBIDTA levels from the reduced turnover also. The year had been tough in terms of managing the banks and financial institutions. Currently, top most efforts are being made by the Company to come out of this situation by roping in investments which could take care of the defaulting banks and financial institutions.

During the year we increased production capacities for few products through de bottlenecking and efficiency improvement. We are setting up a new block for manufacturing Atorvastatin which we expect to be completed by December. 2015. The new block will increase our existing capacity for the product by six tonnes per month.

We already have all accreditions for our Derabassi manufacturing facility with USFDA approval for seven products. In addition we are expecting the USFDA approval near future for 3-4 more products. We were recently inspected and approved by drug regulatory authorities; NOM of Greece; ANVISA of Brazil and COFEPORIS of Mexico.

The Company is performing well in the countries of US and Japan, where we expect big boost in the year 2017-18 when patents for few of our products go off-patent.

The challenges faced in the last few years have made us smart and strong. We have shredded our extra weights - in terms of non - remunerative businesses and are set to take strides into the new level of growth and opportunity.

Your company appreciates the support provided by its customers, bankers creditors fixed deposit holders shareholders and above all employees. They have shown their unflinched faith in the Company which has motivated and supported the company in all odds. The Company too will reciprocate equally in the better times, which are not too far away.

N. R. Munjal
Vice Chairman
Cum Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The global pharmaceutical industry revenue is forecasted to reach an estimated $1,226.0 billion by 2018, with good growth over the next few years. The industry is expected to register growth led by aging population, changing lifestyles, hectic daily activities, unhealthy eating habits, increasing incidence of chronic diseases across the entire global population providing growth opportunities for the industry players.

The global pharmaceutical market faces major challenge from increasing investment and strict regulation. Changing lifestyles and the fast socio-demographic shift due to urbanization in both developed and growth markets globally are expected drive the demand. The ability to create new technology and innovative drugs is a key driver for success in this market.

North America is projected to lead the pharmaceutical industry. Vaccine industry is expected to record the highest growth during the forecast period. ROW industry is expected to witness the highest growth during next few years. Government initiatives in Brazil to encourage drugs industries by providing free pricing policies and special financial investment options will attract the industry players. APAC holds good growth potential for the future.

Indian Pharma industry

The Indian active pharmaceutical ingredients manufacturing segment can be divided into two sectors 1) innovative or branded and 2) generic or unbranded. In 2009, the global generic drug market was estimated at US$ 84 billion, of which the market share of US was about 42 per cent.

The last year, India's generic drug industry was estimated to US$ 19 billion and it ranks third globally, which contributes about 10 per cent to global pharmaceutical production. The generic APIs market is expected to continue to rise faster than the branded or innovative APIs, by 7.7 per cent per year and is expected to reach $30.3 billion in 2016. Asia-Pacific is expected to show the fastest growth rates of 10.8 per cent per year. The 24 fastest growing markets will include 11 in Asia-Pacific, seven in Eastern Europe and CIS, four in Africa-Middle East and two in Latin America.

According to a report, the market share held by Indian API manufacturers in the global API market (generic APIs and branded/innovator APIs) was 6.5 per cent in 2005, which has been increased at the rate of 12.0 per cent till 2010, and is expected to increase to at the rate of 22 per cent by 2015. India's share of the global generic API merchant market has increased from 13.5 per cent in 2005 to 22.1 per cent in 2010 and is expected to increase to 33.3 per cent by 2015. Export sales of generic APIs from India increased at an average of rate of 18.9 per cent during 2005-2010.

On a geographic basis, the highest growth rate for APIs between 2008 and 2012 was in Asia-Pacific (excluding Japan), which experienced average annual growth rate of 13.9 per cent, followed by the Middle East with 8.7 per cent average annual growth and Eastern Europe and the Commonwealth of States (CIS) with 8.2 per cent average annual growth, according to a recent report. India's supply to the US market increased from $255 million in 2008 to $1.12 billion in 2012 at an average annual rate of 44 per cent. Asia Pacific accounted for 39.6 per cent of the global generic API merchant market in 2012.

China is the largest consumer on a country basis of generic API in the merchant market, accounting for 23.7 per cent of the global total, surpassing the North American market as a whole (21.9 per cent) and the US (20.4 per cent). India exports generic APIs to developed countries and the exports account for 41.6 per cent of total sales in India as compared to 24.7 per cent in China. India is the second largest supplier of generic APIs to the US market with a 24.4 per cent share, according to the CPA report. India is also increasing its supply to Western Europe, accounting for 19.2 per cent of the supply to the region.

The future trends

By the year 2016, China is expected to account for 27.7 per cent of the global generic API merchant market, making it the largest market and surpassing the US, which will be the second largest global market with an 18.2 per cent share. India will remain as the third largest merchant market for generic APIs with a projected 7.2 per cent by 2016, according to the CPA report.

Ten emerging markets are projected to experience double-digit growth of 10 per cent to 14 per cent in the generic API market. These countries are Brazil, China, Egypt, India, Jordan, Pakistan, South Africa, Thailand, Turkey, and Vietnam. The generic APIs industry in India has reached to worth $4.7 billion in 2012 at an average growth rate 20 per cent per annum.

The sales of finished APIs are increasing at faster rate up to 40-45 per cent per year. This is due to the strategy of Indian companies to raise the added value of revenues. The growth has been driven by both domestic sales and exports, particularly to the US, where exports grew at an astonishing 44.8 per cent per year to reach $1.12 billion in 2012, with a market share of 24.4 per cent, second behind Italy.

In Western Europe, Indian generic active pharmaceutical ingredient companies increased their market share from 15.9 per cent in 2008 to 19.2 per cent in 2012. They are also penetrating the strictly regulated and wary Japanese market, albeit from a low base. More generally, Indian APIs and pharmaceutical companies have been filling approximately 39 per cent of the global market.

Indian active pharmaceutical ingredient firms are aggressively strengthening their credibility in regulated markets by obtaining approval for their products, therapeutic applications, and manufacturing facilities. These companies, including those selling finished dosage forms, continue to outpace Chinese, Italian and other competitors in terms of DMFs, which are seen as a gradient of quality. Higher quality, coupled with cost-containment, makes an India increasingly attractive for API outsourcing. In fact, India has been recognized as one of the leading global players with the filing of large number of DMFs and dossier registrations for active pharmaceutical ingredients, with several manufacturing facilities approved by the regulatory authorities of developed countries. Moreover Indian Government is also looking for better business opportunities where the environment is more conducive. The Government of

India is determined to see that the Indian API sector is self sufficient.

Review of Ind-Swift Laboratories Performance

The past few years, Europe has seen a very difficult economic terrain with partial recoveries beginning 2013 onwards. The industrial environment remained fragile but on the right track to a modest recovery. For the European Pharmaceutical industry, things have looked up during the last fiscal, which is also evident from the growth witnessed by your company. Companies are more confident on bringing new drugs and treatments to the market. With several austerity measures still in place in many European states, pricing pressures is still an important factor in the overall revenue plans for this market.

Europe remains the top performing region for the company. Almost all products sold to the European Region have earned higher revenues for the company.

The world's best selling drug, Atorvastatin (Cardiovascular) remained the top-selling drug for the European region. The market share for this product in Europe has seen a gradual increase over the past few years since the expiry of the original patent. Followed closely in terms of revenue and market share is the leading product (Macrolide Antibiotic) of the company and its Granulate form.

The company is gearing up for several new launches in the coming years in the European Market .

Turkish pharmaceutical industry holds great promise for steady growth for the next decade. Last year saw our presence getting stronger especially in the macrolides range. Trust and partnerships built over years have ensured a position for your company to be regarded as a reliable supplier of Active ingredients to this very important market.

The US continues to be the largest pharmaceutical market in the world. Driven by the factors such as large healthcare spending, high per-capita income, and strong research & development investments, the pharmaceutical market in the US has witnessed an upward surge over the past few years. Additionally, the share of Generics has increased steadily in the pharmaceutical market, in terms of both revenue and prescriptions.

The US generic drugs market accounts for a share of around 45% in the global Generics market. This share has been growing at a fast pace on the back of factors, such as demand for cost-effective medications, rising healthcare expenditure, increasing ageing population, patent expiration of blockbuster drugs, and enhanced government support.

This year the company continued with the commercial supplies of multiple APIs for North America. Additionally the company has grabbed few CRAMS orders to be executed from the CRAMS SBU. The company's four products are being actively reviewed by regulatory agencies. The company is progressing well with its plans with execution of manufacturing and supply agreements with North American generic pharmaceutical companies.

ASIA

As the experts say that Japanese pharmaceutical market will experience a slight CAGR contraction in dollar terms between 2012 and 2017. Japan will be the second largest pharmaceutical market in the Asia Pacific region, having been overtaken by China in 2016. Ind-Swift's efforts in Japan for the last many years have started fetching results. Company has been able to establish commercial tie up with leading Generic companies in Japan and also in Clinical phase 3 with the innovator companies which is developing a new NDDS. We are on the verge of catapulting our sales in Japan, which is going to see a quantum leap in the next financial year.

South Korea is one of the Asian Tigers, and is the only developed country so far to have been included in the group of NEXT ELEVEN countries. Apart from Clarithromycin Granules and Clarithromycin Powder where we enjoy a leadership position catering to more than 80% of the market, we have also filed DMFs for more than 8 products in Korea and are in several stages of discussion with the generic companies for the development and the commercial supplies.

China is the fifth largest pharmaceutical market in the world. We have already started the commercial supplies of Fexofenadine. As a growth strategy we have filed-in the IDLs for more than 6 products and are expecting to receive the IDLS for at least 2 more products in the next financial year which would boost our presence in this market.

ISLL has filed TDMFs for 4 of its products in Taiwan.

We also have added few more products in Thailand and Malaysia and are catering to companies in Vietnam, supplying Clarithromycin, Clopidogrel, Atorvastatin and Anastrozole.

Pakistan and Bangladesh are still being catered successfully despite of the throat cutting price war. Our proactive and fully efficient strategies have maintained our position strong and upheld.

LATAM

Latin American pharmaceutical market is among the fastest growing across the world. Although individual markets are growing at different rates, the total market is expected to grow at a compound annual growth rate of more than 12% over the next five years.

The major part of the sales came from Mexico, Brazil, Colombia and Peru whereas a better potential was observed in the other countries like Paraguay, Uruguay, Chile and El Salvador.

ISLL was successfully audited by ANVISA BRAZIL and has received the GMP approval for our Derabassi facility without any observations. We are amongst very few companies in the world to have received the A+ rating for their plant by ANVISA. This open ups a vast share of the market for Clarithromycin and we are perched way above on this product from our competitors. With this we have also been able to create a positive feedback about our GMP systems, which is highly appreciated by the Brazilian generic community.

Mexico is getting regulated with the introduction of new and stricter guidelines. We have been audited COFEPRIS, which is the regulatory authority in Mexico for 7 products and with the approval just round the corner, ISLL will see itself consolidating the position in this market in the coming year.. Our business of Clarithromycin Powder, Granules and Atorvastatin Calcium recorded positive sales growth in Mexico.

The price war in Argentina did make us to lower down our prices but the volumes did not hamper the sales in this region. Clarithromycin Granules, Atorvastatin Calcium Crystalline & Amorphous, Clopidogrel and Clarithromycin Powder remained our strong products in Argentina.

Peru and Chile are one of the best emerging markets of 2014-2015. ISLL won government tenders through the Peruvian customers. This phase will help us to bag good amount of business in 2015-2016 as well. Just like Peru, winning Government tenders in El Salvador for Clarithromycin Powder and Granules increased the sales figures.

MENA

Despite the progress, the pharmaceutical sector in the Gulf is still in an emerging phase, and drug manufacturing is at a relatively nascent stage due to a number of obstacles.

Jordan as a primary market for ISLL, wherein we have achieved good growth and new business is being developed day by day in this market, we have introduced new products, we have got good business with major players in this market like Dar Al Dawa, Hikma, UPM and many more. Due to political unrest in nearby countries local formulation manufacturing companies' exports are suffering that's why there consumption has decreased a little bit.

The Egyptian pharmaceutical industry has enjoyed a period of considerable development in recent years. Last 3-4yearshave seen political turmoil and thus production of local manufacturing companies is hampered, however, its catching up now.ISLL is catering its products to many companies and we have developed many new customers in this market and still developing many by providing the samples.

ISLL has good customer base inTunisia, Morocco and Saudi Arabia. Political unrest in region is affecting the growth rate of the sector Egypt, Bahrain, Yemen and Syria - hardly a state in North Africa and the Persian Gulf has been untouched by popular demands for political reform. However in some countries situation is becoming stable but some are still struggling.

We have entered into Long Term Contracts for Supply of APIs to with formation Companies which are involved in First to file (FTF) through our Group Company Ind-Swift Ltd.

DOMESTIC

The company manufactures and offers products across 16 therapeutic segments including niche categories like oncology and Cardiology in domestic segment.

Positive response to company's API products continued in the FY from all major and leading Pharma Manufacturers in India. Key products Clopidogrel, Clarithromycin, Atorvastatin and Fexofenadine gained in terms of market share and profitability. Clopidogrel is the highest growing product on YOY basis. Company has maintained lead in Clarithromycin Granules and Pentazocine.

Prestigious Indian companies and MNCs like Sun Pharma, Ranbaxy Ltd, Lupin Limited, Micro Labs, Abbott Ltd, Dr. Reddy's besides others have been associated with us.

We are the lead manufacturer of blockbuster Ivabradine.

The product is offered thru our associate company on P2P and Caters to super specialty cardiac segment and is used for specific symptomatic management of stable angina pectoris byprestigious Indian companies and MNCs like Sun Pharma, Ranbaxy Ltd, Lupin Limited, Abbott Ltd, Unichem The business of this formulation has increased many folds in India since its launch in 2009. To make the product blockbuster, Ind Swift plans to bring out unique combinations / formulations of this product which is in development stage in its R&D.

New business associations are under process with Mylan Pharmaceuticals, IPCA ltd, Ajanta Pharma, Neuland Pharmaceuticals and Research Ltd. for domestic and joint development in ROW markets.

Growth on API front has been stable and with the new business developments, tapping new companies will ensure a healthy financial year ahead.

RESEARCH AND DEVELOPMENT

Research and Development department focuses on Developing patent non-infringing processes for the future APIs (Active Pharmaceutical Ingredients) for regulated market.

New non-infringing processes for Silodosin side chain, Silodosin Gamma form with low solvent content, Minodronic acid monohydrate Polymorphic forms D and E were developed. Extensive operational improvements in the processes of Ropinirole hydrochloride, Temozolomide, Acamprosate calcium, Ivabradine advanced intermediates, Risedronate sodium and Nateglinide have been carried out which have resulted in increased yields and reduced costs. New Technologies for Rosuvastatin calcium and Minodronic acid Form D have been scaled up in kilolab to test the robustness and efficiency of the processes.

Improved technologies for manufacturing Risedronate sodium, Donepezil Hydrochloride form III, Anastrozole, Letrozole, and intermediates of Olmesartan medoxomil and Ivabradine hydrochloride have been implemented on commercial scale.

CRAMS (Contract Research and Development Services)

In CRAMS we have tied up with global MNCs to assist them in their NCE Programmes. Under the CRAMS activities, this year we have started support on Medicinal Chemistry Services to few Drug Discovery / Innovator companies from Japan, US and Europe.

We have successfully completed a new project for the development of an API for European company with a contact value of USD 1.1 million as development charges. The process to manufacture this product has been successfully validated in the plant and coming year this will come as a repeat project under Contract Manufacturing. Also, we received another contract for the development of a new product for an Australian company.

Successfully completed a project for development of an anti-cancer drug by extraction from a natural source.

One of the projects from US customer, we could successfully develop new technology for synthesis using microwave techniques.

Couple of projects for US and European customers were completed and orders to make these compounds on a higher quantities are expected in next year.

Details of ISLL patents/patent applications till 31.03.2015

Total Patents applications filed by ISLL till March 31st 2015	:	216
From R& D, Mohali	:	188
Indian Patent Applications	:	123
PCT Patent Applications	:	53

MANUFACTURING OVERVIEW

- We have a product portfolio of 50 products across 16 therapeutic segments, including niche categories like oncology. We manufacture APIs for 10 of the top 25 blockbuster drugs with a global market of about USD 35 billion.

- Our manufacturing plants are accredited by international agencies like US-FDA, TGA and UK-MHRA, NOM-Greece, ANVISA-Brazil, COFEPRIS - Mexico and we have 20 cGMP manufacturing blocks. the Company has one of the largest cumulative reactor capacity of 480 KL in North India.

  We are among the two leading manufacturers of Clarithromycin/ granules (with patented technologies), Atorvastatin, Fexofenadine, Clopidogrel and Nitazoxanide. For Claritrhomycin, we are the second largest manufacturer in the world after Abbot, USA.

- These key products will spearhead our growth in the coming year supported by products like Quetiapine, Donepezil, Colesevelam/Sevelamer and Imatinib

MANUFACTURING FACILITIES

2
Manufacturing Facilities

480 KL
Reactor Capacity with over 650,000 sq. ft. area

650 MT
Capacity for Bulk Drugs (Derabassi & Jammu Facility)

HIGHLIGHTS OF THE DERABASSI PLANT

- 28% increase in capacity of Fexofenadine Hcl by debottlenecking
- 15% increase in capacity of Clarithromycin by debottlenecking
- Validation completed for 5 new products
- 76% Increase in capacity of Ivabradine Hcl
- 67% Increase in capacity of Clopidogrel Hcl

HRD, CSR AT ISLL

"The vision of the Company is to establish global leadership through innovative pharmaceutical solutions."

ISLL's Human Resources Development (HRD) Department plays the role of strategic business partner by ensuring that all Functions and sub-functions of the organization make progress in alignment with the overall strategic direction.

HR Function at ISLL add value to all of its Units and associate companies by ensuring that the right person is assigned to the right job and that they grow and contribute towards organizational excellence. Our growth has been driven by our ability to attract top quality talent and effectively engage them in right jobs.

Risk in matters of human resources are sought to be minimized and contained by defined policies of providing equal opportunity to every employee, inculcate in them a sense of belonging and commitment and also effectively train them in spheres other than their own specialization. Employees are encouraged to make suggestions on innovations, cost saving procedures, free exchange of other positive ideas relating to manufacturing procedures etc. It is believed that a satisfied and committed employee will give of his best and create an atmosphere that cannot be conducive to risk exposure.

Employee-compensation is always subjected to fair appraisal systems with the participation of the employee and is consistent with job content, peer comparison and individual performance. Packages are inclusive of the proper incentives and take into account welfare measures for the employee and his family.

Recently the company has awarded its employees with ESOPs, which would further boost the morale among the employees.

Anti-sexual harassment policy and other Employee benefits related policies of ISLL aim at building a safe, secure and cultivating environment for employees.

We seek to provide an environment that rewards entrepreneurial initiative and performance.

Being an active participator in organization's strategic progress, it is implied responsibility of HR to identify various risk factors that are associated with the smooth flow of Functional and Organizational operations and therefore build comprehensive practices, techniques, methods, procedures to mitigate that risk in an optimum scale.

Corporate Social Responsibility

At ISLL we believe Corporate Social Responsibility is about how we manage the business processes to produce an overall positive impact on society and environment. It is the continuing commitment by us to act ethically and contribute to economic development while improving the quality of life of our employees as well as of the local community and society at large.

Social responsibility can be broadly divided into two parts: human responsibility and environmental responsibility.

We perform our Human responsibilities towards the various stakeholders. We respect the rights of employees, shareholders, the government, customers, investors, suppliers, competitors and the society at large.

Environmental responsibility refers to the organization's responsibility towards environment protection. We ensure that we continuously achieve pollution control standards set by various regulatory bodies. We follow an efficient system for the disposal of waste.

We strive for optimum utilization of energy, materials and all natural resources. We ensure effective steps to achieve recycling of waste as much as possible and responsibly discharge any inevitable waste. We provide training to our employees on environmental issues. We are encouraging adoption of "Go Green" policies. We are constantly striving to make the product and the process of production as environment-friendly as possible.

We also believe in maintaining environment friendly culture with business and community.

ISLL continuously monitors noise levels, ambient air quality, temperatures and treated waste water to ensure standards compliance and eliminate discharge of toxic gases.

Employee empowerment: Training

We at ISLL believe that money is just a facilitator of contentment when it comes to upliftment and empowerment. Actual empowerment comes when employees enjoy a sense of pride and independence in society. It is a function of positive shift in attitude of employees towards themselves and their place in society, which in turn gets reflected in their behavior at work and home. To achieve attitudinal change, ISLL strongly believes in its Training philosophy, under which every employee joining the organization undergoes a detailed 15-20 days Induction training on various Functional and Behavioral topics that are to bring positive attitude in employees along with the functional competence.

Even after the formal alignment of employees with the organizational philosophy through our training programs, our training team continuously stays in touch with the employees in house to keep up the motivation and positivity towards self, work and life.

Through our training programs, employees acquire life skills, develop sense of pride and progress towards becoming a better and responsible citizen of society.

Once employed, we ensure that our workforce especially women workforce gets equal and fair employment conditions. Our employees enjoy many monetary and non monetary benefits like accommodation, food, informal education etc which brings sense of self-importance and independence to them.

Blood Donation Camps:-

Blood donation camps are regularly organized in all the units. Services of local charitable societies & blood banks are utilised for the purpose.

Waste Management and Cleaner Technology

The wastes are segregated from other categories of waste to minimize the incident of accidental mixing of wastes. In addition various training camps are organized in order to give information regarding waste disposal to the villagers near the premises of factory to make sure that company has complete control on waste management.

After minimizing the waste though a state of art ETP & MEE, processed waste is also disposed off to Government authorized centers only to keep our containment levels within the best standards across the industry.

Managing Water Usage

The API process requires high use of water and results in high volumes of water discharge. All ISLL Factories have installed wastewater treatment plants; these plants ensure that all their chemicals and dyes meet environmental protection standards and so, compatible with company environmental policy.

Effluent Treatment Plants

Our each manufacturing facility is entwined with dedicated modern ETPs. Following our strong conviction towards sustainable development we have equipped our ETP facilities with state of art equipments and processing units. We are monitoring our ETP plant processes online. For which we have installed CCTV camera's in ETP Pplant..

Our ETPs ensure waste water is being re-used within the factory to its maximum possible limits and before release into the environment water is further processed to keep its BOD (Biological Oxygen demand) and COD (Chemical Oxygen Demand) levels within the optimum standards of containment. During the year Company has spent approximately Rs. 6.50 Crores on the CSR & ETP activities.

Compliance: Occupational Health and Safety

We are committed for continual improvement of safety, occupational health & environmental performance and compliance with applicable safety, occupational health & environmental legislations, regulations and other requirements.

Towards this, we shall strive to:

Create a proactive Safety Health & Environment Management System that addresses significant safety, occupation health & environment aspects related to activities, products and services.

Minimize the generation of waste and conserve resources through better technology and practices for prevention of pollution.

Identify potential risk/hazards and follow safe work practices by using equipments, tools & personal protective equipments as applicable like mouth masks, ear plug, goggles, PVC Apron etc.

We believe the realm of social responsibility extends beyond the legal responsibilities of an organization and the advantages of Corporate Social Responsibility are far beyond the myopic view of gaining goodwill to harness business. It is a belief that a business which takes all its factors of production from the society must give back to the society, for sustainable progress and happiness of one and all.

COMPANY'S OUTLOOK

The Company went into CDR due to; huge investment in R&D and delay in return from these investments; huge investment in capital expansion through debts, cash flow from operations not being sufficient to meet debt obligations; pressure on margins of existing products, the rising interest and finance cost caused higher outflows to the company; the incident at one of the key job work facility caused human causalities a part form loss of costly raw material and forex losses.

Despite a slow growth environment across global markets, the company put in significant efforts to keep business on track. Severe liquidity crisis due to reasons explained above and enhanced management focus helped the Company to maintain the current level of its operations. Company is presently focusing only on the API manufacturing business and it has curtailed the other non-remunerative businesses (menthol and trading) to a great extent. This is the main reason that even though the turnover has scaled down to Rs. 667 crores in 2014-15 from a sum of Rs. 954 crores in 2013-14 yet the EBIDTA has increased form Rs. 72 crores in 2013-14 to Rs. 111.16 crores in 2014-15. Going forward we are hopeful of bringing the bottomline into black too.

Company is well placed globally to claim the opportunities thrown open by the patents going off patent for major drugs, majority of which Ind-Swift Labs is already present. Company's strong research and technical skills has made it a preferred supplier of APIs and Intermediates.

Company is presently manufacturing more than 50 products across 16 therapeutic segments, few of them growing by more than the industry growth rates. Company has filed more than 450 DMF's and it has filed DMF's even for the Drugs going off patent by 2022-2023.

The Company is envisaging the following steps to mitigate the pressure on liquidity:

- The company is proposing to increase market share of the some of products in regulated markets to derive benefits of higher margins.
- The company has identified 8 APIs which are expected to contribute in the increase in turnover and margins in future. Most of these products have recently gone off patent and there is significant potential for increase in market share for these products in receipt of necessary regulatory approvals.
- In addition to the above mentioned 8 API products, the company also has a pipeline of around 20 APIs which are part of long term growth strategy. The said APIs would be launched on expiry of patents which is scheduled in 2015 onwards. The products as of now are in seeding stage i.e. market promotion etc and are expected to be launched upon expiry of patents in respective countries.
- Company is putting up a new manufacturing block from internal accruals for manufacturing of Atorvastatin Drug . This will contribute to the increase in sales and EBIDTA levels of the Company
- At the plant level, initiatives are being undertaken to improve yields and reduce costs through process development and de-bottlenecking exercises.

Corporate Information

Board of Directors

S.R. Mehta	Non-Executive Chairman
N.R. Munjal	Vice-Chairman-cum-Managing Director
Himanshu Jain	Jt. Managing Director
Rishav Mehta	Executive Director, Promoter
Dr. G. Munjal	Non Executive Director, Promoter
Dr. V.R. Mehta	Non Executive Director, Promoter
K.M.S. Nambiar	Independent Director
Dr. J.K. Kakkar	Independent Director
S.V. Singh	Nominee Director (SBI)
Pradeep Kumar	Independent Director
Dr. Ashwani Kumar Vig	Independent Director
Prabhat Khurana	Independent Director
Preetika S Chaubey	Independent Director

Chief Financial Officer Narinder Kumar Bansal

Compliance Officer Pardeep Verma
GM-Corp. Affairs & Company Secretary

Senior Management Team

Dr. Lalit K. Wadhwa	Director & Chief Operating Officer
Vijay Kumar	Director Marketing & Special Projects
Vikas Narendra	President-US Operations
Sahil Munjal	President (Operations)
G.K. Sharma	Manufacturing Head
Subodh Gupta	Member Executive Board
Dr. R. Arul	Vice President (R&D & CRAMS)
Atul Choubey	Group HR Head
Suresh Chandra Arora	Head (Maintenance & Utility)
Sandeep Singh	Vice President (Procurement)
Saranjai Tyagi	Vice President (QA)
Rakesh Bahuguna	Vice President (QC)
Anurag Chaturvedi	Vice President (Marketing)
Varun Chhabra	Vice President (Marketing)

Committees of the Board

Audit Committee

K.M.S. Nambiar	Chairman
Dr. J.K. Kakkar	Member
S.V. Singh	Member
Pradeep Kumar	Member
N.R. Munjal	Member

Nomination & Remuneration Committee

Pradeep Kumar	Chairman
K.M.S. Nambiar	Member
N.R. Munjal	Member
Dr. J.K. Kakkar	Member
S.V. Singh	Member

Stakeholders Relationship Committee

Dr. J.K. Kakkar	Chairman
Pradeep Kumar	Member
N.R. Munjal	Member
S.R. Mehta	Member

Compensation Committee

Dr. J.K. Kakkar	Chairman
K.M.S. Nambiar	Member
S.V. Singh	Member

Sub-Committee of Board

N.R. Munjal	Chairman
Himanshu Jain	Member
K.M.S. Nambiar	Member
Dr. J.K. Kakkar	Member
Pradeep Kumar	Member

Risk Management Committee

Dr. J.K. Kakkar	Chairman
N.R. Munjal	Member
K.M.S. Nambiar	Member
Dr. A.K. Vig	Member

Solicitors
P.K. Goklaney & Company
Advocate & Solicitors
#38, Sector 16A, Chandigarh-160015

Auditors
Jain & Associates
Chartered Accountants
SCO 819-20, Sector 22-A, Chandigarh - 160022

Internal Auditors
Anju Sharma & Associates
Chartered Accountants
728, Phase- 4 Mohali-160059

Bankers

State Bank of India
Specialized Commercial Branch
SCO: 103-108, Sector 17B, Chandigarh 160017

Bank of India
Bank Square
SCO: 81-83, Sector 17B, Chandigarh 160017

State Bank of Patiala
Commercial Branch
SCO: 103-106, Sector 8C, Chandigarh-160008

Registered Office
SCO 850, Shivalik Enclave, NAC,
Manimajra, Chandigarh - 160 101
Tele: - +91-172-5061850, 2730920
Fax: - +91-172-2730504, 2736294
Email:investor@indswiftlabs.com
Website: www.indswiftlabs.com

Corporate Identity Number:
L24232CH1995PLC015553

Registrars and Transfer Agents
M/s Alankit Assignments Ltd.
205-208, Anarkali Market,
Jhandewalan Extension,
New Delhi-110 055
Tel:- +91-11-42541965, 42541953
Fax:- +91-11-41540064
E-mail: info@alankit.com
Website: www.alankit.com

Directors' Report

Dear Shareowners,

Your Directors have great pleasure in presenting the 20th Annual Report together with audited statement of accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

(Rs. in Millions)

Particulars	**Year Ending 31st March 2015**	**Year Ending 31st March 2014**
Sales (net of excise) and other income	**6679.90**	**9541.19**
Profit before Interest, Depreciation, Tax & Amortisation	**1111.61**	**720.14**
Less: - Interest	1172.86	1166.20
- Depreciation	842.90	657.66
- Impairment of Assets	Nil	Nil
- Extra Ordinary Item	527.91	327.13
Loss on sale of fixed assets	**0.78**	**1.21**
Profit (Loss) before Tax	**(1432.85)**	**(1432.06)**
Less: - Provision for tax	Nil	Nil
- Income tax adjustment of previous years	Nil	Nil
- Mat Credit Entitlement	Nil	Nil
- Provision for Fringe Benefit Tax	Nil	Nil
- Provision for Deffered Tax	(237.74)	(204.55)
Profit (Loss) after Tax (A)	**(1191.633)**	**(1227.435)**
Amount B/F from Previous year**(B)**	**878.177**	**2105.619**
Profit (Loss) after Tax available for Appropriations (A+B)	**(313.456)**	**878.184**
Transfer to deferred tax liability	Nil	Nil
Provision for Dividend on Equity shares	Nil	Nil
Provision for Equity Dividend Tax	Nil	Nil
Transfer to General Reserve	Nil	Nil
Balance carried forward to Balance sheet	**(313.456)**	**878.184**

OPERATIONS AND BUSINESS PERFORMANCE

During the Financial year 2014-15, Ind-Swift Labs achieved a turnover of Rs. 6679.90 millions against the turnover of Rs. 9541.19 millions during financial year 2013-14. The Company suffered a loss of Rs.(1191.633) millions during 2014-15 against loss of Rs.(1227.435) millions in 2013-14. The Company's exports decreased from Rs. 6104.08 millions in 2013-14 to Rs. 4304.30 millions during 2014-15. There has been no change in the nature of business of the company during the year under review. Kindly refer to Management Discussion & Analysis & Corporate Governance Report which form part of this report.

CONSOLIDATED FINANCIAL PERFORMANCE

Your company recorded a consolidated turnover of Rs. 6827.06 Millions during 2014-15 against the turnover of Rs. 9792.25 Millions during 2013-14. In consolidated terms, the Company suffered a loss of Rs. 1193.62 Millions in 2014-15, against loss of Rs. 1220.12 Millions in 2013-14. The Consolidated financial figures include the respective financial figures of the Company's three subsidiaries. As required under Clause 32 of the Listing Agreement with the Stock Exchanges, audited consolidated financial statements form part of the Annual Report and the same are annexed to this Report.

DIRECTORS

During the year Dr. Ashwani Vig, Ms. Preetika S. Chaubey and Mr. Prabhat Khurana joined the Board of the Directors as the Independent Directors and Dr. Vinay Kumar Arora and Mr. T.S. Bhattacharya resigned from the directorship of the Company.

Directors' Report (Contd.)

Dr. V.R. Mehta, Director (DIN No. 00010756) and Dr. Gopal Munjal, Director (DIN: 00005196) retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offer themselves for re-appointment. The Board recommends their re-appointment.

In terms of the Companies Act, 2013 ('Act') Independent Directors are required to be excluded while computing the number of Directors to retire by rotation. Accordingly only the promoter directors have been considered for calculating the number of those who are to retire by rotation.

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company (except Dr. Ashwani Vig, Sh. Prabhat Khurana and Ms. Preetika S. Chaubey) is for a term of 5 consecutive years from the date of last AGM held on 30.09.2014 upto the March 31, 2019

The tenure of Dr. Ashwani Vig, Sh. Prabhat Khurana and Ms. Preetika S. Chaubey, whose appointment is being proposed for approval of shareholders in the ensuing AGM, if appointed, shall be retrospectively from the commencement of their appointment as an Additional Director of the Company i.e. 31.12.2014, 25.03.2015 and 25.03.2015 respectively.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of Section 149 of the Act and under Clause 49 of the Listing Agreement with the Stock Exchanges.

During the year, four Board meetings were held on May 28, 2014, August 12, 2014, November 7, 2014 and February 7, 2015, the details of which are given in the Corporate Governance Report.

CORPORATE GOVERNANCE

A Report on Corporate Governance forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement is annexed as "Annexure 1" to this Report.

CORPORATE DEBT RESTRUCTURING

As on 31st March, 2015 the account of the Company has become NPA with six banks viz. SBI, ICICI bank, Canara Bank, Allahabad Bank, Exim Bank, State Bank of Hyderabad and one requirement of infusion of Promoters Contribution was pending by the Company. On the request of the Company the CDR cell has granted the extension of time upto September, 2015 for infusion of balance promoters contribution.

DIVIDEND

In view of inadequacy of profits, the Board does not recommend any Dividend for the Financial Year 2014-15.

Unpaid dividend as on 31.03.2015 is Rs 13.51 lacs (Previous year Rs 17.28 Lacs). During the financial year, an amount of Rs. 3.60 lacs was transferred to central government account (IEPF) on account of unpaid dividend for financial year 2006-07.

EMPLOYEE STOCK OPTION SCHEME

The members of the Company have approved 'Employee Incentive Scheme 2014' in the Annual general Meeting of held on 30th September, 2014.

The Scheme is being implemented by the Company and the in-principle approval of the Stock Exchanges for Listing of Securities to be issued under the said scheme has been obtained.

The Compensation Committee, Constituted in accordance with the SEBI Guidelines, administers and monitors the Scheme. The applicable disclosures as stipulated under the SEBI Guidelines in relation to the options granted under the earlier Employee Stock Option Scheme which stands scrapped as at March 31, 2015 are given in 'Annexure 2'.

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) and are actively traded.

During the year under review, no new shares were issued.

SUBSIDIARY COMPANIES

As on 31.03.2015, your Company had 3 Subsidiaries. The US subsidiary of the Company viz. Ind-Swift Laboratories Inc. achieved net sales of $ 37,12,864 and recorded a net Profit of $ 47,301. The Singapore Subsidiary Viz Meteoric Life Sciences PTE Ltd. has no sales and recorded a net loss of $ 83179.93. The Dubai Subsidiary viz. Ind-Swift Middle East FZE has not started operations yet.

Pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial statements, performance and financial position of each subsidiary and a joint venture is given in Form AOC - 1 as Annexure '3' to this Report. The Company has framed a policy for determining material subsidiaries, which has been uploaded on the Company's website.

Directors' Report (Contd.)

STATUTORY AUDITORS

The Statutory Auditors of the Company M/s Jain & Associates, Chartered Accountants (Regd. No.001361N) retire at the conclusion of ensuing Annual General Meeting. They have confirmed their eligibility and willingness to accept the office of Auditors, if reappointed for the year 2015-16. The Audit Committee and the Board of Directors recommend the appointment of M/s Jain & Associates as Statutory Auditors of the Company for the financial year 2015-16 for shareholders approval.

With regard to emphasis of matter contained in the point No. 7, 8 & 9 of Auditors' Report, the Board is of the view that the same are self explanatory.

INTERNAL AUDITORS

M/s Anju Sharma & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

COST-AUDITORS AND THEIR REPORT

M/s. V. Kumar & Associates, Cost Accountants have been duly appointed as Cost Auditors of the Company for audit of cost accounting records which are covered under the Cost Audit Rules for current financial year ending March 31, 2016.

As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 31, 2015.

The Cost Audit Reports are required to be filed within 180 days from the end of the financial year. The Cost Audit Reports for the financial year 2013-14 issued by M/s V. Kumar and Associates, Cost Auditors, was filed with Ministry of Corporate Affairs within the stipulated time. The Cost Audit Reports for the financial year ended March 31, 2015 will be filed within the prescribed period.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Vishal Arora, Practising Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2014-15 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as `Annexure 4` and forms part of this report. There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2014-15 which call for any explanation from the Board of Directors.

DEPOSITS

The aggregate amount of fixed deposit outstanding as on 31st March 2015 was Rs.82.33 crores approx. (previous year Rs.93.22 crores).

The Hon'ble Company Law Board vide its order No.CP27/01/2013 dated 30th September, 2013 has granted extension of time in repayment of deposits. Now, the Company is making repayment of interest and Principal amount as due to the fixed deposit holders in terms of the aforesaid order of Hon'ble CLB.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report

LISTING FEES

The Annual Listing fee for the year under review has been paid to The BSE Limited and The National Stock Exchange of India Ltd.

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

The particulars as prescribed under 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in 'Annexure 5'.

NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy. In compliance with the provisions of Sections 134(3)(e) and 178 of the Companies Act, 2013 and Clauses 49(II)(B)(5) and 49(IV)(B) of the Listing Agreement, the Nomination & Remuneration Committee:

i) has formulated criteria for determining qualifications, positive attributes and independence of a director;

ii) identifies persons who are qualified to become directors or may be appointed in Senior Management in accordance with criteria laid down and recommend to the Board their appointment and removal;

Directors' Report (Contd.)

iii) recommends to the Board, Policy relating to remuneration for directors, KMP and other employees;

iv) has formulated the evaluation criteria for performance evaluation of independent directors and the Board;

v) carries out evaluation of every director's performance and the Board; and

vi) devises a policy on Board diversity.

RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. No related party transaction was in conflict with the interest of the Company. Material related party transactions were entered into by the Company only with its subsidiaries. No materially significant related party transaction was made by the Company with the Key Managerial Personnel. As prescribed by Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of related party transactions are given in Form AOC-2, as Annexure '6' to this Report. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website www.indswiftlabs.com

PARTICULARS OF EMPLOYEES

Particulars of employees required to be furnished pursuant to the provisions of Section 197 of the Companies Act, 2013 (Act), read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an Annexure to this Report. However, pursuant to the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the Members excluding the aforesaid Annexure. Members, who are interested in the information, may write to the Company Secretary at the registered office of the Company.

The statement of particulars of appointment and remuneration of managerial personnel pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in 'Annexure 7' to this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013, extract of the Annual Return in Form MGT-9 is given in 'Annexure 8' to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 134(3)(g) of the Companies Act, 2013 (Act), particulars of loans/guarantees/ investments/securities given under Section 186 of the Act are given in the notes to the Financial Statements forming part of the Annual Report..

RISK MANAGEMENT

In terms of Clause 49(VI) of the Listing Agreement, the Board constituted a Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, *inter-alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non- Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director`s performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

Directors' Report (Contd.)

AUDIT COMMITTEE

The Audit Committee comprises Mr. K.M.S. Nambiar, Chairman and Dr. J.K. Kakkar, Independent Director, Mr. S.V. Singh, Nominee Director, Mr.Pradeep Kumar, Independent directors and Mr. N.R. Munjal, Vice Chairman of the Company. The functions performed by the Audit Committee and the particulars of meetings held and attendance thereat are given in the Corporate Governance Report.

VIGIL MECHANISM/WHISTLEBLOWER POLICY

In compliance with the provisions of Section 177(9) of the Companies Act 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49(II)(F) of the Listing Agreement, your Company has in place a 'Whistleblower Policy,' which provides an opportunity to the directors and employees to raise concerns about unethical and improper practices or any other wrongful conduct in or in relation to the Company. The details of the Whistle blower Policy are stated in the Corporate Governance Report and the said Policy has been uploaded on the Company's website www.indswiftlabs.com.

HUMAN RESOURCES

Your Company is of the firm opinion that efficiency of its employees plays a key role in achieving set goals and building a competitive work environment. The Company regularly conducts various programmes at different levels so as to ensure that a vibrant and motivated work-force leads to achievement of the defined goals. Employee relations continued to the harmonious and cordial at all levels and in all the units of the Company.

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has constituted "Internal Complaints Committee" for prevention of sexual harassment of its women employees. The details regarding the committee are given in the Corporate Governance Report. During the year, the Committee has not received any complaint related to Sexual harassment.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual financial statements have been prepared on a going concern basis;

e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors thank all the employees for their sincere efforts, active involvement and devoted services rendered.

Your Directors thank the shareholders of the Company for the confidence reposed in the Management of the Company.

Your Directors place on record their gratitude to the Customers, Suppliers, company's Bankers and Financial Institutions for their support and cooperation during the year under review.

On behalf of the Board of Directors

S.R. Mehta
Chairman

Place : Chandigarh
Date : 8th August, 2015

Annexure to Directors' Report

Annexure 1

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Ind-Swift Laboratories Limited

We have examined the compliance of conditions of Corporate Governance by M/s Ind-Swift Laboratories Limited for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Clause 49 of the Listing Agreement.

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.

For **JAIN & ASSOCIATES**
Chartered Accountants
(Regd. No. 001361N)

Sd/-
(S.C. PATHAK)
Partner
Membership No. 10194

Place: Chandigarh
Date: 08.08.2015

Annexure 2

The applicable disclosures as stipulated under the SEBI Guidelines as at March 31, 2015 are given below:

A.	Total options granted during the year	Nil
b.	Pricing Formula	Nil
c.	Options Vested during the year	Nil
d.	Options Exercised during the year	Nil
e.	The total number of shares arising as a result of exercise of Options	Nil
f.	Options Lapsed during the year	3600
g.	Variation in terms of Options	Nil
h.	Money realised by exercise of Options	Nil
i.	Total number of Options in force	Nil
j.	**Employee wise details of Options granted during the year:**	
	i. **Directors :**	Nil
	ii. Any other employee who received a grant in any one year of Options amounting to 5% or more of Options granted during that year	Nil
	iii. Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and Conversions) of the Company at the time of grant	Nil
k.	**Diluted Earnings Per Share (EPS)** before exceptional items pursuant to issue of shares on exercise of Options calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	—

Annexure to Directors' Report (Contd.)

Annexure 3

(All amounts in Crores, unless otherwise stated)

Information Pursuant to First Proviso to Sub Section (3) of Section 129 of Companies Act, 2013

Form AOC-I

(Pursuant to first proviso to sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part A : Subsidiaries

1	2	3	4		5	6	7	8	9	10	11	12	13	14	15
Sl. No.	**Name of Subsidiary**	**Reporting period of the subsidiary concerned, if different from the holding company's reporting period**	**Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.**		**Share Capital**	**Reserves & Surplus**	**Total Assets**	**Total Liabi-lities**	**Invest-ments**	**Turn-over**	**Profit before taxation**	**Provision for taxation**	**Profit after taxation**	**Proposed dividend**	**% of Share holding**
1.	Ind-Swift Laboratories Inc.	NA	USD	63.33	6.87	2.14	15.44	6.42	--	23.24	0.435	0	0.296	0	100%
2.	Meteoric Life Sciences Pvt Ltd	NA	USD	61.41	4.22	1.71	6.51	0.57	--	--	(0.51)	0	(0.51)	0	100%
3.	Ind-Swift Middle East FZE	NA	AED	-	-	-	-	-	-	-	-	-	-	-	-

Notes :

❖ The details for Dubai subsidiary M/s Ind-Swift Middle East FZE are not included as the company is not yet in operations

Part B: Associates and Joint Ventures

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

Sl. No.	**Name of Associate**	**Ind Swift Limited**	**Essix Bios-Ciences Ltd**	**Halcyon Life Science S Pvt Ltd.**	**Fortune (India) Constructions Ltd.**	**Mansa Print & Publishers Ltd.**	**Swift Fundamental Research Education Society**	**3M Advertisers & Publishers Ltd.**	**Punjab Renewable Energy Pvt. Ltd.**	**Hakim Farayand Chemi Co. (Iran)**
1	Latest audited Balance Sheet Date	2014-15	2013-14	2013-14	2013-14	2013-14	2013-14	2013-14	2013-14	2013-14
2	Shares of Associate held by the company on the year end									
	Shares No.	-	1235000	-	4820000	-	-	-	-	-
	Amount of Investment in Associate	-	7.67	-	4.82	-	-	-	-	-
	Extent of Holding (%)	-	11.13	-	47.72	-	-	-	-	-
3	Description of how there is significant influence*	-	-	-	-	-	-	-	-	-
4	Reason why the Associate is not consolidated*	-	-	-	-	-	-	-	-	-
5	Networth attributable to Shareholding as per lastest Audited Balance Sheet	(46.18)	68.33	5.61	10.74	5.68	7.71	0.41	(0.03)	23.64
6	Profit/Loss for the year (Share of Group)									
	i. Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

* The above companies/firms are associate companies but no significant influence can be exercised. In terms of Deptt. Circular giving exemption for 2014-15, no consolidation has been done for the current financial year.

Annexure to Directors' Report (Contd.)

Annexure 4

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To

THE MEMBERS,
IND SWIFT LABORATORIES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IND SWIFT LABORATORIES 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 my opinion thereon.

Based on our verification of the IND SWIFT LABORATORIES LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and 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, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by IND SWIFT LABORATORIES LIMITED ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made 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, 1992;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) OTHER APPLICABLE ACTS :

   (a) Pharmacy Act, 1948

   (b) Drugs and Cosmetics Act, 1940

   (c) Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954

   (d) Narcotic Drugs and Psychotropic Substances Act, 1985

   (e) Conservation of Foreign Exchange And Prevention of Smuggling Activities Act, 1974

   (f) The Medicinal & toilet Preparations Substances (Excise Duties) Act, 1955

   (g) The Indian Copyright Act, 1957

   (h) The Patents Act, 1970

   (i) The Trade Marks Act, 1999

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE)

Annexure to Directors' Report (Contd.)

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

We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

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

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

FOR ARORA & GUJRAL
COMPANY SECRETARIES

SD/-
(VISHAL ARORA)
COMPANY SECRETARY
FCS NO. 4566
CP NO.3645

PLACE : CHANDIGARH
DATE : 06/08/2015

"Annexure – A"

To
THE MEMBERS,
IND SWIFT LABORATORIES LIMITED

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

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

FOR ARORA & GUJRAL
COMPANY SECRETARIES

SD/-
(VISHAL ARORA)
COMPANY SECRETARY
FCS NO. 4566
CP NO.3645

PLACE : CHANDIGARH
DATE : 06/08/2015

Annexure to Directors' Report (Contd.)

Annexure 5

A) CONSERVATION OF ENERGY

a) Energy conservation taken and impact of measures taken:

1. To reduce the power consumption, variable frequency drives were installed on reactor, pump, and blower.
2. To reduce the Energy loss, repaired& replaced with suitable size of Puff insulation on utility lines.
3. Separate cooling tower was installed in process area for Heat Exchanger to reduce chilled water load.
4. To reduce the power consumption, Natural draft cooling tower was installed for new utility equipments instead of induced draft.
5. To reduce the water draws out from bore well in main plant, the recycling of water was done which reduces the bore well consumption by 23 % .
6. To reduce the water draws out from bore well in power plant, the recycling of water was done which reduces the bore well consumption by 10%.
7. Power generation cost was reduced to 50 % by changing percentage of fuel ratio (i.e. pet coke:-75%& Indonesian coal:-25%) from JAN 2015.

b) Additional investments/proposals, if any, for the reduction of energy consumption.

1. New low capacity FD & PA fan was installed at power plant to catered winter load which will reduced aux.power consumption.
2. To reduce power consumption, LED light will be installed in place of CFL light.
3. Modification will be done on existing chilled water & brine pipe line to reduce solvent loss& process time during distillation at various plants.
4. To reduce power Consumption, Loading time will be increased in one Air compressor& switching off the other one.

c) Total Energy consumption and Energy Consumption per unit of production : -

A. ELECTRICITY AND FUEL CONSUMPTION		2014-15	2013-14
1	Electricity		
A	Purchase Unit (KWH)	5938602	6349477
	Total amount (Rs.)	24065664	27795957
	Average Rate (Rs.)	4.05	4.38
B	Own Generation		
I	Through Diesel Generator set (KWH)	710483	824239
	Unit per Litre of Diesel Oil	3.34	3.07
	Cost of fuel per unit (Rs.)	15.47	15.94
II	Through steam turbine/generator	NIL	NIL
2	Coal (specify quantity and where used)	NIL	NIL
	Through Coal Steam turbine (KWH)	22381779	22260872
	Unit per Kg coal	1.97	2.08
	Cost of fuel per unit (Rs.)	6.80	5.92
3	Furnace Oil/L.D.O. (Quantity)	NIL	NIL
	Total amount (Rs.)	NIL	NIL
	Average Rate (Rs. Per litre)	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION

Unit	Standards	2014-15	2013-14
Electricity	KWH	27.16	35.00
Coal	Kgs	28.11	39.96
Furnance Oil/L.D.O.	Ltr/Kgs	NIL	NIL
Diesel	Ltr.	0.20	0
Petroleum Coke	Kgs	13.10	14.70

Annexure to Directors' Report (Contd.)

B) TECHNOLOGY ABSORPTION

I. RESEARCH & DEVELOPMENT (R&D)

a) Specific area in which R&D carried out by the company:

The focus of research efforts are:

i) Development of Active Pharmaceutical Ingredients going off patent in regulatory Markets with opportunity to be first among others players by developing non infringing processes.

ii) Cost effective development of API technologies for semi regulated markets.

iii) Creating Intellectual Property bank with filing of process patents at National & International level.

iv) Up gradation of existing technologies/ products on an ongoing basis.

b) Benefits derived as a result of above R&D:

i) Development of basket of API's for global markets.

ii). Quick launches of products by utilizing state of art R&D infrastructure to carve out niche business pocket.

iii) Improved productivity / process efficiencies

iv) Internationally competitive prices and product quality.

v) Safe and environment friendly processes.

vi) Speed to marketplace.

vii) Enhanced Global presence/ visibility.

c) Future plan of action

i) Continue developing innovative, commercially viable process know-how for Active Pharmaceutical Ingredients (APIs)

ii) Continue strengthening the Research Infrastructure and capabilities complying international GLP/GCP norms.

iii) Enhance national and international research networking and strategic alliances.

iv) Collaborative Research.

v) Development of Non-infringing processes

vi) Contract Research and manufacturing Services (CRAMS)

Expenditure on R & D during the year 2014-15 (Rs. in Millions)

Unit	2014-15	2013-14
a. Capital	36.91	411.26
b. Revenue	569.60	536.74
Total	606.51	948.00
c. Total R&D expenditure as percentage of total turnover	9.39	10.07
d. Turnover	6457.36	9406.614

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief made towards technology, absorption, adaptation and innovation.

- To continue developing innovative and commercially viable process knowhow for API.
- Research & Development (R&D)
- The developed technologies have been commercialised for both regulated and semi-regulated markets.

2. Benefits derived as a result of above efforts e.g. product improvements; cost reduction, product development etc.

- Cost reduction, quality improvement.
- No. of products commercialized have been increased.
- R&D Centre is recognized by DSIR, New Delhi.

3. Information in case of imported technology (imports during last five years).

During the year, the Company did not import any specific technology. The Company developed technology through efforts of its in-house Research & Development.

Annexure to Directors' Report (Contd.)

C) FOREIGN EXCHANGE EARNING AND OUTGO

1 **Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans : -**

Exports in the year under review were Rs. 4304.30 millions as compared to Rs. 6104.08 millions with decrease of 29.48%.

The company continued to comply with regulatory requirements of various international authorities. Its facilities retained the approval of various international authorities all over the world. This will continue to provide the necessary platform to further expand the Company's overseas operations.

2. **Total foreign exchange used and earned :**

During the year the foreign exchange outgo was Rs. 1821.11 million and the earnings in foreign exchange were Rs. 4340.16 million. Details have been given at Note XXXV of Notes to Accounts.

Annexure 6

FORM AOC-2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended March 31, 2015, which were not at arm's length basis.
2. Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No	Particulars	Details				
a)	Name (s) of the related party and nature of relationship	Ind Swift Ltd. (Group Co.)	Essix Bio-Sciences Ltd. (Group Co.)	Halcyon Life Sciences Ltd. (Group Co.)	Hakim Farayand Chemi Co. (Iran) (Group Co.)	Fortune (India) Constructions Ltd. (Group Co.)
b)	Nature of contracts / arrangements/transaction	Purchase & Sale- Goods	Purchase & Sale- Goods	Purchase & Sale- Goods	Sale- Goods	Purchase- Capital Goods
c)	Duration of the contracts/ arrangements / transaction	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing
d)	Salient terms of the contracts or arrangements or transaction	Based on transfer pricing guidelines. Rs.68,029,460	Based on transfer pricing guidelines. Rs.642,047,586	Based on transfer pricing guidelines. Rs.12,676,940	Based on transfer pricing guidelines. Rs.2,682,4000	Based on transfer pricing guidelines. Rs. 26,797,895
e)	Date of approval by the Audit Committee/Board	12.08.2014	12.08.2014	12.08.2014	12.08.2014	12.08.2014
f)	Amount paid as advances, if any (Rs. In lakhs)	200,017,779	-	313,311,574	-	537,164,294

On behalf of the Board of Directors

S.R. Mehta
Chairman

Place : Chandigarh
Date : 8th August, 2015

Annexure to Directors' Report (Contd.)

Annexure 7

Details 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

Rule	Particulars				
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a.	Mr. N.R. Munjal, Managing Director		82:1
		b.	Mr. Himanshu Jain, Jt Managing Director		82:1
		c.	Mr. Rishav Mehta, Executive Director		21:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a.	Mr. N.R. Munjal, Managing Director		Nil
		b.	Mr. Himanshu Jain, Jt Managing Director		Nil
		c	Mr. Rishav Mehta, Executive Director		Nil
		d	Mr. N.K. Bansal, Chief Financial Officer		7.71%
		e	Mr. Pardeep Verma, Company Secretary		14.08 %
(iii)	The percentage increase in the median remuneration of employees in the financial year.	(4.26)			
(iv)	The number of permanent employees on the rolls of the company as on 31st March, 2015	1227			
(v)	The explanation on the relationship between average increase in remuneration and company performance.	Average increase is based on the Remuneration Policy of the Company that is designed to attract, motivate and retain the talent.			
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	Due to continuous losses, there is no increase in Remuneration of the Executive Director. The increase given to other KMP is normal as per the Remuneration Policy of the Company.			
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	Financial Year Ended	Closing share Price (NSE)	Market Capitalization	Price Earning Ratio
		31.03.2015	31.65	Rs. 129.65 crores	(1.08)
		31.03.2014	38.65	Rs. 158.32 crores	(1.32)
(viii)	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.	11.04%			
		For comparison purpose the percentage increase in remuneration of KMP is given in Rule no. (ii) above.			
(ix)	The key parameters for any variable component of remuneration availed by the Directors.	N.A.			
(x)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.	None			
(xi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.				

Annexure to Directors' Report (Contd.)

Annexure 8

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L24232CH1995PLC015553
ii)	Registration Date	04/01/1995
iii)	Name of the Company	IND-SWIFT LABORATORIES LIMITED
iv)	Category / Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details	SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh - 160101 Tele:- +91-172-5061850, 2730920 Fax:- +91-172-2730504, 2736294 Email: investor@indswiftlabs.com Website: www.indswiftlabs.com
vi)	Whether listed company	Yes (Listed at BSE and NSE)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Alankit Assignments Ltd. 205-208 Anarkali Extension Jhandewalan Extension, New Delhi- 110055 Tel:- +91-11-42541965, 42541953 Fax:- +91-11-41540064 E-mail: info@alankit.com Website: www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Name and Description of main products/ services	NIC Code of the Product / services	% to Total turnover of the company
Pharmaceuticals	210	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN/UIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Ind Swift Limited Plot No. 781, Industrial Area, Phase II, Chandigarh 160002	L24230CH1986PLC006897	ASSOCIATE	Nil	2(6)
2.	Essix Biosciences Ltd. SCO 850, Shivalik Enclave, NAC, Manimajra Chandigarh 160101	U74999CH1993PLC033428	ASSOCIATE	11.12	2(6)
3.	Halcyon Life Sciences Pvt. Ltd. SCO 850 NAC Manimajra Chandigarh 160101	U85190CH2008PTC031103	ASSOCIATE	Nil	2(6)
4.	Fortune (India) Construction Ltd. SCO 849, Shivalik Enclave NAC Manimajra Chandigarh 160101	U45200CH2005PLC028005	ASSOCIATE	47.73	2(6)

Annexure to Directors' Report (Contd.)

5.	Mansa Print & Publishers Ltd. Plot No.781, Industrial Area Phase-II Chandigarh 160002	U22110CH2003PLC026260	ASSOCIATE	Nil	2(6)
6.	Swift Fundamental Research & Education Society	-	ASSOCIATE	-	2(6)
7.	3M Advertisers & Publishers Ltd. Plot No. 781, Industrial Area, Phase-II, Chandigarh 160002	U22122CH2002PLC025331	ASSOCIATE	Nil	2(6)
8.	Punjab Renewable Energy Pvt Ltd. S.C.O. 850, NAC, Manimajra Chandigarh 160101	U40300CH2007PTC030874	ASSOCIATE	Nil	2(6)
9.	Hakim Farayand Chemi Co. (Iran)	-	ASSOCIATE	-	2(6)
10.	Ind Swift Laboratories Inc. USA	CGWAZ20040125	SUBSIDIARY	100	2(87)
11.	Meteoric Life Science Pte Ltd. Singapore	CGWAZ20100711	SUBSIDIARY	100	2(87)
12.	Ind-Swift Middle East FZE (UAE)	CGWAZ20121157	SUBSIDIARY	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	the year
A. Promoters									
(1) Indian :									
(a) Individual/ HUF	852605	1363635	2216240	5.41	2216240	-	2216240	5.41	Nil
(b) Central Govt	-	-	-	-	-	-	-	-	
(c) State Govt(s)	-	-	-	-	-	-	-	-	
(d) Bodies Corp.	19011521	329090	19340611	47.21	19340611	-	19340611	47.21	Nil
(e) Banks/FI	-	-	-	-	-	-	-	-	
(f) Any Other….	-	-	-	-	-	-	-	-	
Sub-total (A) (1)	19864126	1692725	21556851	52.62	21556851	-	21556851	52.62	Nil
(2) Foreign	-	-	-	-	-	-	-	-	
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	
(b) Other - Individuals	-	-	-	-	-	-	-	-	
(c) Bodies Corp.	-	-	-	-	-	-	-	-	
(d) Banks / FI	-	-	-	-	-	-	-	-	
(e) Any Other….	-	-	-	-	-	-	-	-	
Sub-total (A) (2)	-	-	-	-	-	-	-	-	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	19864126	1692725	21556851	52.62	21556851	-	21556851	52.62	Nil
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	
(b) Banks/FI	200	-	200	0.00	34148	-	34148	0.08	0.08
(c) Central Govt	-	-	-	-	-	-	-	-	
(d) State Govt(s)	-	-	-	-	-	-	-	-	
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	

Annexure to Directors' Report (Contd.)

(f) Insurance Companies	-	-	-	-	-	-	-	-	
(g) FIIs	1646824	-	1646824	4.02	1532121	-	1532121	3.74	-0.28
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
Sub-total (B)(1):-	**1647024**	**-**	**1647024**	**4.02**	**1566269**	**-**	**1566269**	**3.82**	**-0.20**
2. Non Institutions									
a) Bodies Corp.	7975186	10300	7985486	19.49	5238216	10300	5248516	12.81	-6.68
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual share-holders holding nominal share capital upto Rs. 1 lakh	6507330	270416	6777746	16.54	7868827	255416	8124243	19.83	3.29
ii) Individual share-holders holding nominal share capital in excess of Rs 1 lakh	2601048	186000	2787048	6.80	4087542	111000	4198542	10.25	3.45
c) Others (specify)									
Custodians / Clearing Members	-	-	-	-	-	-	-	-	-
NRIs	185540	-	185540	0.45	245274	-	245274	0.60	0.15
Sub-total (B) (2)	17269104	466716	17735820	43.30	17439859	376716	17816575	43.49	0.19
Total Public Shareholding (B)=(B)(1)+ (B)(2)	18916128	466716	19382844	47.32	19006128	376716	19382844	47.32	Nil
C. Shares held by Custodian for GDRs & ADRs	23500	-	23500	0.06	23500	-	23500	0.06	-
Grand Total (A+B+C)	**38803754**	**466716**	**40963195**	**100**	**40586479**	**376716**	**40963195**	**100**	**Nil**

ii) Shareholding of Promoters:

Sl. No.	Shareholders Name	Shareholding at the beginning of the year (April 1, 2014)			Shareholding at the end of the year (March 31, 2015)			% change in share-holding during the year
		No. of shares	% of Total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of shares	% of Total shares of the Company	% of Shares pledged/ encumbered to total shares	
1	S R M Portfolios Pvt Ltd	522500	1.28	100	522500	1.28	100	Nil
2	V K M Portfolios Pvt Ltd	620900	1.52	100	620900	1.52	100	Nil
3	G M Portfolios Pvt Ltd	735900	1.80	100	735900	1.8	100	Nil
4	N R M Portfolios Pvt Ltd	748700	1.83	100	748700	1.83	100	Nil
5	A K J Portfolios Pvt Ltd	763000	1.86	100	763000	1.86	100	Nil
6	V R M Portfolios Pvt Ltd	958090	2.34	65.65	958090	2.34	100	Nil
7	Essix Biosciences Ltd	5491801	13.41	100	5491801	13.41	100	Nil
8	Ind Swift Ltd	9499720	23.19	100	9499720	23.19	100	Nil
9	Sahil Munjal	2000	0.00	100	2000	0.00	100	Nil
10	Annie Mehta	2780	0.01	100	2780	0.01	100	Nil
11	Bhanavi Mehta	3000	0.01	100	3000	0.01	100	Nil

Annexure to Directors' Report (Contd.)

12	Divya Munjal	3000	0.01	100	3000	0.01	100	Nil
13	Ishav Mehta	3000	0.01	100	3000	0.01	100	Nil
14	Meenakshi Mehta	12000	0.03	100	12000	0.03	100	Nil
15	Ravi Mehta	12000	0.03	100	12000	0.03	100	Nil
16	Neeta Munjal	12000	0.03	100	12000	0.03	100	Nil
17	Nidhi Munjal	12000	0.03	100	12000	0.03	100	Nil
18	Sunita Jain	46100	0.11	100	46100	0.11	100	Nil
19	V.R.Mehta	52900	0.13	100	52900	0.13	100	Nil
20	Gopal Munjal	60900	0.15	100	60900	0.15	100	Nil
21	S.R.Mehta	233600	0.57	100	233600	0.57	100	Nil
22	Neera Mehta	249000	0.61	100	249000	0.61	100	Nil
23	Himanshu Jain	406961	0.99	10.64	406961	0.99	100	Nil
24	Rishav Mehta	454545	1.11	0	454545	1.11	100	Nil
25	N.R.Munjal	650454	1.59	16.14	650454	1.59	100	Nil
	Total	**19864126**	**48.53**		**21556851**	**52.62**		

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

	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	**2,15,56,851**	52.62	**2,15,56,851**	52.62
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	There was no change in Promoters Shareholding during the year			
At the end of the year	**2,15,56,851**	52.62	**2,15,56,851**	52.62

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

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	**% of total shares of the Company**	**No. of Shares**	**% of total shares of the Company**
1.	Albula Investments Fund Ltd.	1646824	4.02	1517080	3.704
2.	M & M E Systems Pvt Ltd	971471	2.372	971471	2.372
3.	Mehul Chandrakant Mehta	530856	1.296	478156	1.167
4.	Karan Advani	Nil	Nil	354166	0.865
5.	Religare Finvest Ltd	315835	0.771	343166	0.838
6.	Alchemist Holdings Ltd	325198	0.794	325198	0.794
7.	Gajjar Nitin	Nil	Nil	289646	0.707
8.	Arcadia Share & Stock Brokers Pvt Ltd.	Nil	Nil	268930	0.657
9.	Sharekhan Financial Services Pvt Ltd.	251021	0.613	251021	0.613
10.	Dextsoft Solutions Pvt Ltd.	19000	0.046	229000	0.559

Annexure to Directors' Report (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Shareholding of Key Managerial Personnel :				
1.	**Mr. S.R. Mehta (Director)**				
	At the beginning of the year	**233600**	0.57	**233600**	0.57
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**233600**	0.57	**233600**	0.57
2.	**Mr. N.R. Munjal (Director & KMP)**				
	At the beginning of the year	**650454**	1.59	**650454**	1.59
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**650454**	1.59	**650454**	1.59
3.	**Mr. Himanshu Jain (Director & KMP)**				
	At the beginning of the year	**406961**	0.99	**406961**	0.99
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**406961**	0.99	**406961**	0.99
4.	**Mr. Rishav Mehta (Director & KMP)**				
	At the beginning of the year	**454545**	1.11	**454545**	1.11
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**454545**	1.11	**454545**	1.11
5.	**Dr. G. Munjal (Director)**				
	At the beginning of the year	**60900**	0.15	**60900**	0.15
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**60900**	0.15	**60900**	0.15
6.	**Dr. V.R. Mehta (Director)**				
	At the beginning of the year	**52900**	0.13	**52900**	0.13
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**52900**	0.13	**52900**	0.13
7.	**Dr. J.K. Kakkar (Director)**				
	At the beginning of the year	**5000**	0.01	**5000**	0.01
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**5000**	0.01	**5000**	0.01
8.	**Mr. K.M.S. Nambiar (Director)**				
	At the beginning of the year	**5000**	0.01	**5000**	0.01
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**5000**	0.01	**5000**	0.01
9.	**Mr. Pardeep Kumar (Director)**				
	At the beginning of the year	**5000**	0.01	**5000**	0.01
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**5000**	0.01	**5000**	0.01

Annexure to Directors' Report (Contd.)

10.	**Mr. N.K.Bansal (KMP)**				
	At the beginning of the year	**15000**	0.04	**15000**	0.04
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**15000**	0.04	**15000**	0.04
11.	**Mr. Pardeep Verma (KMP)**				
	At the beginning of the year	**24175**	0.06	**24175**	0.06
	Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	**24175**	0.06	**24175**	0.06

V. INDEBTEDNESS

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

	Secured loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	12372524902	3400000	932188540	13308113442
(ii) Interest due but not paid	96390105	0	136673419	233063524
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**12468915007**	**3400000**	**1068861959**	**13541176966**
Change in Indebtedness during the financial year				
* Addition ·				
(i) Principal Amount	954745204	0	0	954745204
(ii) Interest due but not paid	840004718	0	140344531	980349249
* Reduction				
(i) Principal Amount	908799983	3400000	108864592	1021064575
(ii) Interest due but not paid	200280952	0	56480224	256761176
Net Change	**685668987**	**-3400000**	**-25000285**	**657268702**
Indebtedness at the end of the financial year				
(i) Principal Amount	12418470124	0	823323948	13241794072
ii) Interest due but not paid	736113871	0	220537726	956651597
(iii) Interest accrued but not due	0	0	0	0
Total (i + ii+ iii)	**13154583995**	**0**	**1043861674**	**14198445669**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		N.R. MUNJAL	Himanshu Jain	Rishav Mehta	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	17992860	17992860	4792860	40778580
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income taxAct, 1961	-	-	-	-

Annexure to Directors' Report (Contd.)

2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit Others, specify	 - -	 - -	 - -	 - -
5.	Others, please specify	-	-	-	-
	Total (A)	**17992860**	**17992860**	**4792860**	**40778580**
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		J.K. Kakkar	**K.M.S. Nambiar**	***V.K. Arora**	**Pradeep Kumar**	***T.S. Bhatta-charya**	**A.K. Vig**	**S.V. Singh**	
1.	Independent Directors · Fee for attending board/ committee meetings	36000	25500	1500	28000	1500	5000	-	97500
	Commission	-	-	-	-	-	-	-	-
	· Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	**36000**	**25500**	**1500**	**28000**	**1500**	**5000**	**-**	**97500**
2.	Other Non-Executive Directors · Fee for attending board / committee meetings	-	-	-	-	-	-	28500	28500
	· Commission	-	-	-	-	-	-	-	-
	· Others, please specify	-	-	-	-	-	-	-	-
	Total (2)							**28500**	**28500**
	Total (B)=(1+2)	**36000**	**25500**	**1500**	**28000**	**1500**	**5000**	**28500**	**126000**
	Total Managerial Remuneration								**40904580**
	Overall Ceiling as per the Act	100000 per meeting	100000 per meeting	100000 per meeting	100000 per meeting	100000 per meeting	100000 per meeting	100000 per meeting	

* Dr. Vinay Kumar Arora and Mr. T.S. Bhattacharya ceased to the Directors w.e.f. 07.11.2014.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	**Company Secretary**	**CFO**	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1595889	15068856	16664745
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-

Annexure to Directors' Report (Contd.)

3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify…	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	**-**	**1595889**	**15068856**	**16664745**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

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

Report on Corporate Governance

THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Compliance to the Code of Corporate Governance forms an integral part of the Company's philosophy. Ind-Swift firmly believes that any meaningful policy on Corporate Governance must provide empowerment to the management of the Company, and simultaneously create a mechanism of checks and balances which ensures that the decision making powers vested in the management are not misused and are exercised with care and responsibility to meet stakeholders' aspiration and social expectations.

Keeping in view the Company's size and complexity in operations, Ind-Swift's corporate governance framework is based on the following main principles:

- Appropriate composition and size of the Board, with each Director bringing in key expertise in different areas.
- Proactive flow of information to the members of the Board and Board Committees to enable effective discharge of their fiduciary duties.
- Ethical business conduct by the management and employees.
- Full-fledged systems and processes for internal controls on all operations, risk management and financial reporting;

Through the Governance mechanism in the company, the Board along with its Committees endeavors to strike the right balance with its various stakeholders. The corporate governance philosophy has been further strengthened with the implementation of Code of Conduct by its Board and Senior Management. The Company is in full compliance of Clause 49 of the Listing Agreement with the Indian Stock Exchanges.

BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and guidance to the company's management and directs, supervises and controls the performance of the company. The composition of the Board of Directors is governed by the Companies Act, 2013, Listing Agreement with Stock Exchanges where the shares of the company are listed and Articles of Association of the company. The Board of Directors had an optimum combination of executive and non-executive directors and presently comprises of **13** Directors, out of which **10** are non-executive Directors. The Company has a non-executive promoter Chairman and **6** Independent Directors and one Nominee Director thus complying with the Corporate Governance Regulations as to the composition of the Board as on **31st March, 2015.**

The Vice-Chairman cum Managing Director and Jt. Managing Director of the Company are responsible for the day to day conduct of business and corporate affairs of the Company.

None of the Directors on the Company's Board is member of more than 10 Committees and Chairman of more than 5 Committees across all the companies in which he is a director. All the directors have made necessary disclosures regarding Committee positions held by them in other companies. Also none of the Directors on the Board hold office of Director in more than 20 companies.

The required information as enumerated in Annexure IA to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board meetings. The Board also reviews the declaration made by the Vice-Chairman cum Managing Director regarding compliance with all applicable laws on a quarterly basis.

The Board of the Company met 4 times during the financial year on the following dates:

28.05.2014	**12.08.2014**
07.11.2014	**07.02.2015**

The maximum time gap between any 2 consecutive meetings did not exceed One Hundred and Twenty days.

Report on Corporate Governance (Contd.)

Detail of Composition and category of Directors, their attendance at the Board Meetings, Annual General Meeting and shareholding of each Director is as follows:

Name of Director	Category	FY 2014-15 Attendance		No. of Directorship(s)/Membership(s)/ Chairmanship(s) held in other companies			Share-holding
		BM	Last AGM 30.9.14	No. of D'ship#	Committees		
					Member	Chairman	
Mr. S.R. Mehta	Non Executive Chairman, Promoter	3	Yes	4	Nil	Nil	233600
Mr. N.R. Munjal	Vice-Chairman cum Managing Director, Promoter	4	Yes	3	Nil	Nil	650454
Mr. Himanshu Jain	Jt. Managing Director, Promoter	4	Yes	4	2	Nil	406961
Mr. Rishav Mehta	Executive Director, Promoter	4	Yes	2	Nil	Nil	454545
Dr. G. Munjal*	Non Executive Director, Promoter	3	Yes	4	2	1	60900
Dr. V.R. Mehta*	Non Executive Director, Promoter	4	Yes	3	2	Nil	52900
Mr. K.M.S. Nambiar	Independent Director	3	Yes	1	Nil	Nil	5000
Dr. J.K. Kakkar	Independent Director	4	Yes	Nil	Nil	Nil	5000
Mr.Pradeep Kumar	Independent Director	4	Yes	2	7	2	5000
Mr. S.V. Singh	Nominee Director (SBI)	4	Yes	Nil	Nil	Nil	Nil
Dr. Ashwani Kumar Vig**	Independent Director	1	N.A	Nil	Nil	Nil	Nil
Sh. Prabhat Khurana^	Independent Director	Nil	N.A	Nil	Nil	Nil	Nil
Ms. Preetika S. Chaubey^^	Independent Director	Nil	N.A	Nil	Nil	Nil	Nil
Dr. Vinay Kumar Arora***	Independent Director	1	No	1	4	4	Nil
Mr.T.S. Bhattacharya***	Independent Director	1	No	8	Nil	Nil	Nil

excludes private limited companies.

* Dr. V.R. Mehta, Director (DIN No.00010756) and Dr. Gopal Munjal, Director (DIN: 00005196) are liable to retire by rotation and being eligible, offered themselves for re-appointment. A brief resume of both these Directors along with particulars of re-appointment forms part of the notice of 20th Annual General Meeting of the Company.

** Dr. Ashwani Vig was appointed as Additional Director w.e.f 31.12.2014

*** Dr. Vinay Kumar Arora and Mr. T.S. Bhattacharya ceased to the Directors w.e.f. 07.11.2014.

^ Sh. Prabhat Khurana was appointed as Independent Director w.e.f 25.03.2015

^^ Ms. Preetika S. Chaubey was appointed as Independent Women Director w.e.f 25.03.2015

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company (except Dr. Ashwani Vig, Sh. Prabhat Khurana and Ms. Preetika S. Chaubey) is for a term of 5 consecutive years from the date of last AGM held on 30.09.2014 upto March 31, 2015.

The tenure of Dr. Ashwani Vig, Sh. Prabhat Khurana and Ms. Preetika S. Chaubey, whose appointment is being proposed for approval of shareholders in the ensuing AGM, if appointed, shall be retrospectively from the commencement of their appointment as Additional Directors of the Company i.e. 31.12.2014, 25.03.2015 and 25.03.2015 respectively.

FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

In accordance with Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to all the Independent Directors.

The terms & conditions of their appointment have also been disclosed on the website of the Company www.indswiftlabs.com

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

In compliance with Clause 49 of the Listing Agreement, the performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated.

Report on Corporate Governance (Contd.)

On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The Independent Directors of the Company met separately on 7th February, 2015 without the presence of Non-Independent Directors and the members of management. The meeting was attended by all the Independent Directors of the Company on the Board at the time of holding of the meeting. The meeting was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. In accordance with the Listing Agreement, following matters were*, inter-alia,* discussed in the meeting:

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with Senior Management Personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

The details regarding the familiarization programme are available on Company's website : www.indswiftlabs.com and the web link thereto is : Http://indswiftlabs.com/pages/Familiarisation_Programme_for_independent_Directors.pdf

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information.

The following information is regularly provided to the Board, prior to the Board meetings.

- Detailed Business Review.
- Annual operating plans and budgets and any update thereof.
- Capital budgets and any updates thereof.
- Annual and Quarterly financial results for the Company and its operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property and any other acquisition.
- Significant labour problems and their proposed solutions. Any significant development on Human Resources / Industrial Relations front, like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and steps taken by the management to limit the risks of adverse exchange rate movement, if material.

Report on Corporate Governance (Contd.)

- Non-compliance of any regulatory, statutory or listing requirements and shareholders' service, such as nonpayment of dividend, delay in share transfer, etc.
- Details of investment of surplus funds available with the Company ..
- Significant transactions and arrangements entered into by subsidiary companies.
- Details of any merger or demerger actions.
- Details of dealings in Company`s share by members of the Board/ Senior Management.
- Details of commercial or any other dealings by firms/ companies in which members of the Board/ Senior Management or their relatives hold shares.
- Details of Inter Corporate Loans, Investments and Guarantees made/ given by the Company.
- Detailed status on the Business Risks being faced by the Company and their mitigation plan.
- Changes in Shareholding Pattern of the Company.
- Details of Contingent Liabilities.
- Statement on Compliance with Code of Conduct.

POST MEETING FOLLOW UP SYSTEM

The Company has an effective post Board Meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board. The Board has established procedures to periodically review compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance**.**

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

The duties of Board members as Directors have been enumerated in Section 166 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and additionally as Independent Directors as mentioned in Schedule IV of the said Act. There is a clear demarcation of responsibility and authority amongst the Board Members.

COMMITTEES OF THE BOARD

The Board Committees appointed by the Board focus on specific areas and make informed decisions within the authority delegated. Each Committee of the Board is guided by its Charter, which defines the composition, scope and powers of the committee. The Committees also make specific recommendations to the Board on various matters from time-to time. The Company has following Statutory and Non Statutory Committees:

(a) AUDIT COMMITTEE

The terms of reference of Audit Committee have been adopted in line with the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee was re-constituted on 07.02.2015 with induction of Sh. N.R.Munjal in place of Sh. S.R. Mehta.

The details regarding constitution, new terms of reference and meetings held/ attendance is as under: -

I. Constitution of the Committee

The Audit Committee presently comprises of five members:

Name	Designation	Category
K.M.S. Nambiar	Chairman	Non-Executive, Independent
Dr. J.K. Kakkar	Member	Non-Executive, Independent
S.V. Singh	Member	Nominee Director (SBI)
Pradeep Kumar	Member	Non-Executive, Independent
N.R.Munjal*	Member	Executive, Promoter

*Sh. N.R. Munjal joined the Committee in place of Sh. S.R. Mehta w.e.f. 07.02.2015

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

The Audit Committee meetings are also attended by Statutory Auditors. The Company Secretary acts as Secretary of the Audit Committee. The Committee relies on the expertise and knowledge of management, internal auditors and the independent statutory auditors in carrying out its

Report on Corporate Governance (Contd.)

oversight responsibilities. Management is responsible for the preparation, presentation and integrity of the company's financial statements including consolidated statements, accounting and financial reporting principles. Management is also responsible for internal control over financial reporting and also procedures are designed to ensure compliance with Accounting Standards, applicable laws, regulations as well as objectively reviewing and evaluating the adequacy, effectiveness and quality of the company's system of internal control.

M/s Jain & Associates are the company's Statutory Auditors and they are responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

The minutes of the Audit Committee Meeting forms part of Board papers circulated for Board meetings. In addition, the Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meeting.

II. Terms of Reference/ Role of Audit Committee:

The terms of reference/ role of the Audit Committee inter alia, includes the following:

i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

ii. Recommendation to the Board for appointment, reappointment, remuneration and terms of appointment and, if required, the replacement or removal of statutory auditors of the company.

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013;

b) Changes, if any, in accounting policies and practices and reasons for the same;

c) Major accounting entries involving estimates based on the exercise of judgment by management;

d) Significant adjustments made in the financial statements arising out of audit findings;

e) Compliance with listing and other legal requirements relating to financial statements;

f) Disclosure of any related party transactions; and

g) Qualifications in the draft audit report.

v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the tilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.

viii. Approval of transactions with related parties or any subsequent modification thereof and recommend such transactions, if required, to the Board for its approval.

ix. Scrutiny of inter-corporate loans and investments.

x. Valuation of undertakings or assets of the company, wherever it is necessary.

xi. Evaluation of internal financial controls and risk management systems.

xii. Reviewing, with the management, performance of statutory, cost and internal auditors, adequacy of the internal control systems.

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

xiv. Discussion with internal auditors of any significant findings and follow up there on.

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

Report on Corporate Governance (Contd.)

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

xviii. To review the functioning of the Whistle Blower mechanism.

xix. Recommend to the Board for approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

xx. Recommending to the Board the terms of appointment, reappointment and if required, the replacement or removal of cost auditors and internal auditors & fixation of their audit fees & fees for other services.

xxi. To review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses; and

e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

xxii. Investigate any matter referred to it by the Board or within its terms of reference.

xxiii. To review the financial statements, in particular, the investments made by the unlisted subsidiary companies of the Company.

2. In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, Listing Agreement with stock exchanges or any other applicable law.

3. The Committee shall have full access to information contained in the records of the Company and can seek information from any employee of the Company. The Committee may access external professional and legal advise, if so required in discharge of its functions.

4. The Audit Committee may make recommendations to the Board on any matter within its purview, by passing appropriate resolutions in its meetings.”

III. Meetings held and Attendance

The Audit Committee met 4 times during the financial year 2014-15, on the following dates: -

28.05.2014	**12.08.2014**
07.11.2014	**07.02.2015**

The attendance of each member of the Committee is as below: -

Name	Committee Meetings	
	Held during tenure	Attended
Mr. K.M.S Nambiar	4	3
Dr. J.K Kakkar	4	4
Mr. S.R. Mehta*	4	3
Mr. S.V. Singh	4	4
Mr. Pradeep Kumar	4	2
Mr. N.R.Munjal*	NIL	NIL

* Mr. N.R. Munjal joined the Committee in place of Sh. S.R. Mehta w.e.f. 07.02.2015

(b) NOMINATION AND REMUNERATION COMMITTEE

In compliance to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of the Company has constituted “Nomination and Remuneration Committee”. The terms of reference of the “Remuneration Committee” was conferred on the

Report on Corporate Governance (Contd.)

Nomination and Remuneration Committee, consequently, the Remuneration Committee was dissolved.

The details regarding constitution, terms of reference and meetings held/ attendance is as under: -

I. CONSTITUTION OF THE COMMITTEE

The Nomination and Remuneration Committee presently comprises five members: -

Name	Designation	Category
Mr. Pradeep Kumar	Chairman	Non-Executive, Independent
Mr. K.M.S. Nambiar	Member	Non-Executive, Independent
Dr. J.K. Kakkar	Member	Non-Executive, Independent
Mr. S.V. Singh	Member	Nominee Director (SBI)
Mr. N.R.Munjal	Member	Executive, Promoter

II. TERMS OF REFERENCE

The terms of reference of this Committee is as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.
6. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions including Companies Act, 2013 and rules made thereunder and Listing Agreement with stock exchanges.
7. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions."

III. MEETINGS HELD AND ATTENDANCE

The Nomination And Remuneration Committee met 2 times during the financial year 2014-15, on the following dates: -

12.08.2014 **07.02.2015**

REMUNERATION OF DIRECTORS

Executive Directors

The remuneration of Executive Directors is recommended by the Remuneration Committee. The Company pays remuneration by way of salary, perquisites and allowances to its Executive Directors as approved by the shareholders. Remuneration of the Executive Directors paid in respect of the financial year 2014-15 is given below:

(Rs. in Lacs)

Director	Designation	Remuneration for the year ended 31st March, 2015			
		Salary *	Contribution to Provident Fund	Perquisites	Total
Mr. N.R. Munjal	Vice-Chairman cum Managing Director	179.92	0.17	Nil	180.09
Mr. Himanshu Jain	Jt. Managing Director	179.92	0.17	Nil	180.09
Mr. Rishav Mehta	Executive Director	47.92	0.17	Nil	48.09

Note: The Contribution to Gratuity Fund has not been shown in the above table in respect of Managing Directors & Whole Time Directors.
*The Salary consists of the fixed component. There is no variable component or Performance linked incentives.

Report on Corporate Governance (Contd.)

The remuneration to be paid to the Executive Directors was approved by the shareholders in the Annual General Meeting held on 29th September, 2012 for the period commencing from 01st April, 2012 up to 22nd March, 2015

The Nomination and Remuneration Committee and subsequently the Board of Directors in their meeting held on 12th August, 2014 have approved the continuance of same remuneration for a further period of three years commencing on 23rd March, 2015 to 22nd March, 2018 and the same was approved by the shareholders in the Annual General meeting held on 30th day of September, 2014. The company is in the process of obtaining Central Government's approval for the payment of the said remuneration.

No options under the ESOP were granted to the Executive Directors during the year.

The terms of appointment of whole time directors are governed by resolution of Board of directors/ Shareholders and applicable rules of the company. None of the directors are entitled to severance fees.

Non-Executive Directors

Remuneration to Non-Executive Directors comprises sitting fees only. The sitting fee is paid to the non-Executive Directors as per the provisions of the Companies Act, 2013 and the rules there under.

Sitting fees and other expenses paid in respect of the financial year **2014-15** is given below: -

(Amount in Rs.)

Sr. No.	Director	Designation	Sitting Fees	Other Expenses	Total
1.	Dr. J.K. Kakkar	Independent Director	36000	--	36000
2.	Mr. K.M.S. Nambiar	Independent Director	25500	--	25500
3.	Sh. Pradeep Kumar	Independent Director	28000	--	28000
4.	Dr. A.K. Vig	Independent Director	5000	--	5000
5.	Mr. S.V.Singh	Nominee Director	28500	--	28500
6.	Sh.T.S. Bhattacharya*	Independent Director	1500	--	1500
7.	Sh. V.K. Arora*	Independent Director	1500	--	1500

* Dr. Vinay Kumar Arora and Mr. T.S. Bhattacharya ceased to the Directors w.e.f. 07.11.2014.

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

As per the requirements of Section 178(5) of the Companies Act 2013 and Clause 49 of the Listing Agreement, The details regarding constitution, terms of reference and meetings held/ attendance is as under: -

I. Constitution of the Committee

The Stakeholders Relationship Committee presently comprises four members: -

Name	Designation	Category
Dr. J.K. Kakkar	Chairman	Non-Executive, Independent
Mr. Pradeep Kumar	Member	Non-Executive, Independent
Mr. N.R. Munjal	Member	Executive, Promoter
Mr. S.R. Mehta	Member	Non-Executive, Promoter

II. Terms of Reference

The Stakeholders Relationship Committee reviews and ensures the existence of a proper system for timely resolution of grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non receipt of declared dividends. The following terms of reference of the Committee have been aligned to the Companies Act, 2013: –

1) To review, consider & resolve complaints received from shareholders security holders and other investors ("stakeholders").

2) To review, consider & resolve complaints and other letters received from SEBI, Department of Company Affairs, Stock Exchanges and similar bodies, pertaining to stakeholders.

Report on Corporate Governance (Contd.)

3) To consider, approve or delegate its powers to the officials of the Company or R&T Agent or any other person relating to the following:-

   a) Transfer and transmission of the securities of the Company

   b) Consolidation, splitting, renewal & replacement certificates pertaining to securities issued by the Company.

   Provided that the new certificate shall be issued only against the surrender of old certificate, which shall be cancelled.

   c) Dematerialisation & rematerialisation of securities issued by the Company.

4) To consider & issue certificates for shares, debentures and other securities issued by the Company and to consider & issue duplicate certificates in lieu of lost, mutilated or destroyed certificates and to authorize officials of the Company or any other person in this matter

5) In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, 2013, Listing Agreement with stock exchanges or any other applicable law / regulations from time to time or as may be assigned by the Board of Directors.

6) The Committee shall have full access to information contained in the records of the Company and its R&T Agent."

III. **Meetings held and Attendance**

The Committee met 3 times during the financial year 2014-15, on the following dates: -

25.08.2014	**20.09.2014**	**29.12.2014**

The attendance of each member of the Committee is as below: -

Name	Committee Meetings	
	Held during tenure	Attended
Dr. J.K. Kakkar	3	3
Mr. Pradeep Kumar	3	1
Mr. N.R. Munjal	3	3
Mr. S.R. Mehta	3	3

(D) COMPENSATION COMMITTEE

The Compensation Committee was constituted in the year 2004 to administer and superintend the implementation of Employee Stock Option Scheme.

The detail regarding constitution, terms of reference and meetings held/ attendance is as under: -

I. Constitution of the Committee

The Compensation Committee presently comprises three members as per details in the following table: -

Name	Designation	Category
Dr. J.K. Kakkar	Chairman	Non-Executive, Independent
Mr. K.M.S. Nambiar	Member	Non-Executive, Independent
Mr. S.V. Singh	Member	Nominee Director (SBI)

II. Terms of Reference

The Compensation Committee formulates the detailed terms and conditions of the Employee Stock Option Scheme /Plan including the following:

Administration and superintendence of Employees' Stock Option Scheme (ESOS).

Formulation of the detailed terms and conditions of the ESOS.

(E) SUB-COMMITTEE OF BOARD

The Sub Committee of Board was constituted in the year 2009 to consider and approve the matters related To Banks/ FIs/ Term Loans/ Corporate Debt Restructuring and matter of general nature.

Report on Corporate Governance (Contd.)

The constitution of the Sub-Committee of Board and the attendance of each member of the committee is given below:

Name	Designation	Executive/Non-Executive/ Independent	No. of Committee Meeting held during their Tenure	No. of Committee Meeting attended
Mr. N.R Munjal	Chairman/ Member	Executive Director	11	11
Mr. K.M.S Nambiar	Member	Independent/Non-Executive Director	11	11
Dr. J.K. Kakkar	Member	Independent/Non-Executive Director	11	11
Mr. Himanshu Jain	Member	Executive Director	11	11
Sh. Pradeep Kumar	Member	Independent/Non Executive Director	11	5

(F) RISK MANAGEMENT COMMITTEE

Pursuant to the provisions of Clause 49(VI) of the Listing Agreement, the Company has constituted a Risk Management Committee to monitor and review the risk management plans and policies of the Board. The composition of the Risk Management Committee is as follows :

Name	Designation	Executive/Non-Executive/ Independent
Dr. J.K. Kakkar	Chairman	Independent/Non-Executive Director
Mr. K.M.S Nambiar	Member	Independent/Non-Executive Director
Dr. Ashwani Kumar Vig	Member	Independent/Non-Executive Director
Mr. N.R Munjal	Member	Executive Director

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a committee and a policy for prevention of sexual harassment of its women employees..

SUBSIDIARY COMPANIES

The Company monitors performance of its subsidiary companies, *inter-alia*, by the following means:

i. The Audit Committee reviews financial statements of the subsidiary companies, along with investments made by them.

ii. The Board of Directors reviews all the significant transactions and arrangements, if any, of subsidiary companies. The Company has formulated a policy for determining its 'Material' Subsidiaries.

(A subsidiary shall be considered as material if the investment of the Company in the subsidiary exceeds 20% of its consolidated net worth as per Audited Balance Sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the Company during the previous financial year)

Ind-Swift Laboratories Limited does not have a material non-listed Indian subsidiary. [Under Clause 49 of the Listing Agreement, a "material non-listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

The Company has formulated a policy regarding determination of 'Material' Subsidiaries and the same is available on the website of the Company www.indswiftlabs.com

CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the provisions of Companies Act, 2013, the Company has in place a comprehensive 'Code of Conduct for Prevention of Insider Trading', for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of Ind-Swift Laboratories Limited, and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer. The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The same is available on website of the Company.

Report on Corporate Governance (Contd.)

WHISTLE-BLOWER POLICY / VIGIL MECHANISM

The Company promotes ethical behaviour in all its business activities and in line with the best international governance practices, Ind-Swift Laboratories Limited has established a system through which Directors, employees, business associates may report unethical behaviour, malpractice, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all Directors, employees, business associates have direct access to the Chairman of the Audit Committee, and also to the Ethics Counselor designated for the same purpose. The Whistle- Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website www.indswiftlabs.com at the web link: www.indswiftlabs.com/pages/Whistle_Blower_Policy.pdf

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee.

LEGAL COMPLIANCE REPORTING

The Board of Directors review in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. The Company has developed a very comprehensive Legal Compliance Manual, which drills down from the Managing Director to the executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the enforce compliance tool. System-based alerts are generated until the user submits the monthly compliance report, with provision for escalation to the higher-ups in the hierarchy. Any noncompliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

NEAPS (NSE Electronic Application Processing System), BSE Corporate Compliance & Listing Centre:

NSE and BSE have developed web based applications for corporates. Periodical compliances like Financial Results, Shareholding Pattern and Corporate Governance Report, etc are also filed electronically on NEAPS/BSE Listing centre.

SCORES (SEBI Complaints Redressal System): SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

EXCLUSIVE EMAIL ID FOR INVESTORS: The Company has designated the email id : investor@indswiftlabs.com exclusively for investor servicing, and the same is prominently displayed on the Company`s website www.indswiftlabs.com.

INVESTOR RELATIONS

The following table shows the number of complaints received from the shareholders during 2014-15 all of which have been resolved during the year. There was no complaint pending as on 31/03/2015.

Status of Complaints	2014-15
Opening as on 01/04/2014	Nil
Received during the year	3
Resolved during the year	3
Closing as on 31/03/2015	Nil

The company has also received number of complaints from fixed deposits holders regarding repayment of deposits. The Hon'ble Company Law Board vide its order No.CP27/01/2013 dated 30th September, 2013 has granted extension of time in repayment of deposits. Now, the Company is making repayment of interest and Principal amount as due to the fixed deposit holders in terms of the aforesaid order of Hon'ble CLB.

The complaints are generally replied within 15 days from the date of lodgment with the company.

Report on Corporate Governance (Contd.)

GENERAL BODY MEETINGS FOR LAST THREE YEARS

The Location and the time of the Annual General Meetings held during the last three years are as under: -

Financial Year	Category	Venue	Date	Time	Special Resolution
2013-14	19th AGM	PHD Chamber of commerce & Industry, Sector-31 A, Chandigarh	30.09.2014	2.30 P.M.	12
2012-13	18th AGM	PHD Chamber of commerce & Industry, Sector-31 A, Chandigarh	30.09.2013	2.30 P.M	2
2011-12	17th AGM	PHD Chamber of commerce & Industry, Sector-31 A, Chandigarh	29.09.2012	10.30 A.M.	3

AGM – Annual General Meeting

In respect of the businesses to be transacted at the Annual general Meeting, e-voting facility was extended to the members of the Company. In respect of shareholders who could not cast their votes through e-voting, polling facility through ballot paper was provided at the venue of the Annual General Meeting. All the resolutions were passed with overwhelming majority. The Company had not passed any resolution through postal Ballot.

During the financial year 2014-15 the following mentioned Special Resolutions were passed seeking approval of shareholders:

- To consider and approve re-appointment of Sh. N.R.Munjal as Vice-Chairman cum Managing director on same terms & conditions.
- To consider and approve re-appointment of Mr. Himanshu Jain as Jt. Managing Director on same terms & conditions.
- To consider and approve re-appointment of Mr. Rishav Mehta as Executive Director on same terms & conditions.
- To consider and approve the holding of Office of profit in the Company by Mr. Sahil Munjal.
- To consider and approve the Mortgage of assets of the Company u/s. 180(1)(a).
- To consider and approve the Borrowing limits of the Company u/s. 180(1)(c).
- To consider and approve the issue of 16,92,725 Equity Shares of Rs.10/ each at a premium of Rs.45/- per share under Second Tranche to promoters in terms of CDR package of the Company.
- To consider and approve the Issue of 4,09,090 equity shares of Rs. 10/- each at a premium of Rs.45/- per share under Third tranche to promoters in terms of CDR Package.
- To consider and approve for Change in name of the Company.
- To consider and approve Adoption of New Articles of the Company.
- To consider and approve Employee stock Option Scheme – 2014.
- To consider and approve the Contracts/Arrangements/Agreement between Company and Related parties.

CODE OF CONDUCT

The Company has adopted a Code of Business Conduct and Ethics (the “Code”), which applies to all employees and Directors of the Company, its subsidiaries and affiliates. It is the responsibility of all employees and Directors to familiarize themselves with this Code and comply with its standards.

The Code of Business Conduct and Ethics is posted on the Company's website – www.indswiftlabs.com.

Declaration as required under Clause 49 of the Listing Agreement

As provided under Clause 49 of the listing Agreement with the Stock Exchanges, the Board of directors and the Senior Management Personnel have affirmed compliance with the code of conduct and Ethics for the financial year ended **March 31, 2015.**

(N.R. MUNJAL)
CEO/ Vice Chairman
Cum Managing Director

Date: 8th August, 2015
Place: Chandigarh

Report on Corporate Governance (Contd.)

DISCLOSURES

A. Related Party Transactions

Transactions with related parties are disclosed in **Note No.XXIV** of Notes to the accounts in the Annual Report for the year. Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large.

B. Compliances by the Company

During the **last three years**, no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on matters related to capital markets.

C. Disclosure of Accounting Treatment

There is no significant change in the accounting policies except for the accounting policy relating to treatment of Sundry Debtors outstanding for more than three years. The revised policy is given in Note No. XLV under sub-note 16 of the annexure to the Balance Sheet and Statement of Profit and Loss Account.

D. Risk Management

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of directors periodically reviews the risk management framework of the company.

E. Mandatory & Non-Mandatory Clauses

The Company has complied with all the mandatory requirements laid down by the Clause 49. The non-mandatory requirements complied with has been disclosed at relevant places.

MEANS OF COMMUNICATION

During the Year, quarterly and annual audited financial results on standalone basis and audited annual financial results on the consolidated basis of the Company were submitted to the stock exchanges soon after the Board meeting approved these and un-audited quarterly and half-yearly and audited annual financial results on the consolidated basis were published in leading newspapers - The Business Standard/ Financial Express (English) and Jansatta (Hindi). These were also promptly put on the Company's website www.indswiftlabs.com. All official news release of relevance to the investors are also made available on the website for a reasonable period of time.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

- Date : 30/09/2015
- Time : 2:30 P.M.
- Venue : PHD Chamber of Commerce and Industry,
  PHD House, Sector 31A, Chandigarh 160031

Financial Calendar

Financial reporting for the financial year 2014-15 for

• Quarter ending June 30, 2015	Already adopted on 8th August, 2015
• Quarter ending September 30, 2015	By 14th November, 2015
• Quarter ending December 31, 2015	By 14th February, 2016
• Financial Year ending March 31, 2016- Audited Results	By 30th May 2016 (As Audited Results will be considered)
• Annual General Meeting for the year ending March 31, 2016	By 30th September 2016

Date of Book Closure

The Company's Register of Members and Share Transfer Books will remain closed from 22nd September, 2015 to 30th September, 2015 (both days inclusive).

Dividend

In view of the financial losses, no dividend has been proposed for the Year ended 31st March, 2015.

Dates of Transfer of Unclaimed Dividend

Pursuant to Section 205A of the Companies Act, 1956, unclaimed dividend for the financial year 2006-07 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. The dividends for following years, which remain unclaimed for seven years

Report on Corporate Governance (Contd.)

from the date it is lying in the unpaid dividend account, will be transferred to IEPF in accordance with the schedule given below. Shareholders who have not encashed their dividend warrants relating to the dividends specified below are requested to immediately send their request for issue of duplicate warrants. The details of unclaimed dividends upto the financial year ended 31.03.2011 are also available on the website of the Company www.indswiftlabs.com. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

Dividend declared in the past

Financial Year	Type of Dividend	Dividend Rate	Date of declaration	Due date for transfer to IEPF
2007-08	Final	10	26/09/2008	02/12/2015
2008-09	Final	10	24/09/2009	30/11/2016
2009-10	Final	10	22/09/2010	28/11/2017
2010-11	Final	10	26/09/2011	02/12/2018

Listing of Equity Shares on Stock Exchanges

The Company's shares are listed at The Stock Exchange, Mumbai (BSE) and The National Stock Exchange of India Limited (NSE).

Stock Market Data

Stock Code : The Stock Code for the Company's shares are as follows: -

Name of the Stock Exchange	**:**	**CODE**
The Bombay Stock Exchange Limited	:	532305
National Stock Exchange Limited	:	INDSWFTLAB

The ISIN Nos. for the Company's Shares in Demat Mode – INE915B01019

Monthly Share Price Movement during 2014-15 at BSE & NSE

Month	**BSE**			**NSE**		
	High (Rs.)	**Low (Rs.)**	**Volume**	**High (Rs.)**	**Low (Rs.)**	**Volume**
April 2014	44.35	36.30	23,65,226	44.2	36.55	29,05,635
May 2014	52.45	37.05	29,61,541	52.45	37.25	37,74,613
June 2014	52.65	42.00	36,04,096	52.7	41.8	45,39,903
July 2014	57.60	41.80	49,60,818	54.35	41.85	1,10,34,768
August 2014	41.75	30.50	24,18,813	41.9	30.4	39,30,350
September 2014	44.25	32.35	59,98,200	44.5	32.2	99,77,120
October 2014	38.20	31.80	14,09,606	38.05	31.75	19,69,791
November 2014	34.55	28.55	7,89,520	34.85	28.5	15,83,440
December 2014	34.30	22.05	5,34,823	30.6	22.05	10,84,952
January 2015	33.60	25.20	11,24,440	33.75	25.75	21,26,869
February 2015	34.60	28.10	27,69,992	34.6	28.05	34,10,399
March 2015	32.60	28.60	31,57,519	32.75	26.25	40,99,252

(Source: www.bseindia.com) (Source: www.nseindia.com)

REGISTRAR AND TRANSFER AGENT

Transfer Agent for physical transfer and Demat of Shares:

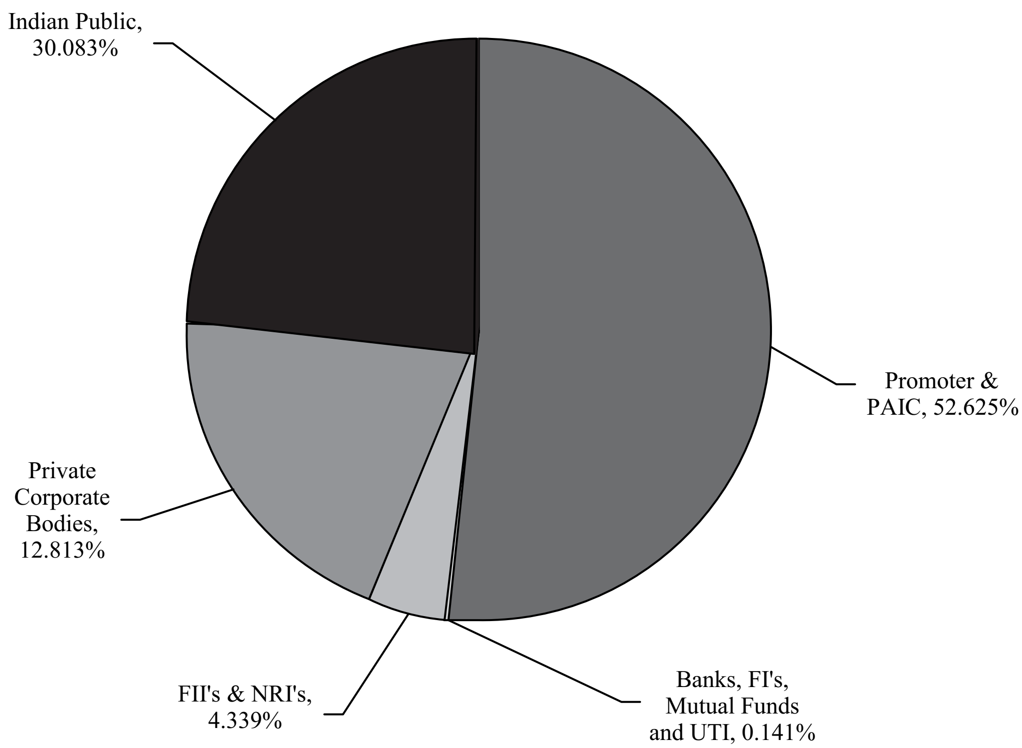
M/s Alankit Assignments Ltd.
205-208, Anarkali Market,
Jhandewalan Extension, New Delhi-110 055
Tel:- +91-11-42541965, 42541953
Fax:- +91-11-41540064
E-mail: info@alankit.com
Website: www.alankit.com

Report on Corporate Governance (Contd.)

Distribution of Equity Shareholding as on March 31, 2015.

Category	No. of Shares Held	%age of Shareholding
Promoters & PAIC	2,15,56,851	52.625
Banks, FI's, Mutual Funds and UTI	57,648	0.141
FII's & NRI's	17,77,395	4.339
Private Corporate Bodies	52,48,516	12.813
Indian Public	1,23,22,785	30.083
Total	**4,09,63,195**	**100.00**

Shareholding Pattern as on 31.03.2015



Distribution Schedule as on 31st March 2015

Shares or Debenture holding of Nominal Value of	No. of Share Holders	% age of Total Holders	Shares/ Debenture Amount	% age of Total Equity
Upto 5000	17038	81.764	28024310	6.841
5001 to 10,000	1991	9.555	16673310	4.07
10,001 to 20,000	863	4.141	13342260	3.257
20,001 to 30,000	304	1.459	7940880	1.939
30,001 to 40,000	126	0.605	4623500	1.129
40,000 to 50,000	130	0.624	6130630	1.497
50,001 to 1,00,000	171	0.821	12510620	3.054
1,00,001 to Above	215	1.032	320386440	78.213
Total	**20838**	**100.000**	**409631950**	**100.00**

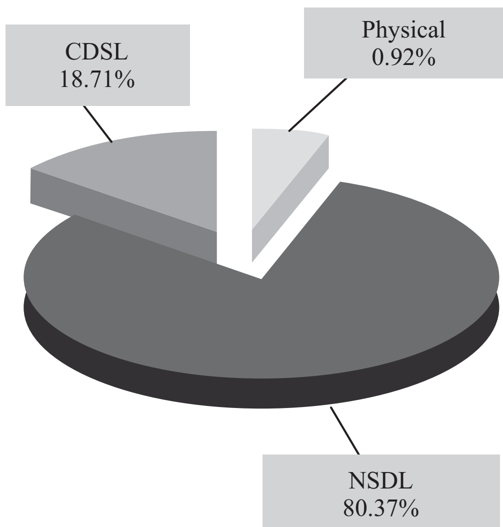
Report on Corporate Governance (Contd.)

Dematerialization of Shares

The shares of the company are available for trading in the Depository system of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on **31st March 2015**, 40586479 equity shares of the company, forming 99.080% of the share capital of the company, stand dematerialized.

Mode of Shares	Number of Shares	%
Physical	376716	0.92
NSDL	32921374	80.37
CDSL	7665105	18.71
Total	**40963195**	**100.00**

Shares held on Physical Form and Dematerialized Form as on 31.03.2015



Outstanding GDRs/ADRs/Warrants or any convertible instruments.

The Company issued 25,00,000 Global Depository Receipts (GDRs) to FIIs on 12th August, 2005 after getting the previous approval from the shareholders in the Extra-Ordinary general Meeting held on 27th April, 2005. These GDRs were listed at the Luxemburg Stock Exchange. As on 31/03/2015, **23,500** GDR's were outstanding.

Optionally Convertible Warrants

There are no Outstanding Warrants for Conversion.

Reconciliation of Share Capital Audit

Pursuant to the provisions of SEBI (Depositories & Participant) Regulations, 1996 quarterly audit is being undertaken by a Practicing Company Secretary for reconciliation of share capital of the Company.

The audit report inter alia covers and certifies that the total share held in NSDL, CDSL and those in physical from tally wih the issued and paid-up capital of the Company, the Registrar of Members is duly updated and demat requests are confirmed within stipulated time etc.

Registered Office

Ind-Swift Laboratories Limited
SCO 850, Shivalik Enclave,
NAC, Manimajra, Chandigarh – 160 101
Tele: - +91-172-2730920
Fax: - +91-172–2730504, 2736294

Report on Corporate Governance (Contd.)

Plant Locations

1. Village Bhagwanpura, Barwala Road, Near Derabassi, Distt. Patiala, Punjab.
2. SIDCO, Industrial Growth Centre, Jammu (J & K).

Research and Development Facility

Plot No. E-5, Industrial Area, Phase –II, Mohali (Punjab)

Compliance Officer

Pardeep Verma
GM-Corp. Affairs & Company Secretary
Ind-Swift Laboratories Limited

Corporate Office

SCO 850, Shivalik Enclave,
NAC, Manimajra, Chandigarh 160101
Tel: - +91-172-2730920
Fax: - + 91-172-2730504
Email: pardeep.verma@indswiftlabs.com

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board Members and Senior Management have affirmed compliance with the code of conduct for the financial year 2014-15.

N.R.Munjal
Vice-Chairman Cum Managing Director

Place: Chandigarh
Date: 08.08.2015

Independent Auditors' Report

The Members,
Ind-Swift Laboratories Limited,
Chandigarh

Report on the Financial Statements

1. We have audited the accompanying financial statements of **M/s Ind-Swift Laboratories Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the financial statement that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of financial statements.

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

Opinion

6. In our opinion, and to the best of our information, and according to the explanations given to us, the aforesaid financial statements, read together with the "Emphasis of Matter" section below, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
   (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
   (b) In the case of the Statement of Profit and Loss, of the loss of the year ended on that date; and
   (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying our opinion, we draw attention to the following matters in the notes:

7. The provisions of the Companies Act, 1956 (further amended to Companies Act, 2013), where the Company has got its Fixed Deposit Scheme restructured vide order No. C.P 27/01/2013, Dated 30.09.2013 of Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits. Few of the FD holders have however approached the courts for the repayment of their Fixed Deposits. (Refer to Note No. V of financial statements)

8. Two members of the CDR group namely Catholic Syrian Bank and State Bank Of Travancore have transferred their balances to Asset Reconstruction Company.

   Further, the Company's Account has been declared as NPA by banks mentioned therein.

   (Refer to Note No. IV of the financial statement)

9. The Company has introduced a new accounting policy of writing off of Debtors exceeding three years on cut-off date of Balance Sheet, other than balances of related parties and disputed debtors.

   (Note No. XLV, policy no.16 of the financial statements)

Report on Other Legal and Regulatory Requirements

10. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of Section 143 (11) of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information

Independent Auditors' Report (Contd.)

and explanations given to us, we give the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143(3) of the Act, we report that:

    (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;

    (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purpose of audit;

    (c) The Balance sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns;

    (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.

    (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section164(2) of the Companies Act, 2013.

    (f) The company has adequate internal financial controls system in place and are operating effectively.

    (g) With respect to the other matters included in the audit report with accordance with Rule 11 of Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us-

I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note XIX to the financial statements

II. The Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any or long term contracts including derivative contracts.

III. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Company.

For JAIN & ASSOCIATES
Chartered Accountants
(Regd No.: 001361N)

(S.C. Pathak)
Partner
Membership No. 10194

Place: Chandigarh
Date: 16.05.2015

Annexure to the Auditors' Report

(Referred to in paragraph 1 of our report of even date)

I. In respect of its fixed assets:

a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) According to the information and explanations given to us, the company has a system of physical verification of all its fixed assets over a period of four years. In our opinion having regard to the size of the company and the nature of its assets, the program of verification is reasonable. No material discrepancies have been noticed in respect of assets physically verified.

II. In respect of its inventories:

a) The inventory was physically verified during the year by the management. In our opinion, frequency of verification is reasonable.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of its inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.

III. According to the information and explanations given to us, the company has granted unsecured loans during the year & the amounts outstanding at the year end is Rs. 5133.31 Lacs (Prev. Year Rs. 3221.16) to two parties covered in the register maintained under section 189 of the Companies Act 2013.

a) Receipt of the principal is irregular and no interest is being charged.

b) No reasonable steps have been taken by the company for the recovery of the principal and interest even though the overdue amount is more than rupees one lac

IV. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in Internal Control System.

V. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 73 to 76 of the Companies Act 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, with regard to the deposits accepted from the public. except the company has not maintained the Liquid Assets (i.e. 15% of Deposits maturing next financial year) as a statutory requirement under the Companies (Acceptance of Deposit) Rules, 2014. For the relaxation of the above statutory requirement, company had filed the application to the Central Government (Ministry of Company Affairs) which has been rejected by Central Government vide its letter dated 23/3/2015. However, the Company has got its Fixed Deposit Scheme restructured vide order No. C.P 27/01/2013, Dated 30.09.2013 through Hon'ble Company Law Board.

VI. The Company is required to maintain cost records under section 148(1) of the Companies Act, 2013 for the products of the company and according to the information and explanation given to us, the company has maintained proper records as prescribed by the Central Government.

VII. According to the information and explanations given to us in respect of Statutory and other dues :

a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Value Added Tax , Employees' State Insurance, Income Tax, Sales Tax, wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities during the year.

b) As per the information and explanation given to us, there is no amount of Income tax/sales tax/ custom duty/ wealth tax/excise duty/Value Added Tax/service tax/Cess which have not been deposited on account of any dispute.

c) Amount required to be transferred to investor education and protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under, have been transferred to such Funds within time.

VIII. The Company have no accumulated losses at the end of the year and has incurred no cash losses during the current financial year and in preceding financial year.

IX. The Company has made following defaults in repayment of dues to Banks, Financial Institutions and Debenture holders

Annexure to the Auditors' Report (Contd.)

which is as under:

S. No.	Bank Name	Amount* (in Lakhs)	Period of Default
1	State Bank Of India	330.84	1 Year
2	Canara Bank	90.24	I Year
3	Central Bank of India	203.96	1 Year
4	Allahabad Bank	97.04	I Year
5	Catholic Syrian Bank	652.44	Transferred to ARC
6	Exim Bank	187.7	I Year
7	ICICI	11.84	I Year
8	State Bank Of Hyderabad	147.76	I Year
9	State Bank Of Travancore	235.81	Transferred to ARC
10	SIDBI-FITL	15	9 months
11	DEG	568.78	More than 1 year
12	Tata Capital	16.23	More than one year
13	Technology Development Board	334	More than 1 year
14	IFCI Limited	79.7	More than 1 year
15	L&T Finance Ltd.	145.26	More than 1 year
16	Mahindra & Mahindra Finance Services Ltd.	2130	More than 1 year

(* Amount of default includes principal amount)

X. According to the information and explanations given to us, the company has given corporate guarantee for loans taken by others from banks or financial institutions and in our opinion, the same are not prejudicial to the interest of the Company.

XI. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the company were, prima facie, applied by the company during the year for the purposes for which the loans were obtained.

XII. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For JAIN & ASSOCIATES
Chartered Accountants
(Regd No.: 001361N)

(S.C. Pathak)
Partner
Membership No. 10194

Place: Chandigarh
Date: 16.05.2015

Balance Sheet as at 31st March 2015

(Amount in Rs.)

	Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
I .	**EQUITY AND LIABILITIES**			
(1)	**Shareholders' Funds**			
	a) Share Capital	I	409,631,950	409,631,950
	b) Reserves & Surplus	II	5,513,914,462	6,725,841,981
(2)	**Share Application money pending Allotment**	III	115,600,000	93,100,000
(3)	**Non-current liabilities**			
	(a) Long-term borrowings	IV	9,892,037,437	9,643,942,440
(4)	**Current Liabilities**	V		
	(a) Short term Borrowings		4,306,408,231	3,909,734,525
	(b)Trade Payables		1,491,445,324	2,063,405,108
	(c) Other current liabilities		653,682,025	230,372,509
	(d) Short term Provisions		0	34,095,629
	Total		**22,382,719,429**	**23,110,124,143**
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets	VI		
	(i) Tangible Assets		11,711,115,890	11,591,387,163
	(ii) Intangible Assets		2,306,681,025	2,426,715,161
	(iii) Capital work in Progress (Tangible)		934,052,486	546,204,850
	(iv)Capital work in Progress (Intangible)		194,298,412	234,791,740
	(v) Assets held for disposal		22,225,562	22,336,166
	Total		**15,168,373,374**	**14,821,435,079**
	Accumulated depreciation		2,873,987,042	2,315,106,902
	Net Block		**12,294,386,332**	**12,506,328,177**
	(b) Non-Current investment	VII	263,316,061	272,051,647
	(c) Deferred Tax Assets (Net)	VIII	48,106,413	(189,633,186)
	(d) Long-term loans & advances	IX	719,716,806	807,438,800
(2)	**Current assets**	X		
	(a) Inventories		3,483,068,636	3,770,286,745
	(b) Trade receivables		3,749,000,505	4,272,684,420
	(c) Cash and cash equivalents		184,773,137	189,218,493
	(d) Short-term loans and advances		1,640,351,538	1,481,749,047
	Total		**22,382,719,429**	**23,110,124,143**
	Significant Accounting Policies	XLV		

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

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

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
Revenue from Operation	XI	6,457,366,862	9,406,614,505
Other Income	XII	222,539,615	134,576,061
Total Revenue		**6,679,906,477**	**9,541,190,566**
Expenses			
Cost of Materials Consumed	XIII	3,386,961,415	4,400,218,435
Purchase of Stock In Trade		456,889,116	2,368,561,018
Change in Inventories of FG/WIP/Stock in trade	XIV	140,912,932	608,949,013
Employee benefits expense	XV	522,862,750	466,612,598
Financial Cost	XVI	1,172,866,231	1,166,204,799
Depreciation & amortisation expenses	XVII	842,900,881	657,655,716
Other Expenses	XVIII	1,061,452,122	977,917,186
Total		**7,584,845,447**	**10,646,118,764**
Profit/ (Loss) before exceptional & extraordinary items & Tax		**(904,938,970)**	**(1,104,928,199)**
Exceptional items			
Previous Year Loss / (Income)		(1,283,293)	(1,414,189)
Previous Year Expenses		17,303,221	46,577,978
Exceptional Item (Refer Note No. XXVIII)		511,895,175	281,969,812
Profit/ (Loss) before extraordinary items and Tax			
Extra ordinary Items:			
Reversal of Previous year Income/(Expenses)		-	-
Profit/ (Loss) before Tax		**(1,432,854,073)**	**(1,432,061,800)**
Tax Expenses:			
Provision for Income Tax		-	-
Income Tax Adjustment of Previous Years		(3,480,948)	(77,919)
Mat Credit Entitlement		-	-
Deferred Tax Liability/(Assets)		(237,739,598)	(204,548,249)
Profit / (Loss) for the period from continuing Operation		**(1,191,633,527)**	**(1,227,435,632)**
Earnings per equity share:			
(1) Basic		(29.09)	(29.28)
(2) Diluted		(29.09)	(29.28)

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

Cash Flow Statement for the year ended 31st March 2015

(Rs. in Lacs)

Particulars		As at 31.03.2015	As at 31.03.2014
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax and Extra-Ordinary Items	(9049.39)	(11049.28)
ADJUSTMENTS FOR:			
i)	Depreciation	8429.01	6576.56
(ii)	Exchange (profit)/loss	182.51	(612.66)
(iii)	Reversal of previous year items	(160.20)	(451.64)
(iv)	Interest on term loans	6565.97	5427.11
(v)	Interest received	(355.55)	(344.56)
(vi)	Provision for doubtful debts	0.00	663.76
(vii)	Loss on sale of fixed assets	7.86	12.10
(viii)	Income tax adjustment of previous years	34.81	0.78
(ix)	Amortisation of Subsidy	(2.53)	(2.53)
(x)	Gain/ Loss on sale of investment	0.00	3.04
(xi)	Provision for interest on CC	2289.13	3187.28
OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES		**7941.62**	**3409.94**
ADJUSTMENTS FOR:			
i)	Trade & Other Receviables	579.63	(4745.60)
ii)	Inventories	2872.18	7441.30
iii)	Loan & advances	(1010.69)	(1898.73)
iv)	Current Liabilities	(4672.20)	1684.35
v)	Working Capital Borrowing	4622.00	1665.31
vi)	Income taxes (Including Advance Tax/TDS)	(340.96)	(925.00)
		2049.96	**3221.63**
Net Cash flow from operating Activities		**9991.58**	**6631.57**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
i)	Purchase of fixed Assets	(4026.79)	(3095.92)
ii)	Sale of fixed assets	20.70	9.16
iii)	(Purchase) / Sale of Investments	(13.70)	3.59
iv)	Interest Received	355.55	344.56
Net Cash flow from investing activities		**(3664.23)**	**(2738.61)**

Cash Flow Statement (Contd.)

(Rs. in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(3734.03)	(2307.09)
ii) Interest paid on Term Loans & FD	(2862.77)	(2399.74)
iii) Promoter's Contribution	225.00	931.00
iv) Proceeds from Term Loans From Banks & Financial Institutions	0.00	0.00
Net Cash flow from Financing Activities	**(6371.80)**	**(3775.83)**
	(44.45)	**117.12**
Net increase in Cash or Cash Equivalents	**(44.45)**	**117.12**
Cash & Cash Equivalents as on 31.3.2014	1892.18	1775.06
Cash & Cash Equivalents as on 31.3.2015	1847.73	1892.18

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

AUDITOR'S CERTIFICATE

We have verified the above Cash Flow Statement of Ind-Swift Laboratories Limited, derived from the audited financial statements for the year ended 31st March 2015 and found the same to be drawn in accordance therewith and also with requirements of Clause 32 of the Listing Agreement with the Stock Exchange.

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

Notes Forming Part of Balance Sheet and Statement of Profit and Loss

(Amount in Rs.)

Particulars		As at 31.03.2015	As at 31.03.2014
NOTE NO. I : SHARE CAPITAL			
a)	**Authorised**		
	Balance as per Last Balance Sheet:	600,000,000	600,000,000
	Addition during the year		
	Nil (Previous Year NIL) Equity share of Rs. 10/- Each		
	6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of Rs.10/- Each	600,000,000	600,000,000
b)	**Issued, Subscribed & Paid Up**		
	Balance as per Last Balance Sheet:	409,631,950	392,704,700
	Addition during the year		
	16,92,725 (Previous Year 1325000) Equity share of Rs. 10/- Each	–	16,927,250
	4,09,63,195 (Previous Year 3,92,70,470) Equity Shares	**409,631,950**	**409,631,950**
	of Rs.10/-each fully called up and paid up.		
c)	**List of Shareholders holding more than 5 % shares**	No. of shares	No. of shares
	Name		
	Ind Swift Ltd	9499720 (23.191%)	9499720 (23.191%)
	Essix Biosciences Ltd	5491801(13.407%)	5491801 (13.407%)
d)	**During the year, Company has made following preferential allotments.**		
		Equity Share Issued	**Equity Share Issued**
		Nil	16,92,725

During the year, Company has not allotted any shares to promoters under CDR scheme. However, during previous year 16,92,725 number of shares were issued at Rs. 55/- per share (Including premium of Rs. 45)

NOTE No. II : RESERVES & SURPLUS			
(a)	**Capital Reserves :**		
	State Subsidy on DG Set & QC Subsidy		
	Opening Balances:-	3,767,761	4,021,129
	Additions	-	-
	Less:- Amortisation during the year	253,368	253,368
		3,514,393	**3,767,761**
	Capital Redemption Reserve	2,000	2,000
	Share Warrants Forfieted Account	6,323,113	6,323,113
	Equity Share Forfieted Account(175900 shares in the year 2002-03)	866,500	866,500
(b)	**Securities Premium**		
	Opening Balance	2,142,258,915	2,066,086,290
	Addition during the year	-	76,172,625
		2,142,258,915	**2,142,258,915**
(c)	**Revaluation Reserve**		
	Opening balance	3,346,715,539	3,501,627,075
	Addition during the year	-	-
	Less : Depreciation charges on revalued assets trf to General Reserve	158,600,077	154,911,536
		3,188,115,462	**3,346,715,540**

(Amount in Rs.)

Particulars		As at 31.03.2015	As at 31.03.2014
(d)	**Employees Stock Option Outstanding**	138,780	138,780
	Less : Trf. to Gen reserves	138,780	-
		-	**138,780**
(e)	**General Reserve**		
	As per Last Balance Sheet	347,592,323	347,592,323
	Add: Transfer from ESOP	138,780	-
	Add: Dep on revaluaed assets Deducted from Revaluation Reserves	158,600,077	-
	Less :- Depreciation adjustment as per New Companies Act, 2013	(20,040,617)	
		486,290,563	**347,592,323**
(f)	**Profit & Loss Account**		
	As per Last Balance Sheet	878,177,042	2,105,612,682
	Add: Transfer from Profit & Loss Account	(1,191,633,527)	(1,227,435,631)
		(313,456,484)	878,177,050
	Total	**5,513,914,462**	**6,725,841,981**

NOTE No. III : SHARE APPLICATION MONEY

During the year under review, the promoters have infused their contribution amounting to Rs. 2.25 crores which is yet to be converted into equity shares pursuant to its approved CDR package along with previous year contribution of Rs. 9.31 crores. Till the conversion to equity shares, the amount is treated as Share application money as on 31.03.2015. The Company could not issue shares against this promoters contribution as company's application for pre-approval for allotment of shares in terms of the Clause 24(a) of the listing agreement was pending with the exchanges as on 31.03.2015.

NOTE No. IV : LONG-TERM BORROWINGS			
Secured Loans			
(a)	Non Convertible Debentures	1,622,896	5,622,896
(b)	Term Loans		
	From Banks	8,249,311,450	7,890,410,238
	From other parties	709,982,096	726,239,730
Un Secured Loans:-			
(a)	Fixed Deposits	931,120,995	1,018,269,576
(b)	Term Loans & Advances		
	From Others	-	3,400,000
	Total	**9,892,037,437**	**9,643,942,440**

(A) The Company received Rs. 15.00 crore against 14% Non-convertible Debentures on 28.05.2009 which are redeemable in 13 quarterly installments with effect from February 2010. Balance outstanding as on 31.03.2015 is Rs. 0.16 Crore (Previous Year Rs. 0.56 Crore)

(b) Maturity profile of term Loans: (Rs. in Lacs)

Type of Loan	Rate of Interest	1 Years	2 Years	3 Years	4 Years	> 4 Years	Total
FITL	9.50%	30.48	15.24	45.72	45.72	243.84	381.00
FITL	9.75%	111.02	55.51	166.53	166.53	888.16	1387.75
FITL	10.00%	867.60	531.75	1282.86	1286.86	6453.41	10422.49
FITL	10.25%	63.28	31.64	94.92	94.92	489.32	774.08
CDR	10.25%	508.56	254.28	762.84	762.84	4068.46	6356.98
CDR	10.40%	398.28	199.14	597.42	597.42	3186.11	4978.37
CDR	10.50%	559.79	279.80	839.41	839.17	4476.83	6995.00
CDR	10.75%	1890.55	1074.92	2124.24	2124.24	10182.74	17396.69
CDR	11.70%	150.00	75.00	225.00	225.00	1200.00	1875.00
CDR	13.00%	435.77	459.98	694.00	322.79	0.00	1912.55
NON CDR	3.64%	1895.97	1516.77	2987.67	3033.54	759.40	10193.36

NON CDR	4.43%	3755.45	5633.17	470.68	1567.27	1091.58	12518.16
NON CDR	4.82%	1043.18	1043.18	1043.18	1043.18	1043.18	5215.90
NON CDR	5.00%	334.00	0.00	0.00	0.00	0.00	334.00
NON CDR	13.75%	159.40	159.40	159.40	239.10	876.70	1594.00
NON CDR	14.00%	16.23	0.00	0.00	0.00	0.00	16.23
NON CDR	14.25%	2450.00	0.00	0.00	0.00	0.00	2450.00
	TOTAL	**14669.55**	**11329.79**	**11493.88**	**12348.59**	**34959.75**	**84801.55**

Notes

A) 14% Non Convertible Debentures amounting to Rs. 0.16 Crores (P.Y. 0.56) from Tata Capital Limited is secured by first ranking pari passu charge on the immovable properties situated at village Behra & village Bhagwanpura Plot No E-5, Industrial Focal Point, Phase II , Mohali in the state of Punjab together with all buildings & structures, Plant & Machinery thereon and personal guarantees of Mr. S.R.Mehta, Mr. N.R.Munjal.

B) Bank borrowings for working capital Rs. 376.12 crores (P.Y. Rs. 352.79 Crores) from S.B.I., Bank of India, S.B.O.P., I.D.B.I., S.I.D.B.I. are secured by :-

(1) A first ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2 " for the benefit of the respective lenders and

(2) A second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage , in favour of " Security trustee 1 " for the benefit of the respective lenders and

(3) Unconditional and irrevocable on demand personal guarantee from each promoter in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security trustee 1 " for benefit of the respective lenders and

(4) Unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and

(5) Pledge of 100% Promoters Group Shareholding in the borrower (50.58% of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances, including additional share acquired by the promoters on infusion of equity in the Borrower in accordance with the terms of this Agreements, and the CDR Package in the favour of the "Security Trustee 1" and "Security Trustee 2" for the benefit of all respective lenders.

C) (i) Term Loan Rs. 553.85 crores (P.Y. 564.86 crores) from State Bank of India including State Bank of Indore (as now merged with SBI) , Central Bank of India , State Bank of Patiala , Bank of India including (ECB) , Canara Bank, Bank of India , Phoenix ARC Private Limited (Catholic Syrian Bank), Export Import Bank of India, IDBI Bank, ICICI Bank Limited , State Bank of Hyderabad , Edelweiss Arc Ltd. (State Bank of Travancore) , Allahabad Bank , SIDBI FITL are secured by :-

(1) A first ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee 1 " for the benefit of the respective lenders and

(2) A second ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2" for the benefit of the respective lenders and

(3) Unconditional and irrevocable on demand personal guarantee from each promoter in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security trustee 1" for benefit of the respective lenders and

(4) Unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and

(5) Pledge of 100% Promoters Group Shareholding in the borrower (50.58% of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances, including additional share acquired by the promoters on infusion of equity in the Borrower in accordance with the terms of this Agreements, and the CDR Package in the favour of the "Security Trustee 1" and Security Trustee 2" for the benefit of all respective lenders.

(ii) ECB Rs. 227.12 crores (P.Y. 218.08 Crores) from Bank of Baroda and DEG. Rupee term loan from IFCI Rs. 15.94 crores (P.Y. Rs. 15.94 crores), L&T Rs. 19.13 crores (P.Y. 19.37 crores), M&M Rs. 24.50 crores (P.Y. 24.50 crores) are secured by first ranking pari passu equitable charge on the moveable and immovable properties admeasuring 68 bighas & 13 biswas situated at village Behra & village Bhagwanpura Plot No E-5, Industrial Focal Point, Phase II, Mohali in the state of Punjab together with all buildings & structures, Plant & Machinery thereon and personal guarantees of promoter directors.

(iii) Vehicle loans Rs 0.23 Crores (P.Y. 1.07) from HDFC, ICICI and NBFC are secured against hypothecation of the vehicles under the hire purchase agreement.

(iv) Other term loan & advances Rs. 4.45 crores (P.Y. 8.21 crores) includes ICICI Home Loan, Siemens Financial Services Pvt. Ltd. And India bulls Housing Finance Ltd. In the name of Mr. N.R.Munjal, and is secured against the office premises in Mumbai and another Term loan from Technology Development Board is secured by way of charges on movable fixed assets & personal guarantee of Mr. N.R.Munjal.

D) **CORPORATE DEBT RESTRUCTURING :-**

Catholic Syrian Bank, member of CDR group has transferred their entire loan portfolio amounting top Rs. 56.38 Crore to Asset Reconstruction Company on 30th September 2014, namely Phoenix ARC Pvt. Ltd. No interest has been charged in the books for the period Oct 2014 till March 2015 as the confirmation in this regard is still awaited from Phoenix.

State Bank of Travancore, member of CD group has also transferred their entire loan portfolio amounting to Rs. 60.31 Crore to Asset Reconstruction Company on 31.03.2015, namely Edelweiss Arc Ltd.

Details of the CDR Members Banks who have declared the Accounts of the company as an NPA

Name of the Bank	Date of NPA
State Bank Of India	31.03.2014
ICICI Bank Ltd	30.09.2014
Canara Bank	31.12.2014
Allahabad Bank	31.12.2014
Export Import Bank of India	30.09.2014
State Bank of Hyderabad	30.06.2014

SBI has ceased charging interest from 1st April 2014 and accordingly the company has charged provisional interest in the books for the year ending 31st march 2015. In regard to above other banks, through declared NPA, the banks continued charging interest up to 31st march 2015 and accordingly the company has charged interest in the books of accounts.

Balance confirmation for TDB, IFCI, and L&T are unavailable. In absence of same provisional interest is being booked for these banks. In books of accounts the loan with Mahindra & Mahindra stands disputed and pending with Hon'ble Punjab & Haryana High Court. Hence, no Interest is being booked for the year ended 31st, March 2015.

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. V		
CURRENT LIABILITIES		
a) Short term Borrowings		
Secured		
(i) Borrowings for working capital.	3,990,100,110	3,527,900,231
(ii) Buyer Credit	203,567,442	318,741,911
Unsecured		
(i) Fixed Deposits	112,740,679	50,592,383
(ii) ICD	-	12,500,000
Total	**4,306,408,231**	**3,909,734,525**

FIXED DEPOSITS RESTRUCTURING:

Under the provisions of the Companies Act, 2013, the Company has got its Fixed Deposit Scheme restructured vide its order No. C.P 27/01/2013, Dated 30.09.2013 through Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits.

Few of the FD holders have however approached the courts for the repayment of their Fixed Deposits.

b) Trade Payable:		
(i) Total outstanding dues to Micro small & medium enterprises		
Under MSMED Act, 2006	5,611,939	6,494,423
(ii) Outstanding dues of Creditors other than small scale industrial undertakings	1,485,833,385	2,056,910,685
Total	**1,491,445,324**	**2,063,405,108**
c) Other Current Liabilities:		
(i) Advances from Customers	508,901,439	92,826,007
(ii) Advance from Related Party	20,507,883	30,921,409
(iii) Statutory Liabilities	19,830,948	19,161,740
(iv) Expenses Payable	104,441,755	87,463,353
Total	**653,682,025**	**230,372,509**

i) Statutory Liabilities include TDS payable, GTA payable, ESI Payable, PF payable, Excise duty payable.

ii) Expenses payable include Salary, wages, Bonus, EL, Audit Fees, electricity Exp. payable.

d) Short Term Provisions :

(i) Income Tax	-	34,095,629
Total	**-**	**34,095,629**

NOTE No. VI : FIXED ASSETS AS ON 31.03.2015

(Amount in Rs.)

PARTICULARS	GROSS BLOCK						DEPRECIATION / AMORTISATION				NET BLOCK	
	AS ON 01.04.2014	ADDITION	REVALUATION	EXCHANGE FLUCTUATION	SALE/TRANSFER	AS ON 31.03.15	AS ON 01.04.14	DURING THE	PERIOD WRITTEN BACK	AS ON 31.03.15	AS ON 31.03.15	AS ON 31.03.2014
TANGIBLE ASSETS												
LAND FREE HOLD	813,776,077	-	-	-	-	813,776,077	-	-	-	-	813,776,077	813,776,077
LAND LEASE HOLD	17,189,390	-	-	-	-	17,189,390	1,513,291	176,644	-	1,689,935	15,499,455	15,676,099
FACTORY BUILDINGS	1,937,042,015	-	-	24,380,524	-	1,961,422,539	243,485,152	60,753,443	-	304,238,595	1,657,183,944	1,693,556,863
OFFICE BUILDINGS	103,833,951	-	-	-	-	103,833,951	9,240,218	1,639,433	-	10,879,651	92,954,301	94,593,734
FLATS	145,810,070	-	-	-	-	145,810,070	9,600,138	2,302,358	-	11,902,496	133,907,574	136,209,932
R&D BUILDINGS	237,688,240	-	-	-	-	237,688,240	39,443,188	7,516,128	-	46,959,316	190,728,924	198,245,052
BUILDING - PILOT PLANT	17,021,567	-	-	-	-	17,021,567	4,843,285	527,450	-	5,370,735	11,650,832	12,178,282
PLANT&MACHINERY	6,752,684,218	-	-	83,845,532	-	6,836,529,750	1,477,835,122	305,502,282	-	1,783,337,404	5,053,192,346	5,274,849,096
R&D MACHINERY	621,047,729	5,015,569	-	-	1,010,600	625,052,698	199,120,326	27,643,335	-	226,763,661	398,289,037	421,927,403
PLANT & MACHINERY - Pilot Plant	39,233,698	-	-	-	-	39,233,698	17,594,662	1,710,893	-	19,305,555	19,928,143	21,639,036
ELECTRIC INSTALATIONS	588,089,593	-	-	6,272,494	-	594,362,087	132,630,068	100,377,468	-	233,007,536	361,354,551	455,459,525
ELECTRIC INSTALLATIONS - Pilot Plant	35,211,332	-	-	-	-	35,211,332	10,496,159	7,205,312	-	17,701,471	17,509,861	24,715,173
FURNITURE & FIXTURES	43,516,579	1,431,651	-	-	-	44,948,230	19,328,153	7,591,102	-	26,919,255	18,028,975	24,188,426
OFFICE EQUIPMENTS	26,985,951	802,321	-	-	-	27,788,272	8,163,985	11,886,488	-	20,050,473	7,737,799	18,821,966
COMPUTER & PERIPHERALS	98,046,451	1,875,330	-	-	-	99,921,781	79,438,293	10,082,037	-	89,520,330	10,401,451	18,608,158
VEHICLES	114,210,303	-	-	-	2,884,094	111,326,209	62,374,864	15,003,889	1,038,122	76,340,631	34,985,578	51,835,439
TOTAL (A)	**11,591,387,163**	**9,124,871**	**-**	**114,498,550**	**3,894,694**	**11,711,115,890**	**2,315,106,902**	**559,918,262**	**1,038,122**	**2,873,987,042**	**8,837,128,848**	**9,276,280,261**
INTANGIBLE ASSETS												
R&D TECHNOLOGY-ACQUIRED	54,700,000	-	-	-	5,300,000	49400000	-	5,300,000	5,300,000	-	49,400,000	54,700,000
R&D Technology - Internally Recognised	2,372,015,161	182,989,100	-	-	297,723,236	2257281025	-	297,723,236	297,723,236	-	2,257,281,025	2,372,015,161
TOTAL (B)	**2,426,715,161**	**182,989,100**	**-**	**-**	**303,023,236**	**2,306,681,025**	**-**	**303,023,236**	**303,023,236**	**-**	**2,306,681,025**	**2,426,715,161**
TOTAL(A+B)	**14,018,102,323**	**192,113,971**	**-**	**114,498,550**	**306,917,930**	**14,017,796,914**	**2,315,106,902**	**862,941,498**	**304,061,358**	**2,873,987,042**	**11,143,809,872**	**11,702,995,421**
PREVIOUS YEAR	**13,474,996,012**	**581,760,853**	**-**	**264,314,571**	**306,408,502**	**14018102323**	**1,806,822,335**	**812,567,252**	**304,282,685**	**2,315,106,902**	**11,671,223,478**	**11,699,945,620**

*Figures has been shown as net figure instead of previously disclosed as gross figures.

i) Company has revalued its assets comprising of Land, Plant & Machinery of Derabassi Unit and Jammu plant by the approved External Valuer to reflect the market value and accordingly the appreciation amounting to Rs.10138.73, Rs. 14330.37 & Rs. 14231.00 lacs (excluding land and Plant and machinery of Jammu) respectively have been credited to Capital Reserve Account (Re-valuation Reserve A/c) as on 31.03.2007, 08.06.2011 & 30.06.2012.

ii) Depreciation on revalued assets amounting to Rs. 1586.00 Lacs has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013& the same is transferred from Revaluation Reserve to General Reserves whereas during the previous year Depreciation amounting to Rs.1549.12 Lacs was charged to revaluation reserve.

iii) The company has revised depreciation rates with effect from 01-Apr-2014 as per the useful life specified in Schedule - II of the companies act 2013. As prescribed under Schedule -II an amount of Rs. 2.01 crores has been charged to the opening balance of Retained Earnings for the assets in respect of which the remaining useful life is NIL as on 01-Apr-2014 and in respect of other Assets on that date depreciation has been calculated based on remaining useful life of those assets. Had the company continued with the previously applicable Schedule -XIV Rates, charge for the Depreciation for the year ended 2015 would have been lower by Rs. 2.08 crores and the Net Loss would have been lower by the same amount and depreciation on revalued assets would have been lower by Rs.0.48 crores.

iv) Office Buildings includes Mumbai Office Buildings Rs. 700.20 Lacs which was purchased in the name of the Managing Director of the Company out of which one building amounting to Rs. 41.46 Lacs is mortgaged with ICICI Bank. The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director.
The property is yet to be registered in the name of Company.

v) Freehold land includes Rs.13.79 crores and Flats Rs. 14.58 Crore for which agreement to sell and GPA in favour of the company has been executed and the same have been put to use.

The Freehold Land & Flats are yet to be registered /transferred in the name of the Company.

vi) Capital Work in Progress includes :
Expenses pending capitalisation Rs. 3256.49 Lacs (Previous Year Rs. 2375.79 lacs) .

vii) The interest which has been capitalised is confirmity with AS - 16.

(Rs. in Lacs)

Description	Opening Balance	Additions	Capitalised	Closing Balance
Interest Cost Fixed Assets	2194.83	880.70	0.00	3075.53
Salary & Wages	110.46	0.00	0.00	110.46
Legal & Professional	70.50	0.00	0.00	70.50
Total	**2375.79**	**880.70**	**0.00**	**3256.49**
Previous Year	**1266.30**	**1109.49**	**0.00**	**2375.79**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE No. VII		
NON-CURRENT ASSETS		
a) Non-Current investment: (Unquoted Investments)		
Trade Investments :		
- Investment in Equity shares of Subsidiaries :		
i) Investment in Ind Swift Laboratories Inc, USA		
Common Stock (1204 Share, No par Value)	54,410,139	4,500,000
Share Application Money pending (1000 $)	43,700	49,953,839
ii) Investment in Meteoric Life Sciences Pte. Ltd., Singapore		
Share Application Money	-	10,105,426
1000,000 Ordinary Share	36,788,097	36,788,097
iii) Investment in Ind Swift Middle East FZE, UAE		
Share Application Money	44,167,875	43,798,035
- Investment in Equity shares of Associates :		
i) Investment in Fortune (India) Constructions Ltd		
48,20,000 Equity Share of Rs.10/- each fully paid up.	48,200,000	48,200,000
ii) Investment in Essix Biosciences Limited		
12,35,000 Equity Share of Rs.10/- each fully paid up.	76,750,000	76,750,000
Other Investments :		
- Investment in Equity shares of others :		
vi) Investment in Nimbua Green Field (Punjab) Ltd	1,406,250	1,406,250
140625 Equity Share of Rs. 10/- each fully paid		
vii) Investment in Mohali Green Environment Pvt. Ltd.		
55000 Equity Share of Rs. 10/- each fully paid	550,000	550,000
Advance against Capital / Operations	1.000,000	-
Total	**263,316,061**	**272,051,647**
NOTE No. VIII		
DEFERRED TAX :		
The Break Up of Deferred Tax Liabilities/ (Assets)		
as at March 31, 2015 is as under :		
Deferred Tax Liabilities		
Timing Difference on account of :		
Depreciation	5,144,478,373	4,965,050,696
Total	**5,144,478,373**	**4,965,050,696**
Deferred Tax Assets		
Timing Difference on account of :		
Provision for Doubtful Debts/Gratuity/Bonus/EL Encashment/ Commission	66,212,768	219,564,996
Carried Forward Losses as per Income Tax Act	1,685,120,880	3,127,314,309
Funded Interest Term loan & Interest Accrued	3,548,828,908	1,004,471,761
Total	**5,300,162,556**	**4,351,351,066**
Deferred Tax Assets / (Liability) net	48,106,413	(189,633,186)
Deferred Tax Assets / (Liabilties) Charged to P&L A/c	237,739,598	(204,548,249)

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. IX		
LONG TERM LOANS & ADVANCES		
(a) Security Deposits	17,615,869	17,733,094
(b) Others (Including Capital Advances)		
- Related Party	537,141,985	533,718,646
- Others	164,958,952	255,987,060
Total	**719,716,806**	**807,438,800**

NOTE NO. X

CURRENT ASSETS

(a) INVENTORIES

(As per inventories taken, valued & certified by the Management)

Raw Materials	508,906,835	571,286,113
Work in Process	1,927,485,052	2,120,987,228
Finished Goods*	884,328,713	743,030,612
Goods-in-Transit (Raw material)	43,993,095	127,288,307
Stock in Trade (Goods acquired for trading)	64,052,650	149,236,177
Stores & Consumables	54,302,291	58,458,308
Total	**3,483,068,636**	**3,770,286,745**
*Finished Goods includes Goods under consignment, Goods lying at port.		
MODE OF VALUATION OF INVENTORY		
Inventories are valued as under :-		
Stores and spares are valued at cost.		
Closing stock of Raw material of Menthol is valued At market Price instead of Cost.		
Work in progress is valued at estimated cost basis or net realisable value which ever is less.		
Finished goods are valued at cost or net realisable value whichever is less.		
(b) Trade Receivables		
(Unsecured & Considered Good)		
Debts outstanding for a period exceeding six months		
- Unsecured Considered good	2,491,391,667	2,329,918,824
- Unsecured Considered doubtful	-	144,839,838
Other Debts	1,257,608,838	1,942,765,596
	3,749,000,505	**4,417,524,258**
Less : Provision for Doubtful Debts	-	144,839,838
Total	**3,749,000,505**	**4,272,684,420**
(c) Cash and Cash equivalents		
Cash balance in hand	67,774,007	62,956,129
Bank balances with Scheduled Banks		
Fixed Deposits to the extent held as margin Money (Short term)	99,481,798	114,460,786
Fixed Deposits (Others - Short term in nature)	43,361	39,574
Interest accrued but not due on Fixed Deposits	5,015,131	4,349,822
Current Accounts	12,458,840	7,412,182
Total	**184,773,137**	**189,218,493**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
(d) Short-term loans and advances		
(a) Loans and advances (Unsecured but considered good)		
- Related Parties	513,330,854	322,115,633
- Others	142,578,804	209,590,521
(b) Others		
- Mat Credit entitlement	630,458,845	630,458,845
- Cenvat / Vat Recoverable	179,855,450	203,270,676
- Advance Custom Duty Paid / Export Incentive Scheme	60,835,312	5,640,759
- Advance Tax / TDS	31,793,880	25,462,050
- Prepaid Expenses	6,268,115	7,560,245
- Advances recoverable in cash or in kind or value to be received	7,523,0278	77,650,319
Total	**1,640,351,538**	**1,481,749,047**
NOTE NO. XI		
REVENUE FROM OPERATION		
Sale of Products		
- Domestic	2,358,685,497	3,484,558,022
- Exports	4,304,307,554	6,100,989,473
Sale of Services		
- Domestic	-	-
- Exports	-	3,088,613
Less : Excise Duty	205,626,189	182,021,603
Total	**6,457,366,862**	**9,406,614,505**
The company is dealing in the manufacturing and sales of various products and it is not possible to disclose seperately each product as per Schedule III.		
NOTE NO. XII		
OTHER INCOME		
Interest Income	35,555,011	34,456,016
Gain / (Loss) on sale of Investment	-	(303,601)
Export Incentive	173,800,285	87,541,204
Other Non operating Income	13,184,319	12,882,442
Total	**222,539,615**	**134,576,061**
NOTE NO. XIII		
EXPENSES		
COST OF MATERIAL CONSUMED / SOLD		
Opening Stock	695,049,090	805,470,094
Purchases	3,244,812,255	4,289,797,431
	3,939,861,345	**5,095,267,525**
Less : Closing Stock	552,899,930	695,049,090
Total (A)	**3,386,961,415**	**4,400,218,435**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. XIV		
INCREASE /DECREASE IN INVENTORY		
Opening Stock		
Work in Process	2,120,987,228	2,632,277,124
Finished Goods	895,792,119	993,451,236
	3,016,779,347	**3,625,728,360**
Closing Stock		
Work in Process	1,927,485,052	2,120,987,228
Finished Goods/Stock in Trade	948,381,363	895,792,119
	2,875,866,415	3,016,779,347
Total (B)	**(140,912,932)**	**(608,949,013)**
Total (A-B)	**3,527,874,347**	**5,009,167,448**
NOTE NO. XV		
EMPLOYEE BENEFITS EXPENSES		
Directors Remuneartion		
-- Salary & Allowances	40,778,580	40,658,065
-- Contribution to P.F.	49,500	28,080
Salary & Allowance	136,624,132	137,084,384
Salary & Wages	306,365,911	267,004,483
P.F. & Other Funds	17,356,062	13,971,840
Staff Welfare Expenses	7,418,873	6,290,493
Recruitment Expenses	391,639	422,769
Gratuity Premium	13,792,707	1,062,386
Training & Development Expenses	85,346	90,098
Total	**522,862,750**	**466,612,598**

The Company is paying remuneration to the Managerial Personnel in terms of the exemption granted to it by the Central Governement under Section 198, 309 (3) and 310 r/w Section 637A and 637AA of the Companies Act, 1956

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. XVI		
FINANCE COST		
Interest on Term Loans	562,938,298	542,710,947
Interest on Working Capital	430,116,575	330,498,362
Bank Charges & Others	198,736,070	324,129,619
Commission & Brokerage	87,534	893,267
Forex Fluctuations-Expenses (Gain)	(19,012,246)	(32,027,397)
Total	**1,172,866,231**	**1,166,204,799**
NOTE No. XVII		
DEPRECIATION & AMORTISATION EXPENSES		
Depreciation	842,900,881	657,655,716
Total	**842,900,881**	**657,655,716**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. XVIII		
OTHER EXPENSES		
MANUFACTURING EXPENSES		
Job Work Charges	100,225,457	62,349,845
Power, Fuel & Water Charges	347,754,319	368,165,155
Stores & Spares	72,955,584	66,272,791
Repair & Maintenance :		
-- Plant & Machinery	16,192,319	25,364,306
-- Buildings	7,583,867	3,393,254
-- Electrical	2,281,351	4,528,442
Excise Duty on Closing Finished Goods	659,796	(4,743,853)
Other Manufacturing Expenses	2,640,770	4,835,220
Total	**550,293,463**	**530,165,160**
ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	10,323,095	16,477,086
Auditors Remuneration		
-- Audit Fees	600,000	600,000
-- Certification Fees	375,000	375,000
-- Out of Pocket Exp.	97,689	139,519
Office Rent	5,375,670	5,320,478
Rate fee & Taxes	6,577,822	7,039,519
Insurance Charges	12,173,736	19,812,323
Legal & Professional Charges	20,228,185	16,677,152
Printing & Stationary	7,000,051	6,660,308
Vehicle Running & Maint.	17,246,992	17,147,898
Telephone & Postage	6,542,618	6,391,664
Office Expenses	7,520,805	12,265,820
Charity & Donation	152,741	343,982
Listing Fees	420,251	370,221
Books & Periodicals	59,944	127,548
Meeting, Membership & Subscription Fees	596,973	858,918
Security Expenses	9,157,823	8,000,829
Repair & Maintenance-General	14,113,514	12,584,603
Other Expenses	6,196,911	8,652,681
Total	**124,759,820**	**139,845,548**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
SELLING & DISTRIBUTION EXPENSES		
Advertisement & Publicity	160,810	367,805
Business Promotion	7,805,311	3,693,247
Commission on Sales	206,389,289	66,706,316
Packing Material	29,031,427	27,705,240
Rebate & Discount	1,514,208	616,771
Freight Outward	56,646,657	59,012,810
Insurance Charges	1,129,595	3,500,258
ECGC Premium	149,350	290,451
Other Expenses	621,715	492,846
Total	**303,448,362**	**162,385,744**
RESEARCH & DEVELOPMENT EXPENSES		
Salary & Wages (R&D)	54,012,912	50,369,065
Administration Expenses	115,619	31,950
Consumables , Chemicals & Regents	24,974,538	26,218,842
Technical Study & Consultancy & Product Registration	3,061,033	1,315,214
Total	**82,164,102**	**77,935,071**
Loss on Sale of Fixed Assets	786,375	1,209,813
Provision for Doubtful Debts	-	66,375,850
Total	**786,375**	**67,585,663**
NOTE NO. XIX CONTINGENT LIABILITIES NOT PROVIDED FOR:		(Rs.in lacs)
a. Letter of Credit against purchase of raw material:		
-- Domestic	1433.54	3092.08
-- Import	4920.42	12495.66
b. Bank Guarantees		
-- Inland	25.00	24.61
-- Foreign Currency	4588.01	0.00
c. Export obligation in respect of custom duty :	214.88	283.35
d. Contingent Liabilities in respect of unassessed / assessed (Pending in Appeal) cases of Income Tax, Excise Duty, Sales Tax and Service Tax.	Unascertained	Unascertained
e. Corporate guarantees given on behalf of (To the extent Utilized)		
Essix Biosciences Ltd	3095.22	2578.07
Halcyon Life Science Pvt Ltd	3075.17	3923.97

NOTE No. XX Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) Rs 271.89 Lacs (Previous year Rs. 522.97 lacs)

NOTE No. XXI In the opinion of the Board, the Current Assets, Loans & Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE No. XXII Other expenses under head administrative expenses includes Rs.1,47,352.00 (Previous Year Rs.83,573.00) paid to directors as sitting fee.

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE No. XXIII : Earning per share is calculated as shown below:	**F.Y. 2014-15**	F.Y. 2013-14
Profit as per Profit & Loss Account	(1,191,633,527)	(1,227,435,632)
Profit available for Equity Shareholders	(1,191,633,527)	(1,227,435,632)
For Basic Earning		
No of weighted average equity shares	**40,963,195**	**40,963,195**
For Diluted Earning		
(No Dilution as PAT is negative)	0	0
No of weighted average of Diluted Equity Shares	**40,963,195**	**40,963,195**
Nominal Value of Equity Share	10.00	10.00
Earning Per Share (Rs.)		
Basic	(29.09)	(29.96)
Diluted	(29.09)	(29.96)

NOTE NO. XXIV In accordance with Accounting Standard 18, 'Related Party Disclosures' , issued by the Institute of Chartered Accountants of India, the Company has compiled the following information :

a. **List of related parties and their relationship**

Associate Companies	Ind Swift Limited Essix Biosciences Limited Halcyon Life Sciences Pvt Ltd. Fortune(India) Constructions Ltd. Mansa Print & Publishers Limited Swift Fundamental Research & Education Society 3M Advertisers & Publishers Ltd. Punjab Renewable Energy Pvt Ltd. Hakim Farayand Chemi Co. (Iran)
Subsidiary Companies	Ind Swift Laboratories Inc. USA Meteoric Life Science Pte Ltd. ,Singapore Ind-Swift Middle East FZE (UAE)
Other companies in which one of the Director of the Company is a Director	Mohali Green Environment Private Limited Saidpura Envirotech Private Limited Consummate Pharmaceuticals Private Limited Nimbua Green Field (Punjab) Limited Dashmesh Medicare Private Limited AKJ Portfolios Pvt. Ltd. NRM Portfolios Pvt. Ltd. GM Portfolios Pvt. Ltd. VRM Portfolios Pvt Ltd. VKM Portfolios Pvt Ltd. SRM Portfolios Pvt Ltd.
Key Management Personnel / Directors	Sh. N.R. Munjal, Vice-Chairman cum Managing Director Sh. Himanshu Jain, Jt. Managing Director Mr. Rishav Mehta, Executive Director Mr. N.K. Bansal, Chief Financial Officer Mr. Pardeep Verma, GM-Corp. Affairs & CS
Others entities in which Relatives of KMP have control or significant influence	Integral Buildcon Private Limited Vibrant Agro Industries Limited B.M. Cosmed Private Limited KMB Hospitality Services Private Limited

b. Related Party Transactions **(Rs. in lacs)**

Particulars	Associates		Subsidiary		Other Companies in which one of the Director of the Company is a director		Other Entities in which relatives of KMP have control or significant influence		KMP	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Nature of Transactions										
1) Transactions during the yr.										
Purchase	4,919.28	8,223.19	-	-	-	3.98	-	-	-	-
Sales	2,576.50	10,569.26	864.19	905.84	-	-	-	-	-	-
Interest receivable	-	113.85	-	-	-	-	-	-	-	-
Expenses	-	1,036.88	-	-	-	107.09	-	-	408.28	406.86
Service taken/Capital Exp.	267.98	269.77	-	-	807.31	337.41	-	-	-	-
Income Recd.	-	-	-	-	-	-	-	-	-	-
Equity Contribution	-	-	-	-	1,006.00	781.00	-	-	150.00	150.00
Investment Purchased	-		-		-	-	-	-	-	-
Corporate Guarantee Given	6,170.39	6,502.04								
(To the extent utilised)										
2) Outstanding										
Balances as on 31.03.15										
Share Capital	1,499.15	1,499.15		-	434.91	583.00		-	-	-
Investment	1,249.50	1,249.50	1,354.10	1,451.45	29.56	19.56		-	-	-
Loan & Advances Given	5,133.29	3,221.16		-		-		388.06	-	-
Loan & Advances Taken	-	-	205.08	309.21		-		-	-	-
Debtors	13,185.93	12,507.16	10.97	27.71		-	1,959.36	1,959.36	-	-
Creditors	-	-	-	-	36.47	0.44	-	-	-	-
Capital Advances	5,371.64	5,337.19	-	-	-	-	-	6.29	-	-

NOTE NO. XXV Total amount of secured Term Loans installments payable during twelve months following 31.03.2015 are Rs. 14669.55 Lacs (Previous year Rs. 6778.01 Lacs)

NOTE NO. XXVI The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is unascertainable.

NOTE NO. XXVII In compliance with AS-15, during the year, company has provided Rs. 137.93 Lacs (Rs. 10.62 Lacs) as provision towards the Company Gratuity Policy maintained with LIC after the actuarial valuation done by the LIC.

NOTE NO. XXVIII The company entered into Forward Exchange Contracts being derivative instruments, which are not intended for trading or speculative purposes, but for hedge purposes, to establish the amount of reporting currency required or available at the settlement date.

NOTE NO. XXIX Company has not received intimation from supplier regarding the status under Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act have not been given.

NOTE NO. XXX The outstanding dues of Micro small & medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the company.The parties to whom the Company owes sum outstanding for more than 30 days as at the balance sheet date are :

(1) Ammonia Supply Co. (2) Time technoplast Ltd.

Note No. XXXI During the year, the Company has incurred foreign currency revenue expenditure of RMB 424386.33 on its China Office and GBP 793.16 on its U.K office Operation. Such Foreign Currency Expenditure has been translated in Indian Currency @ One RMB equivalent to Rs. 9.89 and One GBP equivalent to Rs. 98.56 at the year end on the basis of average exchange rate during the year computed as per cross currency reference rates published by RBI.

NOTE NO. XXIX (ii)

SEGMENT REPORTING

The Company operates only in one business segment viz. Bulk Drugs & Pharmaceuticals. However the figures in Segment Reporting is based on geographical location of its customers.

(Rs./Lac)

Particulars	In India	Outside India	Total
REVENUE	21531 (33025)	43043 (61041)	64574 (94066)
RESULTS	8365 (12948)	13208 (25438)	21573 (38386)
Less: Financial Expenses	- -	- -	11729 (11662)
Less: Unallocated Expenses	- -	- -	26364 (42390)
Add: Operating Income	- -	- -	2225 (1346)
Add Extra Ordinary Item -	- -	- -	- -
Less: Income Tax Provision	- -	- -	- -
Add: Mat Credit entitlement	- -	- -	- -
Add: Deferred Tax	- -	- -	2377 (2045)
Profit/(Loss) after Tax	- -	- -	(11916) (12274)
OTHER INFORMATION			
SEGMENT ASSETS	33306 (31528)	11382 (11376)	44687 (42904)
UNALLOCATED ASSETS	- -	- -	179140 (190094)
TOTAL ASSETS	- -	- -	223827 (232998)
SEGMENT LIABILITIES	10041 (10043)	4874 (10591)	14914 (20634)
UNALLOCATED LIABILITIES	- -	- -	208913 (212364)
TOTAL LIABILITIES	- -	- -	223827 (232998)
CAPITAL EXPENDITURE	- -	- -	122944 (131740)
DEPRECIATION	- -	- -	8429 (6577)
NON CASH EXPENSES OTHER THAN DEPRECIATION	- -	- -	8 (676)

NOTES:

1. **Geographical Segments:**

   The segment reporting is performed on the basis of the geographical location of customers. The management views the Indian market and export markets as distinct geographical segments.

2. **Segment assets & liabilities.**

   Segment assets consists of debtors & the segment liabilities consists of creditors and accrued liabilities.

3 **The figures in brackets are in respect of previous year.**

Note No. XXXII Detail of Auditor's Remuneration(i.e payment to Auditors)

Particulars	F.Y. 2014-15	F.Y. 2013-14
Audit Fees	6,00,000	6,00,000
Certification Fees	3,75,000	3,75,000
Total	**9,75,000**	**9,75,000**

Note No. XXXIII Loans & Advances include Rs. 14.94 lacs (P.Y 14.89 lacs) due from Company Secretary. Maximum amount due during the year is Rs. 14.94 Lacs (P.Y. 15.16Lacs)

Note No. XXXIV (a) The company has not provided quantitive information under clause 2(5) in view of the exemption granted by central Government vide their notification no. 301 dated 08.02.2011.

(Amount in Rs)

		2014-15	2013-14
(b)	**C.I.F. Value of Imports :-**		
(i)	For Raw Material	1,821,110,862	3,272,528,924
(ii)	For Capital Goods	NIL	NIL
(c)	**Expenditure in Foreign Currency :**		
	Interest	73,442,809	109,955,044
	Others	152,912,476	86,782,307
	Total	**226,355,285**	**196,737,351**
(d)	**Earnings in Foreign Currency**		
	FOB Value of Goods	4,340,164,535	5,840,536,567

Note No. XXXV Unpaid dividend as on 31.03.2015 is Rs. 13.51 lacs (Previous year Rs . 17.28 lacs). During the financial year, an amount of Rs. 3.60 lacs transferred to central government account (IEPF) on account of unpaid dividend for the financial year 2006-07.

Note No. XXXVI Capital WIP includes expenses incurred on "Product Technology Development Expenditure" amounting to Rs. 1406.55 Lacs (Previous Year Rs. 1849.07 Lacs).

(Amount in Lacs)

Note No. XXXVII		Expenditure on Research & Development	2014-15	2013-14
	a)	Addition in Fixed Assets -DB Unit (Tangible)	48.88	136.86
	b)	Addition in Fixed Assets -DB Unit (Intangible)	315.16	3960.77
	c)	Addition in Fixed Assets - Mohali Unit	5.11	15.06
	d)	Revenue Exp -Derabassi Unit	132.33	348.74
	e)	Revenue R&D Expenditure-Mohali Unit	1255.04	851.27
	f)	Debited to Profit & Loss Account as per Note No. XVIII (DB Unit)	821.64	779.35
	g)	Depreciation	3487.04	3388.00

The Depreciation related to research & development is clubbed under respective head in profit & loss account.

Note No. XXXVIII Product Development and process forming part of the Capital Work in Progress consists of following Expenditure.

(Rs. in Lacs)

Particulars	Opening Balance	Additions During the Year	Trf. R&d Technology Internally Developed	Closing Balance
Raw Material, Consumables, Lab Chemicals & Regents	817.19	141.55	808.71	150.03
Salary & Wages	483.39	710.55	478.38	715.56
Utility & Running/Maint Expenses	80.66	81.35	79.82	82.19
Analytical Fees & Study	9.51	22.55	9.41	22.65
Finance & Interest Charges	334.69	307.22	331.22	310.69
Patent Filling	12.57	6.71	12.43	6.84
Administrative Expenses	111.07	117.44	109.92	118.59
Total	**1849.07**	**1387.37**	**1829.89**	**1406.55**
Previous Year	**5775.68**	**1200.01**	**5126.61**	**1849.07**

The expenditure incurred has been capitalised and carried in Capital Work in Process .The Management is of the view that it is in the nature of development expenditure and meets the capitalisation criteria set out in AS-26 on Intangible Assets issued by ICAI.

The management is of the view that these products would be commercially viable & there is no reason to believe that there is any uncertainty that may lead to not securing registration for the products from regulating authorities in US and/or Europe.

Note No. XXXIX CORPORATE DEBT RESTRUCTURING

The present status of already approved CDR package as on 31st March 2015 is:

The FITL has been created as per the sanction of the respective banks, subject to reconciliation with Banks. The cumulative total of the recompense amount as per CDR package up to 31.3.2015 is Rs. 92.90 crores as per the approval dated November 9, 2012 of the CDR EG.

As per Letter of Approval (LOA), the promoters were required to bring in their contribution aggregating to Rs.27.38 crore (i.e. 25% of total sacrifice of Rs.109.52 crore) before December 2014.However , promoters had so far infused Rs.20.87 crore as on 31st March 2015 and further the balance amount will be infused by September 2015. The same has also been permitted by CDR Eg.

Note No. XL Company has written off the old balances in view of the accounting new policy (Refer to Accounting Policy no 16)

Note No. XLI FIXED DEPOSIT RESTRUCTURING

The company has not maintained the Liquid Assets (i.e. 15% of Deposits maturing next financial year) as a statutory requirement under the companies (Acceptance of Deposit) Rules, 2014. For the relaxation of the above statutory requirement, company had filed the application to the Central Government (Ministry of Company Affairs) which has been rejected by the Central Government vide its letter dt 23.03.2015 received in April 2015.

Note No. XLII The insurance claim lodged with The United India Insurance company Ltd. In regards to fire occurred on the premises of M/s Dashmesh Medicare Pvt. Ltd. on 30th April,2012 is still pending though the site has been released to M/s Dashmesh Medicare Pvt. Ltd. by Punjab Administration Control. The losses could not be quantified as on 31st March, 2015.

Note No. XLIII During the year company has received a subsidy amounting to Rs. 137.15 lakhs on interest cost and the same has been net off with interest cost.

Note No. XLIV Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

NOTE No. XLV SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. SYSTEM OF ACCOUNTING

The financial statements of the company have been prepared to comply with all material aspects of the applicable Accounting Principles in India, the applicable Accounting Standards notified under section 211 (3C) and the other relevant provision of the Companies Act , 2013. The financial statements have been prepared under the historical cost convention and on the basis of going concern.

2. FIXED ASSETS & DEPRECIATION

a. COST OF FIXED ASSETS

All Fixed Assets are valued at cost/revalued cost net of Cenvat credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commercial production / ready to use.

b. DEPRECIATION / AMORTISATION

Depreciation is provided on straight line method at the rates specified in schedule II of the Companies Act 2013 on pro rata basis and the assets having the value upto Rs. 5000 have been depreciated at the rate of 100%. Lease hold Land is amortized over the period of lease. The policy of company is to provide depreciation on the Buildings , Plant & Machinery and Other Fixed assets from the date of commercial production/ ready to use.

c. INTANGIBLE ASSETS (OTHER ASSETS)

Cost of product development for which the company becomes entitled to a Patent or DMF filed with regulatory authorities is recognized as other assets. The policy of company is to amortise such assets acquired upto 31-03-2008 on straight-line basis in five subsequent years and those acquired after 31.3.2008 and onwards in ten subsequent years from the year in which these are acquired.

3. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition,construction of qualifying assets have been capitalised as part of cost of assets. Other Borrowing costs are recognised as an expense in the period in which they are incurred.

4. INVENTORIES

Inventories are valued as under :

Stores & Spares are valued at cost.

Raw Materials are valued at cost on FIFO basis except from last year onwards valuation of the Menthol has been made at cost or Market price whichever is less.

Work in Process is valued at estimated cost basis or net realisable value whichever is less.

Finished Goods are valued at cost or net realisable value whichever is less and is inclusive of excise duty and all expenditure directly attributable to production.

5. RECOGNITION OF INCOME AND EXPENDITURE

Sales are recognised when goods are supplied and are recorded net of rebates and sales tax but inclusive of excise duty. Expenses are accounted for on accrual basis.

6. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at the exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognised in the year in which the contract has been cancelled/ matured. Foreign currency denominated current assets & current liabilities are translated at year end exchange rates. The resulting gain or loss is recognised in the Profit& Loss Account.

In translating the financial statement of representative foreign offices for incorporation in main financial statements, the monetary assets and liabilities are translated at the closing rates non monetary assets and liabilities are translated at exchange rates prevailing at the dates of the transactions and income and expenses items are converted at the yearly average rate.

7. COMMODITY EXCHANGE TRANSACTIONS

Commodity Exchange Transaction are recorded at the commodity exchange rate prevailing on the transaction date. Contracts remaining outstanding at the year end have been recorded as per year end rate and resultant profit and loss arising from outstanding contracts are recognised accordingly in the Profit and Loss Account.

8. RETIREMENT BENEFITS

The retirement benefits of the employees include Gratuity ,Provident Fund & Leave Encashment. The gratuity is funded through the Group Gratuity Policy with Life Insurance Corporation of India and the contribution to the fund is based on actuarial valuation carried out yearly as at 31st March. Contribution to the provident fund is provided on accrual basis. The leave encashment is provided on the basis of employees entitlement in accordance with company's rules.

9. EMPLOYEES STOCK OPTION SCHEME

The accounting value of stock options representing the excess of the market price on the date of grant over the exercise price of the shares granted under "Employees Stock Option Scheme" of the Company, is amortised as "Deferred Employees Compensation" on a straight-line basis over the vesting period in accordance with the SEBI [Employee Stock Option Scheme and Employee Stock Purchase Scheme] Guidelines, 1999 and Guidance Note 18 "on Share Based Payments" issued by the ICAI.

10. CURRENT & DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deffered tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deffered tax assets is recognised and carried forward only to the extent that there is a virtual certainity that the asset will be realised in future.

MAT Credit Entitlement is shown under the Current Assets in the Balance Sheet. The same will be charged to profit & loss account in coming years as per the provisions of Section 115JB of Income Tax Act, 1961.

11. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

12. GOVERNMENT SUBSIDY

The policy of company is to account for the Government Subsidy on actual receipt basis.

13. EXPORT INCENTIVES

a) Obligation / entitlements on account of Advance Licences Scheme for import of raw materials are not accounted for but given by way of note.

b) Export incentives are treated as income on export under DEPB & other post export incentive schemes and the same is offset & treated as expenditure in the year of import/ utilisation of license.

14. INVESTMENTS

Long Term Investments are being valued at cost.
Current Investments are carried at lower of cost & fair value, determined on an individual investment basis.

15. IMPAIRMENT OF ASSETS

Management periodically assesses using external and internal sources where there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuous use of the assets and its eventual disposal. The impairment loss to be accounted for is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value.

16. TRADE RECEIVABLES

Sundry debtors more than three years at the end of Balance Sheet date will be written off from the books of accounts except those debtors pertaining to related parties ands disputed debtors having matter pending under different Courts.

17. OTHER ACCOUNTING POLICIES

Accounting Policies not specifically referred to are in accordance with generally accepted accounting principles.

Consolidated Independent Auditors' Report

The Members,
Ind-Swift Laboratories Limited,
Chandigarh

Report on the Financial Statements

1. We have audited the accompanying financial statements of **M/s Ind-Swift Laboratories Limited** (the "Company"), and its subsidiaries which comprise the Consolidated Balance Sheet as at March 31, 2015, the Statement of Consolidated Profit & Loss and Consolidated Cash Flow Statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the Accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the Consolidated financial statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of Consolidated financial statements.

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

Opinion

6. We report that the consolidated financial statements have been prepared by the management of Ind-Swift Laboratories Limited in accordance with the requirements of accounting standard (AS 21), Consolidated Financial Statements, issued by the Institute of Chartered Accountants.

7. Based on our audit and on consideration on report of other auditor on separate financial statements and other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the accompanying Consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :

   (a) In the case of the Consolidated Balance Sheet, of the Consolidated state of affairs of Ind-Swift Laboratories Limited and its subsidiary as at March 31, 2015;

   (b) In the case of the Consolidated Statement of Profit & Loss of the Consolidated results of operations of Ind-Swift Laboratories limited and its Subsidiary for the year ended on that date, and

   (c) In the case of the Consolidated Cash Flow Statement, of the Consolidated cash flows of Ind-Swift Laboratories Ltd. and its Subsidiary for the year ended on that date.

   (d) The Financial statements and other financial information of Meteoric Life Science Pvt. Ltd. a 100% subsidiary of the company have been compiled by the management and have not been audited either by us or by any other auditor, and therefore unaudited financial statements for the year ended on 31.10.2014 of the company have been consolidated. Therefore we disclaim our opinion with respect to the consolidation of the same in the Consolidation financial statements.

FOR JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
(Regd No.: 001361N)

(S.C. PATHAK)
PARTNER
Membership No. 10194

Place: Chandigarh
Date : 16.05.2015

Consolidated Balance Sheet as at 31st March 2015

(Amount in Rs.)

Particulars		Note No.	As at 31.03.2015	As at 31.03.2014
I .	**EQUITY AND LIABILITIES**			
(1)	**Shareholders' Funds**			
	a) Share Capital	I	409,631,950	409,631,950
	b) Reserves & Surplus	II	5,535,763,678	6,749,610,409
(2)	**Share Application money pending Allotment**	III	115,600,000	93,100,000
(3)	**Non-current liabilities**			
	(a) Long-term borrowings	IV	9,892,037,437	9,643,942,440
(4)	**Current Liabilities**	V		
	(a) Short term Borrowings		4,306,408,231	3,909,734,525
	(b)Trade Payables		1,535,114,519	2,137,098,059
	(c) Other current liabilities		640,413,878	214,996,583
	(d) Short term Provisions		4,237	38,293,025
	Total		**22,434,973,930**	**23,196,406,991**
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets	VI		
	(i) Tangible Assets		11,711,115,890	11,591,387,163
	(ii) Intangible Assets		2,308,799,252	2,439,109,073
	(iii) Capital work in Progress (Tangible)		934,052,486	546,204,850
	(iv)Capital work in Progress (Intangible)		194,298,412	234,791,740
	(v) Assets held for disposal		22,225,562	22,336,166
	Total		**15,170,491,601**	**14,833,828,991**
	Accumulated depreciation		2,873,987,042	2,315,106,902
	Net Block		**12,296,504,559**	**12,518,722,089**
	(b) Non-Current investment	VII	172,074,125	170,704,285
	(c) Deferred Tax Assets (Net)	VIII	48,106,413	(189,633,186)
	(d) Long-term loans & advances	IX	720,041,450	807,757,974
(2)	**Current assets**	X		
	(a) Inventories		3,483,068,636	3,770,286,745
	(b) Trade receivables		3,890,370,604	4,438,541,715
	(c) Cash and cash equivalents		198,367,760	205,856,968
	(d) Short-term loans and advances		1,665,066,118	1,510,935,431
	(e) Foreign Currency Translation		(38,625,736)	(36,765,030)
Total			**22,434,973,930**	**23,196,406,991**
Significant Accounting Policies		**XXXVII**		

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

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

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
Revenue from Operation	XI	6,604,523,364	9,650,825,490
Other Income	XII	222,539,615	141,429,854
Total Revenue		**6,827,062,979**	**9,792,255,344**
Expenses			
Cost of Materials Consumed	XIII	3,475,399,525	4,576,478,918
Purchase of Stock In Trade		456,889,116	2,368,561,018
Change in Inventories of FG/WIP/Stock in trade	XIV	140,912,932	608,949,013
Employee benefits expense	XV	547,285,499	490,190,122
Financial Cost	XVI	1,172,990,521	1,166,563,255
Depreciation & amortisation expenses	XVII	842,900,881	657,655,716
Other Expenses	XVIII	1,096,399,037	1,017,353,895
Total-B		**7,732,777,511**	**10,885,751,936**
Profit/ (Loss) before exceptional & extraordinary items & Tax		**(905,714,532)**	**(1,093,496,592)**
Exceptional items			
Previous Year Loss /(Income)		(1,283,293)	(1,414,189)
Previous Year Expenses		17,303,221	46,577,978
Exceptional Item (Refer Note XXVIII)		511,895,175	281,969,812
Profit before extraordinary items and Tax			
Extra ordinary Items:			
Reversal of Previous year Income/(Expenses)		-	-
Profit/ (Loss) before Tax		**(1,433,629,635)**	**(1,420,630,193)**
TAX EXPENSES :			
Provision for Income Tax		1,391,289	4,117,360
Income Tax Adjustment of Previous Years		(3,660,651)	(77,919)
Mat Credit Entitlement		-	-
Deferred Tax Liability / (Assets)		(237,739,598)	(204,548,249)
Profit/ (Loss) for the period from continuing Operation		**(1,193,620,675)**	**(1,220,121,385)**
Earnings per equity share:			
(1) Basic		(29.14)	(29.11)
(2) Diluted		**(29.14)**	**(29.11)**

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date : 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

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

(Amount in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extra-Ordinary Items	(9057.15)	(10934.97)
Adjustments For:		
(i) Depreciation	8429.01	6576.56
(ii) Exchange (profit)/loss	182.51	(612.66)
(iii) Reversal of previous year items	(160.20)	(451.64)
(iv) Interest on term loans	6565.97	5427.11
(v) Interest received	(355.55)	(344.56)
(vi) Provision for doubtful debts	0.00	663.76
(vii) Loss on sale of fixed assets	7.86	12.10
(viii) Income tax adjustment of previous years	36.61	0.78
(ix) Amortisation of Subsidy	(2.53)	(2.53)
(x) Gain/ Loss on sale of investment	0.00	3.04
(xi) Provision for Interest on CC	2289.13	3187.28
Operating Profit Before Working Capital Charges	**7935.66**	**3524.25**
Adjustments For:		
(i) Trade & Other Receivables	825.22	(4518.59)
(ii) Inventories	2872.18	7441.30
(iii) Loan & advances	(966.03)	(2078.46)
(iv) Current Liabilities	(5066.33)	1444.10
(v) Working Capital Borrowing	4622.00	1665.31
(vi) Income taxes (Including Advance Tax/TDS)	(382.93)	(925.00)
	1904.11	**3028.66**
Net Cash flow from operating Activities	**9839.78**	**6552.92**
B. CASH FLOW FROM INVESTING ACTIVITES		
(i) Purchase of fixed Assets	(3924.03)	(3095.92)
(ii) Sale of fixed assets	20.70	9.16
(iii) (Purchase) / Sale of Investments	(13.70)	3.59
(iv) Interest Received	355.55	344.56
Net Cash flow from investing activities	**(3561.48)**	**(2738.61)**

Consolidated Cash Flow Statement (Contd.)

(Amount in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(3734.03)	(2307.09)
ii) Interest paid on Term Loans & FD	(2862.77)	(2399.74)
iii) Promoter's Contribution	225.00	931.00
iv) Proceeds from Term Loans From Banks & Financial Institutions	0.00	0.00
Net Cash flow from Financing Activities	**(6371.80)**	**(3775.83)**
	(93.50)	**38.47**
Net increase in Cash or Cash Equivalents	**(93.50)**	**38.47**
Cash & Cash Equivalents as on 31.3.2014	2058.57	1827.74
Cash & Cash Equivalents as on 31.3.2015	1983.68	2058.57
Add: Unrealised gain/(loss) in foreign Currency	(18.61)	(192.36)
Closing balance of Cash & Cash Equivalents as on 31.03.2014	1965.07	1866.21

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

AUDITOR'S CERTIFICATE

We have verified the above Cash Flow Statement of Ind-Swift Laboratories Limited, derived from the audited financial statements for the year ended 31st March 2015 and found the same to be drawn in accordance therewith and also with requirements of Clause 32 of the Listing Agreement with the Stock Exchange.

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date: 16.05.2015
Place: Chandigarh

Notes Forming Part of Consolidated Balance Sheet and Statement of Profit and Loss

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. I		
SHARE CAPITAL		
a) Authorised		
Balance as per Last Balance Sheet:	600,000,000	600,000,000
Addition during the year		
Nil (Previous Year NIL) Equity share of Rs. 10/- Each		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of Rs.10/- Each	600,000,000	600,000,000
b) Issued, Subscribed & Paid Up		
Balance as per Last Balance Sheet:	409,631,950	392,704,700
Addition during the year		
NIL (Previous Year 16,92,725) Equity share of Rs. 10/- Each	–	16,927,250
4,09,63,195 (Previous Year 4,09,63,195) Equity Shares	**409,631,950**	**409,631,950**
of Rs.10/- each fully called up and paid up.		
c) List of Shareholders holding more than 5 % shares	No. of shares	No. of shares
Name	**No. of shares**	
Ind Swift Ltd	9499720 (23.191%)	9499720 (23.191%)
Essix Biosciences Ltd	5491801(13.407%)	5491801 (13.407%)
d) During the year, Company has made following preferential allotments.		
	Equity Share Issued	**Equity Share Issued**
	Nil	16,92,725

During the year, Company has not allotted any shares to promoters under CDR scheme. However, during previous year 16,92,725 number of shares were issued at Rs. 55/- per share (Including premium of Rs. 45)

NOTE NO. II		
RESERVES & SURPLUS		
(a) Capital Reserves :		
State Subsidy on DG Set & QC Subsidy		
Opening Balances:-	3,767,761	4,021,129
Additions	-	-
Less:- Amortisation during the year	253,368	253,368
	3,514,393	3,767,761
Capital Redemption Reserve	2,000	2,000
Share Warrants Forfieted Account	6,323,113	6,323,113
Equity Share Forfieted Account (175900 shares in the year 2002-03)	866,500	866,500
(b) Securities Premium		
Opening Balance	2,142,258,915	2,066,086,290
Additon during the year	-	76,172,625
	2,142,258,915	2,142,258,915
(c) Revaluation Reserve		
Opening balance	3,346,715,539	3,501,627,075
Addition during the year	-	-
Less : Depreciation charges on revalued assets trf to General Reserve	158,600,077	154,911,536
	3,188,115,462	3,346,715,540

(Amount in Rs.)

Particulars		As at 31.03.2015	As at 31.03.2014
(d)	**Employees Stock Option Outstanding**	138,780	138,780
	Less : Trf. to Gen reserves	138,780	-
		-	**138,780**
(e)	**General Reserve**		
	As per Last Balance Sheet	347,592,323	347,592,323
	Add: Transfer from ESOP	138,780	-
	Add: Dep on revaluaed assets Deducted from Revaluation Reserves	158,600,077	-
	Less :- Depreciation adjustment as per New Companies Act, 2013	(20,040,617)	
		486,290,563	**347,592,323**
(f)	**Profit & Loss Account**		
	As per Last Balance Sheet	902,013,406	2,122,066,863
	Add: Transfer from Profit & Loss Account	(1,193,620,675)	(1,220,121,385)
		(291,607,268)	901,945,478
	Total	**5,535,763,678**	**6,749,610,409**

NOTE No. III : SHARE APPLICATION MONEY

During the year under review, the promoters have infused their contribution amounitng to Rs. 2.25 crores which is yet to be converted into equity shares persuant to its approved CDR package along with previous year contribution of Rs. 9.31 crores. Till the conversion to equity shares, the amount is treated as Share application money as on 31.03.2015. The Company could not issue shares against this promoters contribution as company's application for pre-approval for allotment of shares in terms of the Clause 24(a) of the listing agreement was pending with the exchanges as on 31.03.2015.

NOTE No. IV : LONG-TERM BORROWINGS			
Secured Loans			
(a)	Non Convertible Debentures	1,622,896	5,622,896
(b)	Term Loans		
	From Banks	8,249,311,450	7,890,410,238
	From other parties	709,982,096	726,239,730
Un Secured Loans:-			
(a)	Fixed Deposits	931,120,995	1,018,269,576
(b)	Term Loans & Advances		
	From Others	-	3,400,000
	Total	**9,892,037,437**	**9,643,942,440**

(a) The Company received Rs. 15.00 crore against 14% Non-convertible Debentures on 28.05.2009 which are redeemable in 13 quarterly installments with effect from February 2010. Balance outstanding as on 31.03.2015 is Rs. 0.16 Crore (Previous Year Rs. 0.56 Crore)

(b) Maturity profile of term Loans: (Rs. in Lacs)

Type of Loan	Rate of Interest	1 Years	2 Years	3 Years	4 Years	> 4 Years	Total
FITL	9.50%	30.48	15.24	45.72	45.72	243.84	381.00
FITL	9.75%	111.02	55.51	166.53	166.53	888.16	1387.75
FITL	10.00%	867.60	531.75	1282.86	1286.86	6453.41	10422.49
FITL	10.25%	63.28	31.64	94.92	94.92	489.32	774.08
CDR	10.25%	508.56	254.28	762.84	762.84	4068.46	6356.98
CDR	10.40%	398.28	199.14	597.42	597.42	3186.11	4978.37
CDR	10.50%	559.79	279.80	839.41	839.17	4476.83	6995.00
CDR	10.75%	1890.55	1074.92	2124.24	2124.24	10182.74	17396.69
CDR	11.70%	150.00	75.00	225.00	225.00	1200.00	1875.00
CDR	13.00%	435.77	459.98	694.00	322.79	0.00	1912.55
NON CDR	3.64%	1895.97	1516.77	2987.67	3033.54	759.40	10193.36

NON CDR	4.43%	3755.45	5633.17	470.68	1567.27	1091.58	12518.16
NON CDR	4.82%	1043.18	1043.18	1043.18	1043.18	1043.18	5215.90
NON CDR	5.00%	334.00	0.00	0.00	0.00	0.00	334.00
NON CDR	13.75%	159.40	159.40	159.40	239.10	876.70	1594.00
NON CDR	14.00%	16.23	0.00	0.00	0.00	0.00	16.23
NON CDR	14.25%	2450.00	0.00	0.00	0.00	0.00	2450.00
	TOTAL	**14669.55**	**11329.79**	**11493.88**	**12348.59**	**34959.75**	**84801.55**

Notes

A) 14% Non Convertible Debentures amounting to Rs. 0.16 Crores (P.Y. 0.56) from Tata Capital Limited is secured by first ranking pari passu charge on the immovable properties situated at village Behra & village Bhagwanpura Plot No E-5, Industrial Focal Point, Phase II , Mohali in the state of Punjab together with all buildings & structures, Plant & Machinery thereon and personal guarantees of Mr. S.R.Mehta, Mr. N.R.Munjal.

B) Bank borrowings for working capital Rs. 376.12 crores (P.Y. Rs. 352.79 Crores) from S.B.I., Bank of India, S.B.O.P., I.D.B.I., S.I.D.B.I. are secured by :-

(1) A first ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2 " for the benefit of the respective lenders and

(2) A second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage , in favour of " Security trustee 1 " for the benefit of the respective lenders and

(3) Unconditional and irrevocable on demand personal guarantee from each promoter in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security trustee 1 " for benefit of the respective lenders and

(4) Unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and

(5) Pledge of 100% Promoters Group Shareholding in the borrower (50.58% of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances, including additional share acquired by the promoters on infusion of equity in the Borrower in accordance with the terms of this Agreements, and the CDR Package in the favour of the "Security Trustee 1" and Security Trustee 2" for the benefit of all respective lenders.

C) (i) Term Loan Rs. 553.85 crores (P.Y. 564.86 crores) from State Bank of India including State Bank of Indore (as now merged with SBI) , Central Bank of India , State Bank of Patiala , Bank of India including (ECB) , Canara Bank, Bank of India , Phoenix ARC Private Limited (Catholic Syrian Bank), Export Import Bank of India, IDBI Bank, ICICI Bank Limited , State Bank of Hyderabad , Edelweiss Arc Ltd. (State Bank of Travancore) , Allahabad Bank , SIDBI FITL are secured by :-

(1) A first ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee 1 " for the benefit of the respective lenders and

(2) A second ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2" for the benefit of the respective lenders and

(3) Unconditional and irrevocable on demand personal guarantee from each promoter in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security trustee 1" for benefit of the respective lenders and

(4) Unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and

(5) (i) Pledge of 100% Promoters Group Shareholding in the borrower (50.58% of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances, including additional share acquired by the promoters on infusion of equity in the Borrower in accordance with the terms of this Agreements, and the CDR Package in the favour of the "Security Trustee 1" and Security Trustee 2" for the benefit of all respective lenders.

(ii) ECB Rs. 227.12 crores (P.Y. 218.08 Crores) from Bank of Baroda and DEG. Rupee term loan from IFCI Rs. 15.94 crores (P.Y. Rs. 15.94 crores), L&T Rs. 19.13 crores (P.Y. 19.37 crores), M&M Rs. 24.50 crores (P.Y. 24.50 crores) are secured by first ranking pari passu equitable charge on the moveable and immovable properties admeasuring 68 bighas & 13 biswas situated at village Behra & village Bhagwanpura Plot No E-5, industrial Focal Point, Phase II, Mohali in the state of Punjab together with all buildings & structures, Plant & Machinery thereon and personal guarantees of promoter directors.

(iii) Vehicle loans Rs 0.23 Crores (P.Y. 1.07) from HDFC, ICICI and NBFC are secured against hypothecation of the vehicles under the hire purchase agreement.

(iv) Other term loan & advances Rs. 4.45 crores (P.Y. 8.21 crores) includes ICICI Home Loan, Siemens Financial Services Pvt. Ltd. And India bulls Housing Finance Ltd. In the name of Mr. N.R. Munjal, and is secured against the office premises in Mumbai and another Term loan from Technology Development Board is secured by way of charges on movable fixed assets & personal guarantee of Mr. N.R. Munjal.

D) **CORPORATE DEBT RESTRUCTURING :-**

Catholic Syrian Bank, member of CDR group has transferred their entire loan portfolio amounting top Rs. 56.38 Crore to Asset Reconstruction Company on 30th September 2014, namely Phoenix ARC Pvt. Ltd. No interest has been charged in the books for the period Oct 2014 till March 2015 as the confirmation in this regard is still awaited from Phoenix.

State Bank of Travancore, member of CD group has also transferred their entire loan portfolio amounting to Rs. 60.31 Crore to Asset Reconstruction Company on 31.03.2015, namely Edelweiss Arc Ltd.

Details of the CDR Members Banks who have declared the Accounts of the company as an NPA

Name of the Bank	Date of NPA
State Bank Of India	31.03.2014
ICICI Bank Ltd	30.09.2014
Canara Bank	31.12.2014
Allahabad Bank	31.12.2014
Export Import Bank of India	30.09.2014
State Bank of Hyderabad	30.06.2014

SBI has ceased charging interest from 1st April 2014 and accordingly the company has charged provisional interest in the books for the year ending 31st march 2015. In regard to above other banks, through declared NPA, the banks continued charging interest up to 31st march 2015 and accordingly the company has charged interest in the books of accounts.

Balance confirmation for TDB, IFCI, and L&T are unavailable. In absence of same provisional interest is being booked for these banks. In books of accounts the loan with Mahindra & Mahindra stands disputed and pending with Hon'ble Punjab & Haryana High Court. Hence, no Interest is being booked for the year ended 31st, March 2015.

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. V		
CURRENT LIABILITIES		
a) Short term Borrowings		
Secured		
(i) Borrowings for working capital.	3,990,100,110	3,527,900,231
(ii) Buyer Credit	203,567,442	318,741,911
Unsecured		
(i) Fixed Deposits	112,740,679	50,592,383
(ii) ICD	-	12,500,000
Total	**4,306,408,231**	**3,909,734,525**

FIXED DEPOSITS RESTRUCTURING:

Under the provisions of the Companies Act, 2013, the Company has got its Fixed Deposit Scheme restructured vide its order No. C.P 27/01/2013, Dated 30.09.2013 through Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits.

Few of the FD holders have however approached the courts for the repayment of their Fixed Deposits.

b) Trade Payable:		
(i) Total outstanding dues to Micro small & medium enterprises		
Under MSMED Act, 2006	5,611,939	6,494,423
(ii) Outstanding dues of Creditors other than small scale industrial undertakings	1,529,502,580	2,130,603,636
Total	**1,535,114,519**	**2,137,098,059**
c) Other Current Liabilities:		
(i) Advances from Customers	508,901,439	92,826,007
(ii) Statutory Liabilities	19,830,948	19,161,740
(iii) Expenses Payable	111,681,491	103,008,836
Total	**640,413,878**	**214,996,583**

i) Statutory Liabilities include TDS payable, GTA payable, ESI Payable, PF payable, Excise duty payable.

ii) Expenses payable include Salary, wages, Bonus, EL, Audit Fees, electricity Exp. payable.

d) Short Term Provisions :

(i) Income Tax	4,237	38,293,025
Total	**4,237**	**38,293,025**

NOTE No. VI : FIXED ASSETS AS ON 31.03.2015

(Amount in Rs.)

PARTICULARS	GROSS BLOCK						DEPRECIATION / AMORTISATION				NET BLOCK	
	AS ON 01.04.2014	ADDITION	REVALUATION	EXCHANGE FLUCTUATION	SALE/TRANSFER	AS ON 31.03.15	AS ON 01.04.14	DURING THE	PERIOD WRITTEN BACK	AS ON 31.03.15	AS ON 31.03.15	AS ON 31.03.2014
TANGIBLE ASSETS												
LAND FREE HOLD	813,776,077	-	-	-	-	813,776,077	-	-	-	-	813,776,077	813,776,077
LAND LEASE HOLD	17,189,390	-	-	-	-	17,189,390	1,513,291	176,644	-	1,689,935	15,499,455	15,676,099
FACTORY BUILDINGS	1,937,042,015	-	-	24,380,524	-	1,961,422,539	243,485,152	60,753,443	-	304,238,595	1,657,183,944	1,693,556,863
OFFICE BUILDINGS	103,833,951	-	-	-	-	103,833,951	9,240,218	1,639,433	-	10,879,651	92,954,301	94,593,734
FLATS	145,810,070	-	-	-	-	145,810,070	9,600,138	2,302,358	-	11,902,496	133,907,574	136,209,932
R&D BUILDINGS	237,688,240	-	-	-	-	237,688,240	39,443,188	7,516,128	-	46,959,316	190,728,924	198,245,052
BUILDING - PILOT PLANT	17,021,567	-	-	-	-	17,021,567	4,843,285	527,450	-	5,370,735	11,650,832	12,178,282
PLANT&MACHINERY	6,752,684,218	-	-	83,845,532	-	6,836,529,750	1,477,835,122	305,502,282	-	1,783,337,404	5,053,192,346	5,274,849,096
R&D MACHINERY	621,047,729	5,015,569	-	-	1,010,600	625,052,698	199,120,326	27,643,335	-	226,763,661	398,289,037	421,927,403
PLANT & MACHINERY - PILOT PLANT	39,233,698	-	-	-	-	39,233,698	17,594,662	1,710,893	-	19,305,555	19,928,143	21,639,036
ELECTRIC INSTALATIONS	588,089,593	-	-	6,272,494	-	594,362,087	132,630,068	100,377,468	-	233,007,536	361,354,551	455,459,525
ELECTRIC INSTALLATIONS - PILOT PLANT	35,211,332	-	-	-	-	35,211,332	10,496,159	7,205,312	-	17,701,471	17,509,861	24,715,173
FURNITURE & FIXTURES	43,516,579	1,431,651	-	-	-	44,948,230	19,328,153	7,591,102	-	26,919,255	18,028,975	24,188,426
OFFICE EQUIPMENTS	26,985,951	802,321	-	-	-	27,788,272	8,163,985	11,886,488	-	20,050,473	7,737,799	18,821,966
COMPUTER & PERIPHERALS	98,046,451	1,875,330	-	-	-	99,921,781	79,438,293	10,082,037	-	89,520,330	10,401,451	18,608,158
VEHICLES	114,210,303	-	-	-	2,884,094	111,326,209	62,374,864	15,003,889	1,038,122	76,340,631	34,985,578	51,835,439
TOTAL (A)	11,591,387,163	9,124,871	-	114,498,550	3,894,694	11,711,115,890	2,315,106,902	559,918,262	1,038,122	2,873,987,042	8,837,128,848	9,276,280,261
INTANGIBLE ASSETS												
– ACQUIRED	54,700,000	-	-	-	5,300,000	49,400,000	-	5,300,000	5,300,000	-	49,400,000	54,700,000
– INTERNALLY RECOGNISED	2,372,015,161	182,989,100	-	-	297,723,236	2,257,281,025	-	297,723,236	297,723,236	-	2,257,281,025	2,372,015,161
GOODWILL	12,393,912	(10,275,685)				2,118,227						
TOTAL (B)	**2,439,109,073**	**172,713,415**	**-**	**-**	**303,023,236**	**2,308,799,252**	**-**	**303,023,236**	**303,023,236**	**-**	**2,308,799,252**	**2,439,109,073**
TOTAL(A+B)	**14,030,496,235**	**181,838,286**	**-**	**114,498,550**	**306,917,930**	**14,019,915,141**	**2,315,106,902**	**862,941,498**	**304,061,358**	**2,873,987,042**	**11,143,809,872**	**11,702,995,421**
PREVIOUS YEAR	**13,474,996,012**	**581,760,853**	**-**	**264,314,571**	**306,408,502**	**14,018,102,323**	**1,806,822,335**	**812,567,252**	**304,282,685**	**2,315,106,902**	**11,671,223,478**	**11,699,945,620**

*Figures has been shown as net figure instead of previously disclosed as gross figures.

i) Company has revalued its assets comprising of Land, Plant & Machinery of Derabassi Unit and Jammu plant by the approved External Valuer to reflect the market value and accordingly the appreciation amounting to Rs.10138.73, Rs. 14330.37 & Rs. 14231.00 lacs (excluding land and Plant and machinery of Jammu) respectively have been credited to Capital Reserve Account (Re-valuation Reserve A/c) as on 31.03.2007, 08.06.2011 & 30.06.2012.

ii) Depreciation on revalued assets amounting to Rs. 1586.00 Lacs has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013& the same is transferred from Revaluation Reserve to General Reserves whereas during the previous year Depreciation amounting to Rs.1549.12 Lacs was charged to revaluation reserve.

iii) The company has revised depreciation rates with effect from 01-Apr-2014 as per the useful life specified in Schedule - II of the companies act 2013. As prescribed under Schedule -II an amount of Rs. 2.01 crores has been charged to the opening balance of Retained Earnings for the assets in respect of which the remaining useful life is NIL as on 01-Apr-2014 and in respect of other Assets on that date depreciation has been calculated based on remaining useful life of those assets. Had the company continued with the previously applicable Schedule -XIV Rates, charge for the Depreciation for the year ended 2015 would have been lower by Rs. 2.08 crores and the Net Loss would have been lower by the same amount and depreciation on revalued assets would have been lower by Rs.0.48 crores.

iv) Office Buildings includes Mumbai Office Buildings Rs. 700.20 Lacs which was purchased in the name of the Managing Director of the Company out of which one building amounting to Rs. 41.46 Lacs is mortgaged with ICICI Bank. The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director.
The property is yet to be registered in the name of Company.

v) Freehold land includes Rs. 13.79 crores and Flats Rs. 14.58 Crore for which agreement to sell and GPA in favour of the company has been executed and the same have been put to use.
The Freehold Land & Flats are yet to be registered /transferred in the name of the Company.

vi) Capital Work in Progress includes: Expenses pending capitalisation Rs. 3256.49 Lacs (Previous Year Rs. 2375.79 lacs).

vii) The interest which has been capitalised is confirmity with AS - 16.

(Rs. in Lacs)

Description	Opening Balance	Additions	Capitalised	Closing Balance
Interest Cost Fixed Assets	2194.83	880.70	0.00	3075.53
Salary & Wages	110.46	0.00	0.00	110.46
Legal & Professional	70.50	0.00	0.00	70.50
Total	**2375.79**	**880.70**	**0.00**	**3256.49**
Previous Year	**1266.30**	**1109.49**	**0.00**	**2375.79**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE No. VII		
NON-CURRENT ASSETS		
a) Non-Current investment: (Unquoted Investments)		
i) Investment in Ind Swift Middle East FZE, UAE		
Share Capital	44,167,875	43,798,035
- Investment in Equity shares of Associates :		
i) Investment in Fortune (India) Constructions Ltd		
48,20,000 Equity Share of Rs.10/- each fully paid up.	48,200,000	48,200,000
ii) Investment in Essix Biosciences Limited		
12,35,000 Equity Share of Rs.10/- each fully paid up.	76,750,000	76,750,000
Other Investments :		
- Investment in Equity shares of others :		
iii) Investment in Nimbua Green Field (Punjab) Ltd	1,406,250	1,406,250
140625 Equity Share of Rs. 10/- each fully paid		
iv) Investment in Mohali Green Environment Pvt. Ltd.		
55000 Equity Share of Rs. 10/- each fully paid	550,000	550,000
Advance against Capital / Operations	1,000,000	-
Total	**172,074,125**	**170,704,285**
NOTE No. VIII		
DEFERRED TAX :		
The Break Up of Deferred Tax Liabilities/ (Assets)		
as at March 31, 2015 is as under :		
Deferred Tax Liabilities		
Timing Difference on account of :		
Depreciation	5,144,478,373	4,965,050,696
Total	**5,144,478,373**	**4,965,050,696**
Deferred Tax Assets		
Timing Difference on account of :		
Provision for Doubtful Debts/Gratuity/Bonus/EL Encashment/ Commission	66,212,768	219,564,996
Carried Forward Losses as per Income Tax Act	1,685,120,880	3,127,314,309
Funded Interest Term loan & Interest Accrued	3,548,828,908	1,004,471,761
Total	**5,300,162,556**	**4,351,351,066**
Deferred Tax Assets / (Liability) net	48,106,413	(189,633,186)
Deferred Tax Assets / (Liabilties) Charged to P&L A/c	237,739,598	(204,548,249)

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. IX		
LONG TERM LOANS & ADVANCES		
(a) Security Deposits	17,940,513	18,052,268
(b) Others (Including Capital Advances)		
- Related Party	537,141,985	533,718,646
- Others	164,958,952	255,987,060
Total	**720,041,450**	**807,757,974**

NOTE NO. X

CURRENT ASSETS

(a) INVENTORIES

(As per inventories taken, valued & certified by the Management)

Raw Materials	508,906,835	571,286,113
Work in Process	1,927,485,052	2,120,987,228
Finished Goods*	884,328,713	743,030,612
Goods-in-Transit (Raw material)	43,993,095	127,288,307
Stock in Trade (Goods acquired for trading)	64,052,650	149,236,177
Stores & Consumables	54,302,291	58,458,308
Total	**3,483,068,636**	**3,770,286,745**
*Finished Goods includes Goods under consignment, Goods lying at port.		
MODE OF VALUATION OF INVENTORY		
Inventories are valued as under :-		
Stores and spares are valued at cost.		
Closing stock of Raw material of Menthol is valued At market Price instead of Cost.		
Work in progress is valued at estimated cost basis or net realisable value which ever is less.		
Finished goods are valued at cost or net realisable value whichever is less		
(b) Trade Receivables		
(Unsecured & Considered Good)		
Debts outstanding for a period exceeding six months		
- Unsecured Considered good	2,491,391,667	2,329,918,824
- Unsecured Considered doubtful	-	144,839,838
Other Debts	1,398,978,937	2,108,622,891
	3,890,370,604	4,583,381,553
Less : Provision for Doubtful Debts	-	144,839,838
Total	**3,890,370,604**	**4,438,541,715**
(c) Cash and Cash equivalents		
Cash balance in hand	67,774,007	79,594,604
Bank balances with Scheduled Banks		
Fixed Deposits to the extent held as margin Money (Short term)	99,481,798	114,460,786
Fixed Deposits (Others - Short term in nature)	43,361	39,574
Interest accrued but not due on Fixed Deposits	5,015,131	4,349,822
Current Accounts	26,053,463	7,412,182
Total	**198,367,760**	**205,856,968**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
(d) Short-term loans and advances		
(a) Loans and advances (Unsecured but considered good)		
- Related Parties	51,33,30,854	32,21,15,633
- Others	16,72,93,384	23,87,76,905
(b) Others		
- Mat Credit entitlement	63,04,58,845	63,04,58,845
- Cenvat / Vat Recoverable	17,98,55,450	20,32,70,676
- Advance Custom Duty Paid / Export Incentive Scheme	6,08,35,312	56,40,759
- Advance Tax / TDS	3,17,93,880	2,54,62,050
- Prepaid Expenses	62,68,115	75,60,245
- Advances recoverable in cash or in kind or value to be received	75,23,0278	7,76,50,319
Total	**1,665,066,118**	**1,510,935,431**
NOTE NO. XI		
REVENUE FROM OPERATION		
Sale of Products		
- Domestic	2,358,685,497	3,484,558,022
- Exports	4,451,464,056	6,345,200,458
Sale of Services		
- Domestic	-	-
- Exports	-	3,088,613
Less : Excise Duty	205,626,189	182,021,603
Total	**6,604,523,364**	**9,650,825,490**
The company is dealing in the manufacturing and sales of various products and it is not		
possible to disclose seperately each product as per Schedule III.		
NOTE NO. XII		
OTHER INCOME		
Interest Income	35,555,011	34,456,016
Gain / (Loss) on sale of Investment	-	(303,601)
Export Incentive	173,800,285	87,541,204
Other Non operating Income	13,184,319	19,736,235
Total	**222,539,615**	**141,429,854**
NOTE NO. XIII		
EXPENSES		
COST OF MATERIAL CONSUMED / SOLD		
Opening Stock	695,049,090	805,470,094
Purchases	3,333,250,365	4,466,057,914
	4,028,299,455	**5,271,528,008**
Less : Closing Stock	552,899,930	695,049,090
Total (A)	**3,475,399,525**	**4,576,478,918**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. XIV		
INCREASE /DECREASE IN INVENTORY		
Opening Stock		
Work in Process	2,120,987,228	2,632,277,124
Finished Goods	895,792,119	993,451,236
	3,016,779,347	**3,625,728,360**
Closing Stock		
Work in Process	1,927,485,052	2,120,987,228
Finished Goods/Stock in Trade	948,381,363	895,792,119
	2,875,866,415	3,016,779,347
Total (B)	**(140,912,932)**	**(608,949,013)**
Total (A-B)	**3,616,312,457**	**5,009,167,448**
NOTE NO. XV		
EMPLOYEE BENEFITS EXPENSES		
Directors Remuneartion		
-- Salary & Allowances	40,778,580	40,658,065
-- Contribution to P.F.	49,500	28,080
Salary & Allowance	161,046,881	160,648,503
Salary & Wages	306,365,911	267,004,483
P.F. & Other Funds	17,356,062	13,971,840
Staff Welfare Expenses	7,418,873	6,303,898
Recruitment Expenses	391,639	422,769
Gratuity Premium	13,792,707	1,062,386
Training & Development Expenses	85,346	90,098
Total	**547,285,499**	**490,190,122**
NOTE NO. XVI		
FINANCE COST		
Interest on Term Loans	562,938,298	542,710,947
Interest on Working Capital	430,116,575	330,498,362
Bank Charges & Others	198,736,070	324,347,359
Commission & Brokerage	87,534	893,267
Forex Fluctuations-Expenses (Gain)	(19,012,246)	(31,886,681)
Total	**1,172,866,231**	**1,166,563,255**
NOTE No. XVII		
DEPRECIATION & AMORTISATION EXPENSES		
Depreciation	842,900,881	657,655,716
Total	**842,900,881**	**657,655,716**

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE NO. XVIII		
OTHER EXPENSES		
MANUFACTURING EXPENSES		
Job Work Charges	100,225,457	62,349,845
Power, Fuel & Water Charges	347,754,319	368,165,155
Stores & Spares	72,955,584	66,272,791
Repair & Maintenance :		
-- Plant & Machinery	16,192,319	25,364,306
-- Buildings	7,583,867	3,393,254
-- Electrical	2,281,351	4,528,442
Excise Duty on Closing Finished Goods	659,796	(4,743,853)
Other Manufacturing Expenses	2,640,770	4,835,220
Total	**550,293,463**	**530,165,160**
ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	16,884,192	23,117,811
Auditors Remuneration		
-- Audit Fees	600,000	830,380
-- Certification Fees	375,000	375,000
-- Out of Pocket Exp.	97,689	139,519
Office Rent	5,375,670	6,244,240
Rate fee & Taxes	18,433,727	17,729,238
Insurance Charges	12,599,200	20,208,649
Legal & Professional Charges	21,629,628	21,131,441
Printing & Stationary	7,008,682	6,671,851
Vehicle Running & Maint.	17,246,992	18,806,799
Telephone & Postage	7,276,394	7,080,901
Office Expenses	9,255,721	14,174,877
Charity & Donation	152,741	343,982
Listing Fees	420,251	370,221
Books & Periodicals	59,944	127,548
Meeting, Membership & Subscription Fees	1,097,762	2,098,962
Security Expenses	9,157,823	8,000,828
Repair & Maintenance-General	14,113,514	12,584,603
Other Expenses	7,773,663	10,646,676
Total	**149,558,593**	**170,683,526**

The Company is paying remuneration to the managerial personnel in terms of the exemption granted to it by the Central Government under Section 198,309(3) and 310 r/w Section 637A& 637AA of the Companies Act,1956.

(Amount in Rs.)

Particulars	As at 31.03.2015	As at 31.03.2014
SELLING & DISTRIBUTION EXPENSES		
Advertisement & Publicity	160,810	367,805
Business Promotion	17,953,453	12,291,978
Commission on Sales	206,389,289	66,706,316
Packing Material	29,031,427	27,705,240
Rebate & Discount	1,514,208	616,771
Freight Outward	56,646,657	59,012,810
Insurance Charges	1,129,595	3,500,258
ECGC Premium	149,350	290,451
Other Expenses	621,715	492,846
Total	**313,596,504**	**170,984,475**
RESEARCH & DEVELOPMENT EXPENSES		
Salary & Wages (R&D)	54,012,912	50,369,065
Administration Expenses	115,619	31,950
Consumables , Chemicals & Regents	24,974,538	26,218,842
Technical Study & Consultancy & Product Registration	3,061,033	1,315,214
Total	**82,164,102**	**77,935,071**
Loss on Sale of Fixed Assets	786,375	1,209,813
Provision for Doubtful Debts	-	66,375,850
Total	**786,375**	**67,585,663**
NOTE NO. XIX CONTINGENT LIABILITIES NOT PROVIDED FOR:		(Rs.in lacs)
a. Letter of Credit against purchase of raw material:		
-- Domestic	1433.54	3092.08
-- Import	4920.42	12495.66
b. Bank Guarantees		
-- Inland	25.00	24.61
-- Foreign Currency	4588.01	0.00
c. Export obligation in respect of custom duty :	214.88	283.35
d. Contingent Liabilities in respect of unassessed / assessed (Pending in Appeal) cases of Income Tax, Excise Duty, Sales Tax and Service Tax.	Unascertained	Unascertained
e. Corporate guarantees given on behalf of (To the extent Utilized)		
Essix Biosciences Ltd	3095.22	2578.07
Halcyon Life Science Pvt Ltd	3075.17	3923.97

NOTE No. XX Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) Rs 271.89 Lacs (Previous year Rs. 522.97 lacs)

NOTE No. XXI In the opinion of the Board, the Current Assets, Loans & Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE No. XXII Other expenses under head administrative expenses includes Rs.1,47,352.00 (Previous Year Rs.83,573.00) paid to directors as sitting fee.

Particulars		(Amount in Rs.)
NOTE No. XXIII : Earning per share is calculated as shown below:	**F.Y. 2014-15**	F.Y. 2013-14
Profit as per Profit & Loss Account	(1193620675)	(1220121385)
Profit available for Equity Shareholders	(1193620675)	(1220121385)
For Basic Earning		
No of weighted average equity shares	**40963195**	**40963195**
For Diluted Earning		
(No Dilution as PAT is negative)	0	0
No of weighted average of Diluted Equity Shares	**40963195**	**40963195**
Nominal Value of Equity Share	10.00	10.00
Earning Per Share (Rs.)		
Basic	(29.14)	(29.79)
Diluted	(29.14)	(29.79)

NOTE NO. XXIV In accordance with Accounting Standard 18, 'Related Party Disclosures' , issued by the Institute of Chartered Accountants of India, the Company has compiled the following information :

a. List of related parties and their relationship

Associate Companies	Ind Swift Limited Essix Biosciences Limited Halcyon Life Sciences Pvt Ltd. Fortune(India) Constructions Ltd. Mansa Print & Publishers Limited Swift Fundamental Research & Education Society 3M Advertisers & Publishers Ltd. Punjab Renewable Energy Pvt Ltd. Hakim Farayand Chemi Co. (Iran)
Subsidiary Companies	Ind Swift Laboratories Inc. USA Meteoric Life Science Pte Ltd. ,Singapore Ind-Swift Middle East FZE (UAE)
Other companies in which one of the Director of the Company is a Director	Mohali Green Environment Private Limited Saidpura Envirotech Private Limited Consummate Pharmaceuticals Private Limited Nimbua Green Field (Punjab) Limited Dashmesh Medicare Private Limited AKJ Portfolios Pvt. Ltd. NRM Portfolios Pvt. Ltd. GM Portfolios Pvt. Ltd. VRM Portfolios Pvt Ltd. VKM Portfolios Pvt Ltd. SRM Portfolios Pvt Ltd.
Key Management Personnel / Directors	Sh. N.R. Munjal, Vice-Chairman cum Managing Director Sh. Himanshu Jain, Jt. Managing Director Mr. Rishav Mehta, Executive Director Mr. N.K. Bansal, Chief Financial Officer Mr. Pardeep Verma, GM-Corp. Affairs & CS
Others entities in which Relatives of KMP have control or significant influence	Integral Buildcon Private Limited Vibrant Agro Industries Limited B.M. Cosmed Private Limited KMB Hospitality Services Private Limited

b. Related Party Transactions **(Rs. in lacs)**

Particulars	Associates		Other Companies in which one of the Director of the Company is a director		Other Entities in which relatives of KMP have control or significant influence		KMP	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Nature of Transactions								
1) Transactions during the yr.								
Purchase	4,919.28	8,223.19	-	3.98	-	-	-	-
Sales	2,576.50	10,569.26	-	-	-	-	-	-
Interest receivable	-	113.85	-	-	-	-	-	-
Expenses	-	1,036.88	-	107.09	-	-	408.28	406.86
Service taken/Capital Exp.	267.98	269.77	807.31	337.41	-	-	-	-
Income Recd.	-	-	-	-	-	-	-	-
Equity Contribution	-	-	1,006.00	781.00	-	-	150.00	150.00
Investment Purchased	-	-	-	-	-	-	-	-
Corporate Guarantee Given	6,170.39	6,502.04	-	-	-	-	-	-
(To the extent utilised)								
2) Outstanding								
Balances as on 31.03.15								
Share Capital	1,499.15	1,499.15	434.91	583.00	-	-	-	-
Investment	1,249.50	1,249.50	29.56	19.56	-	-	-	-
Loan & Advances Given	5,133.29	3,221.16	-		388.06	-	-	
Loan & Advances Taken	-	-	-	-	-	-	-	-
Debtors	13,185.93	12,507.16	-	-	1,959.36	1,959.36	-	-
Creditors	-	-	36.47	0.44	-	-	-	-
Capital Advances	5,371.64	5,337.19	-	-	-	6.29	-	-

NOTE No. XXV : Statement containing salient features of the financial statement of Subsidiaries.

(Amount in Rs.)

Particulars	**Year**	**Ind Swift Laboratories Inc.**	**Meteoric Life Science Pvt. Ltd.**
		31-12-2014	31-10-2014
Capital	2014-15	68748490	42224435
	2013-14	65436812	47315074
Reserves	2014-15	21484901	17140835
	2013-14	19647299	17119716
Total Liabilities	2014-15	64243347	5776217
	2013-14	84534776	15763824
Total Assets	2014-15	154476738	65141488
	2013-14	169618887	80198614
Turnover Net	2014-15	232478195	0
	2013-14	310283286	27949308
Provision For Tax	2014-15	0	-
	2013-14	4116151	-
Profit / (Loss before Tax)	2014-15	4353005	(5128567)
	2013-14	11402542	57865
Proposed dividend	2014-15	NIL	NIL
	2013-14	NIL	NIL

Reporting Currency :-	Currency	$	$
Exchange Rate as on 31.03.2015		63.33	61.41
Exchange Rate as on 31.03.2014		61.90	61.41

Notes :-

1) In Compliance with clause 32 of the listing agreement, audited consolidated financial statements from part of this Annual reports.
2) The details of Dubai subsidiary M/s Ind-Swift Middle East FZE are not included as the company is not yet in operations
3) The company has consolidated the Audited results of its 100 % subsidiary Ind Swift Laboratories Inc for the financial Year Jan 14 to Dec 14 of the Subsidiary company.
4) The company has consolidated the Unaudited results of its 100 % subsidiary Meteoric Lifesciences Pvt. Ltd. for the financial Year Nov 13 to Oct 14 of the Subsidiary company.
5) Full accounts of the aforesaid subsidiary are available for inspection at the registered office of the Company and on request will be sent to the members free of cost.

NOTE No. XXVI Total amount of secured Term Loans installments payable during twelve months following 31.03.2015 are Rs. 14669.55 Lacs (Previous year Rs. 6778.01 Lacs)

NOTE No. XXVII The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is unascertainable.

NOTE No. XXVIII During the year, the Company has incurred foreign currency revenue expenditure of RMB 424386.33 on its China Office and GBP 793.16 on its U.K office Operation. Such Foreign Currency Expenditure has been translated in Indian Currency @ One RMB equivalent to Rs. 9.89 and One GBP equivalent to Rs. 98.56 at the year end on the basis of average exchange rate during the year computed as per cross currency reference rates published by RBI.

NOTE No. XXIX **CORPORATE DEBT RESTRUCTURING**

The present status of already approved CDR package as on 31st March 2015 is :

The FITL has been created as per the sanction of the respective banks, subject to reconciliation with Banks.

The cumulative total of the recompense amount as per CDR package up to 31.3.2015 is Rs. 92.90 crores as per the approval dated November 9, 2012 of the CDR EG

As per Letter of Approval (LOA), the promoters were required to bring in their contribution aggregating to Rs.27.38 crore (i.e. 25% of total sacrifice of Rs.109.52 crore) before December 2014. However, promoters had so far infused Rs.20.87 crore as on 31st March 2015 and further the balance amount will be infused by September 2015.The same has also been permitted by CDR Eg.

NOTE NO. XXIX (ii) SEGMENT REPORTING

The Company operates only in one business segment viz. Bulk Drugs & Pharmaceuticals. However the figures in Segment Reporting is based on geographical location of its customers.

(Rs./Lac)

Particulars	In India	Outside India	Total
REVENUE	21531 (33025)	44515 (61041)	66,045.23 (94,066.00)
RESULTS	8646 (12948)	14398 (25438)	23,044.80 (38,386.00)
Less: Financial Expenses	- -	- -	11,728.66 (11,662.00)
Less: Unallocated Expenses	- -	- -	27,855.14 (42,390.00)
Add: Operating Income	- -	- -	2,225.40 (1,346.00)
Add Extra Ordinary Item	- -	- -	- -
Less: Income Tax Provision	- -	- -	- -
Add: Mat Credit entitlement	- -	- -	- -
Add: Deferred Tax	- -	- -	2,377.40 (2,045.00)
Profit/(Loss) after Tax	- -	- -	(11,936.21) (12,274.00)
OTHER INFORMATION			
SEGMENT ASSETS	34723 (31528)	11382 (11376)	46,104.12 (42,904.00)
UNALLOCATED ASSETS	- -	- -	178,245.62 (190,094.00)
TOTAL ASSETS	- -	- -	224,349.74 (232,998.00)
SEGMENT LIABILITIES	10478 (10043)	4874 (10591)	15,351.15 (20,634.00)
UNALLOCATED LIABILITIES	- -	- -	208,998.59 (212,364.00)
TOTAL LIABILITIES	- -	- -	224,349.74 (232,998.00)
CAPITAL EXPENDITURE	- -	- -	122,965.05 (131,740.00)
DEPRECIATION	- -	- -	8,429.01 (6,577.00)
NON CASH EXPENSES OTHER THAN DEPRECIATION	- -	- -	7.86 (676.00)

NOTES:

1. **Geographical Segments:**

   The segment reporting is performed on the basis of the geographical location of customers. The management views the Indian market and export markets as distinct geographical segments.

2. **Segment assets & liabilities**

   Segment assets consists of debtors , Long term loans & advances and the segment liabilities consists of creditors.

3 **The figures in brackets are in respect of previous year.**

NOTE No. XXX Company has written off the old balances in view of the accounting new policy (Refer to Accounting Policy no 9)

NOTE No. XXXI **FIXED DEPOSIT RESTRUCTURING**

The company has not maintained the Liquid Assets (i.e. 15% of Deposits maturing next financial year) as a statutory requirement under the Companies (Acceptance of Deposit) Rules, 2014.

For the relaxation of the above statutory requirement, company had filed the application to the Central Government (Ministry of Company Affairs) which has been rejected by the Central Government vide its letter dated 23.03.2015 received in April 2015.

NOTE No. XXXII Company has not received intimation from supplier regarding the status under Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act have not been given.

NOTE No. XXXIII The outstanding dues of Micro small & medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the company.The parties to whom the Company owes sum outstanding for more than 30 days as at the balance sheet date are :

(1) Ammonia Supply Co. (2) Time technoplast Ltd.

NOTE No. XXXIV The insurance claim lodged with The United India Insurance company Ltd. In regards to fire occurred on the premises of M/s Dashmesh medivcare Pvt. Ltd. on 30th April,2012 is still pending though the site has beeen released to M/s Dashmesh medicare pvt. Ltd. By Punjab Administration Control. The losses could not be quantified as on 31st March, 2015.

NOTE No. XXXV During the year company has received a subsidy amounting to Rs. 137.15 lakhs on interest cost and the same has been net off with interest cost.

NOTE No. XXXVI Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date : 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

NOTE No. XXXVII : SIGNIFICANT ACCOUNTING POLICIES

Accounting Policies uniformly followed by all the Entities to the Consolidation

1. BASIS OF PREPARATION

a) Company has wholly owned subsidiary in USA which was incorporated on Jan 2, 2004. The financial year of Parent Company is from April 14 to March 15 whereas the financial year of Subsidiary Company is from Jan 14 to Dec 14. Accordingly, subsidiary's financial statements for the year ended on 31-12-2014 are considered for the purpose of consolidation. Effect for significant transactions or events that the have occurred in subsidiary for period Jan 01, 2015 to March 31, 2015 have been accounted for.

b) Company has another wholly owned subsidiary in Singapore which was incorporated on Nov 20, 2009. The financial year of the Parent company is from April 14 to March 15 whereas the financial year of Subsidiary Company is from Nov 13 to Oct 14. Accordingly, subsidiary's financial statements for the year ended on 31-10-2014 are considered for the purpose of consolidation. Effect for significant transactions or events that the have occurred in subsidiary for period Nov 01, 2014 to March 31, 2015 have been accounted for.

c) The Parent Company maintains its records and prepares its financial statements under the historical cost convention, in accordance with Generally Accepted Principles in India, While the foreign subsidiary maintain their records and prepare their financial statements in confirmity with Generally Accepted Principles prevalent in the country of their domicile. No adjustments are made in these consolidated financial statements for inconsistencies in accounting policies.

2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements comprise of the financial statements of Parent Company and its wholly owned subsidiaries (Ind Swift Laboratories Inc USA,Meteoric Life Sciences Pte Ltd). The consolidated financial statements have been prepared on the following basis.

a) The financial statements of the Parent Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilties, income and expenses, after elimination of intra-group transactions, intra-group balances and the unrealised profits / (losses).

b) The financial statements of the Parent Company and its subsidiary have been consolidated using uniform accounting policies for the like transactions and other events in similar circumstances except as specifically mentioned.

c) The excess of the cost to the Parent Company of its investment in the subsidiary over the company's portion of equity of the subsidiary is recognised in the financial statements as goodwill or capital reserve.

3. USE OF ESTIMATES

The presentation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known / materialised.

4 FIXED ASSETS & DEPRECIATION

In relation to the Parent Company

a) COST OF FIXED ASSETS : All Fixed Assets are valued at cost net of cenvat credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commissioning.

b) DEPRECIATION / AMORTISATION : Depreciation is provided on straight line method at the rates specified in schedule XIV of the Companies Act 1956 on pro rata basis and the assets having the value upto Rs. 5000/- have been depreciated at the rate of 100%. Lease hold Land is amortised over the period of lease.

The Policy of Company is to provide depreciation on the Buildings , Plant & Machinery & other fixed assets from the date of up of commercial production/ put to use.

5 BORROWING COSTS

In relation to the Parent Company

Borrowing costs that are directly attributable to the acquisition, construction of qualifying assets have been capitalised as part of cost of assets.

Other Borrowing costs are recognised as an expense in the period in which they are incurred.

6. INVENTORIES

In relation to the Parent Company

Inventories are valued as under :

Stores & spares are valued at cost.

Raw Materials are valued at cost on FIFO basis except from this year onwards valuation of the Menthol has been made at lower of cost or Market price.

Work in process is valued at estimated cost basis or net realisable value whichever is less.

Finished Goods are valued at cost or net realisable value whichever is less and is inclusive of excise duty and all expenditure directly attributable to production.

7. RECOGNITION OF INCOME AND EXPENDITURE

In relation to the Parent Company.

Sales are recognised when goods are supplied and are recorded net of rebates and sales tax and inclusive of excise duty. Expenses are accounted for on accural basis and provision is made for all known losses and expenses.

In relation to the Subsidiary Company.

Revenue generated from products shipped is recognised when the risk and rights of ownership have been passed to the customer.

8. FOREIGN CURRENCY TRANSACTIONS

In relation to the Parent Company

Transactions in foreign currencies are recorded at the exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognised in the year in which the contract has been cancelled/ matured.

In translating the financial statement of representative office for incorporation in financial statements, the monetary assets and liabilities are translated at the exchange rates prevailing at the dates of the transactions and income and expenses items are converted at the yearly average rate.

In relation to the Subsidiary Company

In case of foreign subsidiary, the local accounts are maintained in the local and functional currency. The financial statements of such subsidiary, which are integral foreign operations for the parent company, have been translated to Indian currency on the following basis:

a) All income and expenses are translated at yearly average rate of exchange prevailing during the year.

b) Monetary assets and liabilities are translated at the closing rate on the Balance Sheet date.

c) Non-Monetary Assets and Liabilities are translated at historical rates.

d) The resulting exchange difference is accounted as "Foreign Currency Translation Reserve" which is disclosed separately on the balance sheet.

9. TRADE RECEIVABLES

Sundry debtors more than three years at the end of Balance Sheet date will be written off from the books of accounts except those debtors pertaining to related parties ands disputed debtors having matter pending under different Courts.

10. OTHER SIGNIFICANT ACCOUNTING POLICIES

Other accounting policies adopted for preparation of consolidated financial statements are same as set out in the part A of Schedule XLV accompanying the financial statements of Ind Swift Laboratories Limited. The other accounting policies adopted by subsidiary are the same as that of Ind Swift Laboratories Limited in all material respect.

As per our separate report of even date

For JAIN & ASSOCIATES
Chartered Accountants
(Regd.No.001361N)

S.C. Pathak
Partner
Membership .No. 10194

Date : 16.05.2015
Place: Chandigarh

N.R. Munjal
Vice-Chairman
Cum Managing Director

Rishav Mehta
Executive Director

N.K. Bansal
Chief Financial Officer

Himanshu Jain
Joint Managing Director

K.M.S. Nambiar
Director

Pardeep Verma
GM - Corp. Affairs &
Company Secretary

Notice

NOTICE is hereby given that the **20th Annual General Meeting** of the Members of Ind-Swift Laboratories Limited will be held on Wednesday, the 30th Day of September, 2015 at 2:30 P.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Statement of Profit and Loss for the year ended 31st March, 2015, the Balance Sheet as on that date and to receive, consider and adopt the Directors' and Auditors' Reports thereupon.

2. To appoint Director in place of Dr. V.R. Mehta (DIN No. 00010756), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Director in place of Dr. G. Munjal (DIN No. 00005196), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s Jain & Associates Firm Registration No.001361N, Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to examine and audit the accounts of the company for the financial year 2015-16, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prabhat Khurana (holding Directors Identification Number 03289193), a Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for one year w.e.f . 25th March, 2015."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Preetika S. Chaubey (holding Directors Identification Number 02272298), a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years w.e.f. 25th March, 2015."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Ashwani Kumar Vig (holding Directors Identification Number 07080817), a Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years w.e.f. 31st December, 2014."

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

   "**RESOLVED** that in accordance with provisions of Section 62 read with Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013, as also provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI Takeover Regulations") the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, including the Foreign Exchange Management

Notice (Contd.)

(Transfer or Issue of Security by a Person Resident outside India) Regulation, 2000, as amended, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of, if applicable, the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and/or all other authorities, institutions or bodies, within or outside India, and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) and in order to fulfill the requirements of and give effect to the proposal for restructuring of the Company's debts in accordance with the scheme approved by the Lenders of the Company and as set out in the Letter of Approval, on the terms set out in the Letter of Approval, the consent of the members of the Company be and is hereby accorded, by way of a special resolution, to the Board to create, offer, issue and allot upto 16,77,476 Equity Shares of Rs. 10/- each (hereinafter referred to as "Equity Shares") on preferential basis at a price of Rs 55.50/- per share (including Rs. 45.50/- as the premium) which is not less than the minimum price determined in accordance with the pricing formula given in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR) for an aggregate consideration of Rs.9,30,99,918/- (Nine Crore Thirty Lacs Ninety Nine Thousand Nine Hundred and Eighteen Only) based on relevant date i.e. 9th November, 2012 to the following promoters (hereinafter collectively referred as "Proposed Allottees") against the IInd tranche of promoters contribution on such terms and conditions as the Board may think fit, without offering the same to any other persons, who at the date of offer are holders of the equity shares: -

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Maximum No. of Equity Shares proposed to be issued & allotted
1.	AKJ Portfolios Private Limited	Promoter Group Company	8,10,810
2.	NRM Portfolios Private Limited	Promoter Group Company	5,96,396
3.	Mr. N.R. Munjal	Promoter Director	2,70,270
	Total		**16,77,476**

RESOLVED FURTHER THAT

(i) the relevant date for the purpose of determination of the minimum price at which the Equity Shares may be issued and allotted, in accordance with the provisions of Chapter VII of the SEBI Regulations shall be the date of approval of the corporate debt restructuring package for the Company (date of issue of Letter of Approval) *i.e.* 9th November, 2012;

(ii) the Equity Shares to be created, offered, issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(iii) all Equity Shares issued pursuant to this resolution shall rank *pari passu inter-se* and with the then existing equity shares of the Company in all respects, including dividend.

"**RESOLVED FURTHER** that the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable in regard to the offer, issue and allotment of the Equity Shares, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of Equity Shares."

"**RESOLVED FURTHER** that the Equity Shares proposed to be allotted to the Proposed Allottees be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the listing of the Equity Shares proposed to be allotted to the Proposed Allottees and for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Equity Shares to the Proposed Allottees' dematerialised securities account"

"**RESOLVED FURTHER** that the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company."

"**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company to give effect to the above resolutions."

Notice (Contd.)

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

"**RESOLVED** that in accordance with Section 62 read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, as also provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI Takeover Regulations") the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulation, 2000, as amended, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of, if applicable, the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and/or all other authorities, institutions or bodies, within or outside India, and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) and in order to fulfill the requirements of and give effect to the proposal for restructuring of the Company's debts in accordance with the scheme approved by the Lenders of the Company and as set out in the Letter of Approval, on the terms set out in the Letter of Approval, the consent of the members of the Company be and is hereby accorded, by way of a special resolution, to the Board to create, offer, issue and allot upto 4,05,405 Equity Shares of Rs. 10/- each (hereinafter referred to as "Equity Shares") on preferential basis at a price of Rs 55.50/- per share (including Rs. 45.50/- as the premium) which is not less than the minimum price determined in accordance with the pricing formula given in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR) for an aggregate consideration of Rs. 2,24,99,978/- (Two Crore Twenty Four Lacs Ninety Nine Thousand Nine hundred and Seventy Eight Only) based on relevant date i.e. 9th November, 2012 to the following promoters (hereinafter collectively referred as "Proposed Allottees") against the part receipt of fund against IIIrd tranche of promoters contribution on such terms and conditions as the Board may think fit, without offering the same to any other persons, who at the date of offer are holders of the equity shares: -

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Maximum No. of Equity Shares proposed to be issued & allotted
1.	VKM Portfolios Private Limited	Promoter Group Company	2,07,207
2.	VRM Portfolios Private Limited	Promoter Group Company	1,98,198
	Total		**4,05,405**

RESOLVED FURTHER THAT

(i) the relevant date for the purpose of determination of the minimum price at which the Equity Shares may be issued and allotted, in accordance with the provisions of Chapter VII of the SEBI Regulations shall be the date of approval of the corporate debt restructuring package for the Company (date of issue of Letter of Approval) i.e. 9th November, 2012;

(ii) the Equity Shares to be created, offered, issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(iii) all Equity Shares issued pursuant to this resolution shall rank pari passu inter-se and with the then existing equity shares of the Company in all respects, including dividend.

"**RESOLVED FURTHER** that the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable in regard to the offer, issue and allotment of the Equity Shares, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of Equity Shares."

"**RESOLVED FURTHER** that the Equity Shares proposed to be allotted to the Proposed Allottees be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the listing of the Equity Shares proposed to be allotted to the Proposed Allottees and for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Equity Shares to the Proposed Allottees dematerialised securities account"

"**RESOLVED FURTHER** that the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company."

Notice (Contd.)

"RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company to give effect to the above resolutions."

10. **To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c), as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made there-under ("Act") (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum of Association and Articles of Association of Ind Swift Laboratories Limited (the "Company") and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the Listing Agreement entered into with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each ("Equity Shares") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate amount not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the "Issue") .

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue and in the event that eligible convertible securities (as defined under the SEBI ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be either the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares.

Notice (Contd.)

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document/offer letter for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document/offer letter and any amendments and supplements thereto with any applicable Stock Exchanges (whether in India or abroad), government statutory and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited terms and conditions for issuance of Securities including number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deemed expedient, entering into an executing arrangement for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments, supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such professionals or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities. Provided that the issue of all equity shares referred to above shall rank pari-passu with the existing Equity Shares of the Company in all respects."

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs. 1.75 Lakhs

Notice (Contd.)

(Rupees One Lakh Seventy Five Thousand only) per annum plus service tax as applicable and reimbursement of out of pocket expenses to be incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 and such person shall not act as a proxy for any other person or shareholder.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
3. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their Folio No., DP ID & Client ID at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Registered Office of the Company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2015 to Wednesday, 30th September, 2015, both days inclusive.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 5 to 11 is annexed hereto. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of Director retiring by rotation and proposed to be re-appointed and other Directors proposed to be appointed are disclosed in the explanatory statement annexed hereto.
10. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the Registered office address.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at registered office address for the attention of Mr. Pardeep Verma, G.M. Corporate Affairs & Company Secretary or at E-mail ID : investor@indswiftlabs.com, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of Annual General Meeting.
14. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
15. Electronic copy of the Annual Report and Notice of the 20th Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 20th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.

Notice (Contd.)

16. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cut off date 24th August, 2015 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

The instructions for members for voting electronically are as under:

(i) The voting period begins on 27th September, 2015 (10.00 a.m.) and ends on 29th September, 2015 (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 (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on “Shareholders” tab.

(iv) Now, select the “COMPANY NAME – Ind Swift Laboratories Limited” from the drop down menu and click on “SUBMIT”

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then reach directly 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of Ind-Swift Laboratories Limited which is provided in the e-voting document.

Notice (Contd.)

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

17. **Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**

By Order of the Board

Sd/-

Pardeep Verma
GM-Corporate Affairs &
Company secretary

Place: Chandigarh
Date: 08.08.2015

Registered Office:
SCO 850,Shivalik Enclave,
NAC, Manimajra,
Chandigarh - 160001

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 to 7

Dr. Ashwani Kumar Vig, Mr. Prabhat Khurana and Ms. Preetika S. Chaubey who have been appointed as Additional Directors in the category of non-executive Independent Director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f. 31st December, 2014, 25th March, 2015 and 25th March, 2015 respectively, hold office up to the date of this Annual General Meeting. The Company has received notices under Section 160 of the Companies Act, 2013 from members along with deposit of requisite amount signifying their intention to propose the candidature of Dr. Ashwani Kumar Vig, Mr. Prabhat Khurana and Ms. Preetika S. Chaubey for the office of Independent Directors of the Company. The Company has received declaration from Dr. Ashwani Kumar Vig, Mr. Prabhat Khurana and Ms. Preetika S. Chaubey that each of them meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the Stock Exchanges. Further, all the three Directors have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act and the required consent to continue as Director pursuant to Section 152(5) of the Act has also been received by the Company from each of the appointee.

In the opinion of the Board, Mr. Prabhat Khurana, Ms. Preetika S. Chaubey and Dr. Ashwani Kumar Vig meet the criteria of independence as provided in the Section 149 read with Schedule IV of the Act for such appointment.

Brief resumes of these Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors interse as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is appended below: -

Name of Director	Mr. Prabhat Khurana	Ms. Preetika S. Chaubey	Dr. Ashwani Kumar Vig
Age	44 Years	34 Years	66 Years
Nationality	Indian	Indian	Indian
Date of Appointment	25th March, 2015	25th March, 2015	31st December, 2014
Shareholding in the Company	Nil	Nil	Nil
Qualifications	B.Sc. CFA	B.Sc.	Ph. D., M.B.A
Expertise in specific Functional Area	Finance & Accounts	Human Resource Management & Training	Quality Management
Directorships held in other companies (excluding Private & Foreign Companies)	Nil	Nil	Nil
Chairmanships/ Memberships of Committees in other Companies as on 31.03.2015	Nil	Nil	Nil
Relationship inter-se between Directors	Nil	Nil	Nil

Keeping in view their expertise and knowledge, it will be in the interest of the Company that these Directors are appointed as Independent Directors.

A copy of the draft letter of appointment to be issued to each of the Appointees for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Except for the respective Directors / their relatives who may be deemed to be interested in the respective resolutions at item nos. 5 to 7 of the Notice as it concerns their appointment as Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item Nos.5 to 7 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos.5 to 7 of the Notice for approval by the shareholders.

Item No. 8

Pursuant to the terms of Letter of Approval No.BY.CDR(PMJ)No.890/2012-13 dated 9th November, 2012 issued under the CDR scheme of the Company, the promoters were required to infuse additional funds to the tune of Rs.27,38,00,000 (Rupees twenty seven crores and thirty eight lacs only) as under:-

- First Tranche of Rs.9.31 Crores upfront on signing of the MRA.
- Second Tranche of Rs.9.31 Crores within one year of signing of the MRA.
- Balance Rs.8.76 Crore during the second year after signing of MRA 50% of the said amount within first half year and 50% in the second half

Annexure to Notice (Contd.)

According to the said terms of LOA, the Company has already received the promoters contribution for the First Tranche against which the equity shares have already been allotted to the promoters entities.

Now, the promoters have infused a sum of 9,31,00,000/-(Rupees Nine Crores Thirty One Lacs only) approx. for the **SECOND TRANCHE**. The Board of Directors of the Company ("**Board**") had, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) ("**SEBI Regulations**"), by passing a resolution on 8th August, 2015, considered and approved, subject to the approval of the members of the Company, the proposal for issue of 16,77,476 Equity Share to the promoters group, against the **SECOND TRANCHE** of the promoters contribution made by them respectively in the following manner:

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Maximum No. of Equity Shares proposed to be issued & allotted
1.	A.K.J. Portfolios Private Limited	Promoter Group Company	8,10,810
2.	N R M Portfolios Private limited	Promoter Group Company	5,96,396
3.	Mr. N.R. Munjal	Promoter Director	2,70,270
	Total		**16,77,476**

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time), the SEBI Regulations and the relevant clause of the listing agreements executed by the Company with the stock exchanges in India where the Company's securities are listed, provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

Accordingly, the Special Resolutions proposed at Item No.8 will, if passed, to enable the Company to issue and allot Equity Shares on a preferential basis to the proposed allottees in compliance with the provisions of the Letter of Approval in the manner and to the extent as stated in the resolutions.

OTHER TERMS APPLICABLE TO THE EQUITY SHARES

1. The Equity Shares shall be subject to lock-in in accordance with the provisions of the SEBI Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

2. The Equity Shares shall rank *pari passu inter se* and with the then existing equity shares of the Company in all respects, including dividend.

   The disclosures prescribed under Regulation 73 of the SEBI Regulations are as follows:

a) The objects of the preferential issue:

The object of the issue is the restructuring of the various liabilities of the Company, in accordance with the Letter of Approval approved by the CDR-EG and to make allotments of equity shares to the promoters of the Company in accordance with the terms of the said Letter of Approval.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

M/s A.K.J. Portfolios Private Limited, M/s N.R.M. Portfolios Private Limited and Mr. N.R. Munjal, member of the promoter group, proposes to subscribe to Equity Shares under the offer. No person belonging to the promoter or promoter group has sold his equity shares in the Company during the six months preceding the relevant date.

c) Shareholding Pattern before and after the offer:

Shareholding pattern (as on 30th June, 2015, being the latest practicable date on which shareholder data was available prior to the date of approval and issuance of notice to the members) and Post-allotments shareholding pattern of the Company are set out below: -

Sr. No.	Particulars	Pre-Allotment		Post Allotment	
		No. of Equity Shares	% to total	No. of Equity Shares	% to total
A	**Shareholding of Promoter and Promoter Group**				
	A.K.J. Portfolios Private Limited	763000	1.86	1573810	3.69
	N.R.M. Portfolios Private Limited	748700	1.83	1345096	3.15
	N.R. Munjal	650454	1.59	920724	2.16
	Persons Acting in Concert	19394697	47.35	19,394,697	45.48
	Total promoters holding	**21556851**	**52.63**	**23,234,327**	**54.48**

Annexure to Notice (Contd.)

Sr. No.	Particulars	Pre-Allotment		Post Allotment	
		No. of Equity Shares	% to total	No. of Equity Shares	% to total
B	**Non-Promoters Holding**				
	Financial Institutions / Banks	42038	0.10	42038	0.10
	FIIs	1532121	3.74	1532121	3.59
	NRI/ OCBs	241527	0.59	241527	0.57
	Resident Individual	12495752	30.50	12495752	29.31
	Resident Company	5071406	12.38	5071406	11.89
	Shares representing GDRs held by public	23500	0.06	23500	0.06
	Total Non Promoter holding	**19406344**	**47.37**	**19406344**	**45.51**
	Total (A+B)	**40963195**	**100.00**	**42640671**	**100.00**

**The above table shows the expected shareholding pattern of the Company consequent upon the respective preferential allotments and assumes that post issue holding of all other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.*

d) **Time within which the preferential issue shall be completed:**

The Equity Shares will be allotted to the proposed allottees in accordance with the provisions of the SEBI Regulations upon receipt of respective approvals from the Stock Exchanges where the shares of the Company are listed.

e) **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Equity Shares shall be allotted to :

AKJ Portfolios Private Limited is a Promoter Group entity. Mr. Himanshu Jain and Mrs. Sunita Jain, the Promoter of the Company, are the ultimate beneficial owner of the Equity shares to be allotted to this Promoter Group entity. Mr. Himanshu Jain and Mrs. Sunita Jain ultimately controls the aforesaid proposed allottee. Himanshu Jain & Mrs. Sunita Jain along with other Promoter Group entities directly / indirectly holds 52.58 per cent of the Issued equity capital of the Company. None of the other shareholder holds more than 25% capital of the Company. There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

NRM Portfolios Private Limited is a Promoter Group entity. Mr. N R Munjal and Mr. Sahil Munjal, the Promoter of the Company, are the ultimate beneficial owner of the Equity shares to be allotted to this Promoter Group entity. Mr. N R Munjal and Mr. Sahil Munjal ultimately controls the aforesaid proposed allottee. Mr. N R Munjal and Mr. Sahil Munjal along with other Promoter Group entities directly / indirectly hold 41.25 per cent of the Issued equity capital of the Company. None of the other shareholder holds more than 25% capital of the Company. There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

Mr. N.R. Munjal , is an individual who is the promoter of the Company.

f) **Pricing of the Issue**

The Equity Shares will be priced at a price which shall be over and above the minimum pricing calculated on the basis of the relevant date i.e. 9th November, 2012 in terms of the SEBI (ICDR) Guidelines.

g) **Undertakings by the Company:**

The Company undertakes that it shall re-compute the price of the Equity Shares in terms of the provision of the SEBI Regulations where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price as aforesaid is not paid within the time stipulated in the SEBI Regulations, the Equity shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

As required by the SEBI (ICDR) Regulations on Preferential Issues, a Certificate from the Statutory Auditors, to the effect that the proposed allotment will be made in accordance with the said guidelines, will be placed at the meeting.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 8 as special resolutions for your approval. The above resolution is in supersession of the resolution approved earlier by the shareholders in the AGM held on 30-9-2014.

None of the directors are concerned or interested in Item Nos. 8 except Dr. G. Munjal, Mr. N.R. Munjal and Mr. Himanshu Jain, being relative and Director/ Promoter of respective companies.

Annexure to Notice (Contd.)

Item No. 9

Pursuant to the terms of Letter of Approval No. BY.CDR(PMJ)No.890/2012-13 dated 9th November, 2012 issued under the CDR scheme of the Company, the promoters were required to infuse additional funds to the tune of Rs.27,38,00,000 (Rupees Twenty Seven Crores and Thirty Eight Lacs Only) as under:-

- First tranche of Rs.9.31 Crores upfront on signing of the MRA.
- Second Tranche of Rs.9.31 crores within one year of signing of the MRA.
- Balance Rs.8.76 Crore during the second year after signing of MRA 50% of the said amount within first half year and 50% in the second half.

According to the said terms of LOA, the Company has already received the promoters contribution for the First Tranche against which the equity shares have already been allotted to the promoters entities. Also, the Company has received Second Tranche against which the equity shares shall be allotted after obtaining all the statutory approvals.

Now, the promoters have infused a sum of 2,25,00,000/-(Rupees Two Crores Twenty Five Lacs only) approx. as partial contribution for the **THIRD TRANCHE**. The Board of Directors of the Company ("**Board**") had, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) ("**SEBI Regulations**"), by passing a resolution on 8th August, 2015, considered and approved, subject to the approval of the members of the Company, the proposal for issue of 4,05,405 Equity Shares to the promoters group, against the **THIRD TRANCHE** of the promoters contribution made by them respectively in the following manner:

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Maximum No. of Equity Shares proposed to be issued & allotted
1.	V K M Portfolios Private Limited	Promoter Group Company	2,07,207
2.	VRM Portfolios Private limited	Promoter Group Company	1,98,198
	Total		**4,05,405**

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time), the SEBI Regulations and the relevant clause of the listing agreements executed by the Company with the stock exchanges in India where the Company's securities are listed, provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

Accordingly, the Special Resolutions proposed at Item No.9 will, if passed, to enable the Company to issue and allot Equity Shares on a preferential basis to the proposed allottees in compliance with the provisions of the Letter of Approval in the manner and to the extent as stated in the resolutions.

OTHER TERMS APPLICABLE TO THE EQUITY SHARES

1. The Equity Shares shall be subject to lock-in in accordance with the provisions of the SEBI Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. The Equity Shares shall rank *pari passu inter se* and with the then existing equity shares of the Company in all respects, including dividend.

The disclosures prescribed under Regulation 73 of the SEBI Regulations are as follows:

a) The objects of the preferential issue:

The object of the issue is the restructuring of the various liabilities of the Company, in accordance with the Letter of Approval approved by the CDR-EG and to make allotments of equity shares to the promoters of the Company in accordance with the terms of the said Letter of Approval.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

M/s V K M Portfolios Private Limited and M/s VRM Portfolios Private Limited, member of the promoter group, proposes to subscribe to Equity Shares under the offer. No person belonging to the promoter or promoter group has sold his equity shares in the Company during the six months preceding the relevant date.

Annexure to Notice (Contd.)

c) Shareholding Pattern before and after the offer:

Shareholding pattern (as on 30th June, 2015, being the latest practicable date on which shareholder data was available prior to the date of approval and issuance of notice to the members) and Post-allotments shareholding pattern of the Company are set out below:

Sr. No.	Particulars	Pre-Allotment (Before allotment of Shares under Tranche-II*)		Pre-Allotment (After allotment of Shares under Tranche-II*)		Post Allotment (Considering allotment of equity shares under Tranche-II*)	
		No. of Equity Shares	% to total	No. of Equity Shares	% to total	No. of Equity Shares	% to total
A	**Shareholding of Promoter and Promoter Group**						
	V K M Private Limited	620900	1.52	620900	1.45	828107	1.92
	VRM Portfolios Private Limited	958090	2.34	958090	2.25	1156288	2.69
	Persons Acting in Concert	19977861	48.77	21655337	50.78	21670586	50.31
	Total promoters holding (A)	**21556851**	**52.63**	**23234327**	**54.48**	**23658666**	**54.92**
B	**Non-Promoters Holding**						
	Financial Institutions / Banks	42038	0.10	42038	0.10	42038	0.10
	FIIs	1532121	3.74	1532121	3.59	1532121	3.56
	NRI/ OCBs	241527	0.59	241527	0.57	241527	0.56
	Resident Individual	12495752	30.50	12495752	29.31	12495752	29.03
	Resident Company	5071406	12.38	5071406	11.89	5071406	11.78
	Shares representing GDRs held by public	23500	0.06	23500	0.06	23500	0.05
	Total Non Promoter holding(B)	**19406344**	**47.37**	**19406344**	**45.52**	**19406344**	**45.08**
	Total (A+B)	**40963195**	**100.00**	**42640671**	**100.00**	**43065010**	**100.00**

**The above table shows the expected shareholding pattern of the Company consequent upon the respective preferential allotments and assumes that post issue holding of all other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.*

d) Time within which the preferential issue shall be completed: -

The Equity Shares will be allotted to the proposed allottees in accordance with the provisions of the SEBI Regulations upon receipt of respective approvals from the Stock Exchanges where the shares of the Company are listed.

e) Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Equity Shares shall be allotted to :

VKM Portfolios Private Limited is a Promoter Group entity. Mr. Rishav Mehta and Mrs. Neera Mehta, the Promoter of the Company, are the ultimate beneficial owner of the Equity shares to be allotted to this Promoter Group entity. Mr. Rishav Mehta and Mrs. Neera Mehta ultimately controls the aforesaid proposed allottee. Mr. Rishav Mehta and Mrs. Neera Mehta along with other Promoter Group entities directly / indirectly holds 64.29 per cent of the Issued equity capital of the Company. None of the other shareholder holds more than 25% capital of the Company. There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

VRM Portfolios Private Limited is a Promoter Group entity Mr. V R Mehta and Mrs. Meenakshi Mehta, the Promoter of the Company, are the ultimate beneficial owner of the Equity shares to be allotted to this Promoter Group entity. Mr. V R Mehta and Mrs. Meenakshi Mehta ultimately controls the aforesaid proposed allottee. Mr. V R Mehta and Mrs. Meenakshi Mehta along with other Promoter Group entities directly / indirectly hold 39.41 per cent of the Issued equity capital of the Company. None of the other shareholder holds more than 25% capital of the Company There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

f) Pricing of the Issue

The Equity Shares will be priced at a price which shall be over and above the minimum pricing calculated on the basis of the relevant date i.e. 9th November, 2012 in terms of the SEBI (ICDR) Guidelines.

Annexure to Notice (Contd.)

g) Undertakings by the Company:

The Company undertakes that it shall re-compute the price of the Equity Shares in terms of the provision of the SEBI Regulations where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price as aforesaid is not paid within the time stipulated in the SEBI Regulations, the Equity shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

As required by the SEBI (ICDR) Regulations on Preferential Issues, a Certificate from the Statutory Auditors, to the effect that the proposed allotment will be made in accordance with the said guidelines, will be placed at the meeting.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 9 as special resolutions for your approval. The above resolution is in supersession of the resolution approved earlier by the shareholders in the AGM held on 30-9-2014.

None of the directors are concerned or interested in Item Nos.9 except Mr. S.R. Mehta, Mr. Rishav Mehta and Dr. V.R. Mehta, being relative and Director/ Promoter of respective company.

Item No. 10

In order to meet (including repayment & existing debt) its Financial requirements and for general corporate purpose, as may be decided by the Board from time to time, it is proposed to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by the Board), without the need for any further approval from the members, to issue Securities for aggregate amount not more than Rs. 500 Crores (Rupees Five Hundred Crores Only) at such time and in one or more tranches as the Board of Directors of the Company may determine.

This special resolution enables the Board of Directors and/or the Committee to undertake a qualified institutions placement with qualified institutional buyers as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, amended from time to time ("SEBI ICDR Regulations") and section 42 of the Companies Act, 2013 and rules thereunder, amended from time to time. The Board of Directors/Committee may adopt this mechanism, as prescribed under chapter VIII of the SEBI ICDR Regulations in order to facilitate the proposed plan of expansion and meet capital expenditure needs of the existing/future projects of the Company and to meet any exigencies etc. without the need for fresh approval from the shareholders.

The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of SEBI ICDR Regulations shall be determined by the Board of Directors and/or Committee subject to such a price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

The special Resolution also enables the Board of Directors and/or Committee issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee deems fit. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The detailed terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

The special resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Securities, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Securities convertible into Equity Shares, to issue to holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines.

Your Board recommends the acceptance of the resolutions as set out in Item No. 10 of the Notice of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, are concerned or interested in the above resolution.

Annexure to Notice (Contd.)

Item No. 11

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V.Kumar & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2015-16 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 11 of the Notice for approval by the members.

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of Director	**Dr. V.R.Mehta**	**Dr. Gopal Munjal**
Date of Birth	22.10.1958	01.08.1958
Date of Appointment	04.01.1995	31.07.2003
Expertise in specific Functional Area	Marketing and product development Generic Products	Marketing and product development
Qualifications	M.Sc.(PAU)	Medical Graduate
List of Company in which outside Directorships held as on 31.03.2015 (excluding Private & Foreign Companies)	Essix Biosciences Limited Ind Swift Limited Mansa Print And Publishers Limited	Essix Biosciences Limited Ind Swift Limited Mansa Print And Publishers Limited 3M Advertisers & Publishers Limited
Chairman/Member of the Committees of other Company on which he is director as on 31.03.2015	Ind-Swift Limited	Ind-Swift Limited
Realtionship inter-se between Directors	Related with Sh. S.R. Mehta, Director as Brother and Mr. Rishav Mehta as Uncle	Related with Sh. N.R. Munjal, Vice Chairman cum Managing Director as Brother.

By Order of the Board

Sd/-

(Pardeep Verma)
GM-Corporate Affair
& Company secretary

Place: Chandigarh
Date: 08.08.2015

Notes

Notes

ATTENDANCE SLIP

Ind-Swift Laboratories Limited

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101
CIN NO: L24232CH1995PLC015553
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*			**Folio No.**	
Client Id*			**No. of Shares**	

NAME AND ADDRESS OF THE SHAREHOLDER____

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence: ____________________

E-mail ID______________________ Shareholder(s) Signature ______________________

I hereby record my presence at the 20th ANNUAL GENERAL MEETING of the Company held on Wednesday, September 30, 2015 at 2:30 PM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031.

____

*Applicable for investor holding shares in electronic form. Signature of Shareholder / Proxy

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDENCE SLIP.

Ind-Swift Laboratories Limited

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA,
CHANDIGARH-160101 | CIN NO: L24232CH1995PLC015553
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER
AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): **Registered address:**		**e-mail Id:** **Folio No/*Client Id** *** DP Id:**	

I/We, being the member(s) of --- shares of Ind Swift Laboratories Limited, hereby appoint:

1) ………...…………of………………........................……………having e-mail id……........................………………..or failing him

2) ………...…………of………………........................……………having e-mail id……........................………………..or failing him

3) ………...…………of………………........................……………having e-mail id……........................………………..or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, September 30, 2015 at 2:30 PM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions
	Ordinary Business
1.	Receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2015 and the report of the Auditor and Directors thereon.
2.	Re-appointment of Dr. V.R. Mehta, Director who retire by rotation.
3.	Re-appointment of Dr. Gopal Munjal, Director who retire by rotation.
4.	Appointment of Auditor and fixing their Remuneration.
	Special Business
5.	Appointment of Mr. Prabhat Khurana as an Independent Director.
6.	Appointment of Ms. Preetika S. Chaubey as an Independent Director.
7.	Appointment of Dr. Ashwani Kumar Vig as an Independent Director.
8.	Approve the Issue of 16,77,476 equity shares of Rs. 10/- each at a premium of Rs.45.50/- per share under Second Tranche to promoters in terms of CDR Package.
9.	Approve the Issue of 4,05,405 equity shares of Rs. 10/- each at a premium of Rs.45.50/- per share under Third Tranche to promoters in terms of CDR Package.
10.	To consider and approve QIP Issue.
11.	Approval of remuneration of Cost Auditors for the Financial year 2015-16.

Signed this .... day of ....2015 Signature of shareholder

Affix Rs. 1.00 Revenue Stamp

------------------------------------- ------------------------------------- -------------------------------------

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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

Ind-Swift

www.indswiftlabs.com

AZAD HIND STORES
PRIVATE LIMITED
Multicolour Offset Printers & Manufacturer of Computer Stationery
34/17-E, Chd. Telefax : 2704511-14