



**Ind-Swift Limited**

Your Healthy Life  
A Matter of Our Performance



...because life is precious

Annual Report  
2014-15

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## Corporate Information



**Ind-Swift Limited**

....Because Life is Precious

Mr. S. R. Mehta  
**Chairman**

Mr. N. R. Munjal  
**Vice Chairman**

Dr. Gopal Munjal  
**Managing Director & CEO**

Dr. V. R. Mehta  
**Joint Managing Director**

Mr. Himanshu Jain  
**Director**

Mr. Rishav Mehta  
**Director**

Dr. R. S. Bedi  
**Director**

Mr. S.P. Sharma  
**Director**

Dr. V.K. Arora  
**Director**

Mr. B.M. Padha  
**Nominee (PNB)**

Prof. A.D. Ahluwalia  
**Director**

Mrs. Veena Dadwal  
**Director**

Mr. Ashok Kumar Gupta  
**Director**

**General Manager (Finance & Accounts)**

Mr. Arun K. Seth

**Company Secretary & Compliance Officer**

Mr. R.K. Sood

**Auditors**

J. K. Jain & Associates  
Chartered Accountants

S.C.O. 1132-33, Sector 22-B  
Chandigarh 160 022

**Legal Advisors**

P. K. Goklaney & Company  
Advocates  
38, Sector 16-A, Chandigarh

**Bankers**

Punjab National Bank  
Sector 28, Chandigarh.

State Bank of India  
SCO 103-106, Sector-17,  
Chandigarh.

Canara Bank  
SCO 311-314, Sector 35-B,  
Chandigarh.

State Bank of Patiala  
(Commercial Branch)  
SCO 103-107, Sector 8-C,  
Chandigarh

IDBI Bank  
Sector-17, Chandigarh.

**Registered Office :-**

781, Industrial Area, Phase II  
Chandigarh-160 002  
Tel :- +91-172-2638781-786  
Fax:- +91-172-2652242

**Registrar & Share Transfer Agents**

M/S Alankit Assignments Ltd.  
2E/21, Jhandewalan  
Extension,  
New Delhi-110 055

**Works**

123, Industrial Area 1,  
Panchkula 134 109  
(Haryana).

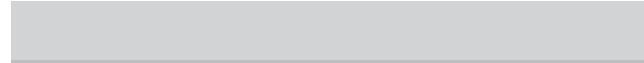
Plot. No. 23, Sector 2, (Unit I),  
Parwanoo (H.P.)

Plot No. 17 B, Sector 2, (Unit II)  
Parwanoo (H.P.)

Village Malku Majra, (Unit III &  
IV) Baddi, (H.P.)

Village Jawaharpur, (Global Bus-  
iness Unit  
Teh. Dera Bassi (Punjab).

Industrial Growth Centre,  
Samba, Jammu (J&K)



## Chairman's Message

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**We remain constantly focuses on re-assessing our strategies and will not hesitate to bring in new dimensions to the growth story.**

### **Dear Members,**

We are witnessing continuous global economic uncertainty. In these challenging times, your company has pursued relentlessly to build a strong foundation for itself. This foundation infuses in us the courage to face adversities.

The Company is in constantly focusing to expand its business activities by way of diversification into other segments, product portfolios. In the International Market, the Company has already firmed its strong presence exporting to more than 35 countries through its Global Business Unit and also filed dossiers in several countries. We have a well established marketing & sales setup in Mumbai connecting the desired web through out the country.

The opportunities in the pharmaceutical sector have stimulated your company to look at diverse solutions to propel our growth story. We remain constantly focuses on re-assessing our strategies and will not hesitate to bring in new dimensions to the growth story.

This is not the end of the journey but the beginning of a new path. Let me take this moment to appreciate and thank for your trust, spirit and optimism and ensure that your Company will continue to march ahead towards growth and good corporate governance.

**With regards,**

**S.R.Mehta  
Chairman**



## Managing Director & CEO's Message

**Dr. Gopal Munjal**  
Managing Director & CEO

**As it is said, all the days are not same, there is always bright light after the dark tunnel. We have been trying tirelessly to turnaround the marketing outlook so that losses can be control and Company be able to turn to the positive EBIDTA.**

### Dear Shareholders,

We have entered into 30<sup>th</sup> year in the service of humanity & mankind. As I have been associated with Indswift since its inception and witness to many ups & downs it has gone through in all these years. But from 2002 onward it was always a forward looking journey and your Company has grown above the overall Industry growth till 2012. By 2011-12 your Company ranked 35<sup>th</sup> in the Pharmaceutical Industry. As per IMS Org. Then came the bad phase. Last 3 years were the toughest for your Company. The company suffered losses owing to various internal as well as external factors such as various regulatory issues affecting the export, depressed marketing conditions, crises in material availability, various Govt. policies etc.

As Pharmaceuticals is a futuristic Industry and as it is said, all the days are not same, there is always bright light after the dark tunnel. We have been trying tirelessly to turnaround the marketing outlook so that losses can be controlled and Company be able to turn to the positive EBIDTA.

The future of Indian Pharma Industry continues to be bright, the need of health care is high in our country & growing because per capita expenditure on Healthcare is still the lowest in the world. Increased awareness regarding healthcare, health insurance schemes, increasing education levels, new diagnostic equipment, capability of Indian Pharma Co. producing lowest cost medicines coupled with research towards not only NDDS, reverse Engineering but also on NCE etc. Contributes to the growth and development of Healthcare Industry. India is poised to be double digit growth, always around (14.5%) year to year basis & will be 2<sup>nd</sup> largest Pharma Hub in the world.

Thanks to all my stakeholder who remains with us in critical time & I am confident we will be able to serve you better in the time to come.

**(Dr Gopal Munjal)**

# Management Discussion & Analysis Report

## Overall Scenario

Indian Pharma Industry is the 3<sup>rd</sup> largest in term of volume and thirteen largest in term of value. The market is dominated majority by branded generic which constitute nearly 70% to 80% of the market. Considering to be a highly fragmented industry, consolidation has increasingly become an important feature of Indian Pharma sector. The country also has a huge pool of Scientists & Engineers, who have the potential to take the industry to a very high level.

The Indian Pharma Industry is estimated to grow at 20% compound annual growth rate (CAGR) over the next five years. We expect domestic pharma to grow at 10% - 12% during the year 2015-16 as compared to 9% last year.

Gujrat clocked the highest growth rate in Pharma market at 22.4% during Dec. 2014 surpassing the industry growth which grew by 10.9%.

The Indian Pharma market size is expected to grow to US \$85 Billion by 2020. The growth in Indian Domestic market will be on back of increasing consumer spending, rapid urbanization, raising healthcare insurance & so on. Going forward better growth in domestic sale will depend on the ability of companies to align their product portfolio towards chronic therapies for disease such as cardiovascular, anti-diabetic, anti-depressants, anti-cancer.

Govt. too has been taking several cost effective measures in order to bring down healthcare expenses, thus Govts. are focusing on speedy introduction of generic drug into the market. This too will benefit Indian Pharma Companies. In addition the thrust on rural health programme, life saving drug & preventive medicine also augurs well for Pharma Companies.

## On Export Front

Robust growth is expected in export front too. India has at present 525 units which are regd. & approved by US FDA. These are largest for any country outside US. Export is going to play vital role in overall growth of their industry. This robust growth also indicate the Indian inherent strength in the global landscape but is also reflection of improving health care standard in the country. The constant demand for reduction in manufacturing cost globally has presented Indian companies with ample growth opportunities specifically in developed markets. Over the next five years drugs with sale of more than \$ 100 billion are going to lose patent exclusivity & open up to generic competition. Healthcare expenditures are also increasing the world over &

steepest rise in US & Europe which traditionally contribute the largest share in globe. With India's key strength of cost competitiveness & advance process chemistry skill, we are well placed in increase our global share both in value & volume.

## Opportunities & Threats

The major strengths, weaknesses, opportunities & Threats of Indian Pharmaceutical market is as under:-

### Strengths

- Excellent Chemistry and process re-engineering skills
- Massive Pharmaceutical market Growth potential
- Strong local manufacturing sector with leading domestic players establishing a notable international presence.
- Long established International trading patterns mainly with western Europe and the US.
- Growing number of market approval and accreditations.

### Weaknesses

- Among the least-developed pharmaceutical markets in Asia, with extremely low per-capita consumption.
- Low entry Barriers to new players
- Government drug pricing control and reimbursement policy..
- Underdeveloped healthcare infrastructure,.
- Vast regional disparities in healthcare coverage.

### Opportunities

- Robust generic and OTC drug market growth, with the latter benefiting from expected liberalization of sales channels.
- Large and growing pollution boosting pharmaceuticals and medical demand.
- Underdeveloped market for chronic illnesses.
- The recognition of pharmaceutical patents from January 2005.
- Rising demand for generic drugs globally.
- Global outsourcing hubs for pharmaceutical products.
- Increasing R&D activity by domestic firms.

## **Threats**

- Threat from Other low cost countries like China.
- Failure to enforce World Trade organization (WTO) - compliant patent legislation for Drugs property.
- Considerable counterfeit drug industry.
- Further price controls on essential medicines.

## **Outlook**

The company is well positioned in the emerging business scenario with a clear objective to enhance market share in the domestic and select International markets.

## **Internal Control systems**

The Company maintains a system of well established policies and procedures for internal control of operations and activities, and these are continually reviewed for effectiveness. The internal control system is supported by qualified personnel and a continuous program of internal audit. The prime objective of such audits is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements. We believe that the company's overall system of internal control is adequate given the size and nature of operations and effective implementation of internal control self assessment procedures. The Company encourages and recognizes improvements in work practices. The internal control system of the company is also reviewed by the Audit Committee periodically.

## **Human Resources**

Human resource management is a key focus area for the company and the company has been making constant endeavor to attract and retain the best talent. The company invests in the

training and development needs of its employees through tailor made programs and extensive workshops. Focused initiatives were undertaken to improve HR process tools and techniques.

## **Outlook on Threats, Risks and Concerns**

The global generic business is becoming more competitive with the entry of newer players from emerging economies. As stated earlier, the rising trend of consolidation and amalgamations among Pharma companies is bringing in stiff challenge in the marketplace. There is a need to safeguard against any attempt by vested interests to extend the monopoly of certain big companies and to delay launch of generic version even after expiry of related patent. Several issues like ever greening of patents and compulsory licensing still remains to be solved at Governments' end and unless the Government takes some decisive steps, these can have serious adverse effects on the functioning and future of Indian Pharmaceutical Industry. Also, the Drug pricing policy of the Government has a direct bearing on the prices of products and product margins.

## **Overview**

The current financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India. The management accepts responsibility for the integrity and objectivity of these financial statements as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. This report may also contain certain statements that the company believes are or may be considered to be 'forward looking statements' which are subject to certain risks and uncertainties.

## Director's Report

**Dear Shareholders,**

Your Directors presents the 29th Annual Report of the Company together with audited statement of accounts for the year ended 31<sup>st</sup> March, 2015.

### FINANCIAL RESULTS

Particulars	(Rs. In Lacs)	
	Year ending 31-03-2015	Year ending 31-03-2014
Total Turnover & other income	41903.32	58260.08
Gross Profit (Loss) before interest & Depreciation	(6806.77)	(2131.70)
Interest	3992.57	7675.57
Depreciation	3936.33	2626.44
Provision for tax	0.00	0.00
Mat Credit Entitlement	0.00	0.00
Provision for deferred tax	(222.91)	(877.38)
Net Profit / Loss after tax	(14512.76)	(11556.33)
<b>Appropriations</b>		
Balance c/f to balance sheet	(14512.76)	(11556.33)

### REVIEW OF BUSINESS OPERATIONS

The financial year 2014-15 continued to be a tough year for the company. During financial year 2014-15, The company achieved a turnover of Rs. 41903.32 lacs against the turnover of Rs. 58260.08 Lacs during financial year 2013-14. Company suffered a loss of Rs. 14512.76 lacs during 2014-15 against loss of Rs.11556.33 lacs in 2013-14.

### Global Business Unit (GBU)

The Ace unit of Ind Swift Limited was created in the year 2005 with an aim to globalize the Ind Swift brand for finished dosage forms. GBU has to leap into an expansion mode within a short time frame to be able to cater to the demands of the customers across the target markets and started expanding its capacities in line with the customer demands.

The products from GBU are now available in more than 35 countries across the world. The product selection for the various markets is based on the patent expiries in the developed countries and the high growth therapeutic segments like Cardiology, Diabetology, Osteoarthritis etc in the emerging markets. The biggest achievement of this year has been Re- Accreditation by MHRA ( UK) which will help in expanding further business in UK & Europe

With the increasing regulatory demands from across the globe, GBU is geared up to handle all kinds of queries from the Ministry of Health of different countries and has about 450 products registered globally. 20 New Product registrations filed from GBU got registered this year and another 25 Product dossiers are at advanced stage of approval, with another about 400 in the pipeline. Each product registration in a country gives a thrust to our business. GBU today partners with the leading generic players in all 35 represented countries. The commitment to Supply chain excellence, cost competitiveness and a Total Quality Management program which is driven by systems has allowed GBU to be recalled as a 'Supplier of Choice' on all occasions. Continued repeat orders from our existing clients including some of the biggest names in Pharmaceutical World market speaks about Total Quality Management System adopted at GBU.

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GBU has started marketing its products under its brand in more than 10 countries. Parallelly GBU is developing /Registering new molecules, which are going off patent 2017 onwards. The R&D arm of GBU has also become successful in Joint Development projects with five business plan already in place. These projects would give significant improvement in the bottom line along with assurance of business in future.

#### **Domestic Business**

During the year under review, the Domestic formulation business has contributed around 89% of total sales of the company. Domestic sales have gone up by more than 6% compared to last fiscal year and growing steadily. The financial mismatch due to prevailing negativity in the market has adversely affected the domestic sales of the company. To overcome all these factors, we have outsourced marketing for our generics healthcare brands, which has given tremendous boost to our healthcare products. We have also out-licensed few of our products for domestic market and we are confident that we will have improvement in top line & bottom line (EBIDTA) during the current year 2015-16. Our top 10 products have contributed around 17% of total sales during the year 2014-15. We are planning to add around ten new products in the fields of Gastroenterology, Dermatology, Anti-Infective segment which will give us boost in product mix and will give additional EBIDTA in coming times.

#### **Research & Development**

The Company has a spawning Research & Development facilities offered by its state-of-art drug formulations, chemical research & analytical development centre, equipped with the latest equipments needed for combinational synthesis, ultramodern HPLC and GC systems.

#### **MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

As the Company's accumulated losses as at March 31, 2015 had resulted into erosion of its peak net worth during the immediately preceding four financial years (as computed as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985) ("SICA"). The Company had made necessary reference to the Board for Industrial and Financial Reconstruction (BIFR) pursuant to the provisions of SICA.

#### **DIRECTORS**

Sh. Jagannadhan Thunuguntla and Sh. K.M.S. Nambiar Resigned from the Board w.e.f. 22<sup>nd</sup> October 2014 and 19<sup>th</sup> November, 2014 respectively. The Board places on record its appreciation to the contributions made by them during their tenure as Director.

Prof. A.D.Ahluwalia, Mrs. Veena Dadwal and Mr. Ashok Gupta have been appointed as a Additional Director by the Board of Directors of the company w.e.f. 31-03-2015 and holds the office till conclusion of forthcoming Annual General Meeting. It is proposed to appoint them as Independent Directors of the company.

Sh. Himanshu Jain, Director is retiring by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment..

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit as follows:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and

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- of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
  - (d) the directors had prepared the annual accounts on a going concern basis; and
  - (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
  - (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **BOARD EVALUATION MECHANISM**

Criterions have been formulated for formal evaluation of the individual directors, Board as a whole and various sub-committees. The directors evaluated performance of other directors (excepting themselves), the Board as a whole and its' various sub – committees and provided their feedback to the Nomination & Remuneration Committee. The Nomination & Remuneration Committee after reviewing the feedback received from directors provided its' recommendation to the Board for final evaluation.

#### **VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

The Company has adopted a Vigil Mechanism and Whistle Blower Policy to provide for conducting the affairs of the company in a fair and transparent manner and providing a framework to promote responsible and secure reporting of undesirable activities ("whistle blowing"). Through this Policy, the Company seeks to provide a mechanism to all the employees, or directors of the Company ("whistleblower") to disclose any misconduct, malpractice, unethical and improper practice taking place in the Company for appropriate action and reporting, without any fear of any kind of discrimination, harassment, victimization or any other unfair treatment or employment practice being adopted against the whistleblower. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The details regarding Subsidiary, Joint venture and Associate Companies are given as per Form AOC-1 attached to this report.

#### **DIVIDEND**

The Board of Directors of the Company has decided not to declare any dividend on Equity or Preference Shares.

#### **UNCLAIMED DIVIDEND**

During the year, an amount of Rs. 457563 was transferred to central government account Investor Education and Protection fund account of The Central Government on account of unpaid dividend for financial year 2006-07.

## DEPOSITS

The details of deposits during the year under review are furnished hereunder

1	Amount of Deposits at the beginning of Financial Year 2014-15	Rs. 438,371,156
2	Amount of deposits accepted or renewed during year	NIL
3.	Amount of deposit repaid during the year	Rs. 30,132,066
4.	Amount of deposits outstanding at the end of year	Rs. 408,239,090

The company had approached Company Law Board, New Delhi for seeking extension of time for repayment of deposits. The Company Law Board has sanctioned the re-payment scheme and passed its orders on the matter on dated 30-09-2013.

## RISK MANAGEMENT

During the year under review, a Risk Management Committee was formed to assist the Board in discharging its responsibilities towards management of material business risk (material business risks includes but not limited to operational, financial, sustainability, compliance, strategic, ethical, product quality, human resource, industry, legislative or regulatory and market related risks) including monitoring and reviewing of the risk management plan / policies in accordance with the provisions of clause 49 of the Listing Agreements.

## DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In accordance with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has in place an Anti Harassment policy. There was no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31st March, 2015.

## CHANGES IN SHARE CAPITAL

During the year under review, there was no change in either the Authorized or Paid up share capital of the company. The company has not issued any Employee Stock Option Plans (ESOP)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Clause 49 of the Listing Agreement, the Management's Discussion and Analysis Report for the year under review is given in a separate section forming part of this Annual Report.

## CASH FLOW ANALYSIS

Pursuant to the provisions of Clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended on 31st March, 2015 has been provided with the Financial Statements.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as per annexure I to this report.

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

The particulars of Loans, guarantees or investments made under Section 186 are provided in Form AOC-2 attached to this report as well as in the financial statements.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 186 are provided in the financial statements

## EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS IN THEIR REPORT.

Regarding observations/ qualifications made by the Auditors, the Directors have to state as under:-

1. No provision of trade receivable which are outstanding for a period of more than 3 years have been made in accounts as the Company is hopeful of recovery of the same through constant follow up or by legal process as the management is contemplating to initiate legal action against such debtors. However the management will review the position and will make suitable provision in accounts in the next years wherever the trade receivable are found to be non recoverable.
2. In view of the financial crises the Company is finding difficulties in making payment of dues to bank/financial institutions i.e. interest and installment in terms of CDR package approved by CDR EG vide its letter dated 27.12.2012. Due to non-payment of dues on time, some bankers/ financial institutions have declared loan accounts of the Company as NPA's and accordingly they have not charged interest on these accounts. In the absence of availability of exact amount of interest payable, the provision on account of the same has not been made in accounts.
3. The Company is in process of getting an impairment study done in respect of units where the activities are suspended. The financial impact of the impairment loss, if any, will be accounted for at the material time after the completion of impairment study.
4. Due to severe liquidity crunch some statutory liabilities could not be paid in time. However the Company is taking reasonable steps to clear the statutory dues at the earliest.

## EXTRACT OF ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 for the Financial Year 2014-15 has been enclosed with this report as per Annexure III to this report.

## NUMBER OF BOARD MEETINGS HELD:

The details regarding number of Board meetings held during the year have been provided in the Corporate Governance Report.

## APPOINTMENT & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## STATUTORY AUDITORS

The Statutory Auditors of the Company M/s J.K.Jain & Associates, Chartered Accountants (Regd. No.004025N) were appointed for a period of three years i.e. from the conclusion of 28<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM and as per terms of Section 139 of The Companies

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Act,2013, They seek ratification of their appointment for current Financial Year from the shareholders. 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 J.K. Jain & Associates as Statutory Auditors of the Company for the financial year 2015-16 for shareholders approval.

#### **COST-AUDIT**

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, 2016.

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 on 29<sup>th</sup> September, 2014. The Cost Audit Reports for the financial year ended March 31, 2015 will be filed within the prescribed period.

#### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s Arora & Gujral, Practicing Company Secretaries, Chandigarh to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in prescribed format MR.-3 given by aforesaid Secretarial Auditors is annexed to this Board Report as Annexure IV and forms an integral part of this report.

The Secretarial Auditor has neither qualified the Secretarial Audit Report nor given any adverse remark for which explanation may be required to be given in the Director's Report.

#### **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance. At Ind-Swift Limited, it is imperative that our Company affairs are managed in a fair and transparent manner. We Comply with the Securities and Exchange Board of India (SEBI)'s Guidelines on Corporate Governance. A Detailed Report on Corporate Governance is annexed herewith and forms part of this Report.

#### **DETAILS REGARDING ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

The company is maintaining adequate internal financial controls with reference to the financial statements. A well established policies and procedures for internal control of operations and activities are maintained, and these are continually reviewed for effectiveness. The Internal Control System is supported by qualified personnel and a continuous program of internal audit. The Prime Objective of such audit is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements. The Company encourages and recognizes improvements in work practices. The Internal Control System of the Company is also reviewed by the Audit Committee Periodically.

#### **LISTING**

The shares of the Company are listed at following Stock Exchanges:

1. Bombay Stock Exchange Limited
2. National Stock Exchange of India Limited

## **DEPOSITORY SYSTEM**

The Shares of the Company are being traded in Compulsory Dematerialized form. The Company has ensured Connectivity with both the depositories i.e. NSDL and CDSL.

## **PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of the employees are set out as per Annexure II to this report.

## **HUMAN RESOURCE**

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 has been making constant endeavor to attract and retain the best talent. The Company invests in the Training and Development needs of its employees through Tailor made Programs and extensive workshops. Focused initiatives were undertaken to improve HR Process tools and techniques.

## **ACKNOWLEDGEMENT**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Bankers and Government Authorities and also thanks the Shareholders for the confidence reposed by them in the Company and Look forward to their valuable support for the future plans of the Company. Directors also thank its Distributors, agents, stockiest, retail traders, medical professionals, employees and customers for their continued patronage of the company products.

**On behalf of the Board of Directors**

**Chairman**

**Place: Chandigarh**  
**Date: 10.08.2015**

**Form AOC-I**
**Information Pursuant to First Proviso to Sub Section (3) of Section 129 of Companies Act, 2013**

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

**Part A : Subsidiaries (NIL)**
**Part B: Associates and Joint Ventures**

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

	<b>Name of Associate</b>	<b>Ind-Swift Laboratories Ltd.</b>
1	Latest audited Balance Sheet Date	31.03.15
2	Shares of Associate held by the company on the year end	
a.	No.	9499720
b.	Amount of Investment in Associate (Rs.)	9.50 crores
c.	Extent of Holding (%)	23.19%
3	Description of how there is significant influence	Associate Company
4	Reason why the Joint venture is not consolidated	N.A
5	Networth attributable to Shareholding as per lastest Audited Balance Sheet (Rs.)	63.19 crores
6	Profit/(Loss) for the year (Share of Group)	(27.63)
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	(27.63)

**c. Additional information pursuant to Schedule III of the Companies Act, 2013**

<b>Name of Entity</b>	<b>Net Assets, i.e. Total assets minus Total liabilities</b>		<b>Share in Profit or loss</b>	
	<b>As % of consolidated net assets</b>	<b>Amount</b>	<b>As % of consolidated Profit or loss</b>	<b>Amount</b>
NA				
1	2	3	4	5
<b>Subsidiaries</b>				
Indian	N.I.L			
Foreign	N.A.			
<b>Minority Interests:</b>				
<b>Subsidiaries</b>				
<b>Foreign</b>				

### 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. Details of contracts or arrangements or transactions not at Arm's length basis :**

There are no contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are not at arm's length basis:-

**2. Details of contracts or arrangements or transactions at Arm's length basis:**

The details of contracts or arrangements or transactions at Arm's length basis are given here in below :

S. No.	Particulars	DETAILS							
		Essix Biosciences Ltd	Ind Swift Laboratories Ltd	Fortune (i) Constructions Ltd	Mansa Print & Publishers Ltd	Swift Fundamental Ed.& Res. Society	Dashmesh Medicare Pvt Ltd	Halcyon Lifesciences P Ltd	3M Adv. & Pub. Ltd
a)	Name(s) of Related Party	Essix Biosciences Ltd	Ind Swift Laboratories Ltd	Fortune (i) Constructions Ltd	Mansa Print & Publishers Ltd	Swift Fundamental Ed.& Res. Society	Dashmesh Medicare Pvt Ltd	Halcyon Lifesciences P Ltd	3M Adv. & Pub. Ltd
b)	Nature of Relationship	Group Company	Group Company	Group Company	Group Company	Group entity	Group Company	Group Company	Group Company
c)	Nature of contracts / arrangements /transaction	Purchase/ Sale of goods	Purchase/ Sale of goods/ services	Investment	Purchase of goods	Loans & Advances	Debtors/ Creditors	Sale of goods	Purchase of goods/ Services
d)	Duration of the contracts/ arrangements / transaction	ongoing	ongoing	ongoing	ongoing	ongoing	ongoing	ongoing	ongoing
e)	Salient terms of the contracts or arrangements or transaction including the value (Rs.In lacs)	As per Transfer pricing guidelines  Rs. 20.47	As per Transfer pricing guidelines  Rs. 778.98	As per Transfer pricing guidelines  Rs.470.59	As per Transfer pricing guidelines  Rs.103.46 *	As per Transfer pricing guidelines  Rs.561.56	As per Transfer pricing guidelines  Rs.6.85	As per Transfer pricing guidelines	As per Transfer pricing guidelines
f)	Date of approval by the Board	12-08-2014	12-08-2014	12-08-2014	12-08-2014	12-08-2014	12-08-2014	12-08-2014	12-08-2014
h)	Amount paid as advances, if any, ( Rs. In lacs)*	13.52		0.55		6147.80			

**Note:**

\* No advance has been given during the year 2014-15. However, the amount shown in col. (h) above reflects the advances/ Debts during previous years and outstanding as on 31<sup>st</sup> March 2015.

## Annexures to the Directors Report

### **ANNEXURE 1**

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

The Company's operation involves low energy consumption and there are no major areas where energy conservation measures could be considered. However efforts to conserve and optimized the use of energy and improved operational method will continue. Training programs are conducted to increase awareness of conservation of energy among the workforce.

#### **FORM A**

Disclosure of particulars with respect to energy conservation

A. Power & Fuel Consumption	<b>2014-15</b>	2013-14
1. Electricity		
a) Purchased		
Units	<b>10780918</b>	12592553
Total Amount	<b>79562304</b>	87730868
Rate/ Unit (Rs.)	<b>7.38</b>	6.97
b) Own generation		
i) Units through diesel generator	<b>928703</b>	1187720
Units per litre of diesel oil	<b>3.17</b>	3.26
Cost per unit( Rs.)	<b>15.40</b>	15.58
ii) Through steam turbine/ generator		
2. Coal		
3. Furnace Oil consumption per unit of production		
4. Others/ Internal Generation		
B. Consumption per unit of production		
Injection eye and ear drops	<b>0.08 unit/ml</b>	0.09 unit/ml
Tablets and Capsules	<b>0.11/100 tab &amp; cap</b>	0.105/100 tab & cap
Ointments	<b>0.05 unit/per tube</b>	0.04 unit/per tube

## FORM B

### **B. Technology Absorption**

- **Research and development (R&D)**

**1. Specific areas in which R&D carried out by the company.**

- Taste masking technology of macro ides for the first time in India.
- Development of NDDS for old and new molecules.
- Developing non infringing process of four products.
- Unique tablet in tablet technology.
- Development of sustained release process of Isoxsuprine HCL tablets first time in India.
- Researching such ayurvedic medicinal plants those show a promise in treating chronic ailments, conditions and life style disorders.
- Working on finished dosage of all latest molecules being launched by the group company Ind Swift Laboratories Limited.

**2. Benefits derived as a result of the above R & D.**

- Received US patent for Clarie-OD having a market size of US\$ 300 mn
- Received two process patents- in India for Innovative processes; i.e. Clarie-OD and Fexo ODT.
- Launched Anti-Diarroheal Drug, Nitazoxanide for the first time in Asia.
- Registration of dossier different countries.
- Filed another US Patent for Fexofenadine ODT having market size of US\$ 2.5 bn.
- Developed expertise in NDDS, which has found acceptability in India and rest of the world.
- Successfully developed and marketed 15 products based on NDDS.
- Entered into Co-marketing arrangements with leading pharma companies.

**3. Future plan of Action**

- New products process development in collaboration with leading Global Pharma Companies.
- Greater thrust in the area of novel drug delivery system and value added dosage forms.
- More focus on patent non-infringing process and patent filing.
- Regulatory filing, networking and compliances.
- Upgradation of existing R&D facilities.

**Expenditure on R & D during the year 2014-2015**

	<b>2014-15</b>	<b>2013-14</b>
a. Capital	105702	252059.00
b. Recurring	31434314	51078178
c. Total	31540016	51330237
d. Total R&D expenditure as percentage of total turnover	0.76	0.91

**Technology absorption, adaptation and innovation.**

The company is using indigenous technology. The operating staff is well-conversant and trained in the process.

**A. Foreign Exchange Earning and Outgo**

FOB Value of Exports	US\$ 4505159.40	275471621	
	NP 13100208	8187630	
	EURO 1863966.09	132238334	
	GBP 882217.27	86671122	
	AUD 139623.30	6708900	<b>509277607</b>
Technology Transfer Fees	US\$ 55321	3339775	
	EURO 119828.70	9385332	
			<b>12725107</b>
Expenditure in foreign exchange			
on tour and travels	US\$ 84785.37	5231951	
	EURO 7700	612281	
	AED 127708	2119138	
	AUD 1239	70871	
	NPR 164580	102864	
			<b>8137105</b>
Import Material	US \$ 535915	33287033	
	EURO 103032.50	8126442	
	GBP 4910.02	504259	<b>41917734</b>

**ANNEXURE II**
**Information as per Section 197 (12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and forming part of the Directors' Report for the year ended 31st March, 2015**

Name	Designation/nature of Duties	Age	Qualifications	Total Experience	Date of commencement of appointment	Gross Remuneration Rs. in lacs	Previous Employment held (Designation)	%age of Equity Shares held
Mr. S.R. Mehta	Chairman	59	B.sc	36yrs	06.06.1986	120.17 lacs	Synthico Formulation Pvt. Ltd (Area Manager)	4.04
Dr. Gopal Munjal	Mg. Director & CEO	56	Medical Graduate	31 Yrs.	11.12.1986	120.17 lacs	Nil	3.89
Dr. V.R.Mehta	Jt. Mg. Director	58	M.sc	36 yrs	30.9.1993	120.17 lacs	Rallis India (Sales Officer)	3.82
Micheal Hodges	Chief Operating Office	52	Canadian Security Exam.	30 yrs.	28.11.2013	53.39 lacs*	JCT Ltd. CEO/President	nil

\* From 1<sup>st</sup> April 2014 to 18<sup>th</sup> November 2014. Resigned w.e.f. 18<sup>th</sup> November 2014.

### ANNEXURE III

#### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

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

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

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L24230CH1986PLC006897
ii)	Registration Date	06-06-1986
iii)	Name of the Company	IND-SWIFT LIMITED
iv)	Category / Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details	781,Industrial Area,Phase -II,Chandigarh-160002 Ph: 0172-2638781/4680800 Fax: 0172-2652242/ 2655406 Email:corporate@indswift.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. 1E / 13, Jhandewalan Extension, New Delhi- 110055 Tel:- +91-11-42541234 Fax:- +91-11-42541201 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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ services	% to Total turnover of the company
1	Manufacture of formulations	21002	100
2			

#### 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 Laboratories Ltd. SCO 850, NAC Manimajra, Chandigarh.	L24232CH1995PLC015553	Associate	23.19	(2)(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(i) Category-wise Share Holding**

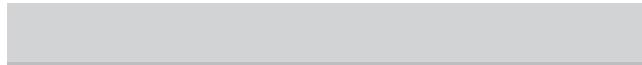
	<b>Category of Shareholder</b>	<b>Number of Shareholders</b>	<b>Total number of shares</b>	<b>Number of shares held in dematerialized form</b>	<b>Total shareholding as a percentage of total number of shares</b>
(I)	(II)	(III)	(IV)	(V)	<b>As a percentage of(A+B)<sup>1</sup></b>
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals	19	13056971	8888400	25.93
(c)	Bodies Corporate	7	13215721	13215721	26.25
	<b>Sub Total(A)(1)</b>	<b>26</b>	<b>26272692</b>	<b>22104121</b>	52.18
<b>2</b>	<b>Foreign</b>				
a	Individuals (Non-Residents Individuals/ Foreign Individuals)				0.00
b	Bodies Corporate				0.00
c	Institutions				0.00
d	Any Others(Specify)				0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>26</b>	<b>26272692</b>	<b>22104121</b>	52.18
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI	2	4500		0.01
(b)	Financial Institutions /Banks	1	500	500	0.00
(c)	Central Government/ State Government(s)				0.00
(d)	Venture Capital Funds				0.00
(e)	Insurance Companies	1	996900	996900	1.98
(f)	Foreign Institutional Investors	2	714281	714281	1.42
(g)	Foreign Venture Capital Investors				0.00
(h)	Any Other (specify)				0.00
	<b>Sub-Total (B)(1)</b>	<b>6</b>	<b>1716181</b>	<b>1711681</b>	3.41



<b>B 2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	327	6413419	5894419	12.74
(b)	Individuals				
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	14468	13503879	12972924	26.82
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	19	2092018	2092018	4.16
(c)	NRI/OCB	93	348752	348752	0.69
<b>Sub-Total (B)(2)</b>		<b>14907</b>	<b>22358068</b>	<b>21308113</b>	<b>44.41</b>
<b>(B)</b>	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>14913</b>	<b>24074249</b>	<b>23019794</b>	<b>47.82</b>
<b>TOTAL (A)+(B)</b>		<b>14939</b>	<b>50346941</b>	<b>45123915</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
1	Promoter and Promoter Group				
2	Public				
<b>Sub-Total (C)</b>		<b>0</b>	<b>0</b>		
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>14939</b>	<b>50346941</b>	<b>45123915</b>	<b>100.00</b>

## (ii) Shareholding of Promoters

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)	
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a % of grand total (A)+(B)+(C) of sub-clause (I) (a)
(I)	(II)	(III)	(IV)	(V)	(VII)
1	Dr. Gopal Munjal	1957199	3.89	645770	1.28
2	N. R. Munjal	611700	1.21	611700	1.21
3	S. R. Mehta	2035871	4.04	607300	1.21
4	Himanshu Jain	495300	0.98	495300	0.98
5	Dr. V. R. Mehta	1921361	3.82	492790	0.98
6	Sunita Jain	1812400	3.60	1812400	3.60
7	Ravi Mehta	634470	1.26	634470	1.26
8	Neeta Munjal	578600	1.15	578600	1.15
9	Nidhi Munjal	502970	1.00	502970	1.00



10	Meenakshi Mehta	398310	0.79	398310	0.79
11	Neera Mehta	1547050	3.07	1547050	3.07
12	Ishav Mehta	44200	0.09	44200	0.09
13	Rishav Mehta	111700	0.22	111700	0.22
14	Bhanavi Mehta	30300	0.06	30300	0.06
15	Annie Mehta	158630	0.32	158630	0.32
16	Sahil Munjal	116,010	0.23	116,010	0.23
17	Saurabh Munjal	51700	0.10	51700	0.10
18	Dipti Munjal	34200	0.07	34200	0.07
19	Divya Munjal	15000	0.03	15000	0.03
20	Essix Biosciences Limited	9215721	18.30	9215721	18.30
21	AKJ Portfolio Pvt Ltd	675000	1.34	675000	1.34
22	NRM Portfolio Pvt Ltd.	675000	1.34	675000	1.34
23	GM Portfolio Pvt. Ltd	675000	1.34	675000	1.34
24	VRM Portfolio Pvt. Ltd	675000	1.34	675000	1.34
25	VKM Portfolio Pvt. Ltd.	650000	1.29	650000	1.29
26	SRM Portfolio Pvt. Ltd.	650000	1.29	650000	1.29
<b>TOTAL</b>		<b>26272692</b>	<b>52.18</b>	<b>22104121</b>	<b>43.90</b>

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

No change

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

Sl. No.	Name of shareholder	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.	United India Insurance Co. Ltd	996900	1.98	996900	1.98
2.	Justin Pharmaceuticals Pvt. Ltd	1000000	1.98	850000	1.68
3.	Gravity System Pvt Ltd.	750000	1.50	750000	1.50
4.	Albula Investment Fund Ltd	704209	1.40	704209	1.40
5.	Adarsh Fashiones Pvt. Ltd	1000000	1.98	600000	1.19
6.	Plasma Investments Pvt. Ltd	500000	0.99	500000	0.99

## Shareholding by Top 10 Shareholders

7.	SPS Marketing Network Pvt Ltd	500000	0.99	500000	0.99
8.	MSD Laboratories Pvt. Ltd	500000	0.99	500000	0.99
9.	Druchem India Ltd	498000	0.98	498000	0.98
10.	Mansukh Stock Brokers Ltd	-	-	224133	0.44

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

Sl. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MR. SANJEEV RAI MEHTA	Chairman	2035871	4.04	2035871	4.04
2	MR. NAV RATTAN MUNJAL	Vice- Chairman	611700	1.21	611700	1.21
3	DR. GOPAL MUNJAL	Managing Director& CEO	1957199	3.89	1957199	3.89
4	DR. VIKRANT RAI MEHTA	Jt. Managing Director	1921361	3.82	1921361	3.82
5	MR. HIMANSHU JAIN	Director	495300	0.98	495300	0.98
6	MR. RISHAV MEHTA	Director	111700	0.22	111700	0.22
7	Mr. Arun Seth	CFO	NIL	NIL	NIL	NIL
8.	Mr. R.K.Sood	Company Secretary	NIL	NIL	NIL	NIL

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for Payment( Rs. In lacs)

	Secured loans Excluding deposits, Working Capital	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	62075.58	1086.98	4383.71	67546.27
( ii) Interest due but not paid				
(iii) Interest accrued but not due	5.42		811.30	816.72
<b>Total (i+ii+iii)</b>	<b>62081.00</b>	<b>1086.98</b>	<b>5195.01</b>	<b>68362.99</b>
<b>Change in Indebtedness during the financial year</b>				



• Addition · (i) Principal Amount (ii) Interest due but not paid	201.90 2365.91	90.67 160.58	- 500.53	292.57 3027.32
• Reduction (i) Principal Amount (ii) Interest due but not paid	521.78 434.28	35.82 63.26	301.32 48.49	858.92 546.03
<b>Net Change</b>	<b>1611.75</b>	<b>152.47</b>	<b>150.72</b>	<b>1914.94</b>
<b>Indebtedness at the end of the financial year</b> (i) Principal Amount	63692.75	1239.45	4082.39	69014.59
ii) Interest due but not paid				
(iii) Interest accrued but not due			1263.34	1263.34
<b>Total (I + ii+ iii)</b>	<b>63692.75</b>	<b>1239.45</b>	<b>5345.73</b>	<b>70277.93</b>

**VI REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S.No.	Particulars of Remuneration	Key Managerial Personnel				Rs. in Lacs
		CEO/Exe. Directors	Company secretary	CFO	Total	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360.00	6.01	15.07	381.08	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL	
2	Stock Option					
3	Sweat Equity	NIL	NIL	NIL	NIL	
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	
5	Others, please specify	0.50	0.16	0.12	0.78	
	<b>Total</b>	<b>360.50</b>	<b>6.17</b>	<b>15.19</b>	<b>381.86</b>	

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

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**ANNEXURE IV**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> 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 LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IND SWIFT 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 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 LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made 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) Conservations 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)

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.**

**PLACE : CHANDIGARH**  
**DATE : 10.08.2015**

**FOR ARORA & GUJRAL  
COMPANY SECRETARIES**

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

## Report on Corporate Governance

The Company is committed to maximize the wealth of its stakeholders on the one hand and to protect the interest of customers, employees and associates on the other. In furtherance of this objective, the company has internalized sound principles of corporate governance incorporating the higher standard of professionalism, integrity, accountability and fairness. These are aligned to corporate values of transparency at all levels, social responsiveness, and high business ethics while accomplishing the company's business objectives. The Company strongly believes that a system of good corporate governance protects the interest of all stakeholders by inculcating a strong sense of accountability within the management. Through appropriate organization structures, the company has put in place various system and internal control measures for corporate governance. Transparency, openness, accountability and truth are the cornerstones of effective corporate governance within the company.

### BOARD OF DIRECTORS

The Board of Directors of your Company consists of thirteen directors who have a rich experience in their respective fields. Out of these, three are Promoter/ Executive Directors, three are Promoter/ Non-Executive Directors, One nominee Director and remaining are Independent Directors. The Chairman of Board is an Executive Director. The detail of composition of Board of Directors is given below:

Sr. No	Name	Designation	Promoter/Non-Promoter/Independent/Executive/Non Executive	No. of Other Directorships	No. of Committee Memberships	Shareholding (No. of Shares)
1.	Sh. S.R. Mehta	Chairman	Promoter/ Executive Director	04	01	2035871
2.	Dr. G. Munjal	Managing Director & CEO	Promoter /Executive Director	04	Nil	1957199
3.	Dr. V.R Mehta	Joint Managing Director	Promoter /Executive Director	03	NIL	1921361
4.	Sh. Himanshu Jain	Director	Promoter/Non-Executive Director	04	NIL	495300
5.	Sh. N.R Munjal	Director	Promoter/Non-Executive Director	03	03	611700
6.	Sh. Rishav Mehta	Director	Promoter/Non-Executive Director	02	Nil	111700
7.	Sh. K.M.S Nambiar*	Director	Non Executive/ Non Promoter /Independent	01	02	Nil
8.	Dr. R.S Bedi	Director	Non Executive/ Non Promoter /Independent	01	Nil	Nil
9	SH. S.P Sharma	Director	Non Executive/ Non Promoter /Independent	Nil	Nil	Nil
10	Dr. Vinay Arora	Director	Non Executive/ Non Promoter /Independent	01	Nil	nil
11	Sh. Joginder Kumar Gupta *	Director	Nominee (Punjab National Bank)	Nil	Nil	Nil
12	Mr. B.M.Padha	Director	Nominee (Punjab National Bank)	Nil	Nil	Nil
13	Prof. A.D.Ahluwalia	Additional Director	Non Executive/ Non Promoter /Independent	Nil	Nil	Nil
14	Mrs. Veena Dadwal	Additional Director	Non Executive/ Non Promoter /Independent	01	Nil	Nil
15	Mr. Ashok K Gupta	Additional Director	Non Executive/ Non Promoter /Independent	Nil	Nil	Nil

\* Resigned / Nomination withdrawn during the year 2014-15

**Notes:-**

- a) The Directorship mentioned above includes only the membership of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee to comply as per Clause 49 of Listing Agreement
- b) Mr. J.Thunuguntla, who was appointed as additional director on 13<sup>th</sup> August 2014 and Independent Director at the Annual General meeting dated 30<sup>th</sup> September 2014, resigned as Director w.e.f. 22<sup>nd</sup> October 2014. Sh. K.M.S.Nambiar resigned from the Directorships w.e.f. 19<sup>th</sup> November 2014.
- c) Prof. A.D.Ahluwalia, Mrs. Veena Dadwal and Mr. Ashok Kumar Gupta were appointed as additional director during the year.
- d) The nomination of Sh. J.K.Gupta was withdrawn by the Punjab National Bank and Mr. B.M.Padha was nominated by the Bank w.e.f. 29 December 2014.
- e) As per requirement of clause 49, the company has adopted a familiarization programme for the Independent Directors

The details of board meeting held during 1st April 2014 to 31st March 2015 are as follows:-

<b>Date of Board Meeting</b>	<b>Place</b>	<b>No. of Directors Present</b>
04-06-2014	Chandigarh	7
12-08-2014	Chandigarh	8
14-11-2014	Chandigarh	8
13-02-2015	Chandigarh	6

The attendance of Directors at Board Meetings and the last Annual General Meeting is as under:-

<b>Sr. no</b>	<b>Name</b>	<b>Nos. of Board Meeting attended</b>	<b>Whether last Annual General meeting held on 30-9-2014</b>	<b>Membership of committees</b>		
				<b>AUDIT</b>	<b>SRC</b>	<b>N&amp;RC</b>
1.	Dr. Gopal Munjal	4	Yes	01	Nil	Nil
2.	Sh. S R Mehta	3	Yes	Nil	Nil	Nil
3.	Dr. Vikrant Rai Mehta	4	Yes	Nil	01	Nil
4.	Sh. Himanshu Jain	3	Yes	Nil	01	Nil
5.	Sh. Navrattan Munjal	3	Yes	Nil	Nil	01
6.	Sh. Rishav Mehta	3	Yes	Nil	Nil	Nil
7	Sh. K.M.S. Nambiar	1	Yes	NIL	NIL	NIL
8.	Dr.R.S Bedi	1	Yes	01	Nil	Nil
9	Sh. S.P Sharma	3	Yes	01	NIL	01
10	Sh. J.K.Gupta	-	No	Nil	Nil	Nil
11	Dr. V.K.Arora	3	Yes	01	01	01
12.	Mr. J.Thunuguntla	-	No	Nil	Nil	Nil
13.	Mr. B.M.Padha	-	N.A.	Nil	Nil	01

### Appointment /Re-appointment of Directors

Mr. Himanshu Jain, Director is retiring by rotation in the forthcoming Annual General Meeting and seeks re-appointment. Prof. Amandeep Ahluwalia, Mrs. Veena Dadwal and Mr. Ashok Kumar Gupta, who were appointed as Additional Directors have been proposed to be appointed as non-executive independent Directors of the company. The required information regarding these directors is given with the notice of the Annual General Meeting.

### Code of Conduct

The board of directors have approved and adopted code of conduct for board members and senior management. The managing director has affirmed that each board member and senior management acknowledged the receipt of the code of conduct and has affirmed compliance with this code. The company has also adopted a code of conduct for prevention of insider trading. All the directors, senior management and other employees who have access to the unpublished price sensitive information of the company are governed by this code. During the period under review, there has been adequate compliance with said code.

### Audit Committee:

The Audit committee of the Company consists of four Directors and majority consists of independent and non-executive Directors. Dr. Gopal Munjal, MD & CEO is permanent special invitee to the committee. The chairman of Audit Committee is Dr. V.K.Arora who has experience of financial matters and management. Four meetings of audit committee were held during the period 1<sup>ST</sup> April 2014 to 31<sup>st</sup> March 2015. The constitution of audit committee and attendance of each member are as under:-

Name of Directors	Category	Designation	No. of Meeting Attended
Dr. V.K. Arora	Non-Executive/Non Promoter	Chairman	3
Dr. R.S Bedi	Non-Executive/Non Promoter	Member	1
Sh. S.P Sharma	Non-Executive/ Non Promoter	Member	3
Dr. Gopal Munjal	Executive/ Promoter	Permanent Invitee	4
Mr. K.M.S Nambiar *	Non-Executive/Non Promoter	Member	1

\*Mr. K.M.S.Nambiar resigned from the Directorship of the Company/ Committee w.e.f 19<sup>th</sup> November 2014

The company secretary of the company acts as secretary to the committee.

The scope of activities of the Audit Committee are as set out in Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are broadly as follows:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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 (c) 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
  - g) Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through and 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. To review the functioning of the Whistle Blower mechanism;
19. 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;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee invites such Executives as it considers appropriate to be present at its meetings. The Chief Financial Officer and Company Secretary attended all the meetings. The Statutory Auditors are invited to the meetings in which Quarterly/Annual Accounts are considered. The Internal Auditors are also invited to the meetings in which Internal Audit Reports are discussed.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee has been constituted to specifically look into transfer/transmission /demat/remat of shares, issue of duplicate/split/consolidation of share certificates, notices and to attend shareholder's complaints. This Committee meets fortnightly or as may be required. The Company Secretary of the Company Acts as secretary/ Compliance Officer to the committee .The Company Secretary is authorized to authenticate the transfers/transmissions/issue of duplicate share certificates etc. All requests for

dematerialization of shares are processed and confirmed by M/s Alankit Assignments Ltd, Registrars and Share Transfer Agents of the Company.

The members of the committee are as follows:-

Name of Director	Category	Designation
Dr. V.K. Arora	Non Promoter and Non Executive	Chairman
Dr. V.R. Mehta	Promoter and Executive	Member
Sh. Himanshu Jain	Promoter and Non Executive	Member

#### RISK MANAGEMENT COMMITTEE

During the year under review, a sub Committee of the Board of Director 'Risk Management Committee' was formed to assist the Board in discharging its responsibilities towards managing business risk including monitoring and reviewing the risk management plan/policies in accordance with the provision of clause 49 of the listing agreement with stock exchange(s). The following are the members of the Committee.

Name of Director	Category	Designation
Dr. V.K. Arora	Non Promoter and Non Executive	Chairman
Dr. Gopal Munjal	Promoter and Executive	Member
Dr. R.S. Bedi	Non Promoter and Non Executive	Member

#### NOMINATION & REMUNERATION COMMITTEE

The Nomination & remuneration committee has been constituted. The role of the Nomination and Remuneration committee as set out in Clause 49 of the Listing Agreement and additional scope approved by the Board includes the following:

1. Formulating the criteria for determining qualifications, independence and positive attributes of a director and recommending to the Board of Directors of the company a comprehensive policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. Evaluation of Independent Directors and the Board and Formulation of criteria thereof;
3. Devising Board diversity policy;
4. Identifying and recommending for appointment the persons who are qualified to become directors , senior management in accordance with the criteria, and recommend to the Board their appointment and removal.
5. Assessing and reviewing the performance of Senior/Top Management Employees of the Company and recommend their remuneration package as per Policy of the Company after considering the employment scenario, remuneration package of the industry and remuneration package of the managerial talent of other industries.

The members of the committee are as under:-

Name	Category	Designation
Dr. V.K. Arora	Non-promoter and Non Executive	Chairman
Sh. S.P Sharma	Non-promoter and Non Executive	Member
Sh. N.R Munjal	Promoter and Non Executive	Member
Mr. B.M.Padha	Nominee Director	Member

The terms of appointment of Whole Time Directors are governed by resolution of board of directors and shareholders and rules applicable to the company. There were two meeting held during the period under review.

#### **REMUNERATION OF DIRECTORS: -**

The remuneration of 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. The details of remuneration paid to executive directors during 1st April 2014 to 31st March 2015 are as under

						<b>(Amount in Rs. lacs)</b>
<b>Name of Directors</b>	<b>Designation</b>	<b>Salary</b>	<b>Bonus</b>	<b>Commissions</b>	<b>Total</b>	
Sh. S.R Mehta	Chairman	120.17	Nil	Nil	120.17	
Dr. Gopal Munjal	Managing Director & CEO	120.17	Nil	Nil	120.17	
Dr. V.R Mehta	Joint Managing Director	120.17	Nil	Nil	120.17	

Note: The contribution to the Group Gratuity Policy of LIC of India towards gratuity of Executive Directors has not been shown in the above table.

\*The salary consists of the fixed component only. There is no variable component or performance linked incentives.

The Executive Directors were paid remuneration as approved by the shareholders in the Annual General Meeting held on 24th December, 2012. No options under the ESOP were granted to the Executive Directors.

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 for the severance fees.

#### **REMUNERATION POLICY**

The Company is having separates remuneration Policies for Executive Directors, Senior Management and other employees. The aforementioned policies inter-alia covers the salary, per quisits and other benifits payable to these catagories. The break-up remuneration to executive Directors is giveing separately as annexure to the Director Report.

#### **NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:-**

Apart from receiving sitting fees for attending the meetings of the Board/Committees, there are no pecuniary relationships or transactions between the company and independent directors. The Non Executive Directors are entitled for fee of Rs. 1000/- per Board/ Committee meeting attended by them.

#### **GENERAL BODY MEETINGS:**

Details of last three Annual General Meetings:

<b>Financial year</b>	<b>Annual Meeting</b>	<b>General</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>No. of special Resolution</b>
2013-14	28 <sup>th</sup> AGM		30 <sup>TH</sup> September 2014	3.30 P.M	PHD Chamber Sector 31, Chandigarh	8
2012-13	27 <sup>th</sup> AGM		30 <sup>th</sup> September, 2013	03.30 P.M	PHD Chamber Sector 31, Chandigarh	2
2011-12	26th AGM		24th December , 2012	10.00 A.M	Bal Bhawan, Sector 23, Chandigarh	7

- In the AGM held on 24<sup>th</sup> December, 2012 special resolution regarding appointment of Sh. S.P. Sharma as Director and re-appointment of Dr.Gopal Munjal, Dr. V.R. Mehta and Sh. S.R. Mehta as whole time executive directors and payment of remunerations to Dr. Gopal Munjal, Dr. V.R. Mehta and Sh. S.R. Mehta were passed.
- In the AGM held on 30<sup>th</sup> September, 2013 Ordinary Resolution regarding appointment of Sh. R.K. Ummat as Director and two Special Resolution regarding to confirm the Corporate Debt Restructuring Agreement & Ratify the terms of the Master Restructuring Agreement and approval for issue of 41,68,571 Equity Shares to the promoters Directors on preferential basis.
- In the AGM held on 30<sup>th</sup> September 2014 special resolution regarding issue of shares on preferential basis to promoters as per CDR requirements, enhancement of borrowing powers, and re-appointment of Dr.Gopal Munjal, Dr. V.R. Mehta and Sh. S.R. Mehta as whole time executive directors and payment of remunerations to Dr. Gopal Munjal, Dr. V.R. Mehta and Sh. S.R. Mehta were passed.

#### **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 with the code of conduct and ethics for the year ended 31st March, 2015.

Sd/-

**Dr. Gopal Munjal**  
**Managing Director & CEO**

#### **CEO/CFO Certification under clause 49 of the Listing Agreement :**

The Managing Director & CEO and the General Manager (Finance) cum CFO of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Managing Director & CEO and the General Manager (Finance) cum CFO also give quarterly certification on financial results while placing them before the Board/ Audit Committee in terms of Clause 41.

#### **Disclosures**

- There were no transactions of material nature with the promoters, directors, management or their subsidiaries or relatives etc. that may have potential conflict with the interest of the company.
- Transactions with the related parties are disclosed in Note No. 43 to Notes on Financial Statements (Annexure A & B) in the attached balance Sheet.
- The company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of Directors periodically revise the risk management framework of the company
- The company has complied with all mandatory requirements as laid down by the clause 49 of the listing agreement. The non-mandatory requirements complied with have been disclosed at relevant places.
- 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 authority on matters related to capital markets. There has been no instance of non-compliance by the company on any matter related to capital markets. The Company has complied with all the applicable laws whichever applies to the company.
- There has not been any significant change in the accounting policies during the Period under review.
- The Management affirms that no person has been denied access to the Audit Committee. All details relating to financial and commercial transactions where Directors may have pecuniary interest are provided to the Board, and the interested Directors

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neither participate in the discussion, nor do they vote on such matters. In matters other than those with pecuniary interests, the Directors are considered to be interested to the extent of their shareholding in the Company and the status of their shareholding as on the date of this Report has been given at the heading Board of Directors of this report.

#### **Means of communication**

The Company has adopted following means of communication:

- Quarterly and annual financial results published in
  - Financial Express (English)
  - Business Standard (English)
  - Jansatta (Hindi)
  - Business Standard (Hindi).
- Uploading of Annual Reports, Shareholding Pattern, financial results etc at the official website of company [www.indswift.com](http://www.indswift.com).
- The press releases of relevance to the investors are also made available on website for a reasonable period of time
- Annual Report being sent to all Shareholders.

#### **Management Discussion and Analysis Report**

A detailed report on Management Discussion and Analysis Report forms part of this report.

#### **General Shareholder information**

##### **A. 29th Annual General Meeting**

##### **B. Financial Calendar:**

Financial reporting for the financial year 2015-16 for

- Quarter ending 30 <sup>th</sup> June 2015	:	Adopted on 10 <sup>th</sup> August 2015
- Quarter ending 30 <sup>th</sup> September 2015	:	By 15 <sup>th</sup> November 2015
- Quarter ending 31 <sup>st</sup> December 2015	:	by 15 <sup>th</sup> February 2016
- Quarter ending 31 <sup>st</sup> March 2016	:	by 30 <sup>th</sup> May 2016
- Annual General Meeting for the		
Year ending 31-3-2016	:	By September 2016
- Date of Book Closure		

##### **C. Dividend payment date:** NIL

##### **D. Equity Shares Details**

Stock Code

BSE: 524652

NSE: INDSWFTLTD

Company's ISIN No. : INE788B01028

**Monthly Share Price movement:**

The high and low prices of the company's share (of Rs. 2/-each) at BSE on Monthly Basis from 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015 are as under \*

Month	High (Rs)	Low(Rs.)	Volume of Shares
April, 2014	7.49	5.40	160133
May, 2014	9.20	6.11	232711
June, 2014	12.88	9.01	693222
July, 2014	12.46	8.82	325457
August, 2014	10.05	8.06	190544
September, 2014	11.36	8.70	696880
October, 2014	9.83	7.55	150674
November, 2014	8.50	7.30	224817
December, 2014	7.66	5.90	186851
January, 2015	6.94	5.40	257121
February, 2015	6.64	5.29	200573
March, 2015	6.50	5.16	262646

\* Source: BSE website

**e. Registrar and Share Transfer Agent (for Physical and Demat)**

**Alankit Assignments Limited (Unit: Ind-Swift Limited)**

2-E/21, Jhandewalan Extension, New Delhi - 110055  
Tel: - +91-11-51540060-63, Fax: - + 91-11-51540064  
E-mail: alankit@alankit.com

**f. Share Transfer System (Physical Shares):**

- The Share Transfer/shareholders Grievance Committee approves the transfer and transmission of shares, issue of duplicate share certificates and related matters. The transfers received are processed within 15 days of the receipt of the same subject to the transfer document being complete and valid in all respects. The Committee also monitors the redressal of Investor's grievances. As on 31<sup>st</sup> March, 2015, there were no shares pending for transfer.
- The practicing Company Secretary appointed by the Board is conducting Share Capital Audit of the Company on quarterly basis and report is being filed with the stock exchanges.
- M/s Alankit Assignments Ltd., Registrar and Transfer Agent appointed by the Company have adequate infrastructure to carry out the share transfer, transmission and other related assignments.
- The Company has during the year under review received 09 complaints from shareholders and all the complaints have been duly settled. There was no unsettled complaint as on 31<sup>st</sup> March, 2015.

**G. Distribution of Shareholding: as on 31st March 2015**

<b>Shareholding of Nominal Value (Rs.)</b>	<b>No. of Share-holders</b>	<b>Percentage</b>	<b>Share Amount</b>	<b>Percentage</b>
Up to 5000	13767	92.15	12708064	12.62
5001 to 10000	587	3.93	4470474	4.44
10001 to 20000	321	2.15	4698734	4.67
20001 to 30000	85	0.57	2110892	2.10
30001 to 40000	45	0.30	1626956	1.61
40001 to 50000	27	0.18	1226662	1.22
50001 to 100000	46	0.31	3342402	3.32
100001 and above	61	0.41	70509698	70.02
<b>TOTAL</b>	<b>14939</b>	<b>100.00</b>	<b>100693882</b>	<b>100.00</b>

**H. Shareholding Pattern as on 31<sup>st</sup> March, 2015.**

<b>Category</b>	<b>No. of shares</b>	<b>Percentage</b>
Promoters/Promoters Group	26272692	52.18
Mutual Funds & FIs	1716181	3.41
Bodies Corporate	6413419	12.74
NRI'S/OCB'S/FII	348752	0.69
Public	15595897	30.98
<b>Total</b>	<b>50346941</b>	<b>100.00</b>

**I. DEMATERIALIZATION OF SHARES**

The shares of the Company are being traded in compulsory De-materialized form. The Company has ensured connectivity with both the depositories i.e National Securities Depository Limited and the Central Depository Services (India) Limited. As on 31<sup>st</sup> March 2015, 45099415 equity shares of the company, forming apx 90% of the share capital of the company, stand De-Materialized

<b>Modes of shares</b>	<b>Number of shares</b>	<b>%age</b>
NSDL	38271812	76.01
CDSL	6852103	13.61
PHYSICAL	5223026	10.38
<b>TOTAL</b>	<b>50346941</b>	<b>100.00</b>

**j. Registered office**

Ind-Swift Limited  
 781, Industrial Area-II, Chandigarh – 160002  
 Ph.: 0172-2638781, 2638782, 2638786  
 Fax: 0172-2652242  
 Website: [www.indswift.com\](http://www.indswift.com)

**k. Company Secretary & Compliance officer**

R.K. SOOD

781, Industrial Area-II, Chandigarh – 160002

e-mail: companysec@indswift.com

**I. Plant Locations:-**

- 123, Industrial Area, Phase-I, Panchkula – 134109(Haryana)
- Plot No. 23, Sector – 2, Parwanoo (H.P)(Unit-1)
- Plot No. 17-B, Sector-2, Parwanoo (H.P)(Unit-II)
- Village Malku Majra, Baddi (H.P)(Unit III & IV)
- Village Jawaharpur, Teh. Derabassi, (Punjab)
- Industrial Growth Centre, Sambha, Jammu(J&K)

## Auditor's Report on Corporate Governance

**The Members**

**M/s Ind - Swift Ltd.**

**Chandigarh.**

We have examined the compliance of conditions of Corporate Governance by **M/s Ind Swift Ltd.** for the year ended 31<sup>st</sup> March 2015 as stipulated in Clause 49 of the Listing Agreement of the said company, with Stock Exchange (s).

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination is limited to a 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 according to explanation given to us by the Directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

Based on the records maintained & certified by the company, there are no investor grievances pending against the company for a period exceeding one month as on 31<sup>st</sup> March 2015.

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

for **J. K. Jain & Associates**

*Chartered Accountants*

Place: Chandigarh

Date : 10-08-2015

Sd/-

**(J. K. Jain)**

Partner

**Membership No. 083140**

**FRN: 004025N**

# Independent Auditor's Report

To The Members of  
Ind-Swift Limited,  
Chandigarh.

## Report on the Financial Statements

We have audited the accompanying financial statements of Ind-Swift Limited, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2015 and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 the financial statements.

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements and notes of accounts 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 read with and subject to notes on accounts:

- 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 for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Emphasis of matters

1. No provision has been made in accounts with respect to sundry debtors amounting to Rs. 63.39 cr outstanding for more than three years which are doubtful of recovery (refer note no. 30 of notes to accounts) and are not recoverable in normal course of business.

Had the provision for the same been made, the loss for the year and accumulated losses would have been higher by Rs. 63.39 cr.

Our opinion is qualified in respect of above.

2. The company has not provided interest on cash credit, term loans, working capital term loans and funded interest term loans with some banks since these banks have not charged interest on these accounts post such accounts becoming NPAs. The unaccounted interest liability in respect of the same for the financial year is Rs. 85.48 cr. (Refer note no. 37 of notes to accounts)

Had the provision for the same been made, the loss for the year and accumulated losses would have been higher by Rs. 85.48 cr.

Our opinion is qualified in respect of above.

3. The management is in process of getting an impairment study done in respect of units where the activities have been suspended (refer note no. 39 of notes to accounts). In view of this impairment loss in respect of these units have not been provided in accounts, being not ascertainable.

Our opinion is qualified in respect of above.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have 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 account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013;
  - 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 sub-section (2) of section 164 of the Companies Act, 2013.

for J. K. Jain & Associates

**Chartered Accountant**

J. K. Jain

(Partner)

Place : Chandigarh

Date : 04.05.2015

**M. No. : 083140**

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Ind- Swift Limited on the accounts of the company for the year ending on March 31, 2015.**

- (i) (a) The Company has maintained proper records showing full particulars, Including quantitative details and situation of fixed assets.  
(b) According to information and explanations given to us, the Company has a system of physical verification of all its fixed assets once in a year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No serious discrepancies were noticed on such verification.
- (ii) (a) As explained to us, the stocks of stores, spare parts, raw materials and finished goods have been physically verified by the management at regular intervals during the year.  
(b) In our opinion and according to information & explanations given to us, the Procedure of physical verification of stocks 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 & according to the information & 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 stocks of stores, spare parts, raw material and finished goods were not significant in relation to the operations of the Company and the same have been properly dealt with in the books of accounts.
- (iii) According to the information and explanation given to us, the Company has granted loans, secured or unsecured to Companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013.
  - (a) The repayment of principle and interest are regular except in case of loan to Swift Fundamental Research & Education Society where no interest has been provided during the year.
  - (b) According to the information & explanations given to us, the company has taken reasonable steps to recover the amount from Swift Fundamental Research & Education Society

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for the sale of goods and services.
- (v) In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of Section 73 TO 76 of the Companies Act 2013 and the Companies (Acceptance of Deposits ) Rules, 2014 with regard to the repayment of the deposits accepted from the public and maintenance of liquid assets. The Hon'ble Company Law Board restructured Fixed Deposit Scheme of the company vide its order dated 30.09.2013. The Restructured Repayment schedule is being adhered to by the company. Company has filed an application to Central Government (Ministry of Corporate Affairs) for relaxation of provision to maintain liquid assets (15% of Deposits maturing in the next Financial Year). The Application is still pending.
- (vi) The Company is required to maintain cost records under sub-section (1) of section 148 the Companies Act, 2013 for the products of the company and according to the information & explanations given to us , the company has maintained proper records as prescribed by the Central Government but we have not carried out the examination of these records.
- (vii) (a) According to the information and explanations given to us and the records of the company examined by us, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with appropriate authorities. We are informed that there are no undisputed statutory dues as at the year end outstanding for a period of more than six months from the date they became payable, except Tax Deducted at Source under Income Tax Act for Rs. 30.48 lacs, Provident fund Rs 9.47 lacs, Employees State Insurance for Rs.23.08 lacs , Entry Tax for Rs. 97.83 lacs.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no disputed dues as referred of Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty and Excise Duty and Cess matters, except the dispute referred in Note No. 28(c) &28(d) of Notes on Financial Statements.
- (c) According to the information and explanations given to us, the company has transferred its unpaid dividend to Investors Education and Protection Fund as required by the provisions of Companies Act 1956.
- (viii) The company's accumulated losses at the end of the financial year are in excess of 50% of its net worth. The company has incurred cash losses during the financial year and in the immediately preceding financial year.
- (ix) According to the records of the company examined by us and the information and explanations given to us, the company during the year has defaulted in repayment of dues to Banks/ financial institutions amounting to Rs, 78.52 Crores as principal and Rs. 77.98 Crores as interest.
- (x) In our opinion and according to the information & explanations given to us, the terms and conditions on which the company has given guarantees during the year for loans taken by others from banks or financial institutions are prima facie not prejudicial to the interest of the company.
- (xi) In our opinion and according to the explanations given to us, the term loans taken during the year have been applied for the purpose for which they were obtained.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit for the year ended March 31, 2015.

for **J.K. JAIN & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Place: Chandigarh  
Date : 04.05.2015

**J. K. JAIN**  
(Partner)  
**M. No. 083140**

## Balance Sheet AS AT 31-03-2015

				( Rs.in Lacs)
<b>PARTICULARS</b>		<b>NOTE NO</b>	<b>AS AT 31-03-2015</b>	<b>AS AT 31-03-2014</b>
<b>I.</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
	<b><u>Shareholder's Funds</u></b>			
a)	Share Capital	1	<b>2,426.94</b>	2,426.94
b)	Reserves and Surplus	2	<b>(7,045.02)</b>	7,743.16
	Total (A)		<b>(4,618.08)</b>	10,170.10
	<b><u>Share Application Money Pending Allotment (B)</u></b>		<b>668.10</b>	668.10
	<b><u>Non-Current Liabilities</u></b>			
a)	Long -term borrowings	3	<b>54,140.93</b>	58,509.95
b)	Defferred Tax Liability (Net)	4	-	286.79
c)	Other Long term Liabilities	5	<b>622.64</b>	601.91
d)	Long term provisions	6	<b>139.99</b>	159.69
	Total (C)		<b>54,903.56</b>	59,558.34
	<b><u>Current Liabilities</u></b>			
a)	Short-term borrowings	7	<b>36,901.88</b>	34,704.85
b)	Trade Payables	8	<b>15,026.21</b>	19,134.79
c)	Other Current Liabilities	9	<b>19,901.17</b>	14,744.79
	Total ( D )		<b>71,829.26</b>	68,584.43
	<b><u>GRAND TOTAL (A+B+C+D)</u></b>		<b>122,782.84</b>	138,980.97
<b>II.</b>	<b><u>ASSETS</u></b>			
	<b><u>Non-current assets</u></b>			
a)	<b><u>Fixed Assets</u></b>	10		
(i)	Tangible Assets		<b>37,148.70</b>	40,636.25
(ii)	Intangible assets		<b>3,216.88</b>	3,375.83
(iii)	Capital Work in Progress		<b>221.75</b>	221.75
(iv)	Intangible assets under Development		<b>167.49</b>	222.22
	Total (E)		<b>40,754.82</b>	44,456.05
b)	Non-current Investments	11	<b>4,512.33</b>	4,518.88
c)	Long-term Loans and advances	12	<b>1,626.26</b>	1,620.45
d)	Other non-current assets	13	<b>2,095.54</b>	3,276.58
	Total (F)		<b>8,234.13</b>	9,415.91

## Balance Sheet AS AT 31-03-2015

<b>PARTICULARS</b>	<b>NOTE NO</b>	<b>AS AT 31-03-2015</b>	( Rs.in Lacs)	
			<b>AS AT 31-03-2014</b>	
<b>CURRENT ASSETS</b>				
Inventories	14	<b>11,336.72</b>	25,335.61	
Trade Receivable	15	<b>48,548.14</b>	44,013.93	
Cash and Cash equivalents	16	<b>1,698.30</b>	1,789.58	
Short-term loans and advances	17	<b>8,576.41</b>	10,019.05	
Other Current Assets	18	<b>3,634.32</b>	3,950.84	
Total (G)		<b>73,793.89</b>	85,109.01	
<b>GRAND TOTAL (E+F+G)</b>		<b>122,782.84</b>	138,980.97	
SIGNIFICANT ACCOUNTING POLICIES				
NOTES ON FINANCIAL STATEMENTS	1-43			

for and on behalf of the Board

**ARUN K. SETH**  
General Manager  
(Finance & Accounts)

**RAMAN K. SOOD**  
Company Secretary

**G.MUNJAL**  
Managing Director & CEO

**S.R.MEHTA**  
Chairman

AUDITOR'S REPORT  
As per separate report of even date

**For J.K. JAIN & ASSOCIATES**  
Chartered Accountants

**J.K. JAIN**  
Partner  
Membership No. 083140

Place: Chandigarh  
Date : 04.05.2015

## Statement of Profit & Loss Account

for the year ended 31.03.2015

PARTICULARS	NOTE NO	YEAR ENDED 31-03-2015	(Rs.in Lacs)
			YEAR ENDED 31-03-2014
<b>INCOME</b>			
Revenue from operations	19	<b>41,716.65</b>	56,979.97
Other Income	20	<b>186.67</b>	1,280.11
<b>TOTAL REVENUE (A)</b>		<b>41,903.32</b>	58,260.08
<b>EXPENDITURE</b>			
Cost of Material Consumed	21	<b>25,412.61</b>	38,560.03
Changes in inventories of Finished Goods/WIP	22	<b>9,930.34</b>	7,289.26
Employee Benefits Expenses	23	<b>3,927.14</b>	4,512.57
Financial Cost	24	<b>3,992.57</b>	7,675.57
Depreciation/Amortisation	10	<b>3,936.33</b>	2,626.44
Other Expenses	25	<b>9,440.00</b>	10,029.92
<b>TOTAL EXPENSES (B)</b>		<b>56,638.99</b>	70,693.79
<b>Profit/Loss Before Tax (A-B)</b>		<b>(14,735.67)</b>	(12,433.71)
<b>Tax Expenses</b>			
Provision for Tax		-	-
Mat Credit Entitlement		-	-
Provision for Defferred Tax (Net)		<b>(222.91)</b>	(877.38)
<b>Profit (Loss) for the period</b>		<b>(14,512.76)</b>	(11,556.33)
Basic Earning per Share		<b>-28.83</b>	-24.49
Diluted Earning per Share		<b>-28.83</b>	-23.94
Nominal Value per Share		<b>2.00</b>	2.00

for and on behalf of the Board

**ARUN K. SETH**  
General Manager  
(Finance & Accounts)

**RAMAN K. SOOD**  
Company Secretary

**G.MUNJAL**  
Managing Director & CEO

**S.R.MEHTA**  
Chairman

AUDITOR'S REPORT  
As per separate report of even date

**For J.K. JAIN & ASSOCIATES**  
Chartered Accountants

**J.K. JAIN**  
Partner  
Membership No. 083140

Place: Chandigarh  
Date : 04.05.2015

## Cash Flow Statement

	<b>For the Year ended on</b>	
	<b>(Rs. in lacs) 31.03.2015</b>	<b>(Rs. in lacs) 31.03.2014</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	<b>(14735.67)</b>	<b>(12433.71)</b>
<b>Adjustment for Non Cash &amp; Non Operating Items</b>		
i) Misc. Expenditure Written off	1181.05	1234.93
ii) Depreciation/Amortisation	3936.33	2626.44
iii) Interest Income	(20.42)	(960.42)
iv) Other non operating Income	(4.04)	-65.41
v) Provision for doubtful debts	6.12	4.83
vi) Loss on Sale of Assets	2.67	193.95
vii) Interest Paid	3748.68	8488.09
ix) Exchange Loss	243.89	(812.52)
<b>Operating Profit before Working Capital Changes</b>	<b>(5641.39)</b>	<b>(1723.82)</b>
<b>Adjustment for Current Items</b>		
i) Increase/ (Decrease) in current Liabilities	3225.06	11082.37
ii) (Increase)/Decrease in current Loan & Advances	1442.64	199.68
iii) (Increase)/Decrease in Trade Receivable	(4784.23)	(6807.90)
iv) (Increase)/Decrease in Inventory	13998.88	7610.30
v) (Increase)/Decrease in other current Assets	316.52	(73.93)
<b>Cash Flow from Operating Activities before Taxes</b>	<b>8557.48</b>	<b>10286.70</b>
<b>Taxes Paid</b>		
i) Income Tax Paid	<b>0.00</b>	<b>13.40</b>
<b>Net Operating Activities</b>	<b>(A)</b>	<b>8557.48</b>
		<b>10273.30</b>
<b>B. Cash Flow from Investing Activities</b>		
i) Subsidy Received	0.00	25.68
ii) Interest Received	20.42	61.41
iii) Net Increase/Decrease in Investments	0.75	0.00
iv) Net Purchase of Fixed Assets ( Including Capital WIP)	(572.96)	(1462.88)
<b>Net Cash used in Investing activities</b>	<b>(B)</b>	<b>(551.79)</b>
		<b>(1375.79)</b>

## Cash Flow Statement

		<b><u>For the period ended on</u></b>	
		(Rs. in lacs) <b>31.03.2015</b>	(Rs. in lacs) <b>31.03.2014</b>
<b>C. Cash Flow from Financing Activities</b>			
i) Interest Paid		(3748.68)	(3086.85)
ii) Increase in Unsecured Loans		(823.78)	(1494.27)
iii) Increase in Secured Loans		(3524.51)	-4973.99
iv) Proceed from Advance against Share Capital		0.00	668.10
<b>Net Cash Flow from Financing Activities</b>	<b>(C)</b>	<b>(8096.97)</b>	<b>-8887.01</b>
<b>Net increase in Cash or Cash Equivalents</b>	<b>(A+B+C)</b>	<b>-91.28</b>	<b>10.50</b>
Add : Opening Balance of Cash & Equivalents		1789.58	1779.08
<b>Closing Balance of Cash &amp; Cash Equivalents</b>		<b>1698.30</b>	<b>1789.58</b>

for and on behalf of the Board

**ARUN K. SETH**  
General Manager  
(Finance & Accounts)

**RAMAN K. SOOD**  
Company Secretary

**G.MUNJAL**  
Managing Director & CEO

**S.R.MEHTA**  
Chairman

### AUDITOR'S REPORT

As per separate report of even date

**For J.K. JAIN & ASSOCIATES**  
Chartered Accountants

**J.K. JAIN**  
Partner  
Membership No. 083140

Place: Chandigarh  
Date : 04.05.2015

# Significant Accounting Policies

## 1. Accounting Convention:

The Financial statements are prepared in accordance with applicable Accounting Standards in India. A summary of important Accounting Policies, which have been applied consistently, is set out below. Accounting Policies comprises Accounting Standards specified by the Central Government u/s 133 of the Companies Act 2013, other pronouncements of The Institute of Chartered Accountant of India and Guidelines issued by SEBI. The Financial Statement have also been prepared in accordance with relevant presentational requirements of the Companies Act 1956. The Financial Statements are rounded off to the nearest in Lacs.

## 2. Basis of Accounting:

The accounts are prepared under the historical cost convention and on the basis of going concern. All Expenses and incomes to the extent ascertained as payable and receivable respectively are accounted for on mercantile basis unless otherwise stated.

## 3. Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

## 4. Fixed Assets and Depreciation

(a) All fixed assets are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, fees and incidental expenses to bring the assets to its present condition and location and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

(b) The company has changed the method of charging depreciation as prescribed by the companies act 2013. Now the Company is following the useful life method of depreciation as per the useful life specified in part C of Schedule II of the Companies Act 2013 instead of straight line method of depreciation at the rates as specified in schedule XIV of the Companies Act 1956. The Carrying amount of assets is being depreciated over the remaining useful life of the assets. In case the remaining useful life of an asset is exhausted, the depreciation amount after retaining the residual value is transferred to General Reserve.

On assets sold, discarded etc, during the year depreciation is provided up to the date of sale/discard.

- (c) Premium on Lease hold land is amortised over the period of Lease.

## 5. Inventories are valued as under:-

- (a) Stock of Raw Material and Packing Material :- At Cost or Net Realizable Value, whichever is lower (As per AS-2 "Valuation of Inventories"). Cost ascertained on FIFO basis, excluding recoverable rates and taxes.
- (b) Stock of work in process: - At material cost plus apportioned manufacturing overheads or net realizable value whichever is lower.
- (c) Stock of Finished Goods: - At Cost or Net Realizable Value, whichever is lower. Cost includes material cost plus apportioned manufacturing overheads and expenditure incurred in the normal course of business in bringing such inventories to its present location. It also includes excise duty paid or payable in accordance with Accounting Standard - 2 "Valuation of Inventories" issued by ICAI.
- (d) Stock in Transit: At Cost

## 6. Investments

Investments are classified into current and long term Investments.

- (a) Long term investments are stated at cost of acquisition. Provision for diminution is made only to recognize a decline other than temporary, if any, in the value of investments.
- (b) Current investments are carried at lower of cost and fair market value.

## 7. Revenue Recognition

Revenue is recognized upon the transfer of title of goods and when all significant risks and rewards of ownership have been transferred to the buyer. Transfer of the title generally coincides with the delivery of the goods. Revenue is recognized when there is reasonable certainty of its ultimate realization.

Net Sales are exclusive of Excise Duty and net of VAT, breakage, leakage and trade discount.

## Significant Accounting Policies

### 8. Foreign Exchange Transactions

- (a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction and variation, if any, is accounted for on the date of payment, if squared the same accounting year.
- (b) Monetary items denominated in foreign currencies remaining unsettled at the year end if not covered by forward exchange contracts are translated at year end rates.
- (c) Any income/expense arising from foreign currency transactions is dealt in the profit and loss account for the year except in cases where they relate to acquisition of fixed assets in which case they are adjusted in the carrying cost of such assets.
- (d) Where company enters into a forward exchange contract, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the life of the contract except in the case of fixed assets, in which case, such difference is adjusted in the carrying amount of respective fixed assets.

### 9. Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction or production of qualifying assets are capitalised as part of cost of such assets. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which incurred.

### 10. Employee Benefits:

#### a) Short term Employee Benefits:

Short term employee benefits including accumulated compensated absences as at the Balance Sheet date are recognised as an expense as per company's schemes based on expected obligation on an undiscounted basis.

#### b) Defined Contribution Plans:

Contributions paid/payable to defined contribution plans comprising of Gratuity and Provident Funds for employees covered under the respective schemes are recognised in the Profit & Loss Account each year.

### 11. Income Tax:

- a) **Current tax:** Provision is made for income tax, based on the liability as computed after taking credit for allowances and exemptions. Adjustments in books are made only after the completion of the assessment.
- b) **Deferred Tax:** Consequent to the Accounting Standard -22 " Accounting for taxes on income " becoming mandatory the differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another.

The tax effect is calculated on the accumulated timing difference at the end of an accounting period based on prevailing enacted regulations.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

- c) **MAT:** Minimum alternative tax payable under the provisions of the Income Tax Act, 1961 is recognized as an asset in the year in which credit becomes eligible and is set off in the year in which the Company becomes liable to pay income taxes at the enacted tax rates and shall be reversed in the year in which it lapses.

### 12. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements

### 13. Government Grant

Government Grants are recognized in Profit & Loss account in accordance with the related schemes and in the period in which these are accrued.

Grants toward the specific assets are treated as deferred income in Profit & Loss Account are recognized on rational basis over the useful life of the depreciable asset.

## Significant Accounting Policies

### 14. Intangible Assets

- (a) Intangible Assets are recognised only if they meet the recognition criteria as laid by Accounting Standard (AS) 26 on "Intangible assets".
- (b) Intangible assets are measured at cost and amortised over their useful life.
- (c) Expenditure on Research phase is recognised as an expense when it is incurred.
- (d) Expenditure on development phase is recognised as an Intangible Asset only if it meets the recognition criteria as laid by AS 26 issued by Institute of Chartered Accountant of India on Intangible Assets. These assets are amortised over the useful period of life starting from the year when the asset first meets the recognition criteria.

### 15. Impairment of Assets

An Asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is

charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

### 16. Leases:

Finance lease, which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged as expenses in the profit and loss account.

### 17. Accounting policies not specifically referred to are consistent with generally accepted accounting principles.

## Notes on Financial Statements for the year ended 31.03.2015

<b>PARTICULARS</b>			( Rs.in Lacs)
	<b>AS AT 31-03-2015</b>	<b>AS AT 31-03-2014</b>	
<b>NO-'1'</b>			
<b>SHARE HOLDER'S FUNDS</b>			
<b>SHARE CAPITAL</b>			
<b>AUTHORISED</b>			
7,50,00,000 (P/Y- 7,50,00,000 ) Equity Shares of Rs. 2/- Each	<b>1,500.00</b>		1,500.00
25,00,000 (P/Y-25,00,000) Cumulative Preference Share of Rs. 100/- Each	<b>2,500.00</b>		2,500.00
	<b>4,000.00</b>		4,000.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>			
5,03,46,941 Equity Shares (P/Y 5,03,46,941) of Rs.2/- Each Fully Paid up in Cash	<b>1,006.94</b>		1,006.94
14,20,000 Cumulative Redeemable Preference Shares (P/Y 14,20,000) of Rs.100/- each Fully Paid	<b>1,420.00</b>		1,420.00
	<b>2,426.94</b>		2,426.94

### 1.1 Reconciliation of Equity & Pref. Shares as on 31.03.15

Particulars	2014-15		2013-14	
	No of Shares		No of Shares	
	Equity	Preference	Equity	Preference
<b>Opening Balance</b>	50346941	1420000	46178370	1420000
<b>Add: No of Shares Issued</b>	Nil	Nil	4168571	Nil
<b>Closing Balance</b>	<b>50346941</b>	<b>1420000</b>	50346941	1420000

### 1.2. No. of shareholders holding 5% or more of share capital

Name Of Shareholder	As on 31-03-2015		As on 31-03-2014	
	No. of Shares	%	No. of Shares	%
Essix Biosciences Limited	<b>9215721</b>	<b>18.30%</b>	9215721	18.30

**1.3** The Preference Shares shall rank for dividends in priority to equity Shares for time being. These shares shall be entitled to rank in priority to equity shares as regards repayment of Capital and arrears of dividend declared, but shall not be entitled to any further participation in profit or assets of the Company.

## Notes on Financial Statements

for the year ended 31.03.2015

			AS AT 31-03-2015	(Rs.in Lacs) AS AT 31-03-2014
	<b>PARTICULARS</b>			
	<b>NO-'2'</b>			
	<b>RESERVES &amp; SURPLUS</b>			
	<b>General Reserve</b>			
	Opening Balance :	10453.18		
	Add: Deferred Tax on Old Depreciation	63.88		
	Less: Old Depreciation Transfer	335.26	<b>10,181.80</b>	10,453.18
	<b>Capital Reserve</b>			
	Opening Balance:	414.30		
	Less:Amortised during the year:	4.04	<b>410.26</b>	414.30
	<b>Securities Premium</b>			
	<b>Surplus in Profit &amp; Loss Account</b>			
	Profit b/f from previous year	(9,640.55)		
	Add: Current Year Profit/Loss	(14,512.76)		
			<b>(24,153.31)</b>	(9,640.55)
			<b>(7,045.02)</b>	7,743.16
	<b>NO -'3'</b>			
	<b>LONG TERM BORROWINGS</b>			
	<b>SECURED LOANS</b>			
	<b>(a) From Banks</b>			
	(i) <b>From Financial Institutions</b>		<b>48,196.57</b>	51,629.57
	(ii) <b>Vehicle Loan</b>		<b>2,574.71</b>	2,651.04
			<b>3.37</b>	18.54
			<b>50,774.65</b>	54,299.15
3.1	Term Loan from Banks & Financial Institutions are secured by way of first pari-passu charge over entire fixed assets of the company,second pari-passu charge over the entire current assets of the company,personal guarantee of Directors and by way of pledge of shares of promoters. Restructured Bill Discounting/Factoring facilities are secured by way of subservient charge over entire current assets of the company. Vehicles loans are secured by way of hypothecation of vehicles financed.			

### 3.2 Maturity Profile of Term Loans/Vehicle Loan :

Period	1-2 year	2-3 year	3-4 year	4year & above
Term Loans	10384.00 Lacs	10464 Lacs	10476 Lacs	19447.27Lacs
Vehicle Loans	3.37 Lacs	-	-	-

## Notes on Financial Statements for the year ended 31.03.2015

PARTICULARS	AS AT 31-03-2015	(Rs.in Lacs)	
		AS AT 31-03-2014	
<b>(b) UNSECURED LOANS</b>			
Fixed Deposit from Public	<b>3,366.28</b>	4,210.80	
<b>NO -'4'</b>	<b>3,366.28</b>	4,210.80	
<b>Deffered Tax Liability (Net)</b>			
<b>Opening Deferred Tax Liability</b>	<b>Amount</b>	<b>Amount</b>	
	(Rs.in Lacs)	(Rs.in Lacs)	
	<b>2014-15</b>	<b>2013-14</b>	
	286.79	1164.17	
Less: Deferred tax on old Depreciation	63.88	0.00	
Less: Dererred tax Asset	222.91	877.38	
	-	<b>286.79</b>	
<b>NO -'5'</b>			
<b>OTHER LONG TERM LIABILITIES</b>			
Security Deposit Customers/Stockists	<b>622.64</b>	601.91	
<b>NOTE NO -'6'</b>			
<b>LONG TERM PROVISIONS</b>			
Provision for Employee Benefits	<b>139.99</b>	159.69	
6.1 Provision for Leave Encashment has been made as per rules of the Company without actuarial Valuation.			
<b>NO -'7'</b>			
<b>SHORT TERM BORROWINGS</b>			
<b>(i) SECURED LOAN</b>			
Bank borrowings for working capital are secured by a Pari-Passu, first charge by way of Hypothecation of the company's current assets, namely, Stocks of Raw Materials,Semi Finished, Finished Goods, Stores & Spares not relating to Plant and Machinery (Consumbale Stores & Spares), Bills Receivable & Book Debts and all other movables of the Company both present and future excluding such movables as may be permitted by the said Banks from time to time.			
The said facility is further secured by way of pari passu second charge on the company's immovable and movable properties (other than current assets) and personal guarantees of Directors and by way of pledge of shares of promoters.	<b>34,946.32</b>	33,444.95	
	<b>34,946.32</b>	33,444.95	
<b>(ii) UNSECURED LOAN</b>			
<b>SHORT TERM BORROWINGS</b>			
From Banks	<b>254.11</b>	194.50	
From Financial Institution	<b>985.34</b>	892.48	
Fixed Deposit from Public	<b>716.11</b>	172.92	
	<b>1,955.56</b>	1,259.90	
<b>NO -'8'</b>			
<b>TRADE PAYABLES</b>			
Trader Payables	<b>6,977.31</b>	11,613.12	
Trade Payables (Related Party)	<b>8,048.90</b>	7,521.67	
	<b>15,026.21</b>	19,134.79	
8.1 The Company has not received any information from its suppliers regarding regd. under The Micro Small and Medium Enterprises Development act 2006. Hence, the information required to be given in accordance with Section 22 of the said act is not ascertainable and not disclosed.			

## Notes on Financial Statements for the year ended 31.03.2015

			( Rs.in Lacs)
	<b>PARTICULARS</b>	<b>AS AT 31-03-2015</b>	<b>AS AT 31-03-2014</b>
	<b><u>NO -'9'</u></b>		
	<b>OTHER CURRENT LIABILITIES</b>		
	Intt. Accrued But not Due	<b>1,263.34</b>	816.72
	Advance from Customers	<b>761.76</b>	828.95
	Other Payable	<b>4,944.98</b>	5,305.13
	Current Maturities of Long Term Debts	<b>12,903.28</b>	7,699.00
	Current Maturities of Vehicle Loan { refer to note no. 3(a)}	<b>14.83</b>	77.43
	UnClaimed Dividend	<b>12.98</b>	17.56
		<b>19,901.17</b>	14,744.79
9.1	The Unclaimed Dividend Payable does not include any amount to be credited to investor education and protection Fund		
	<b><u>NO -'11'</u></b>		
	<b><u>NON-CURRENT INVESTMENTS (AT COST)</u></b>		
	<b><u>Investment in Equity Instrument</u></b>		
	9499720 (P/Y- 9499720) Equity Shares in		
	M/s Ind Swift Laboratories Ltd	<b>4,005.53</b>	4,005.53
	2000000 (P/Y-2000000) Equity Shares of Fortune	<b>200.00</b>	200.00
	India Construction Ltd		
	300000 {P/Y-300000} Equity Shares of Essix Biosciences Ltd.	<b>300.00</b>	300.00
	66000(P/Y-66000) Equity Shares of Mansa Print & Publisher Ltd @Rs.10/- Per Share	<b>6.80</b>	6.60
	<b><u>Other Investment</u></b>		
	Share Application Money of Mansa Print & Publishers Ltd.	<b>-</b>	6.75
		<b>4,512.33</b>	4,518.88
11.1	Total Cost of Quoted Investment is Rs. 4005.53 lacs(Market Value Rs.3016.16lacs) and Unquoted Investment is Rs. 506.80 lacs		
11.2	The shares of Ind Swift Laboratories Ltd are pledged to Banks as per the sanctioned Corporate Debts Restructuring Scheme of Ind Swift Laboratories Ltd.		
11.3	Ind Swift Laboratories Ltd, Essix Biosciences Ltd, Fortune India Construction Ltd and Mansa Print & Publishers Pvt. Ltd are Associates.		

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015**

NOTE OF FIXED ASSETS AS ON 31/03/2015

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER

\* Depreciation on fixed Assets whose useful life is already exhausted as on 01/04/2014 amounting to 335.26 (Rs.In Lacs) have been adjusted in General Reserve.

## (C) INTANGIBLE ASSETS UNDER DEVELOPMENT

C) INVESTMENT PROPERTY & OTHER DEVELOPMENT					
Particulars	Opening Bal.	Addition	Capitalised	Closing Bal.	
PRODUCT TECHNOLOGY	222.22	167.49	222.22	167.49	
TOTAL: P/Y (31/03/2014)	196.11	222.22	196.11	222.22	
<b>(D) CAPITAL WORK IN PROGRESS</b>					
Particulars	Opening Bal.	Addition	Capitalised	Closing Bal.	
CAPITAL WORK IN PROGRESS	221.75	0.00	0.00	221.75	
TOTAL: P/Y (31/03/2014)	3488.82	287.74	3545.81	221.75	
10.1 The Leasehold land is being written off Over the Period of lease Proportionately.					
<b>10.2 Intangible Assets:</b>					
<b>a)</b> Product Technology acquired by the company is recognized as an intangible asset and is amortised over its useful life of 10 years					
<b>b)</b> Product Technology addition forming part of Fixed Assets note consists of following:					
					<b>(Rs. In Lacs)</b>

## **10.2 Intangible Assets:**

- a)** Product Technology acquired by the company is recognized as an intangible asset and is amortised over its useful life of 10 years

**b)** Product Technology addition forming part of Fixed Assets note consists of following:

## Notes on Financial Statements for the year ended 31.03.2015

			( Rs.in Lacs)
	<b>PARTICULARS</b>	<b>AS AT 31-03-2015</b>	<b>AS AT 31-03-2014</b>
	<b>NO -'12'</b>		
	<b>LONG TERM LOAN &amp; ADVANCES</b>		
	(Unsecured but considered good )		
	Advance against Capital Goods	<b>1,460.75</b>	1,464.90
	Security Deposits	<b>165.51</b>	155.55
		<b>1,626.26</b>	1,620.45
	<b>NO -'13'</b>		
	<b>OTHER NON CURRENT ASSETS</b>		
	(To the extent not written off/adjusted )		
	Seed Marketing Expenses	<b>2,094.15</b>	3,274.19
	Software Development Expenses	<b>1.39</b>	2.39
		<b>2,095.54</b>	3,276.58
	<b>NO -'14'</b>		
	<b>CURRENT ASSETS</b>		
	<b>INVENTORIES</b>		
	(As taken,valueed & certified by the Management)		
	Raw Material	<b>6,706.93</b>	7,853.07
	Work- in- Progress	<b>638.79</b>	646.29
	Finished Goods	<b>3,905.17</b>	16,066.76
	Consumables	<b>70.82</b>	245.00
	Material in transit	<b>15.01</b>	266.40
	Printing & Stationery/Literature in Hand	-	258.09
		<b>11,336.72</b>	25,335.61
14.1	The Inventories are valued as per method described in Significant accounting policies		
	<b>NO -'15'</b>		
	<b>TRADE RECEIVABLES</b>		
	Debtors Outstanding for a Period Exceeding Six Months.		
	Considered good	<b>37,674.73</b>	17,101.27
	Considered doubtful	<b>6.12</b>	4.83
	Other Debts	<b>10,873.41</b>	26,912.66
	(Unsecured but considered good by the management)	<b>48,554.26</b>	44,018.76
	Less: Provision for Doubtful Debts	<b>6.12</b>	4.83
		<b>48,548.14</b>	44,013.93

## Notes on Financial Statements for the year ended 31.03.2015

		AS AT 31-03-2015	( Rs.in Lacs)
	<b>PARTICULARS</b>		AS AT 31-03-2014
	<b><u>NO -'16'</u></b>		
	<b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
	Balance with Banks	<b>86.16</b>	193.66
	Cash in Hand	<b>481.14</b>	708.94
	Others (Imprest)	<b>1,087.83</b>	661.25
	Fixed Deposits with Banks	<b>43.17</b>	225.73
		<b>1,698.30</b>	1,789.58
16.1	Fixed Deposits with banks are Rs.43.17 lacs (P/Y Rs. 225.73 lacs) out of which Rs. 43.11 lacs (P/Y Rs. 225.53 lacs) are Pledged as margin money with banks.		
16.2	Balance with Banks includes Balance on account of unpaid dividend of Rs. 12.98 lacs(P/Y Rs. 17.56 lacs)		
16.3	During the period the Company has Transferred a sum of Rs. 4.58 lacs to Investor Education and Protection Fund on account of Unclaimed dividend for Financial Year 2006-07 (P/Y Rs. 3.26 lacs)		
	<b><u>NO -'17'</u></b>		
	<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
	(Unsecured but considered good by the management)		
	Advances Recoverable in Cash Or		
	In Kind Or For Value to be Received	<b>2,415.09</b>	3,805.59
	Loans & Advance to Related Parties	<b>6,161.32</b>	6,213.46
		<b>8,576.41</b>	10,019.05
17.1	Interest on Loan to Related Party Swift Fundamental Research & Education Society has not been provided in the accounts.		
	<b><u>NO -'18'</u></b>		
	<b><u>OTHER CURRENT ASSETS</u></b>		
	Mat Credit Entitlement	<b>2,300.48</b>	2,300.48
	Advance Income Tax	<b>12.87</b>	13.39
	Prepaid Expenses	<b>30.79</b>	80.32
	Others	<b>1,290.18</b>	1,556.65
		<b>3,634.32</b>	3,950.84
18.1	In the opinion of the Board, the current assets,loans & advances shown in the Balance Sheet have a value of realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provision for all known and determined liabilities is adequate.		

## Notes on Financial Statements for the year ended 31.03.2015

	<b>PARTICULARS</b>	<b>YEAR ENDED 31-03-2015</b>	( Rs.in Lacs)	<b>YEAR ENDED 31-03-2014</b>
	<b>NO -'19'</b>			
	<b>Revenue from Operations</b>			
	Sale of Products	<b>42,078.79</b>	57,000.18	
	Less: Excise Duty	<b>489.39</b>	455.20	
	<b>Net Sale of Products</b>	<b>41,589.40</b>	56,544.98	
	Technology Transfer Fee	<b>127.25</b>	434.99	
		<b>41,716.65</b>	56,979.97	
	<b>NO -'20'</b>			
	<b>Other Income</b>			
	Interest on FDR	<b>17.02</b>	61.41	
	Interest Received	<b>3.40</b>	899.01	
	Subsidy Received	-	254.27	
	Other Income	<b>166.25</b>	65.42	
		<b>186.67</b>	1,280.11	
	<b>NO -'21'</b>			
	<b>COST OF MATERIAL CONSUMED/SOLD</b>			
	Opening Stock	<b>8,098.07</b>	8,380.60	
	Purchase	<b>24,226.87</b>	38,504.68	
		<b>32,324.94</b>	46,885.28	
	Less :Spoilage & Expiry	<b>19.98</b>	126.81	
	Less: Sale of Licenses	<b>114.60</b>	100.37	
	Less :Closing Stock	<b>6,777.75</b>	8,098.07	
	<b>TOTAL</b>	<b>(A)</b>	<b>25,412.61</b>	38,560.03
<b>21.1</b>	<b>Cost of Materials Consumed</b>			
	<b>Raw Material</b>		<b>AS AT 31-03-2015</b>	<b>AS AT 31-03-2014</b>
			<b>Amount (Rs in Lacs)</b>	<b>%</b>
	<b>Imported</b>	<b>419.18</b>	<b>1.65</b>	2572.61
	<b>Indigenous</b>	<b>24993.43</b>	<b>98.35</b>	35987.42
	<b>NO -'22'</b>			
	<b>INCREASE/(DECREASE) IN INVENTORY</b>			
	<b>OPENING STOCK</b>			
	Work-in-Progress	<b>646.29</b>	731.81	
	Finished Goods	<b>16,066.76</b>	23,270.50	
		<b>16,713.05</b>	24,002.31	
	Less: Spoilage & Expiry/ Written off	<b>2,238.75</b>	-	
		<b>14,474.30</b>	24,002.31	
	<b>CLOSING STOCK</b>			
	Work-in-Progress	<b>638.79</b>	646.29	
	Finished Goods	<b>3,905.17</b>	16,066.76	
		<b>4,543.96</b>	16,713.05	
	<b>TOTAL</b>	<b>(B)</b>	<b>(9,930.34)</b>	(7,289.26)
	<b>TOTAL</b>	<b>(A-B)</b>	<b>35,342.95</b>	45,849.29

## Notes on Financial Statements for the year ended 31.03.2015

PARTICULARS	YEAR ENDED 31-03-2015	( Rs.in Lacs)
		YEAR ENDED 31-03-2014
<b>NO '23'</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Wages	<b>3,663.91</b>	4,174.29
P.F & Other Funds	<b>202.45</b>	227.32
Staff Welfare	<b>60.58</b>	93.88
Contribution To Gratuity	<b>0.20</b>	17.08
	<b>3,927.14</b>	4,512.57
<b>NO -'24'</b>		
<b>FINANCE COST</b>		
Interest Expenses	<b>3,614.26</b>	8,201.54
Other Borrowing Cost	<b>134.42</b>	286.55
Exchange Fluctuation Expenses	<b>243.89</b>	(812.52)
	<b>3,992.57</b>	7,675.57
<b>NO -'25'</b>		
<b>OTHER EXPESNES</b>		
<b>MANUFACTURING EXPENSES</b>		
Power, Fuel & Water Charges	<b>1,150.77</b>	1,322.48
Repair & Maint. -Machinery	<b>67.94</b>	116.72
Repair & Maint. -Building	<b>39.78</b>	66.54
Stock Written off/Loss of Stock Destruction	<b>2,239.21</b>	149.73
Service Charges	<b>304.43</b>	616.22
Insurance Charges	<b>6.10</b>	15.92
Staff Liveries	<b>2.69</b>	4.64
Lab Expenses/ETP Expenses	<b>82.18</b>	205.45
Other Manufacturing Expenses	<b>98.18</b>	238.08
	<b>3,991.28</b>	2,735.78

## Notes on Financial Statements for the year ended 31.03.2015

			( Rs.in Lacs)
PARTICULARS		YEAR ENDED 31-03-2015	YEAR ENDED 31-03-2014
<b><u>ADMINISTRATIVE EXPENSES</u></b>			
Director's Remuneration		<b>360.00</b>	360.00
Travelling & Conveyance		<b>434.24</b>	535.36
Audit Fees		<b>12.36</b>	12.36
Rent		<b>84.84</b>	94.46
Rates & Taxes		<b>21.03</b>	45.32
Telephone & Postage		<b>60.48</b>	90.51
Consumables		<b>5.80</b>	16.66
Repair & Maint.-Building		<b>17.16</b>	0.51
Repair & Maint.-General		<b>57.22</b>	84.97
Electricity & Power		<b>28.73</b>	34.07
Insurance Charges		<b>78.96</b>	95.05
Legal & Filling Fee		<b>15.50</b>	16.68
Professional Exp.		<b>96.48</b>	81.78
Printing & Stationery		<b>45.42</b>	35.39
Brokerage/Commission		-	7.10
Loss on Sale of Assets		<b>2.67</b>	193.95
Security Expenses		<b>90.44</b>	90.58
Corporate & Other Administrative Expenses		<b>773.67</b>	337.88
		<b>2,185.00</b>	2,132.63
<b><u>SELLING &amp; DISTRIBUTION EXPENSES</u></b>			
Commission to C & F Agents		<b>176.55</b>	1,046.65
Travelling Expenses		<b>438.02</b>	657.28
Provision for Doubtful Debts		<b>6.12</b>	4.83
Transportation Charges		<b>439.67</b>	1,217.41
Sales Promotion		<b>56.01</b>	539.78
Depot/Stockist Expenses		<b>631.19</b>	328.95
Other Selling Expenses		<b>283.03</b>	60.10
		<b>2,030.59</b>	3,855.00

## Notes on Financial Statements for the year ended 31.03.2015

	PARTICULARS	YEAR ENDED 31-03-2015	( Rs.in Lacs) YEAR ENDED 31-03-2014
	<b><u>RESEARCH &amp; DEVELOPMENT EXP.</u></b>		
	Salary & Wages (R&D)	<b>40.97</b>	53.15
	Consumables	<b>1.27</b>	8.29
	Other Administrative Expenses	<b>9.85</b>	10.14
		<b>52.09</b>	71.58
	<b><u>MISC. EXPENDITURE WRITTEN OFF</u></b>		
	Seed Marketing Expenditure	<b>1,180.04</b>	1,227.81
	Public Issue Expenses	-	1.14
	Software Development Expenses	<b>1.00</b>	5.98
		<b>1,181.04</b>	1,234.93
25.1	Expenses includes Rs.142.76lacs- (P/Y Rs. 36.96lacs) as expenses relating to previous years.		
25.2	In view of losses, the managerial remuneration paid/provided is in excess of limit prescribed main schedule V of Companies Act 2013. However Company is in process of obtaining the approval from Central Government in this regard.		

## Notes on Financial Statements for the year ended 31.03.2015

26. The previous year figures have been re-arranged and re-grouped wherever found necessary.

27.

<b>a) Earnings in Foreign Currency</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>2014-15</b>	2013-14	
FOB Value of Export	<b>5092.78</b>		17615.99
Technology Transfer Fees	<b>127.25</b>		434.99

<b>b) Expenditure in Foreign Currency</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>2014-15</b>	2013-14	
Tours & Travels	<b>81.37</b>		103.33

<b>c) Value of imports calculated on CIF Basis:</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>2014-15</b>	2013-14	
Raw Material	<b>413.77</b>		2460.85
Packing Material /Consumables	<b>5.41</b>		111.76

<b>d) Auditor's Remuneration:</b>		<b>(Rs.in Lacs)</b>	
<b>Particulars</b>	<b>2014-15</b>	2013-14	
Audit Fee	<b>12.36</b>		12.36

28. Contingent liabilities outstanding as on 31.03.2015 are as under:

a) Foreign Letter of Credit/Inland Letter of Credit/Bank Guarantee issued by Bankers:

<b>Particulars</b>	<b>2014-15</b>	<b>(Rs.in Lacs)</b>	
		2013-14	
FLC /ILC	<b>9.40</b>		1630.91
BG	<b>106.60</b>		18.06

- b) Arrears of Cumulative Dividend on cumulative Redeemable Preference Shares amounting to Rs. 56.80 Lacs Previous year (42.60Lacs).
- c) In respect of Income Tax matters pending before appellate authorities/CIT (Appeals) which the Company expects to succeed, based on decisions of Tribunals/Courts. There is contingent liability amounting to Rs.578Lacs.
- d) In respect of Sale Tax matters pending before appellate authorities/CIT (Appeals) which the Company expects to succeed, based on decisions of Tribunals/Courts. There is contingent liability amounting to Rs.590.64Lacs.

29. During the year the Company has changed the depreciation policy from straight line method to Useful Life method of depreciation as prescribed in Schedule II of the Companies Act, 2013. Due to this change in the method of depreciation, the reported period

## Notes on Financial Statements for the year ended 31.03.2015

of depreciation is higher by Rs. 1252.66 lacs. However depreciation on fixed assets whose useful life is already exhausted as on 01.04.2014 amounting to Rs. 335.26 lacs has been debited to General Reserve Account. The Corresponding Deferred Tax Liability on such fixed assets amounting to Rs. 63.88 lacs has also been reversed and credited to General Reserve Account.

30. Trade Receivables include a sum of Rs. 63.39 Cr. Which is outstanding for a period of more than 3 years and are doubtful of recovery. However, no provision against the same has been made in the books of account as the management is hopeful of recovery of the same through constant follow up or by legal process as the management is contemplating to initiate legal action against such debtors.
31. Loss for the year has increased by Rs. 2238.75 lacs being the stocks written off by the company on account of expired/spoilage stocks of finished goods/raw material which was identified by the management during the financial year, being not realizable in normal course of business.

Further, the management has also identified stocks of finished goods/raw material worth Rs 39.44 Cr. as slow moving/non moving stocks which has not been written off during the financial year. However the value of such stock has been taken at realizable value.

32. At the end of the financial year the accumulated losses of the company are in excess of fifty percent of its net worth. During the financial year the company has also incurred cash losses.
33. R & D: Company is consistently undertaking Research & Development in new areas of Medicine. The R & D facility of the company is duly recognized by Dep'tt. of Science & Technology, Govt. of India. Company's team consisting of highly qualified scientists has proven their expertise in various areas of technology development. Expenses on Research phase are charged to Profit and Loss account and Expenses relating to development phase is recognised as an Intangible Asset only if it meets the recognition criteria as laid by AS 26 issued by institute of Chartered Accountant of India on Intangible Assets. These assets are amortised over the useful period of life starting from the year when the asset first meets the recognition criteria. Expenditure on R&D incurred by the Company during the Year is:

		(Rs.in Lacs)
a)	Addition in Fixed Assets- Panchkula	0.83
b)	Product Technology Exp.- Panchkula <b>as per note no 10</b>	167.49
c)	Product Technology Exp.- Other Units	94.76
d)	Debited to Profit & Loss Account <b>as per note no 25</b>	52.09
e)	Depreciation / Amortisation-Panchkula	146.33

The Depreciation/Amortisation related to Research & development are clubbed under respective heads in profit & loss account.

### 34. Segment Reporting

#### Primary Segment (Business Segments)

The Company operates mainly in the business segment of Pharmaceutical Products, and in the opinion of the management the inherent nature of activities in which it is engaged are governed by the same set of risks and reward. The Company has closed its operation in Dairy Division in the year 2013-14

## Notes on Financial Statements for the year ended 31.03.2015

### **Secondary Segment (By Geographical Segment)**

<b>S.No.</b>	<b>Particulars</b>	<b>(Rs.in Lacs)</b>	<b>(Rs. in Lacs)</b>
		<b>31.03.2015</b>	<b>31.03.2014</b>
(a)	Domestic	36496.62	38928.95
(b)	Export	5092.78	17615.99
	<b>Total Sales</b>	<b>41589.40</b>	<b>56544.94</b>

35. The debts of the company including interest have been restructured by the corporate debt restructuring cell w.e.f 01.07.2012 under the aegis of Corporate Debt Restructuring Scheme. As per the approved scheme, restructured debts are now repayable over a period of eight and half years including moratorium period of 1-2years. The Debt Restructuring Scheme is not approved by Non CDR member Tata Capital Financial Services Ltd. However effect of reschedulement of loan has been incorporated in Balance Sheet as per corporate debt restructuring scheme except in case of Tata Capital Financial Services Ltd which has been taken as per their original sanctioned letter.
36. The fixed deposits of the company has been restructured by the Company Law Board vide its order dated 30.09.2013 in view of petition CP No, 27.02.2013 filed by the company. As per the scheme approved by the Company Law Board the fixed deposits are now repayable over a period of one to five years from the date of maturity. The effect of rechedulement of fixed deposits has been incorporated in Balance Sheet as per the approved scheme.
37. In view of the financial crisis being faced by the company, Company is finding difficulties in making payment of dues to the banks/ financial institutions i.e. interest and installments in terms of the CDR package approved by CDR EG vide letter dated 27.12.2012 Hence, accounts pertaining to Cash Credit (CC), Term Loans (TL), Working Capital Term Loans (WCTL), Funded Interest Term Loans (FITL) with some banks have been declared as NPAs by respective banks due to non-payment of dues on time. Such banks have not charged interest on CC,TL, WCTL & FITL accounts post such accounts becoming NPAs. The accrued liability on account of the same amounting to Rs. 85.48 Cr. (Previous Year 37.10 Cr.) has not been provided in the books of accounts.
38. Since the Company is incurring losses and there is no virtual certainty regarding availability of any future taxable profits in coming financial years, as such in accordance with AS-22 (Accounting for Taxes) the Company has not recognized Deferred Tax Asset .
39. Due to Suspension of activities at Unit I, and II since March 2014 and suspension of activity at Dairy Unit since Aug.2013, There are indication which suggest impairment as per AS-28 issued by ICAI in the value of fixed assets being plant & machinery and other fixed assets of the Company. The management is in the process of getting an impairment study done and this financial impact of the impairment loss, if any, will be accounted for at the material time, when the impairment study will be completed.
40. Balance of Debtors,Creditors and Loan & Advances are subject to Confirmation.

**41. Remittance in Foreign Currency on Account of Dividend:**

The Company has paid dividend in respect of shares held by Non-Residents. Where the amount is also credited to Non-Resident External Account.

	<b>2014-15</b>	<b>2013-14</b>
a) Number of Non-Resident Shareholders	93	101
b) Number of Equity Shares held by them	348752	351898
c) Amount of Dividend Paid	Nil	Nil

## Notes on Financial Statements for the year ended 31.03.2015

### 42. Earning Per Share (EPS)

#### (a) Basic EPS

S. NO.	Particulars	2014-2015 (Rs. In lacs)	2013-2014 (Rs. In lacs)
i)	Profit/Loss after tax (Attributable to ordinary shareholders)	<b>-14512.76</b>	-11556.33
ii)	Weighted Average number of ordinary Shares (for Basic EPS)	<b>50346941 Nos.</b>	47183395 Nos.
iii)	Basic EPS/Share of Rs.2/-	<b>Rs.-28.83</b>	Rs.-24.49
iv)	Diluted EPS/Share of Rs.2/-	<b>Rs. -28.83</b>	Rs.-23.94

### 43. Related Party Disclosure

(a) List of related parties & their relationship – **As per annexure- 'A'**

(b) Related party transactions. **– As per annexure- 'B'**

for and on behalf of the Board

**ARUN K. SETH**  
General Manager  
(Finance & Accounts)

**RAMAN K. SOOD**  
Company Secretary

**G.MUNJAL**  
Managing Director & CEO

**S.R.MEHTA**  
Chairman

#### AUDITOR'S REPORT

As per separate report of even date

**For J.K. JAIN & ASSOCIATES**  
Chartered Accountants

**J.K. JAIN**  
Partner  
Membership No. 083140

Place: Chandigarh  
Date : 04.05.2015

## Annexure To The Notes On Accounts

**RELATED PARTY DISCLOSURES  
LIST OF RELATED PARTIES AND RELATIONSHIPS**

Annexure – '43 A'

S.NO.	RELATIONSHIP	NAME OF PARTY
(A)	<b>ASSOCIATES</b>	1. ESSIX BIOSCIENCES LIMITED. 2. IND SWIFT LABORATORIES LIMITED. 3. MANSA PRINT & PUBLISHERS LIMITED. 4. FORTUNE INDIA CONSTRUCTION LIMITED. 5. DASHMESH MEDICARE PVT LIMITED. 6. 3M ADVERTISING & PUBLISHERS LIMITED. 7. SWIFT FUNDAMENTAL RESEARCH & EDUCATION SOCIETY. 8. HALCYON LIFE SCIENCES PVT. LIMITED. 9. PUNJAB RENEWABLE ENERGY PVT LIMITED. 10. B. M. COSMED PVT. LIMITED. 11. HAKIM FARAYAND CHEMI CO. (IRAN) 12. AKJ PORTFOLIOS PVT. LIMITED. 13. NRM PORTFOLIOS PVT LIMITED. 14. SRM PORTFOLIOS PVT LIMITED. 15. GM PORTFOLIOS PVT LIMITED. 16. VRM PORTFOLIOS PVT LIMITED. 17. VKM PORTPOLIOS PVT LIMITED.
(B)	<b>KEY MANAGEMENT PERSONNEL</b> - DIRECTORS	1. MR. S.R. MEHTA, CHAIRMAN 2. DR. G. MUNJAL, MANAGING DIRECTOR & CEO 3. DR. V.R.MEHTA, JT. MANAGING DIRECTOR 4. MR.RAMAN K. SOOD, COMPANY SECRETARY 5. MR. ARUN K. SETH, G.M. (F&A) designated as CFO

<b>I) Related Party Transaction</b>		(Rs.in lacs)	
		<b>Associates</b>	
<b>NAME OF THE RELATED PARTY</b>		<b>FOR THE YEAR ENDED 31.03.2015</b>	<b>FOR THE YEAR ENDED 31.03.2014</b>
<b>Nature of Transaction</b>			
Purchase of Goods/Services		<b>1030.81</b>	<b>6753.97</b>
Sale of Goods/Services		<b>711.51</b>	<b>1174.26</b>
Expenses		<b>96.12</b>	<b>15.83</b>
Interest Receivable		<b>0.00</b>	<b>616.44</b>
Share Application Money		<b>0.00</b>	<b>668.10</b>
<b>Debit Balance Outstanding as on 31.03.2015</b>			
Debtors		<b>209.66</b>	<b>968.16</b>
Loan & Advances		<b>6161.87</b>	<b>6298.77</b>
Investments		<b>4512.33</b>	<b>4518.88</b>
<b>Credit Balance Outstanding as on 31.03.2015</b>			
Share Application Money		<b>668.10</b>	<b>668.10</b>
Creditors		<b>8616.50</b>	<b>8035.26</b>
<b>II) Key Management Personnel</b>			
Remmuneration		<b>360.50</b>	<b>360.28</b>

## Notice

Notice is hereby given that the 29th Annual General Meeting of the members of Ind-Swift Limited will be held on Wednesday, the 30<sup>th</sup> September 2015 at 3.30 p.m. at PHD House, Sector 31, Chandigarh to transact the following business:-

### **ORDINARY BUSINESS:-**

1. To receive, consider, approve and adopt the Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss for the period ended 31<sup>st</sup> march 2015, and The reports of Directors and Auditors thereupon.
2. To appoint Director in place of Mr. Himanshu Jain (DIN No. 00014533) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s J.K.Jain & Associates, Chartered Accountants, S.C.O 1132-33, Sector 22-B, Chandigarh, (Firm Registration No. 004025N), as statutory auditors of the Company for the two years subject to ratification of their appointment at the next annual general meeting of the Company and fix their remuneration.

### **SPECIAL BUSINESS:-**

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 149,150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Prof. Arun Deep Ahluwalia ( DIN 07140057) who was appointed as an Additional Director by the Board of Directors with effect from 31-03-2015 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Prof. A.D.Ahluwalia as a candidate for the office of a director of the Company, be and is hereby appointed as Non Executive Independent Director of the Company not liable to retire by rotation for a period of five years commencing from 30<sup>th</sup> September 2015 "

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 149,150, 152 and other applicable provisions, if any, of the

Companies Act, 2013, Rules made there under, including and also Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014, and provisions of clause 49 of the listing agreement, Mrs Veena Dadwal ( DIN 07118595) who was appointed as an Additional Director by the Board of Directors with effect from 31-03-2015 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs Veena Dadwal as a candidate for the office of a director of the Company, be and is hereby appointed as Non Executive Independent Director of the Company not liable to retire by rotation for a period of five years commencing from 30<sup>th</sup> September 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 149,150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Mr. Ashok Kumar Gupta (DIN 05209252) who was appointed as an Additional Director by the Board of Directors with effect from 31-03-2015 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashok Kumar Gupta as a candidate for the office of a director of the Company, be and is hereby appointed as Non Executive Independent Director of the Company not liable to retire by rotation for a period of five years commencing from 30<sup>th</sup> September 2015 "

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

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

**"RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the payment of remuneration of Rs. 2 Lacs per annum plus service tax as

## Notice

applicable and reimbursement of actual travel and out-of-pocket expenses, if any, to M/s V.Kumar & Associates, Cost Accountant (Registration Number FRN 100137) for audit of the cost accounting records of the Company for the Financial Year 2015-16.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

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

**"RESOLVED THAT** pursuant to Section 62 or any rules made thereunder and/ or other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the enabling provisions of the memorandum and Articles of Association of the Company and subject to the regulations/rules/guidelines issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI"), Stock Exchanges, Government of India, Reserve Bank of India (hereinafter referred to as "RBI"), and subject to such conditions and modification as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/ or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") and 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) consisting of one or more members of the Board and/or one or more officials of the Company appointed by the Board in this behalf which the Board may constitute to exercise power of the Board) and in order to fulfill the requirements of and give effect to the proposal with the scheme approved by the lenders of the company and on the terms set out in the letter of approval, the consent of the members of the company be and is hereby accorded to the Board to create, offer, issue and allot up to **3817712** number of equity shares of par value of Rs.2/- each fully paid (hereinafter referred to as "equity shares") on preferential basis at a price of Rs. 17.50/- per share (including Rs. 15.50 as premium) which is not less than the price determined in accordance with the pricing formula given in the SEBI (ICDR) Regulations 2009 for an aggregate consideration of Rs. 66809960/- (Rupees six crore sixty eight lacs nine thousand nine hundred sixty only) based on relavent date i.e. December 27, 2012 to the following promoters, Promoters Group (hereinafter colletivilly referred as proposed allotes) 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 :-

S. No.	Name	No. of Shares proposed to be allotted
1	GM Portfolio Pvt. Ltd	2000000
2.	SRM Portfolio Pvt. Ltd	1189142
3	VRM Portfolio Pvt. Ltd	628570
	<b>Total</b>	<b>3817712</b>

**FURTHER RESOLVED THAT**

1. 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. 27th December, 2012.
2. 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
3. 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 authorised to give effect to the above resolution 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 question, 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 Bombay Stock Exchanges (BSE) Limited and the National Stock Exchange of India Limited (NSE) and that the Board be and is hereby authorized 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 Allotteess 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 dematerialized securities account.

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**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 resolution."

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item Nos 04-08 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A form of Proxy and Admission Slip is enclosed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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 Meeting.
6. 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 Meeting.
7. The Register of Members and Share Transfer Books will remain closed from Tuesday, 22nd September 2015 to Wednesday 30th September 2015 (both days inclusive) for the purpose of Annual General Meeting.
8. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares,

payment of dividend etc. will be attended to and processed at the office of Registrar & Share Transfer Agent (RTA) viz. M/s Alankit Assignments Limited, 2-E/21, Jhandewalan Extension, New Delhi-110055. For contact details, of the RTA's, please refer to Corporate Governance Report in the Annual Report.

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's RTA's.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's RTA's for assistance in this regard.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA's, for consolidation into a single folio.
12. Members attending the Annual General Meeting are requested to bring their copies of Annual Report along with the duly filled attendance slip as no copy of Annual Report will be distributed there.
13. The members who are interested to avail of nomination facility may obtain the necessary application from the Share Transfer Agents.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
15. Non-Resident Indian Members are requested to inform RTA immediately of:

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- (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  - 16. The queries, if any, on the Annual Report should be sent to the Company at its registered office in such a way that the Company will receive the same at least 7 (seven) days before the Annual General Meeting.
  - 17. As required under Clause 49 of the Listing Agreement with the stock exchanges, the relevant details of persons seeking appointment / reappointment as directors are furnished in the Annual Report.
  - 18. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results.
  - 19. Transfer of dividend: Those members who have not so far encashed their dividend warrants for the year 2007-08, 2008-09, 2009-10 and 2010-11 may claim or approach the Company for payment thereof as the same will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 125 of the Companies Act, 2013. Details of Dividend for Financial Year from 2007-08 to 2010-11 are given below :
- | <b>Financial Year</b> | <b>Declared on</b> | <b>Dividend percentage</b> | <b>Amount per Share (Rs.)</b> |
|-----------------------|--------------------|----------------------------|-------------------------------|
| 2007-08               | 26-19-2008         | 20                         | 0.40                          |
| 2008-09               | 24-09-2009         | 20                         | 0.40                          |
| 2009-10               | 30-09-20010        | 20                         | 0.40                          |
| 2010-11               | 26-09-2011         | 20                         | 0.40                          |
- 20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participants to enable us to send you the communications via email.
  - 21. **General instructions for e-voting** - As mandated by SEBI, the Company has extended the facility for e-voting to its shareholders in respect of all the items placed for

consideration at the AGM. The complete details of the instructions for e-voting are annexed to this notice.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **For Item No. 4**

Prof. Arun Deep Ahluwalia was appointed as Additional Director w.e.f 31<sup>st</sup> March 2015 to hold office up to this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), signifying his intention to propose Prof. Arun Deep Ahluwalia for the office of Director. Prof. Ahluwalia if appointed, will not be liable to retire by rotation.. His brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of this notice.

On the basis of experience / expertise declared by Prof. Arun Deep Ahluwalia , the Board is of opinion that he has requisite qualifications to act as an Independent Directors of the Company. In terms of sections 149, 150, 152 and other related provisions of the Companies Act, 2013 read with the rules made there under, Prof. Ahluwalia being eligible and offering himself to be appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from September 30th, 2015. Prof. Ahluwalia has given declarations that he fulfils the conditions specified under section 149 (6) of the Companies Act 2013 read with the rules made there under for his appointment as Independent Director, and also that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Prof. Arun Deep Ahluwalia, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

#### **For Item No. 5**

Mrs Veena Dadwal was appointed as Additional Director w.e.f 31<sup>st</sup> March 2015 to hold office up to this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), signifying his intention to propose Mrs Veena Dadwal for the office of Director. Mrs Veena Dadwal if appointed, will not be liable to retire

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by rotation. Her brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of this notice.

On the basis of experience / expertise declared by Mrs Dadwal , the Board is of opinion that she has requisite qualifications to act as an Independent Directors of the Company. In terms of sections 149, 150, 152 and other related provisions of the Companies Act, 2013 read with the rules made there under including Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014, and provisions of clause 49 of the listing agreement, Mrs Dadwal being eligible and offering herself to be appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from September 30th, 2015. Mrs Veena Dadwal has given declarations that she fulfils the conditions specified under section 149 (6) of the Companies Act 2013 read with the rules made there under for his appointment as Independent Director, and also that she is not disqualified to become a Director under the Companies Act, 2013 and her consent to hold office as Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mrs Veena Dadwal , is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

### For Item No. 6

Mr. Ashok Kumar Gupta was appointed as Additional Director w.e.f 31<sup>st</sup> March 2015 to hold office up to this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), signifying his intention to propose Mr. Ashok Kumar Gupta for the office of Director. Mr. Gupta if appointed, will not be liable to retire by rotation.. His brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of this notice.

On the basis of experience / expertise declared by Mr. Ashok Kumar Gupta, the Board is of opinion that he has requisite qualifications to act as an Independent Directors of the Company. In terms of sections 149, 150, 152 and other related provisions of the Companies Act, 2013 read with the rules made there under, Mr. Ashok Kumar Gupta being eligible and offering himself to be appointed as an Independent Director of the Company for a term of 5

consecutive years commencing from September 30th, 2015. Mr. Gupta has given declarations that he fulfils the conditions specified under section 149 (6) of the Companies Act 2013 read with the rules made there under for his appointment as Independent Director, and also that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Ashok Kumar Gupta, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

### For Item No. 7

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 04-05-2015, the Board of Directors of the Company has considered and approved appointment of M/s V.Kumar & Associates, Cost Accountants, for the conduct of the Cost Audit of the Company at a remuneration of Rs. 2 Lacs per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2015-16.

The resolution at Item No. 7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise in passing of the said resolution.

### For Item No. 8

As per the Re-structuring sanctioned by the CDR empowerment committee / Master Re-structuring Agreement (MRA) signed with the Banks, the promoters are required to bring in a sum of Rs. 24.29 Crores as

## Notice

promoters' contribution. Out of this, the promoters have already brought in a sum of Rs. 7,29,50,000/- as first tranche during the year and the shares have been allotted to them in proportion to their respective contributions as approved by the shareholders during 27<sup>th</sup> Annual General Meeting.

The promoters have brought in another tranche of contribution amounting to Rs. 66810000 and the Board of Directors of the company (The Board) , had, in accordance with the SEBI ( Issue of Capital and Disclosure Requirement) Regulations, 2009 ( as amended from time to time ) ( SEBI Regulations) , by passing a resolution on 10<sup>th</sup> August 2015, considered and approved, subject to the approval of the members of the company, the proposal to issue 3817712 equity shares in following manner:-

S. No.	Name of the proposed allottee	Category of the proposed allottee	No. of Shares proposed to be allotted
1	GM Portfolio Pvt. Ltd	Promoter	2000000
2.	SRM Portfolio Pvt. Ltd	Promoter	1189142
3	VRM Portfolio Pvt. Ltd	Promoter	628570
<b>Total</b>			<b>3817712</b>

The provisions of section 62 of The Companies Act, 2013 (as amended from time to time) , The SEBI Regulations and the relevant clauses of the listing agreement executed by the company with stock exchanges provide 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 resolution proposed herewith, if passed, enable the company to issue and allot Equity shares on preferential basis to the proposed allottees in compliance with the provisions of letter of approval in the manner and to the extent as stated in the resolutions

The disclosures prescribed under regulation 73 of SEBI Regulations in respect of the Preferential issue are as follows:-

**a) Objects of the Preferential issue:**

The objects of the proposed issue of Equity Shares on preferential basis have already been discussed above.

**b) the proposal of the promoters, directors, their associates and relatives and key management personnel to subscribe to the offer:**

Other than Proposed allottees, no other promoters, directors their associates and relatives and key management personnel intend to subscribe to the said offer. No person belonging to the promoter or promoters 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 as below:-

Sr. No.	Category	Pre-issue		Post Issue	
		No. of Shares	%age of shares held	No. of Shares	% age of Shares held
A	<b>Shareholding of promoter&amp; promoter's group</b>				
i)	GM PORTFOLIO P.LTD	675000	1.34	2675000	4.94
ii)	SRM PORTFOLIO P LTD	650000	1.29	1839142	3.40
iii)	VRM PORTFOLIO P LTD	675000	1.34	1303570	2.41
iv)	Other promoters & Persons acting in concert	24272692	48.21	24272692	44.81
	<b>Total Promoter holding</b>	<b>26272692</b>	<b>52.18</b>	<b>30090404</b>	<b>55.56</b>
B	<b>Non Promoter holding</b>				
a)	Banks, Financial Institutions (Center/ State Govt. Inst./Non Govt Institutions)	1706109	3.39	1706109	3.15
b)	Corporate Bodies	7269660	14.44	7269660	13.42
c)	Indian Public & Others	15098480	29.99	15098480	27.87
	<b>Non- Promoter holding</b>	<b>24074249</b>	<b>47.82</b>	<b>24074249</b>	<b>44.44</b>
	<b>GRAND TOTAL(A+B)</b>	<b>50346941</b>	<b>100.00</b>	<b>54164653</b>	<b>100.00</b>

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Note- 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- preferential shareholding pattern was prepared.

**d) Time within which the allotment shall be completed:**

The Board proposes to allot the equity shares on receipt of all necessary approvals from any statutory/ regulatory authority as applicable to present issue as per SEBI regulations.

**e) The identity of the proposed allottees, and the percentage of post preferential issued capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

All the proposed allottees falls under Promoter group category.

Equity shares are proposed to be allotted to

- 1) GM Portfolio Pvt. Ltd, is a promoter group company . Dr. Gopal Munjal , Smt Neeta Munjal are the promoters of the company and are the ultimate beneficial owners of the shares to be allotted to this company.Dr. Gopal Munjal and Smt Neeta Munjal are Promoters/ Directors of the allottee company. Presently, both Dr. Gopal Munjal and Smt Neeta munjal together with their associates hold 53.20% of shareholding of the allottee company. No other entity directly or in-directly holds more than 25% or more in the Company.
- 2) SRM Portfolio Pvt. Ltd, which is a promoter group company. Sh. S.R.Mehta, Smt Ravi Mehta are the promoters of the company and are the ultimate beneficial owners of the shares to be allotted to this company. Sh. S.R.Mehta , Smt. Ravi Mehta & Smt Neera Mehta are Promoters/ Directors of the allottee company and together with their associates holds 44.31% of shareholding of the allottee company. No other entity directly or in-directly holds more than 25% or more in the Company.
- 3) VRM Portfolio Pvt. Ltd, which is a promoter group company. Dr. V.R..Mehta, Smt Meenakshi Mehta, the promoters of the company are the ultimate beneficial owners of the shares to be allotted to this company. Dr. V.R.Mehta and Smt Meenakshi Mehta are Promoters/ Directors of the allottee company. both Dr. V.R.Mehta and Smt Meenakshi Mehta together with their associates holds 39.3% of shareholding

of the allottee company. No other entity directly or indirectly holds more than 25% or more in the Company.

The proposed issue of securities would not result in any change in the control of your company. However, there will be consequential changes in the voting rights/ shareholdings of the company after the proposed allotment of equity shares as detailed at para (c) above.

Details of their pre and post acquisition shareholding would be as under:

Name of proposed allottee	Pre- Issue holding (No. of shares)	%age of Capital	Post Issue Holding (No. of shares)	%age to the expanded capital
i) GM Portfolio Pvt. Ltd	675000	1.34	2675000	4.94
ii) SRM Portfolio Pvt. Ltd	650000	1.29	1839142	3.40
iii) VRM Portfolio Pvt. Ltd	675000	1.34	1303570	2.41

**f) Pricing of the issue**

The proposed issue of shares will be priced at a price which shall be over and above the minimum pricing calculated on the basis of relevant date i.e. 27th December 2012, which is the date of approval of the Corporate Debt Restructuring package by the CDR empowered group under the Corporate Debt Restructuring frame work of Reserve Bank of India, in terms of SEBI (ICDR) Regulations.

**g) Undertakings by the company**

The Company undertakes that it shall re-compute the price of the equity shares in terms of the provisions 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-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.

## Notice

### **Other Terms applicable to the Equity Issue**

- The equity shares shall be subject to lock-in as per 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.

The above proposal is in the interest of the company and your directors recommend the resolution as special resolution for your approval.

Except Mr. S.R.Mehta, Dr. V.R.Mehta, Mr. Rishav Mehta Dr. Gopal Munjal, Mr. N.R.Munjal and their relatives, none of other directors or Key managerial personnel or their relatives are concerned or interested in this resolution

### **PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED**

- Name of Director** : **Mr. Himanshu Jain**  
**Date of Birth** : 17<sup>th</sup> August 1982  
**Qualifications** : Graduate  
**Expertise** : Project Planning, Leading, monitoring & control

Directorships held in other Companies (Excluding foreign Companies)

- Essix Biosciences Limited
- Ind Swift Laboratories Limited
- AKJ Portfolios Private Limited
- 3M Advertisers & Publishers Ltd.
- Fortune India Constructions Ltd
- Dashmesh Medicare Pvt. Ltd

Committee Memberships ,if any, with Position

- Ind Swift Limited

Name of Committee	Designation
Stakeholders Relationship Committee	Member

- Ind Swift Laboratories Limited

Name of Committee	Designation
Sub Committee	Member

Shareholding in the Company: 495300

Relationship inter-se between other Directors: NIL

- Name of Director** : **Prof. A.D.Ahluwalia**  
**Date of Birth** : 15th November 1949  
**Qualifications** : Ph.D  
**Expertise** : An distinguished academic scholar, he has worked with various Govt. departments and Educational Institutes at prestigious positions. He is actively associated with various educational institutions, environment organizations, NGO's etc regarding proper and optimum use of geosciences. With his total professional and academic background, Prof. Ahluwalia is known as an educationist, environmentalist and social worker.

Directorships held in other Companies (Excluding foreign Companies) NIL

Committee Memberships ,if any, with Position NIL

Shareholding in the Company: Nil

Relationship inter-se between other Directors: Nil

- Name of Director** : Prof. Veena Dadwal  
**Date of Birth** : 3rd February 1950  
**Qualifications** : Msc. Ph. D  
**Expertise** : She is presently Professor in Geology, Panjab University Chandigarh. Prof. Dadwal is eminent scholar, educationist having specializations in Geochemistry, Analytical Techniques and Medical Geology. In her vast commendable career as educationist, she has supervised the analytical work of many Ph. D and M. Phil scholars, besides contributing her expert services in academic , fieldwork and administration.

Directorships held in other Companies (Excluding foreign Companies)

- Velox Industries Ltd : Additional Director  
 Committee Memberships ,if any, with Position : Nil  
 Shareholding in the Company: Nil  
 Relationship inter-se between other Directors: Nil

- Name of Director** : Mr. Ashok Gupta  
**Date of Birth** : 4th August 1950  
**Qualifications** : M.A.(Economics) , CAIIB  
**Expertise** : Mr. Gupta has vast experience in Banking Operations, Business development, client relationship Management and Team Management in the Banking Sector. He has served in preseigous senior level position in Nationalised Banks.

Directorships held in other Companies (Excluding foreign Companies)

1. Yencon Joint Ventures Pvt. Ltd. : Director  
Committee Memberships, if any, with Position: NIL  
Shareholding in the Company: Nil  
Relationship inter-se between other Directors: Nil

## SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27<sup>th</sup> September 2015 at 10.00 a.m. and ends on 29<sup>th</sup> September 2015 at 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 23<sup>rd</sup> September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
(vii)	After entering these details appropriately, click on "SUBMIT" tab.
(viii)	Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(ix)	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
(x)	Click on the EVSN for the relevant <Company Name> on which you choose to vote.
(xi)	On the voting page, you will see "RESOLUTION

DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the 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.
- (xvii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 27<sup>th</sup> August 2015 may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**By order of the Board of Directors**

**Place : Chandigarh**

**Date : 10.08.2015**

**(R.K. Sood)  
Company Secretary**

...Because Life is Precious



## Notes

## Notes



## ATTENDANCE SLIP



**Ind-Swift Ltd**

CIN NO: L24230CH1986PLC006897

**REGD. OFFICE:** 781, INDUSTRIAL AREA, PHASE-II, CHANDIGARH-160002

Email: [corporate@indswift.com](mailto:corporate@indswift.com), website: [www.indswiftltd.com](http://www.indswiftltd.com)

**Annual General Meeting- September 30, 2015**

Registered Folio No./ DP ID No. / Client ID No.

Number of shares held

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

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at PHD House, PHD Chamber of Commerce & Industry, Sector 31, Chandigarh (India), on Wednesday, September 30, 2015, at 3.30 p.m. IST.

Name of the member / proxy

(in BLOCK letters)

.....  
Signature of the member / proxy

**Note - PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**



.....

# PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]



**Ind-Swift Ltd**

CIN NO: L24230CH1986PLC006897

REGD. OFFICE: 781, INDUSTRIAL AREA, PHASE-II, CHANDIGARH-160002

Email: corporate@indswift.com, website: www.indswiftltd.com

**Annual General Meeting- September 30, 2015**

**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 the above named Company hereby appoint:

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held at PHD House, PHD Chamber of Commerce & Industry, Sector 31, Chandigarh (India), on Tuesday, September 30, 2014, at 3.30 p.m. and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

<b>Res. No.</b>	<b>Resolution</b>
1.	Adoption of Accounts
2.	Re- appointment of Mr. Himanshu Jain as Director liable to retire by rotation
3.	Appointment of Statutory Auditors
4.	Appointment of Prof. A.D. Ahluwalia as Independent Director
5.	Appointment of Mrs. Veena Dadwal as Independent Director
6.	Appointment of Mr. A.K. Gupta as Independent Director
7.	Appointment of Cost Auditors
8.	Special Resolution to Issue shares to promoters/ promoters group on preferential basis as per CDR requirements.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

**Affix  
Revenue  
Stamp**

Signature of Shareholder

Signature of the Proxy Holder(s)

**Notes:**

- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.





Committing highest standards of ethics & integrity  
...because life is precious.

Corporate Location:



**Ind-Swift Limited**

781, Industrial Area Phase-II, Chandigarh - 160 022 INDIA

Ph.: +91-172-263 8781-2638786, Fax: +91-172-265 2242/265 5406

e mail: [corporate@indswift.com](mailto:corporate@indswift.com)

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