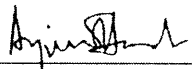


Form A
(Pursuant to Clause 31(a) of Listing Agreement)

1. Name of the Company : Claris Lifesciences Limited
2. Annual financial Statements for the period ended : Stand-alone financial statements for the fifteen months period ended on 31st March 2015
3. Type of Audit Observation : Unqualified
4. Frequency of Observation : Not Applicable
5. To be signed By –

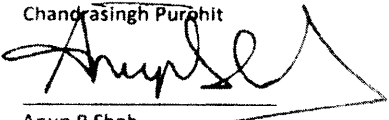
Vice-Chairman & Managing Director


Arjun Handa

Wholetime Director & CFO


Chandrasingh Purohit

Audit Committee Chairman


Anup P Shah

Auditor of the Company

Refer Our Audit Report Dated
May 22nd, 2015 on the stand
alone financial statements of the
company

For, Shah & Shah Associates
Chartered Accountants
FRN: 113742W


Sunil K. Dave
Partner
Membership No. 047236

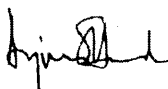
Form A

(Pursuant to Clause 31(a) of Listing Agreement)

1. Name of the Company : Claris Lifesciences Limited
2. Annual financial Statements for the period ended : Consolidated financial statements for the fifteen months period ended on 31st March 2015
3. Type of Audit Observation : Unqualified
4. Frequency of Observation : Not Applicable

5. To be signed By –

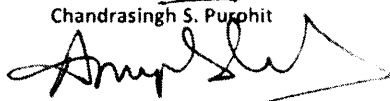
Vice - Chairman & Managing Director


Arjun Handa

Wholetime Director & CFO


Chandrasingh S. Purohit

Audit Committee Chairman


Anup P Shah

Auditor of the Company

Refer Our Audit Report Dated
May 22nd, 2015 on the consolidated
financial statements of the
company.

For, Shah & Shah Associates
Chartered Accountants
FRN: 113742W


Sunil K. Dave
Partner
Membership No. 047236

CLARIS

ANNUAL REPORT 2014-15

Claris Lifesciences Limited

Content

Vice - Chairman & Managing Director's Message	03
Notice	04
Directors' Report	11
Report on Corporate Governance	35
Management Discussion & Analysis	49

Standalone Financial Statements

Auditors' Report	64
Annexure to Auditors' Report	65
Balance Sheet	67
Statement of Profit & Loss	68
Cash Flow Statement	69
Notes forming part of the Financial Statements	71

Consolidated Financial Statements

Auditors' Report	96
Consolidated Balance Sheet	97
Consolidated Statement of Profit & Loss	98
Consolidated Cash Flow Statement	99
Notes forming part of the Financial Statements	101
Information on the Financials of the Subsidiary Companies	119
5 years Financial Highlights	125

Attendance Slip	130
Proxy Form	131

Corporate Information

BOARD OF DIRECTORS

Mr. Surrinder Lal Kapur

Chairman & Non-Executive and Independent Director

Mr. Arjun Handa

Vice - Chairman & Managing Director

Mr. Aditya S. Handa

Non-Executive and Non-Independent Director

Mr. Chetan S. Majmudar

Whole Time Director

Mr. Chandrasingh S. Purohit

Whole Time Director & CFO

Mr. T. V. Ananthanarayanan

Non-Executive and Independent Director

Mr. Anup P. Shah

Non-Executive and Independent Director

Ms. Milina Bose

Additional Non-Executive and Non-Independent Director

COMPANY SECRETARY

Mr. Kirit H. Kanjaria

Sr. VP - Company Secretary & Compliance Officer

STATUTORY AUDITORS

Shah & Shah Associates, Ahmedabad

INTERNAL AUDITORS

KPMG, Ahmedabad

CORPORATE IDENTIFICATION NUMBER

L85110GJ1994PLC022543

REGISTERED & CORPORATE OFFICE

Claris Corporate Headquarters,
Nr. Parimal Railway Crossing,
Ellisbridge, Ahmedabad – 380 006, India
Tel: +91-79-26563331, 66309339
Fax: +91-79-26408053

MANUFACTURING FACILITY

Village: Chacharwadi, Vasna
Taluka: Sanand
Ahmedabad – 382 213, India

BANKERS

1. Canara Bank
2. Indian Overseas Bank
3. Punjab National Bank
4. Andhra Bank
5. Allahabad Bank
6. Central Bank of India
7. Vijaya Bank
8. Barclays Bank Plc

REGISTRAR AND TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
(Unit : Claris Lifesciences Limited)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078.

WEBSITE

www.clarislifesciences.com

INVESTOR SERVICES E-MAIL ID

investorservices.corp@clarislifesciences.com

Vice - Chairman & Managing Director's Message

Dear Stakeholders,

It gives me immense pleasure to reach out to you and share key updates through our Annual Report for the year 2014-15.

The year gone by has witnessed several important strategic advancements in favour of our company's growth. Mobilising our energies and focus on quality products and services, we invested in latest technologies, infrastructure, management systems, and overall organisational development practices.

In our endeavour to become a Group having management and financial resources at the holding company level, we carved out our specialty generic injectables business into a wholly-owned subsidiary called 'Claris Injectables Ltd.' This will help bring management focus on the specialty generic injectables business and grow it into addressing the healthcare needs of the USA, Regulated Markets, and India.

During the year, our focus on the USA business has contributed to the growth of our company, and we continue to work towards a 100 ANDAs pipeline. I am happy to confirm that we are on track to achieve this milestone with a total filing of 43 ANDAs in the USA, out of which 13 are approved and have been commercialised for sales. This year, we have stressed on improving the manufacturing processes at the plant, and have introduced automation in the non-critical areas, like packaging. While the critical areas are quite automated, the automation in non-critical areas will result into a reduction in human intervention and errors resulting from it, which in turn will ensure efficiency and increased productivity at the plant.

We strive to maintain the highest standards in quality and continue to improve upon this by benchmarking the company with the requirements from the topmost regulatory agencies in the world. During the year, we introduced automatic control mechanism in our quality testing labs with software applications like Chromolen. This will ensure that the quality requirements of the regulatory bodies are met at all times and the integrity of the data that is generated is constantly maintained.

During the 15-month period ended on March 31, 2015, our income from net sales stood at Rs. 78,011 lacs, of which 95% of the total revenues were from the international markets.

Our company remains at the forefront in the injectables industry, which is manifested in several ways as our approach has always been to develop progressive, cutting-edge, and sustainable products with an unrelenting focus on quality.



Arjun Handa
Vice - Chairman & Managing Director

Our approach has always been to develop progressive, cutting-edge, and sustainable products with an unrelenting focus on quality.

Our robust people practices were once again recognised by the industry experts and we were declared one of the 'Best Places to Work' and one among the Industry Best workplaces in 'Healthcare' for the 5th time on the trot. This acknowledges yet again our unswerving belief that 'people are everything'.

I extend my gratitude to all the stakeholders for continued trust, support, and belief in the company time and again, as Claris walks the extra mile to expand the horizons and bring world-class life saving products within easy reach of all.

Arjun Handa
Vice - Chairman & Managing Director

Notice

CLARIS LIFESCIENCES LIMITED

Regd. Office: Claris Corporate Headquarters,
Near Parimal Railway Crossing, Ellisbridge,
Ahmedabad – 380 006, India
Tel. : +91-79-26563331, 66309339
Fax: +91-79-26408053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543

Notice is hereby given that the Twentieth Annual General Meeting ("AGM") of the Members of **CLARIS LIFESCIENCES LIMITED** will be held on Wednesday, September 23, 2015 at 12.00 Noon at Ahmedabad Management Association, J. B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 comprising of the Balance Sheet as at March 31, 2015, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya S. Handa (DIN: 00308513), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Shah & Shah Associates, Chartered Accountants (Firm Registration No. 113742W), Ahmedabad as the Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 113742W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fifth Annual General Meeting of the Company (i.e. F. Y. 2015-16 to F. Y. 2019-2020), subject to ratification by the members at every Annual General Meeting at a remuneration plus out of pocket expenses as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Ms. Milina Bose (DIN: 02204540) as a Director on the Board of the Company.

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 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Milina Bose (DIN: 02204540), who was appointed as an Additional Non-Executive and Non-Independent Director of the Company with effect from August 11, 2014 on the Board of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing along with requisite deposit proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

5. To re-appoint Mr. Arjun Handa (DIN: 00159413) as a Vice – Chairman & Managing Director of the Company and fixation of remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, if necessary, Mr. Arjun Handa (DIN: 00159413) be and is hereby re-appointed and designated as Vice – Chairman & Managing Director of the Company, for a further period of 3 years commencing from September 26, 2014 to September 25, 2017 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration to Mr. Arjun Handa, notwithstanding that in any financial year during his tenure as Vice – Chairman & Managing Director, the Company has no profits or inadequate profits."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites,

Notice

allowances etc. payable to Mr. Arjun Handa within such prescribed limit or ceiling and as agreed between the Company and Mr. Arjun Handa without any further reference to the members in the General Meeting."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

6. To re-appoint Mr. Chandrasingh S. Purohit (DIN: 00199651) as a Whole Time Director and Chief Financial Officer of the Company and fixation of remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government, if necessary, Mr. Chandrasingh S. Purohit (DIN: 00199651) be and is hereby re-appointed and re-designated as a Whole Time Director and Chief Financial Officer of the Company, for a further period of 3 years commencing from July 3, 2015 to July 2, 2018 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration to Mr. Chandrasingh S. Purohit, notwithstanding that in any financial year during his tenure as a Whole Time Director, the Company has no profits or inadequate profits."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Chandrasingh S. Purohit within such prescribed limit or ceiling and as agreed between the Company and Mr. Chandrasingh S. Purohit without any further reference to the members in the General Meeting."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

7. To ratify / approve the material related party transactions of the Company.

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

"RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement entered with the Stock Exchange, consent of the members be and is hereby accorded for ratification / approval of material contracts / arrangements entered into by the Company with Related Party as defined under Section 2(76) of the Companies Act, 2013, is set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

8. To ratify the remuneration payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditor of the Company for the financial year ended on March 31, 2015.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3.13 Lacs plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, as recommended by the Audit Committee of the Company and as approved by the Board of Directors of the Company, payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad, for conducting cost audit relating to Pharmaceutical Activity of the Company for the financial year ended on March 31, 2015 be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Place: Ahmedabad
Date: May 22, 2015

Registered Office:
Clarix Corporate Headquarters,
Nr. Parimal Railway Crossing,
Ellisbridge, Ahmedabad 380006, India
Tel. : +91-79-26563331, 66309339
Fax: +91-79-26408053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543

By order of the Board of Directors
For Clarix Lifesciences Limited

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer

Notice

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD BRING THEIR DULY FILLED ATTENDANCE SLIP ATTACHED HERewith TO ATTEND THE MEETING.
A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. A Member of the Company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his proxy unless such other person is also a Member of the Company.
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of the Annual Report would be made available at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 19, 2015 to September 23, 2015 (both days inclusive).
7. The brief profile of the Directors proposed to be appointed / re-appointed is given in the section "Report on Corporate Governance" forming part of this Annual Report.
8. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours upto and including the date of the AGM.
9. The shares of the Company are at present listed with BSE Limited. The listing fee for the financial year 2015-2016 has been paid to BSE Limited before the due date.
10. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in the prescribed Form No. SH-13 and for cancellation / variation in nomination in the prescribed Form No. SH-14 to the Registrar and Transfer Agent of the Company.
11. The Notice along with the Annual Report will be sent electronically indicating the process and manner of e-voting to the Members whose e-mail addresses are registered with the depository participants /Company. The physical copy of the Notice along with the Annual Report has been sent to those Members whose e-mail addresses are not registered with the depository participants/Company indicating the process and manner of e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2015, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website www.clarislifesciences.com

12. In terms of the Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend, etc. to the Members.

Accordingly, Members holding securities in demat mode are requested to update their bank details with their depository participants and the Members holding securities in physical form are requested to send a request to the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company.

13. Members are requested to inform change in address or bank mandate to their respective depository participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the Member for receiving all communication in future.
14. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the AGM so as to enable the management to keep the information available at the AGM.
15. Members wishing to claim dividend, for the previous financial years remaining unclaimed/unpaid, are requested to correspond with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company. Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, as per the Section 124 of the Companies Act, 2013, be transferred to Investor Education and Protection Fund.

Notice

Members who have neither received nor encashed their dividend warrant(s) for the previous financial years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

16. Voting through electronic means:-

I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote at the 20th AGM by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instruction for e-voting given below :

A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company/Depository Participants(s)]:

- (i) Open e-mail and open PDF file viz; "Claris Annual Report e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Claris Lifesciences Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdoshiac@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E-Voting Event Number)
USER ID
PASSWORD/PIN
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II. The remote e-voting period commences on Saturday, September 19, 2015 (10.00 AM) to Tuesday, September 22, 2015 (5.00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 16, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com

IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 16, 2015.

VII. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Wednesday September 16, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Notice

- IX. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. Mr. Ashish C. Doshi, Company Secretary in practice has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting by Ballot Paper and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.clarislifesciences.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall immediately be forwarded to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

The Board of Directors at their meeting held on August 11, 2014 has appointed Ms. Milina Bose as an Additional Non-Executive and Non-Independent Director of the Company w.e.f August 11, 2014. Pursuant to Section 161 of the Companies Act, 2013 and rules thereunder, she holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing her candidature for the office of Director of the Company along with the deposit of requisite amount.

Brief resume and other details of Ms. Milina Bose proposed to be appointed as a Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The Board considers that the appointment of Ms. Milina Bose as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office will be liable to retire by rotation.

Except Ms. Milina Bose to whom the resolution relates and her relatives (to the extent of their shareholding interest in the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO. 5

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 11, 2014 re-appointed and designated Mr. Arjun Handa as Vice – Chairman & Managing Director of the Company for period of 3 years w.e.f. September 26, 2014, keeping in view his contribution in the overall growth of the Company and his leadership qualities supported by experience.

Brief resume and other details of Mr. Arjun Handa proposed to be re-appointed as Vice – Chairman & Managing Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The brief particulars of his remuneration and terms and conditions are as under:-

Name and Designation: Mr. Arjun Handa, Vice – Chairman & Managing Director

Period of Appointment : September 26, 2014 to September 25, 2017

Salary: Rs. 25,00,000/- (Rupees Twenty Five Lacs) per month.

Annual Increment: The Board will grant annual increments from time to time up to 40% of the last drawn salary to be decided by the Board of Directors and revise the Salary within the aforesaid range by granting one or more increments in the above scale, having regard to the merits and performance.

Perquisites: Besides the above salary, Mr. Arjun Handa shall be entitled to the following perquisites:

- (a) Perquisites including allowances in such form and to such extent as per the Company's Policy.
- (b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent of these either singly or taken together are not taxable under the Income tax Act, gratuity payable as per the Company's Policy and leave and encashment of leave at the end of his tenure as per the Company's Policy applicable to senior management and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Notice

If, in any financial year, the Company has no profits or its profits are inadequate, then in such event, notwithstanding the provisions of Schedule V to the Companies Act, 2013 but subject to the approval of the Central Government as may be required, the remuneration as set out above, will be paid as minimum remuneration.

Other terms:

- (a) Reimbursement of entertainment and/or traveling, hotel and other expenses actually incurred by him in the performance of duties.
- (b) Mr. Arjun Handa shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees so long as he functions as the Vice – Chairman & Managing Director of the Company.
- (c) Subject to the provisions of the Companies Act, 2013, Mr. Arjun Handa will liable to retire by rotation.
- (d) The re-appointment may be terminated by either party giving to the other party a notice as per the Company's Policy.
- (e) In the event of any dispute or difference arising at any time between Mr. Arjun Handa and the Company in respect of the Agreement or the construction thereof, the same will be submitted to and be decided by Arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice except Mr. Arjun Handa, to whom the resolution relates and Mr. Aditya S. Handa being the Director of the Company and relative of Mr. Arjun Handa.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 6

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on May 22, 2015 re-appointed and re-designated Mr. Chandrasingh S. Purohit as a Whole Time Director and Chief Financial Officer ("CFO") of the Company for period of 3 years w.e.f. July 3, 2015, keeping in view his performance and past experience in the pharmaceutical industry.

Brief resume and other details of Mr. Chandrasingh S. Purohit proposed to be re-appointed as a Whole Time Director and CFO of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The brief particulars of his remuneration and terms and conditions of the agreement are as under:

Name and Designation: Mr. Chandrasingh S. Purohit, Whole Time Director and Chief Financial Officer

Period of Appointment: July 3, 2015 to July 2, 2018

Salary: Rs. 8,00,000/- (Rupees Eight Lacs) per month.

Annual Increment: The Board will grant annual increments from time to time up to 40% of the last drawn salary to be decided by the Board of Directors and revise the Salary within the aforesaid range by granting one or more increments in the above scale, having regard to the merits and performance.

Perquisites: Besides the above salary, Mr. Chandrasingh S. Purohit shall be entitled to the following perquisites:

- (a) Perquisites including allowances in such form and to such extent as per the Company's Policy.
- (b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent of these either singly or taken together are not taxable under the Income tax Act, gratuity payable as per the Company's Policy and leave and encashment of leave at the end of his tenure as per the Company's Policy applicable to senior management and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If, in any financial year, the Company has no profits or its profits are inadequate, then in such event, notwithstanding the provisions of Schedule V to the Companies Act, 2013 but subject to the approval of the Central Government as may be required, the remuneration as set out above, will be paid as minimum remuneration.

Other terms:

- (a) Reimbursement of entertainment and/or traveling, hotel and other expenses actually incurred by him in the performance of duties.
- (b) Mr. Chandrasingh S. Purohit shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees so long as he functions as the Whole Time Director and CFO of the Company.
- (c) Subject to the provisions of the Companies Act, 2013, Mr. Chandrasingh S. Purohit will liable to retire by rotation.
- (d) The re-appointment may be terminated by either party giving to the other party a notice as per the Company's Policy.
- (e) In the event of any dispute or difference arising at any time between Mr. Chandrasingh S. Purohit and the Company in respect of the Agreement or the construction thereof, the same will be submitted to and be decided by Arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

Notice

Except Mr. Chandrasingh S. Purohit and his relatives (to the extent of their shareholding interest in the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 7

The Company has entered into following material related party transaction with the Related Party during the year under review:

Name of Related Party	Claris Otsuka Private Limited (formerly known as Claris Otsuka Limited)
Nature of relationship	Associate company
Nature of transaction	Purchase of Goods
Amount of Transaction during the year (Rupees in Lacs)	21,597.27
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Related parties interested, if any	Mr. Arjun Handa, Director

Pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange and subject to other approvals, consent of the members is required for the ratification / approval of the material contracts / arrangements as stated above entered into by the Company with related party.

As per Clause 49 of the Listing Agreement, related parties of the Company shall abstain from voting on the above resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except as mentioned above and Mr. Aditya S. Handa being the Director of the Company and relative of Mr. Arjun Handa.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 8

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as a Cost Auditor of the Company for conducting the cost audit for the financial year ended on March 31, 2015 on the remuneration as mutually agreed between the Board of Directors and Auditors.

Based on the recommendation of the Audit Committee the Board has approved Rs. 3.13 Lacs plus service tax as applicable and reimbursement of actual and out of pocket expenses as remuneration payable to Cost Auditors of the Company based on the quantum of work involved in the audit process for the financial year ended on March 31, 2015.

Pursuant to the provision to Section 148 of the Companies Act, 2013 and rules thereunder, the remuneration payable to the Cost Auditor is required to be approved / ratified by the members at the General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

Place: Ahmedabad
Date: May 22, 2015

Registered Office:
Clariss Corporate Headquarters,
Nr. Parimal Railway Crossing,
Ellisbridge, Ahmedabad 380 006, India
Tel. : +91-79-2656 3331, 6630 9339
Fax: +91-79-2640 8053
Website: www.clarisslifesciences.com
CIN: L85110GJ1994PLC022543

By order of the Board of Directors
For Clariss Lifesciences Limited

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer

Director's Report

Dear Members,

Your Directors are pleased to present the Twentieth Annual Report of the Company covering the operating and financial performance for the fifteen months period ended on March 31, 2015.

CHANGE IN FINANCIAL YEAR

Pursuant to the provisions of Section 2(41) of the Companies Act, 2013, the Company has changed its financial year from *January-December to April-March* in its Board Meeting held on November 8, 2014. Consequently, the current financial year is of fifteen months period from January 1, 2014 to March 31, 2015. Hence these figures, are not comparable with those of the previous financial year ended on December 31, 2013.

FINANCIAL RESULTS

The financial highlights of the Company on Consolidated and Standalone basis are as below:

(Rupees in Lacs)

Particulars	Consolidated		Standalone	
	For the Fifteen Months Period ended on March 31, 2015	For the Financial Year ended on December 31, 2013	For the Fifteen Months Period ended on March 31, 2015	For the Financial Year ended on December 31, 2013
Total Revenue	88,605.58	71,120.11	79,853.93	68,152.69
Profit before Interest, depreciation, Exceptional items and tax	24,177.68	20,997.41	16,260.83	19,821.10
Finance Costs	4,826.04	5,219.45	3,104.40	5,210.12
Depreciation & Amortisation	4,904.83	6,535.38	2,957.56	5,796.11
Exceptional Item	-	1,505.98	523.03	1,505.98
Profit before tax	14,446.81	10,748.56	10,721.90	10,320.86
Provision for tax	(1,220.36)	2,207.71	(3,147.06)	2,199.01
Profit after tax	15,667.17	8,540.85	13,868.96	8,121.85
Share in Loss of Associate	(719.18)	(99.87)	-	-
Net Profit / (Loss) after taxes and share in loss of associates	14,947.99	8,440.98	13,868.96	8,121.85
Balance brought forward from previous year	65,585.07	64,703.67	47,447.84	46,885.57
Balance available for Appropriation				
Proposed dividend	-	5,743.60	-	5,743.60
Corporate tax on dividend	-	976.12	-	976.12
Tax on dividend of earlier year	-	9.86	-	9.86
Transfer to General Reserve	-	830.00	-	830.00
Balance carried to Balance Sheet	80,533.06	65,585.07	61,316.80	47,447.84

RESULTS OF OPERATIONS AND STATE OF COMPANY AFFAIRS

Your Company has delivered another year of strong performance. During the financial year under review, the Company's total revenue stood at Rs. 88,605.58 Lacs as against Rs. 71,120.11 Lacs in the previous year. As highlighted earlier, previous year's figures are not comparable with current year due to change in financial year as per the Companies Act, 2013.

EBITDA, PBT and PAT reached to Rs. 24,177.68 Lacs, Rs. 14,446.81 Lacs and Rs.14,947.99 Lacs respectively. While EBITDA, PBT and PAT margins stood at 27.28%, 16.32% and 16.87% respectively as against 31.89%, 17.80% and 13.62% respectively in previous year. EPS has increased from Rs. 13.23 in the previous year to Rs. 25.89 in the current year.

Pursuant to slump sale on a going concern basis of Speciality Injectable business of the Company to Claris Injectables Limited (formerly known as Claris Lifesciences International Limited), a wholly owned subsidiary, the Company has booked profit of Rs. 523.03 Lacs at standalone level under the head of Exceptional Item and reversed deferred tax liability worth Rs. 5,179.11 Lacs.

Detailed analysis of the financials has been provided in the "Management Discussion and Analysis" forming part of this Annual Report.

SHARE CAPITAL

During the year under review, the Company has bought back 9,250,000 equity shares of the face value of Rs. 10/- each (representing 14.49% of the total number of the equity share capital of the Company) at a price of Rs. 250 per equity share aggregating to Rs. 23,125 Lacs, on a proportionate basis through the Tender Offer route as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended. In this respect, the approval of the Board of Directors was granted on January 7, 2014 and the approval of members of the Company received through postal ballot, the results of which were declared on March 18, 2014.

In June 2014, after the buy-back and extinguishment of 9,250,000 equity shares, the paid-up equity share capital of the Company reduced from Rs. 638,177,650 to Rs. 545,677,650 comprising of 54,567,765 equity shares of Rs. 10/- each. Pursuant to which the Company has become the subsidiary company of Athanas Enterprise Private Limited. The Company has not made any issue of shares during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AND CHANGE IN NATURE OF THE BUSINESS

During the year under review, in October 2014, the Company has transferred its Speciality Injectable business by way of a slump sale as a "going concern" to its wholly owned subsidiary company i.e. Claris Injectables Limited (formerly known as Claris Lifesciences International Limited) at a consideration of Rs. 55,400 Lacs. In July 2013, the Company had transferred its infusion business for India and Emerging Markets to its joint venture company i.e. Claris Otsuka Private Limited (formerly known as Claris Otsuka Limited) by way of a slump sale as a "going concern", where in the Company continues to hold 20% stake. The Company will concentrate and focus on the strategic – business, financial growth and development of all the businesses in the group. The Company will also continue to handhold and support the Joint venture with Otsuka Pharmaceutical Factory Inc., and Mitsui & Co. Ltd along with the activities for identifying and implementing the strategies required for the long term development of the Company as a group.

Director's Report

There have been no other material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Director's Report.

FUTURE OUTLOOK / GROWTH PLANS

As on October 31, 2014, the Company has transferred its Specialty Injectable business along with all the employees, assets and liabilities pertaining thereto including all licenses, permits, approvals, consents, contracts whatsoever to its wholly owned subsidiary company i.e. Claris Injectables Limited (formerly known as Claris Lifesciences International Limited). The business operations of the subsidiary company are now managed by a dedicated team. This transition will allow the Specialty Injectable business to drive the growth in the future as well. The Company is on track towards 100 ANDAs pipeline in the USA and continue to see a lot of traction of its products in the USA. USA will continue to drive the growth in future as well and is expected to grow at 30-35% CAGR over the next 3-5 years.

This transition will also allow the Company to free up management resources and allocate them to more strategic initiatives like small & mid-sized M&A activities in the pharmaceutical industry and also seek and evaluate new business ideas and opportunities to drive the next phase of growth for the Company.

TRANSFER TO RESERVES / DIVIDEND

During the year under review, the Board of Directors has not recommended any dividend on the equity shares of the Company therefore there was no amount to be transferred to reserves.

DEPOSITS

During the year under review, the Company has neither invited nor accepted any deposits from the public under Section 76 and Chapter V of the Companies Act, 2013.

SUBSIDIARIES AND ASSOCIATES

The Company has four Indian Subsidiaries, fifteen Foreign Subsidiaries and one Associate Company as on March 31, 2015. During the year, the Company has incorporated two foreign companies (i) A wholly owned subsidiary of the Company in Dubai, UAE in the name of "Claris Middle East FZ-LLC" and (ii) A step down subsidiary of the Company in Dubai, UAE in the name of "Elda International DMCC" which in turn is a wholly owned subsidiary of "Claris Middle East FZ-LLC". The Company is also in process of incorporating a wholly owned subsidiary as Non Banking Finance Company with Registrar of Companies, Gujarat.

The consolidated financial statements of the Company and all its subsidiary companies have been prepared and duly audited by the Auditors, forming part of this Annual Report. Pursuant to the Circular No. 08/2014 dated April 4, 2014 of Ministry of Corporate Affairs, a statement containing salient features of the financial statements of the subsidiaries is attached as per the Section 212 of the Companies Act, 1956.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements and related information of the subsidiaries, where applicable, will be available for inspection during working hours at the Company's registered office in Ahmedabad, India, for a period of twenty-one days before the date of the Annual General Meeting. These are also be available on the Company's website www.clarislifesciences.com

As required by Clause 49(V) of the Listing Agreement, the Company has formulated a policy on determining "material subsidiaries" and link thereto is <http://www.clarislifesciences.com/global/Financial/Determining%20Material%20Subsidiaries%20Policy.pdf>

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details of internal financial control, their adequacy are included in the section on "Management Discussion & Analysis" forming part of this Annual Report.

INSURANCE

The assets/ properties of the Company are adequately insured against the loss of fire, riots, earthquake, terrorism, etc and other risks that are considered necessary by the management. Apart from the above, the Company has also Public and Product as well as Director's and Officer's Liability Insurance Policies.

AWARD AND RECOGNITIONS

The Company's growth, innovation and success have aided in winning several accolades and recognitions from various spheres of the industry.

MedAssets Award

Your Company received 'Silver Supplier Award' for the year 2013 from MedAssets, a premium Group Purchasing Organisation in the USA. This award was conferred in April 2014 for the consistent supply of contracted products and market-leading prices. The prestigious MedAssets Supplier Recognition Program provides recognition for suppliers that proactively and consistently bring market-leading pricing, cost-reduction strategies and value extending beyond price to the industry.

Merit Award from State Pharmaceutical Corporation, Sri Lanka

Your Company received Merit Award - Pharmaceuticals from State Pharmaceutical Corporation (SPC), Sri Lanka for the year 2014. Your Company had won Best Supplier's Award in 2010 and Merit Award - Pharmaceuticals in 2011. This award, received in July 2014, from SPC - the largest organisation supplying pharmaceuticals in Sri Lanka - signifies the Company's excellence on various parameters like supplies of different product range, timely delivery, quality compliances, etc.

"India's Best Companies to Work for 2014" Award

Your Company was declared one of the 'Best Places to Work' and one among the Industry Best workplaces in 'Healthcare' for the 5th time on the trot by The Economic Times & Great Place to Work® Institute, India in June 2014. The robust people practices were once again recognised in the 2014 Study, which surveyed about 600 organisations spanning across 20 industries to measure the level of trust, pride and camaraderie among people. This acknowledges yet again the unswerving belief that 'people are everything'.

Director's Report

Greentech Safety Award 2014

Your Company received 'Silver Award' in 13th Annual Greentech Safety Awards 2014 in Pharmaceutical sector for outstanding achievement in Safety Management. This award, bestowed in September 2014 and won for the 2nd time, is a unique form of benchmarking the stringent quality standard & credibility and honouring the proactive practices of the awardees, enhancing their esteem and global stature.

Shram Award 2013-14

Your Company won 'Shram Award 2013-14', constituted by Commissioner of Labour, Govt. of Gujarat to encourage & recognise innovative work done by industrial workmen (technicians) in the field of industrial peace, welfare, and productivity. The award, received in December 2014, was presented to The Company technician Shankar Khaire for his innovation and achievement in increasing productivity.

Merit Certificate in In-house Communication Excellence Awards

Your Company's newsletter 'Claris Quarterly' was awarded 'Certificate of Merit' in In-house Communication Excellence (ICE) Awards 2014, an initiative by Shailaja Nair Foundation. This award, conferred in June 2014, promotes the print medium and recognises & honours the best talent and creativity in, in-house magazines.

Inc. India Innovative 100 List

Your Company found the place in the Inc. India Innovative 100 2013 list, and has been conferred 'Certificate of Excellence' for smart innovation. Inc. India is an Indian version of Inc., a more than 30 years old premier print publication house of New York, which released the first-of-its-kind list in December 2013 issue of monthly business magazine, published by 9dot9 media.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNELS

Mr. Aditya S. Handa, a Non-Executive and Non-Independent Director of the Company, retire by rotation at the conclusion of this Annual General Meeting and being eligible offer himself for re-appointment. A brief resume of Mr. Aditya S. Handa, being the Director retiring by rotation and seeking appointment/re-appointment at the ensuing Annual General Meeting, is given in the section on "Report on Corporate Governance" forming part of this Annual Report.

During the year, the Board of Directors appointed Ms. Milina Bose as an Additional Non-Executive and Non-Independent Director of the Company w.e.f. August 11, 2014. Ms. Milina Bose holds office as an Additional Non-Executive and Non-Independent Director until this Annual General Meeting of the Company, and is eligible for appointment as a Director who is liable for retirement by rotation. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member with requisite deposit signifying his intention to propose the candidature of Ms. Milina Bose for the office of a Non-Executive and Non-Independent Director. A brief resume of Ms. Milina Bose being an Additional Director seeking appointment/re-appointment at the ensuing Annual General Meeting, is given in the section on "Report on Corporate Governance" forming part of this Annual Report.

Mr. Arjun Handa was appointed as Managing Director & CEO of the Company on September 26, 2011 for a period of three years and his term expired on September 25, 2014. The Board of Directors of the Company has re-appointed and designated him as Vice - Chairman & Managing Director of the Company for a further period of three years from September 26, 2014 to September 25, 2017. Mr. Arjun Handa is a Key Managerial Personnel (KMP) of the Company in terms Section 203 (1) of the Companies Act, 2013. A brief resume of Mr. Arjun Handa, being the Director seeking appointment/re-appointment at the ensuing Annual General Meeting, is given in the section on "Report on Corporate Governance" forming part of this Annual Report.

Mr. Chandrasingh S. Purohit was appointed as a Whole Time Director of the Company on July 3, 2012 for a period of three years and his term is expiring on July 2, 2015 and was appointed as the Chief Financial Officer (CFO) of the Company pursuant to the provisions of Section 203(1) of the Companies Act, 2013 and rules thereunder by the Board of Directors at its meeting held on May 9, 2014. The Board of Directors of the Company has re-appointed and re-designated him as a Whole Time Director & CFO of the Company for a further period of three years from July 3, 2015 to July 2, 2018. Mr. Chandrasingh S. Purohit is a Key Managerial Personnel (KMP) of the Company in terms Section 203 (1) of the Companies Act, 2013. A brief resume of Mr. Chandrasingh S. Purohit being the Director seeking appointment/re-appointment at the ensuing Annual General Meeting, is given in the section on "Report on Corporate Governance" forming part of this Annual Report.

Mr. Chetan S. Majmudar, Whole Time Director and Mr. Kirit H. Kanjaria, Company Secretary & Compliance Officer, are other Key Managerial Personnels in terms of Section 203(1) of the Companies Act, 2013.

As on March 31, 2015, the Board of Directors of the Company comprised of eight Directors, one of whom is the Vice - Chairman & Managing Director. The remaining seven Directors comprises of one Chairman who is an Independent Director, two Whole Time Directors, two Non-Executive Directors and two Independent Directors.

DECLARATIONS OF INDEPENDENT DIRECTORS

The Company has received declaration pursuant to Section 149(6) of the Companies Act, 2013 from all its Non-Executive and Independent Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49(II) of the Listing Agreement. These declarations have been placed before and noted by the Board.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors state that:

- (a) In the preparation of the annual accounts for the financial year ended on March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The Board of Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2015 and of the profit and loss of the Company for that period;
- (c) The Board of Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Board of Directors have prepared the annual accounts on a going concern basis.

Director's Report

NUMBER OF MEETINGS OF THE BOARD

During the year under review, seven meetings of the Board of Directors were held. The details of the meetings of the Board of Directors are given in the section on "Report on Corporate Governance" forming part of this Annual Report.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has formed Nomination and Remuneration Committee which has framed Nomination and Remuneration Policy. The Nomination and Remuneration Policy *inter alia* deals with the selection, appointment and remuneration of the Directors, Key Managerial Personnels and other employees of the Company including criteria for determining qualifications, positive attributes, independence and other matters provided in Section 178(3) of the Companies Act, 2013 and Clause 49(IV) of the Listing Agreement. Pursuant to Section 178(4) of the Companies Act, 2013 and Clause 49(IV) and 49(VIII) of the Listing Agreement, the Nomination and Remuneration Policy is given in the section on "Report on Corporate Governance" forming part of this Annual Report.

CODE OF CONDUCT

For Board of Directors and Senior Management Group

The Board of Directors of the Company has laid down a code of conduct for all the Board Members and Senior Management Group of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Its purpose is to conduct the business of the Company in accordance with its value systems, fair and ethical practices, applicable laws, rules and regulations. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the Company.

All the Board Members and Senior Management Group of the Company have affirmed compliance with the code of conduct for the financial year ended on March 31, 2015 as required by Clause 49(II) of the Listing Agreement. A declaration signed by the Vice - Chairman & Managing Director to this effect is attached as a part of this Annual Report. The code of conduct is also available on the website of the Company www.clarislifesciences.com

For Prevention of Insider Trading

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") of the Company. The Code of Fair Disclosure is available on the website of the Company www.clarislifesciences.com

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for adherence to Code. The code of conduct to regulate, monitor and report trading by insiders is also available on the website of the Company www.clarislifesciences.com

BOARD EVALUATION

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee / Board has carried out evaluation of its performance, its Board, Committees and Individual Directors. A structured evaluation feedback form was prepared after taking into consideration the inputs received from the Directors, covering various aspects such as board composition, flow of board process, information and functioning, establishment and determination of responsibilities of Committees, and quality of relationship between the Board and the management. Performance of Individual Directors and the Board Chairman was also carried out in terms of attendance, contribution at the meetings, circulation of sufficient documents to the Directors, timely availability of the agenda, etc.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Clause 49(II) of the Listing Agreement, suitable training to Independent Directors was provided by the Company to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The web link thereto is <http://www.clarislifesciences.com/global/Financial/Familiarization-Programme.pdf>

BOARD COMMITTEES

The Company has six Committees of Board, viz,

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Share Transfer Committee
- (f) Executive Committee

Details of the Committees of the Board vis-à-vis their terms of reference, composition, number of meetings held during the year, etc. are given in the section on 'Report on Corporate Governance' forming part of this Annual Report.

STATUTORY AUDITORS

Pursuant to Section 139 of the Companies Act, 2013 and rules thereunder, M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration Number: 113742W), Statutory Auditors of the Company, hold office till the conclusion of this Annual General Meeting and are eligible for re-appointment for the term of five consecutive years i.e. F. Y. 2015-16 to F. Y. 2019-2020 from the conclusion of Twentieth Annual General Meeting until the conclusion of the Twenty Fifth Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting. Accordingly, the members are requested to appoint M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration Number: 113742W) as Statutory Auditors at the Twentieth Annual General Meeting.

The eligibility certificate pursuant to Section 141 of the Companies Act, 2013 and the rules thereunder is also received from the Statutory Auditors of the Company.

Director's Report

COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 and rules thereunder, the Company has appointed M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as a Cost Auditor for conducting the cost audit for the financial year ended on March 31, 2015. A report on Cost Audit for the financial year ended on March 31, 2015 will be filed with the Central Government in due time period.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and rules thereunder, the Company has appointed SPANJ & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year ended on March 31, 2015. The Secretarial Audit Report for the financial year ended on March 31, 2015 is attached as **Annexure – 1** to the Director's Report and forming part of this Annual Report.

DIRECTOR'S RESPONSE ON AUDITORS' QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their Auditors Report or by the Company Secretary in practice in their Secretarial Audit Report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 and rules thereunder, the extract of the Annual Return in the prescribed Form MGT – 9 is attached as **Annexure – 2** to the Director's Report and forming part of this Annual report.

CORPORATE GOVERNANCE

Pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange, a "Report on Corporate Governance" is given separately as forming part of this Annual Report. Pursuant to Clause 49(X) of the Listing Agreement, the Certificate from Mr. Ashish C. Doshi, practicing company secretary, confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report forming part of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the Clause 49(VIII) of the Listing Agreement with the Stock Exchange, "Management Discussion & Analysis" is given separately forming part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT

Pursuant to Section 186 of the Companies Act, 2013 and the rules thereunder, particulars of loans given, investments made or guarantee given or security provided, have been provided in "Financial Statements" forming part of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provision of Section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of contracts or arrangements with related parties falling within the scope of Section 188(1) of the Companies Act, 2013 given in prescribed Form AOC-2 is attached as **Annexure – 3** to the Director's Report and forming part of this Annual Report.

As required by Clause 49(VII) of the Listing Agreement, the Company has formulated a policy on determining materiality of related party transactions and also on dealing with related party transactions and the same is uploaded on the Company's website and link thereto is <http://www.clarislifesciences.com/global/Financial/Determining%20Material%20Related%20Party%20Transactions%20Policy.pdf>

RISK MANAGEMENT

The Company has established a mechanism to inform the Board Members about the risk assessment and risk minimizations procedures. Based on the suggestions and advice of the Audit Committee and the Board Members, necessary action is taken to mitigate potential risks of the Company. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it and enhance the Company's competitive advantage. This mechanism thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level. The KPMG, Ahmedabad, Internal Auditors of the Company, have a robust audit programme covering vital areas of the risk faced by the Company

The details of the risk faced by the Company and the mitigation thereof have been covered in "Management Discussion & Analysis" forming part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and rules thereunder, the Company has established a vigil mechanism to provide a mechanism for the Directors and employees to report their grievances, concerns about unethical behaviour, actual or suspected fraud, and violation of the Company's Code of Conduct or ethics policy. The mechanism provides adequate safeguards against victimisation of Directors/employees and also provides for a direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Pursuant to Clauses 49(II) of the Listing Agreement, Vigil Mechanism/Whistle Blower Policy is posted on the website of Company and web link thereto is <http://www.clarislifesciences.com/global/Financial/Final%20Vigil%20Mechanism%20Policy-Website%20Updation.pdf>

CORPORATE SOCIAL RESPONSIBILITY

The Board has constituted the Corporate Social Responsibility (CSR) Committee in terms of Section 135 of the Companies Act, 2013 and rules thereunder. The Board of Directors has adopted a CSR policy which *inter alia* contains activities that can be undertaken by the Company for CSR, composition and meetings of the CSR Committee, annual allocation for CSR activities, areas of CSR projects, criteria for selection of CSR projects, modalities of execution/ implementation of CSR projects and monitoring mechanism of CSR activities/ projects. An annual report on the CSR activities of the Company in the prescribed format is attached as **Annexure – 4** to the Director's Report and forming part of this Annual Report. The CSR Policy is available on the website of the Company and link thereto is <http://www.clarislifesciences.com/global/Financial/Corporate-Social-Responsibility-Policy.pdf>

POLICY FOR PREVENTION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

Your Directors further state that during the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Director's Report

PARTICULARS OF EMPLOYEES

The Particulars of employees covered under section 217(2A) of the Companies Act, 1956 and rules thereunder, forms part of this Annual Report. However, as per Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report is being sent to all members excluding the said annexure. Any Member interested in obtaining the particulars may obtain the same in writing to the Company Secretary of the Company or the same is available for inspection at the Registered Office of the Company during the working hours of the Company.

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

The information required under the Companies Act, 2013 as given in Companies (Accounts) Rules, 2014 is attached as **Annexure – 5** to the Director's Report and forming part of this Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS

During the year under review, there were no significant and/or material orders passed by any Court or Regulator or Tribunal, which may impact the going concern status or the Company's operations in future.

ACKNOWLEDGMENTS

The Board of Directors greatly appreciates the commitment and dedication of employees at all levels who have contributed to the growth and success of the Company. We also thank all our clients, vendors, investors, bankers and other business associates for their continued support and encouragement during the year.

We also thank the Government of India, Government of Gujarat, Ministry of Commerce and Industry, Ministry of Finance, Customs and Excise Departments, Income Tax Department and all other government agencies for their support during the year and look forward to their continued support in future.

DISCLAIMER

The Ministry of Corporate Affairs vide its Circular No. 08/2014 dated April 4, 2014 clarified that the financial statements and the documents required to be attached thereto, the Auditor's Report and Director's Report in respect of the financial year commenced earlier than April 1, 2014 shall continue to be governed by the relevant provisions, schedules, rules of the Companies Act, 1956. Accordingly, the financial statements and the Auditor's Report as aforesaid are prepared as per the requirements of the Companies Act, 1956 and the Companies (Accounting Standards) Rules, 2006 as amended). The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. The Company, as per its commitment towards transparency and good governance, has to the extent possible provided the information in the Director's Report and Report on Corporate Governance as per the Companies Act, 2013.

For and on Behalf of the Board of Directors

Arjun Handa
Vice – Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Place : Ahmedabad
Date : May 22, 2015

Annexure-1 to the Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

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

To,
The Members
CLARIS LIFESCIENCES LIMITED
Regd. Off : Claris Corporate Headquarters,
Nr. Parimal Crossing, Ellisbridge,
Ahmedabad - 380006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CLARIS LIFESCIENCES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 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 the Company as per Annexure-A for the Financial Year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) other laws as applicable specifically to the Company broadly covering Product Laws, Pollution Laws, Manufacturing Laws, and other General Laws.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c) to (g) of para (v) mentioned hereinabove during the period under review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (were not notified hence not applicable to the Company during the audit period under review)
- (ii) The Listing Agreement entered into by the Company with the BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned hereinabove. We have relied on the representations made by the Company and its representatives for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company. We have relied on the report of internal as well as statutory auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws however it has been noted from schedule of contingent liabilities read with relevant Notes on Accounts of the current financial statement that there were certain disputed amounts of demand relating to taxes and duties against which the Company had preferred appropriate legal recourse.

We further report that,

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

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

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

Annexure-1 to the Director's Report

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.

We further report that during the audit period of the Company there were no specific events /actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following :

1. During the period under review, the Company has bought back 92,50,000 equity shares of the Company through tender offer route as per the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. Therefore, the equity share capital of the Company stands reduced from 6,38,17,765 equity shares to 5,45,67,765 equity shares.
2. During the period under review, the Company has transferred its specialty injectable business by way of a slump sale as "going concern" to its wholly owned subsidiary company i.e. Claris Injectables Limited as on October 31, 2014 along with all the related assets and liabilities pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Act

Place: Ahmedabad
Date: 22nd May, 2015

Signature:
Name of practicing CS: Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

Note : This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.

Annexure – A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee, Stakeholders Relationship Committee along with Attendance Register held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under viz.
 - Register of Directors & Key Managerial Personnel
 - Register of Directors' Shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members
 - Periodical BENPOSE, Registers of DEMAT/REMAT and records made available from RTA
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and Section 184 of the Act
7. Intimations received from Directors under the The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
8. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the period under report.
10. Documents related to payments of dividend made to its Members during the period under report.
11. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment
12. Various policies framed by the Company from time to time as required under the Act as well as listing agreement/SEBI Regulations as mentioned hereunder.
 - Corporate Social Responsibility Policy
 - Whistle Blower Policy / Vigil Mechanism Policy
 - Policy framed under The Sexual Harassment of women at the work place (Prevention, Prohibition & Redressal), Act, 2013
 - Related Party Transactions Policy
 - Material subsidiary Policy
 - Code of conduct for Directors & Senior Management

Annexure-1 to the Director's Report

Annexure – B

To,
The Members
CLARIS LIFESCIENCES LIMITED
Regd. Off : Claris Corporate Headquarters,
Nr. Parimal Crossing, Ellisbridge,
Ahmedabad - 380006

Sir,

Sub : Secretarial Audit Report for the Financial Year ended on 31st March, 2015

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

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

Place: Ahmedabad
Date: 22nd May, 2015

Signature:
Name of practicing CS: Ashish C. Doshi, Partner
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

Annexure-2 to the Director's Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

for the financial year ended on March 31, 2015

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS	
i CIN	L85110GJ1994PLC022543
ii Registration Date	July 19, 1994
iii Name of the Company	Claris Lifesciences Limited
iv Category/Sub-category of the Company	Public company limited by shares
v Address of the Registered office & contact details	Claris Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad, Gujarat - 380 006. Tel. : +91-79-26563331/66309339 Fax : +91-79-26408053, Email : investorservices.corp@clarislifesciences.com
vi Whether listed company Yes /No	Yes
vii Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited, (Unit: Claris Lifesciences Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai- 400 078. Contact Details: Tel. : +91-22-25946970 Fax: +91-22-25946969, Email : rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below :

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Drugs and Pharmaceuticals	21002 and 46497	90.45

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% holding as on March 31, 2015	Applicable Section as per Companies Act, 2013
1	Athanas Enterprise Private Limited 9th floor, Claris Corporate Headquarters, Near Parimal Railway Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U51909GJ2013PTC075961	Holding	50.13	Section 2(46)
2	Clariss Injectables Limited (formerly known as Clariss Lifesciences International Limited) Clariss Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U24230GJ2005PLC046211	Subsidiary	100.00	Section 2(87)
3	Ogen Nutrition Limited Clariss Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U24230GJ2004PLC045046	Subsidiary	100.00	Section 2(87)
4	Clariss Infrastructure Limited "Corporate Towers", Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U45202GJ2007PLC050061	Subsidiary	100.00	Section 2(87)
5	iCubix Infotech Limited Clariss Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U93090GJ2000PLC038446	Subsidiary	100.00	Section 2(87)
6	Clariss Lifesciences Venezuela C. A Oficina Planta Cuarta, Edificio Centro Empresarial Estadio, Av. El Estadio, Urb. Los Chaguaramos, Zona Postal 1040, Caracas, Venezuela.	NA	Subsidiary	100.00	Section 2(87)

Annexure-2 to the Director's Report

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% holding as on March 31, 2015	Applicable Section as per Companies Act, 2013
7	Claris Produtos Farmaceuticos Do Brasil Limitada AV Ibirapuera, 780, Indianopolis, Sao Paulo, Brasil, Zip Code: 04028-000	NA	Subsidiary	100.00	Section 2(87)
8	PT. Claris Lifesciences Indonesia Graha Atrium, Lantai 10 Suite 1005, Jl. Senen Raya 135 Jakarta 10410, Indonesia	NA	Subsidiary	100.00	Section 2(87)
9	Claris Lifesciences Colombia Limitada Cra. 15, No. 95-35, Oficina. 308 Bogota DC, Colombia	NA	Step-down Subsidiary	100.00	Section 2(87)
10	Catalys Venture Cap Limited C/o. CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 Cybercity, Ebene, Mauritius	NA	Subsidiary	100.00	Section 2(87)
11	Claris Lifesciences Philippines Inc 98 V.A. Rufino Cor. Valero St., Salcedo Village, Makati City, Metro Manila, Philippines	NA	Subsidiary	100.00	Section 2(87)
12	Claris Lifesciences De Mexico SA de CV Leibnitz 14, Despacho 905, Col. Anzures, C.P. 11590, Mexico D.F., Mexico	NA	Step-down Subsidiary	100.00	Section 2(87)
13	Claris Lifesciences & CIA Chile Limitada Av. 11 de Septiembre 2214 of 58, Cerca de Metro estacion Los Leones, Santiago de Chile.	NA	Subsidiary	100.00	Section 2(87)
14	Claris Lifesciences (UK) Limited Golden Gate Lodge, Crewe Hall, Weston Road, Crewe, Cheshire CW1 6ul	NA	Step-down Subsidiary	100.00	Section 2(87)
15	Claris Lifesciences (Aust) Pty. Limited Suite 1 Level 1, 127-133 Burwood Road, Burwood NSW 2134	NA	Step-down Subsidiary	100.00	Section 2(87)
16	Claris Lifesciences Inc. 1445 U.S. Highway 130, North Brunswick, NJ 08902	NA	Step-down Subsidiary	100.00	Section 2(87)
17	Claris Middle East FZ-LLC Premises: Executive Office No. 11 Floor : Ground Bulding: 03, Dubai International Academic City, Dubai, United Arab Emirates	NA	Subsidiary	100.00	Section 2(87)
18	Claris Pharmservices C/o CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 Cybercity, Ebene, Mauritius	NA	Step-down Subsidiary	100.00	Section 2(87)
19	Claris Sterione C/o CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 Cybercity, Ebene, Mauritius	NA	Step-down Subsidiary	100.00	Section 2(87)
20	Elda International DMCC Unit No: 30-01-00-2280, Jewellery & Gemplex 3, Plot No: DMCC-PH2-J&G Plexs, Jewellery & Gemplex, Dubai, UAE	NA	Step-down Subsidiary	100.00	Section 2(87)
21	Claris Otsuka Private Limited (formerly known as Claris Otsuka Limited) 5th Floor, Claris Corporate Headquarters, Nr. Parimal Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat	U24230GJ2012PTC072692	Associate	20.00	Section 2(6)

Annexure-2 to the Director's Report

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of total equity share capital)

i) Categorywise Shareholding

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year January 1, 2014				No. of Shares held at the end of the year March 31, 2015				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/Hindu Undivided Family	-	-	-	-	-	-	-	-	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	38,425,211	-	38,425,211	60.21	33,281,964	-	33,281,964	60.99	0.78
(d)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1)	38,425,211	-	38,425,211	60.21	33,281,964	-	33,281,964	60.99	0.78
2	Foreign									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	38,425,211	-	38,425,211	60.21	33,281,964	-	33,281,964	60.99	0.78
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/UTI	177,371	-	177,371	0.28	-	-	-	-	(0.28)
(b)	Financial Institutions / Banks	757	-	757	0.00	8,248	-	8,248	0.02	0.02
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	9,482,790	-	9,482,790	14.86	7,622,790	-	7,622,790	13.97	(0.89)
(g)	Foreign Venture Capital Investors	7,111,095	-	7,111,095	11.14	6,159,267	-	6,159,267	11.29	0.15
(h)	Qualified Foreign Investors	-	-	-	-	150,988	-	150,988	0.28	0.28
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B) (1)	16,772,013	-	16,772,013	26.28	13,941,293	-	13,941,293	25.55	(0.73)
2	Non-institutions									
(a)	Bodies Corporate	2,856,397	-	2,856,397	4.48	1,121,066	-	1,121,066	2.05	(2.43)
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	2,314,714	3	2,314,717	3.63	3,276,019	2	3,276,021	6.00	2.37

Annexure-2 to the Director's Report

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year January 1, 2014				No. of Shares held at the end of the year March 31, 2015				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	669,988	-	669,988	1.05	835,603	-	835,603	1.53	0.48
(c)	Qualified Foreign Investors-Corporate/ Foreign Portfolio Investor	1,794,800	-	1,794,800	2.81	1,476,051	-	1,476,051	2.70	(0.11)
(d)	Any Other									
i	Non Resident Indians (Repat)	230,133	-	230,133	0.36	183,781	-	183,781	0.34	(0.02)
ii	Non Resident Indians (Non Repat)	209,366	-	209,366	0.33	152,280	-	152,280	0.28	(0.05)
iii	Foreign Companies	-	-	-	-	-	-	-	-	-
iv	Clearing Member	545,140	-	545,140	0.85	299,706	-	299,706	0.55	(0.30)
v	Directors / Relatives	-	-	-	-	-	-	-	-	-
vi	Trusts	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2)	8,620,538	3	8,620,541	13.51	7,344,506	2	7,344,508	13.46	(0.05)
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	25,392,551	3	25,392,554	39.79	21,285,799	2	21,285,801	39.01	(0.78)
	Total (A)+(B)	63,817,762	3	63,817,765	100.00	54,567,763	2	54,567,765	100.00	-
(c)	Shares held by custodians and against which Depository Receipts have been issued									
i	Promoter and Promoter group	-	-	-	-	-	-	-	-	-
ii	Public	-	-	-	-	-	-	-	-	-
	Sub Total (C)	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(c)	63,817,762	3	63,817,765	100.00	54,567,763	2	54,567,765	100.00	-

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year January 1, 2014			Shareholding at the end of the year March 31, 2015			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Athanas Enterprise Private Limited	31,580,679	49.49	-	27,353,580	50.13	-	0.64
2	Abellon Energy Limited	6,844,532	10.73	-	5,928,384	10.86	10.86	0.13
	Total	38,425,211	60.21	-	33,281,964	60.99	10.86	0.78

Annexure-2 to the Director's Report

iii) Change In Promoters' Shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year January 1, 2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Athanas Enterprise Private Limited				
	At the beginning of the year January 1, 2014	31,580,679	49.49	31,580,679	49.49
	June 2, 2014 - Shares Buyback	(4,227,099)	(6.62)	27,353,580	42.86
	At the end of the year March 31, 2015			27,353,580	50.13
2	Abellon Energy Limited				
	At the beginning of the year January 1, 2014	6,844,532	10.73	6,844,532	10.73
	June 2, 2014 - Shares Buyback	(916,148)	(1.44)	5,928,384	9.29
	At the end of the year March 31, 2015			5,928,384	10.86

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year January 1, 2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	First Carlyle Ventures III				
	At the beginning of the year January 1, 2014	7,111,095	11.14	7,111,095	11.14
	June 2, 2014 - Shares Buyback	(951,828)	(1.49)	6,159,267	9.65
	At the end of the year March 31, 2014			6,159,267	11.29
2	Max Life Insurance Company Limited A/c -ULIF00125/06/04LIFEGROWTH104 - Growth Fund				
	At the beginning of the year January 1, 2014	1,945,706	3.05	1,945,706	3.05
	January 10, 2014 - transfer by way of (Sale)/Purchase	(249,988)	(0.39)	1,695,718	2.66
	January 17, 2014 -transfer by way of (Sale)/Purchase	(5,159)	(0.01)	1,690,559	2.65
	January 24, 2014 -transfer by way of (Sale)/Purchase	(88,820)	(0.14)	1,601,739	2.51
	March 21, 2014 -transfer by way of (Sale)/Purchase	(95,552)	(0.15)	1,506,187	2.36
	March 31, 2014 -transfer by way of (Sale)/Purchase	(1,135,158)	(1.78)	371,029	0.58
	May 16, 2014 -transfer by way of (Sale)/Purchase	(49,313)	(0.08)	321,716	0.50
	June 6, 2014 -transfer by way of (Sale)/Purchase	102,654	0.19	424,370	0.78
	June 13, 2014 -transfer by way of (Sale)/Purchase	(5,319)	(0.01)	419,051	0.77
	June 30, 2014 -transfer by way of (Sale)/Purchase	(524)	(0.00)	418,527	0.77
	July 4, 2014 -transfer by way of (Sale)/Purchase	(34,476)	(0.06)	384,051	0.71
	August 8, 2014 -transfer by way of (Sale)/Purchase	56,412	0.10	440,463	0.81
	August 15, 2014 -transfer by way of (Sale)/Purchase	229,564	0.42	670,027	1.23
	August 22, 2014 -transfer by way of (Sale)/Purchase	116,737	0.21	786,764	1.44
	August 29, 2014 -transfer by way of (Sale)/Purchase	58,000	0.11	844,764	1.55
	September 5, 2014 -transfer by way of (Sale)/Purchase	95,576	0.17	940,340	1.72
	September 12, 2014 -transfer by way of (Sale)/Purchase	(6,480)	(0.01)	933,860	1.71
	October 31, 2014 -transfer by way of (Sale)/Purchase	(565)	(0.00)	933,295	1.71
	November 14, 2014 -transfer by way of (Sale)/Purchase	(43,781)	(0.08)	889,514	1.63
	November 21, 2014 -transfer by way of (Sale)/Purchase	(37,949)	(0.07)	851,565	1.56
	November 28, 2014 -transfer by way of (Sale)/Purchase	(6,258)	(0.01)	845,307	1.55
	December 12, 2014 -transfer by way of (Sale)/Purchase	(8,327)	(0.02)	836,980	1.53
	January 16, 2015 -transfer by way of (Sale)/Purchase	(48,837)	(0.09)	788,143	1.44

Annexure-2 to the Director's Report

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year January 1, 2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	January 23, 2015 -transfer by way of (Sale)/Purchase	(19,991)	(0.03)	768,152	1.41
	February 6, 2015 -transfer by way of (Sale)/Purchase	(173,195)	(0.32)	594,957	1.09
	February 13, 2015 -transfer by way of (Sale)/Purchase	(152,446)	(0.28)	442,511	0.81
	February 20, 2015 -transfer by way of (Sale)/Purchase	(148,743)	(0.27)	293,768	0.54
	February 27, 2015 -transfer by way of (Sale)/Purchase	(41,163)	(0.08)	252,605	0.46
	March 6, 2015 -transfer by way of (Sale)/Purchase	(75,662)	(0.14)	176,943	0.32
	March 13, 2015 -transfer by way of (Sale)/Purchase	(113,723)	(0.20)	63,220	0.12
	March 20, 2015 -transfer by way of (Sale)/Purchase	(63,220)	(0.12)	-	-
	At the date of sepration during the year March 20, 2015			-	-
3	Privatbank Ihag Zurich AG				
	At the beginning of the year January 1, 2014	1,503,454	2.36	1,503,454	2.36
	June 2, 2014 - Shares Buyback	(201,239)	(0.32)	1,302,215	2.04
	At the end of the year March 31, 2015			1,302,215	2.39
4	Signet Healthcare Partners QP Partnership III LP				
	At the beginning of the year January 1, 2014	1,405,050	2.20	1,405,050	2.20
	June 2, 2014 - Shares Buyback	(188,068)	(0.29)	1,216,982	1.91
	At the end of the year March 31, 2015			1,216,982	2.23
5	Caduceus Capital Master Mauritius Limited (Name changed as Orbimed Partners Master Mauritius Limited)				
	At the beginning of the year January 1, 2014	1,381,000	2.16	1,381,000	2.16
	June 2, 2014 - Shares Buyback	(184,849)	(0.29)	1,196,151	1.87
	September 19, 2014 - transfer by way of (Sale)/Purchase	182,594	0.33	1,378,745	2.53
	At the end of the year March 31, 2014			1,378,745	2.53
6	Caduceus Capital 2 Mauritius Limited (Name changed as Orbimed Partners II Mauritius Limited)				
	At the beginning of the year January 1, 2014	1,230,000	1.93	1,230,000	1.93
	June 2, 2014 - Shares Buyback	(164,637)	(0.26)	1,065,363	1.67
	At the end of the year March 31, 2015			1,065,363	1.95
7	Barclays Capital Mauritius Limited				
	At the beginning of the year January 1, 2014	1,151,400	1.80	1,151,400	1.80
	June 2, 2014 - Shares Buyback	(154,116)	(0.24)	997,284	1.56
	At the end of the year March 31, 2015			997,284	1.83
8	Tree Line Asia Master Fund (Singapore) PTE Ltd				
	At the beginning of the year January 1, 2014	1,000,000	1.57	1,000,000	1.57
	January 10, 2014 - transfer by way of (Sale)/Purchase	(1,000,000)	(1.57)	-	-
	At the date of sepration during the year January 10, 2014			-	-

Annexure-2 to the Director's Report

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year January 1, 2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	Copthall Mauritius Investment Limited				
	At the beginning of the year January 1, 2014	830,612	1.30	830,612	1.30
	June 2, 2014 - Shares Buyback	(111,179)	(0.17)	719,433	1.13
	At the end of the year March 31, 2015			719,433	1.32
10	Ashoka PTE Ltd.				
	At the beginning of the year January 1, 2014	564,517	0.88	564,517	0.88
	June 2, 2014 - Shares Buyback	(75,562)	(0.12)	488,955	0.76
	At the end of the year March 31, 2015			488,955	0.90

v) Shareholding of Directors and Key Managerial Personnels

Sr. No.	Directors and Key Managerial Personnels	Shareholding at the beginning of the year January 1, 2014		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. Chetan S. Majmudar				
	At the beginning of the year January 1, 2014	78	0.00	78	0.00
	At the end of the year March 31, 2015			78	0.00
2	Mr. Kirit H. Kanjaria				
	At the beginning of the year January 1, 2014	91	0.00	91	0.00
	June 2, 2014 - Shares Buyback	(45)	(0.00)	46	0.00
	At the end of the year March 31, 2015			46	0.00
3	Ms. Milina Bose				
	August 11, 2014 - Date of appointment as a Director	91	0.00	91	0.00
	At the end of the year March 31, 2015			91	0.00

Note: The following Directors / KMPs did not hold any shares in their individual capacity during the period January 1, 2014 to March 31, 2015

1. Mr. Surrinder Lal Kapur - Non-Executive and Independent Director
2. Mr. Arjun Handa - Vice - Chairman & Managing Director
3. Mr. Chandrasingh S. Purohit - Whole Time Director & CFO
4. Mr. Anup P. Shah - Non-Executive and Independent Director
5. Mr. T. V. Ananthanarayanan - Non-Executive and Independent Director
6. Mr. Aditya S. Handa - Non-Executive and Non-Independent Director

Note: The Company has bought back 9,250,000 equity shares of the face value of Rs. 10/- each on June 2, 2014 and the same were extinguished on June 6, 2014. Therefore, the equity shares of the Company reduced from 63,817,765 to 54,567,765 and hence the percentage of the equity shares are calculated accordingly.

Annexure-2 to the Director's Report

V. INDEBTEDNESS

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

(Rupees in Lacs)

	Secured Loans excluding Deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	26,778.21	-	-	26,778.21
ii) Interest due but not paid	181.50	-	-	181.50
iii) Interest accrued but not due	105.01	-	-	105.01
Total (i+ii+iii)	27,064.72	-	-	27,064.72
Change in Indebtedness during the financial year				
Additions	21,012.74	-	-	21,012.74
Reduction	(44,166.53)	-	-	(44,166.53)
Net Change	(23,153.79)	-	-	(23,153.79)
Indebtedness at the end of the financial year				
i) Principal Amount	3,887.58	-	-	3,887.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	23.35	-	-	23.35
Total (i+ii+iii)	3,910.93	-	-	3,910.93

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rupees in Lacs)

Sr. No	Particulars of Remuneration	Name of the Managing Director / Whole Time Director/ Manager			Total Amount
		Mr. Arjun Handa – Vice – Chairman & Managing Director	Mr. Chetan S. Majmudar – Whole Time Director*	Mr. Chandrasingh S. Purohit – Whole Time Director & CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	262.64	56.22	91.05	409.91
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	2.63	1.88	2.63	7.14
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others (specify) (Note-1)	200.00	100.00	100.00	400.00
5	Others, please specify	-	-	-	-
	Total (A)	465.27	158.10	193.68	817.05
	Ceiling as per the Companies Act, 2013 (5% of the Net Profit)	509.94	509.94	509.94	
	Ceiling as per the Companies Act, 2013 (10% of the Net Profit)	1019.89			

Note - 1 : As recommended by Nomination and Remuneration Committee.

* Includes Salary upto October 31, 2014, thereafter he draws salary from the wholly owned subsidiary of the Company and total remuneration drawn by him from one or more companies does not exceed ceiling limit as prescribed under the Companies Act, 2013 and rules thereunder.

Annexure-2 to the Director's Report

B. Remuneration to other directors:

(Rupees in Lacs)

Sr. No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Mr. Surrinder Lal Kapur	Mr. Anup P. Shah	Mr. T. V. Ananthanarayanan	
	(a) Fee for attending board committee meetings	5.60	6.00	6.00	17.60
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)				17.60
2	Other Non Executive Directors	Mr. Aditya S. Handa	Ms. Milina Bose		
	(a) Fee for attending board committee meetings	-	-		
	(b) Commission	-	-		
	(c) Others, please specify.	-	-		
	Total (2)	-	-		
	Total (B)=(1+2)				17.60
	Total Managerial Remuneration				
	(Total (A) + Total (B))				834.65
	Ceiling as per the Companies Act, 2013 (11% of the Net Profit)	1121.88			

C. Remuneration to Key Managerial Personnels other than Managing Director / Manager / Whole time Director

(Rupees in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnels		Total Amount
		Mr. Kirit H. Kanjaria- Company Secretary & Compliance Officer	Mr. Chandrasingh S. Purohit-Whole Time Director & CFO	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	67.15		67.15
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	2.39		2.39
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-		-
2	Stock Option	-	*	-
3	Sweat Equity	-		-
4	Commission as % of profit others, specify (Note-1)	25.00		25.00
5	Others, please specify	-		-
	Total(C)	94.54		94.54

Note - 1 : As recommended by Nomination and Remuneration Committee.

* For remuneration details of Mr. Chandrasingh S. Purohit, please refer point A above.

Annexure-2 to the Director's Report

VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES					
Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY Penalty Punishment Compounding			None		
B. DIRECTORS Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			None		

Annexure-3 to the Director's Report

Form No. 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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : There were no contracts or arrangements or transactions entered into during the financial year ended on March 31, 2015, which were not at arm's length basis

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of the related party	Nature of relationship	Duration of the contacts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Nature of Transactions					
Sale of Goods to Claris Lifesciences Inc.	Step-down Subsidiary	Ongoing	Sale of Goods	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis	Nil
Purchase of Goods from Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	Associate	Ongoing	Purchase of goods manufactured by Claris Otsuka Private Limited to sell the same in India, semi-regulated markets	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis	Nil
Purchase of Goods from Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	Wholly Owned Subsidiary	Ongoing	Purchase of goods manufactured by Claris Injectables Limited to sell the same in regulated markets and emerging markets	Board approval dated November 8, 2014	Nil
Slump sale of Speciality Injectable business to Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	Wholly Owned Subsidiary	-	Slump sale of Speciality Injectable business on a going concern basis	Board approval dated July 4, 2014 and Shareholders approval dated September 3, 2014	Nil

For and on Behalf of the Board of Directors

Arjun Handa
Vice – Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Place : Ahmedabad
Date : May 22, 2015

Annexure-4 to the Director's Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

The concept of CSR has gained prominence from all avenues. The Government and the organisations have realised that the Government alone will not be able to get success in its endeavor to uplift the poor, needy and down-trodden of the society. In view of the rapidly changing corporate environment, more functional autonomy, operational freedom, etc., Claris Lifesciences Limited ("the Company") has adopted CSR as a strategic tool for sustainable growth. For the Company in the present context, CSR means not only investment of funds for social activity but also integration of business to contribute to sustainable economic development by working with employees, their families, the local community and society at large, to improve their lives in ways that are good for business and for development. The Company also intends to promote various sports in a big way.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013, as amended from time to time. The web link to the CSR Policy is <http://www.clarislifesciences.com/global/Financial/Corporate-Social-Responsibility-Policy.pdf>

2. The composition of the CSR Committee:

The Company has formed the CSR Committee in its Board Meeting held on May 9, 2015 and the members to the CSR Committee are Mr. Surrinder Lal Kapur, Mr. Arjun Handa, Mr. Aditya S. Handa, Mr. Chandrasingh S. Purohit, Mr. Chetan S. Majmudar, Mr. T.V. Ananthanarayanan and Mr. Anup P. Shah.

Mr. Surrinder Lal Kapur acts as a Chairman to the Committee and Mr. Shyam Sharma – President HRM and Corporate Communication acts as a special invitee to the said Committee.

3. Average net profit of the Company for last three financial years:

The average net profit of the Company for last three financial years i.e. December 31, 2011, December 31, 2012 and December 31, 2013 is Rs. 9,665.76 Lacs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 193.32 Lacs

5. Details of CSR spend for the financial year:

- (a) Total amount to be spent for the financial year: Rs. 193.32 Lacs as stated above
- (b) Amount unspent, if any: Rs. 131.62 Lacs
- (c) Manner in which the amount spent during the financial year is detailed below: Table shown below

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Director's Report.

The Company believes sports are a way of life and intends to promote the sports in India. The Company is under process to set up a Charitable Entity for conducting its CSR initiatives including promoting sports which would impart training to children, provide basic infrastructure, conduct tournaments, etc. In the financial year ended on March 31, 2015, the Company was working out ways and means of promoting football, it was in the exploratory phase for setting up this Charitable Entity, ascertaining the feasibility with various experts, deciding upon the roadmap for the activities, etc. Accordingly, the Company was unable to spend the entire designated CSR Amount in the financial year ended on March 31, 2015.

7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We hereby declare that implementation and monitoring of the CSR Policy are in compliance with CSR objectives and policy of the Company.

For Claris Lifesciences Limited

Surrinder Lal Kapur
Chairman, CSR Committee
(DIN : 00033312)

Arjun Handa
Vice – Chairman & Managing Director
(DIN : 00159413)

Annexure-4 to the Director's Report

(Rupees in Lacs)

Sr. No.	CSR Projects/ Activity identified	Sector in which the project is covered	Projects/ programmes Local area/other specify the State and district where projects/ programmes were undertaken	Amount Outlay (Budget) Projects or programmes wise	Amount spent on the projects /programmes 1. Direct expenditure on projects/ programmes	Cumulative Expenditure up to reporting period	Amount spent : Direct or through implementing Agency
1	Creating Health Awareness and empowering women	Promoting preventive health care and empowering women	Ahmedabad, Gujarat	15.00	15.00	15.00	Through Implementing Agency: 15.00
2	Contribution to Cancer Aid and Research Foundation	Promoting preventive health care	Ahmedabad, Gujarat	2.00	0.50	0.50	Through Implementing Agency: 0.50
3	Contribution for Education, Training and sponsorship children, women and differently abled persons	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Ahmedabad, Gujarat	25.00	24.37	24.37	Direct: 0.11 Through Implementing Agency: 24.26
4	Donation to Let Live Foundation for reducing inequalities faced by socially and economically backward groups	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	Ahmedabad, Gujarat	2.00	0.45	0.45	Through Implementing Agency: 0.45
5	Training and promotion of Foot Ball	Training to Promote Rural Sports, nationally recognized sports, Paralympic sports and Olympic sports	Ahmedabad, Gujarat	150.00	21.38	21.38	Directly
Subtotals				194.00	61.70	61.70	
Overheads				-	-	-	
Total CSR Spent				-	61.70	61.70	

Annexure-5 to the Director's Report

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo pursuant to Section 134(1)(m) of the Companies Act, 2013 read with Rule No. 8 of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

(1) The steps taken and Capital Investments and impact on conservation of energy:

- I. The WFI Plant's rejected water from Manufacturing Plants is now being recycled as boiler's in-feed water for Industrial steam generation resulting in:
 - a. Direct Impact: Reduced Effluent treatment plant load by 20KL/Day,
 - b. One Time Investment: Rs 3.80 Lacs
- II. The Recycling of cooling water is now managed by a single cooling skid and storage tank assembly resulting in:
 - a. Direct Impact: Decreased load of 100KL/Day of effluent to ETP plant,
 - b. One Time Investment: Rs. 5.50 Lacs
- III. Power factor are regularly maintained at the manufacturing facility, resulting optimum energy consumption and conservation, this also resulted into a rebate of Rs. 19.48 Lacs from UGVCL.
- IV. Adopted heat exchange process to utilize recycle water for process vacuum pumps

(2) Steps taken by the Company for utilising the alternate sources of energy:

- I. Assessing and using Solar and Co-generation Power Plant energy
- II. Using treated water for Gardening
- III. Harvesting rain water
- IV. Reused ETP treated water in urinal flush to save the consumption of ground water

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

(1) Efforts made towards technology absorption:

Efforts, in brief, made towards technology absorption, adaptation and innovation during the year under review. The technology have been developed in co-operation with world-renowned technology leaders across the globe. With this level of automation and technology, the company is equipped to compete with the global competitors in terms of product quality and cost.

Following new technologies were observed during the year in the manufacturing facility

- Packing automation for Propofol vials and other SVP products in ampoules and vials implemented hence packaging capacity have increased significantly.
- Introduction of Automatic Pouch making machine for packaging of bags instead of procurement of readymade pouches has led to a cost reduction and enhancement of quality and throughput.
- Laboratory Instruments like Master Sizer, Auto colony counter, Quantitative testing for BET and Atomic absorption Spectroscopy etc. have been adopted.

(2) Benefits derived:

- a. Packaging capacities have been increased and corresponding cost reduction
- b. Productivity improvement
- c. Strengthening quality standards and atomization of process

(3) Details of technology imported during last three years:

a.	Technology imported	1. Complete Automatic line from European technology for Lyophilized products 2. Camera based 100% Auto Inspection machine for Vials and Ampoules 3. Automatic therforming Vacuum packing machine for bags 4. Automatic pin hole leak detection machine
b.	Year of import	2014-15
c.	Whether the technology is absorbed	Yes
d.	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable

(4) Research and Development:

Products and its related Marketing Authorization is the biggest asset of the Generic Pharmaceutical Company. Keeping this in mind, Claris has always focused on niche injectable products and strives to build a robust product pipeline of generic specialty injectable products for worldwide markets with special interest in the regulated markets. The Company's commitment to research is manifested through its strong R&D team capable of developing complex and difficult to manufacture products.

Annexure-5 to the Director's Report

Expenditure on R&D

The total revenue expenditures for research and development (R&D) activities were Rs. 1,336.53 Lacs and Rs. 335.24 Lacs for the financial year ended on March 31, 2015 and December 31, 2013 respectively.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company used foreign exchange amounting to Rs. 18,918.85 Lacs and earned foreign exchange amounting to Rs. 61,611.48 Lacs during the year ended 31st March, 2015.

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY

Claris Lifesciences Limited believes in adopting "best practices" followed in the area of Corporate Governance. The Company emphasis and aims in achieving highest standards in Corporate Governance by creating professional beliefs and values, timely disclosures, transparent accounting policies, responsibility and fairness in all its operations and business. Its endeavour is to maximize the long term value of the stakeholders of the Company and to protect the interests of its stakeholders.

Securities and Exchange Board of India regulates guidelines on the Corporate Governance for all listed companies. The Company is not only committed to follow the prescribed corporate practices embodies in various regulatory provisions but also the best Industry practices. The Company believes that good corporate governance practices flow from the culture and mindset of the top management and percolate down in the organisation.

2. BOARD OF DIRECTORS

The Board of Directors comprises of eight Directors as on March 31, 2015, out of which three are Executive Directors and five Non-Executive Directors including three Independent Directors and Chairman. The composition of the Board is in consonance with the provisions of the Companies Act, 2013 (the "Act") and Clause 49 of the Listing Agreement entered into with the Stock Exchange.

Composition, Category & Designation of Directors

Name of the Directors	Category	Designation
Mr. Surrinder Lal Kapur	Non-Executive and Independent Director	Chairman
Mr. Arjun Handa	Promoter and Executive Director	Vice - Chairman & Managing Director
Mr. Aditya S. Handa	Non-Executive and Non-Independent Director	Director
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	Director
Mr. Chetan S. Majmudar	Executive Director	Whole Time Director
Mr. Chandrasingh S. Purohit	Executive Director	Whole Time Director & CFO
Mr. Anup P. Shah	Non-Executive and Independent Director	Director
Ms. Milina Bose	Additional Non-Executive and Non-Independent Director	Director

Notes :

- In terms of Section 149(1) of the Act read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Ms. Milina Bose was appointed as an Additional Non-Executive and Non-Independent Woman Director on August 11, 2014 who holds office up to the date of ensuing Annual General Meeting of the Company.
- All the Independent Directors have, in terms of Section 149(7) of the Act given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Clause 49(II)(B) of the Listing Agreement. These declarations have been placed before the Board.

The details of number of other Directorships and Memberships / Chairmanships of Committees in various Companies held by the Directors are given as under:

Name of the Directors	Designation	Number of other Directorships and Committee Memberships/ Chairmanships			
		Other Directorships	Chairmanships	Committee Memberships	Committee Chairmanships
Mr. Surrinder Lal Kapur	Chairman, Non-Executive & Independent Director	4	-	3	2
Mr. Arjun Handa	Vice - Chairman & Managing Director	3	1	1	-
Mr. Aditya S. Handa	Non-Executive & Non-Independent Director	4	-	4	-
Mr. T. V. Ananthanarayanan	Non-Executive & Independent Director	-	-	-	-
Mr. Chetan S. Majmudar	Whole Time Director	3	-	-	-
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	1	-	-	-
Mr. Anup P. Shah	Non-Executive & Independent Director	5	-	2	2
Ms. Milina Bose	Additional Non-Executive & Non-Independent Director	2	-	-	-

Report on Corporate Governance

Notes :

1. The number of other Directorships and Committee Memberships/Chairmanships excludes Directorships/Committee Memberships and Chairmanships held in the Company, private limited companies, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Act. Further it includes only the Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.
2. Ms. Milina Bose was appointed as an Additional Non-Executive and Non-Independent Woman Director on August 11, 2014.
3. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on March 31, 2015.
4. All the Directors meet the criterion laid down in the Act and the Listing Agreement, vis-à-vis, independence, number of directorship in other companies, Memberships/ Chairmanships of committees across all public companies in which he is a Director, serving as an independent director in not more than seven listed companies, serving as whole time directors in any listed company is serving as an independent director in not more than three listed companies. Necessary disclosures in this respect as on March 31, 2015 have been made by the Directors.
5. Except for Mr. Arjun Handa and Mr. Aditya S. Handa, who are related to each other as brothers, none of the other Directors are related to any other Director on the Board in term of definition of 'relative' as per the Act.

Board Procedure & Board Meetings

The annual calendar of meeting is agreed upon well in advance after consulting all the Directors. Board Meetings are held once in every quarter. In addition to this, Board Meetings are convened to transact special businesses, as and when necessary. The meetings are governed by a detailed agenda. All major issues included in the agenda are backed up by comprehensive background information to enable the Board to take informed decisions.

The agenda papers, containing detailed notes on various agenda items and other information, which would enable the Board to discharge its responsibilities effectively, are circulated in advance to the Directors. The Board is briefed on all the matters of the Company at its meeting.

Number of Board Meetings held and the dates on which they are held

There were seven meetings of the Board of Directors held during the financial year ended on March 31, 2015, i.e., on January 7, 2014, February 28, 2014, May 9, 2014, July 4, 2014, August 11, 2014, November 8, 2014 and February 12, 2015. The gap between the Board meetings was in compliance with the provisions contained in the Act and the Listing Agreement.

The details regarding the total Board Meeting held, attendance of each Director at the Board meetings and the last Annual General Meeting during the financial year ended on March 31, 2015 are given below:

Name of the Directors	Designation	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance at last AGM
Mr. Surrinder Lal Kapur	Chairman, Non-Executive and Independent Director	7	6	Yes
Mr. Arjun Handa	Vice - Chairman & Managing Director	7	7	Yes
Mr. Aditya S. Handa	Non-Executive and Non-Independent Director	7	5	Yes
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	7	7	No
Mr. Chetan S. Majmudar	Whole Time Director	7	5	Yes
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	7	7	Yes
Mr. Anup P. Shah	Non-Executive and Independent Director	7	7	Yes
Ms. Millina Bose (Appointed w.e.f. August 11, 2014)	Additional Non-Executive and Non-Independent Director	3	3	Not Applicable

DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Mr. Aditya S. Handa – Non-Executive and Non-Independent Director

Mr. Aditya S. Handa holds Master of Business Administration degree from Babson college USA and holds a Bachelor of Commerce degree from the Gujarat University, Ahmedabad. He was appointed as a Director of the Company on June 13, 2006.

He is having rich experience in all areas of operations such as finance, human resource, manufacturing, marketing, etc.

He holds Directorships in the following Companies which excludes the Directorships in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act:

1. Abellon Cleanenergy Limited
2. Abellon Energy Limited
3. Xcelris Labs Limited
4. Abellon Agrisciences Limited
5. Pinetops Enterprise Private Limited

Report on Corporate Governance

He is member of the following committees of the companies which excludes the memberships of the Committees in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act. Further it includes only the chairmanship / memberships of Audit Committee and Stakeholders Relationship Committee.

1. Abellon Cleanenergy Limited – Audit Committee – Member
2. Abellon Energy Limited – Audit Committee – Member
3. Xcelris Labs Limited – Audit Committee – Member
4. Abellon Agrisciences Limited – Audit Committee – Member

He does not hold any equity shares in his individual capacity as on March 31, 2015.

Ms. Milina Bose – Additional Non-Executive and Non-Independent Director

Ms. Milina Bose is a post graduate in Master of Business Administration from M. S. University, Vadodara and holds a Bachelor of Science degree from St. Xavier's College, Ahmedabad. She has also done additional certification training courses like Marketing Communication from Mudra Institute of Communication, Ahmedabad, Strategic Communication for Leaders from Indian Institute of Management, Ahmedabad and Finance for Decision Making from Indian Institute of Management, Bangalore.

She has expertise in Pharmaceutical & Biotechnology Services Industry in areas of Marketing, Business Operations, Product & Business Development. Further, she is having experience around 23 year in Pharmaceutical & Biotechnology Services.

She holds Directorships in the following companies which excludes the Directorships in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act:

1. Xcelris Labs Limited
2. Morningraga Hotels and Resorts Limited

She is not a chairman / member in any of the committees of the other Companies.

As on March 31, 2015, she holds 91 equity shares of the Company.

Mr. Arjun Handa – Vice – Chairman & Managing Director

Mr. Arjun Handa is currently the Vice – Chairman and Managing Director of Claris Lifesciences Limited. He was appointed as Director of our Company on February 19, 2001 and was Chief Operating Officer of our Company from January 1, 2008 to September 26, 2008. He has been the Managing Director & CEO of our Company since September 26, 2008 and re-designated as Vice-Chairman & Managing Director from September 26, 2014. He is a MBA from Northeastern University, Boston, USA and holds a Bachelor of Commerce degree from Gujarat University, Ahmedabad. Arjun's vision is to make Claris India's most admired Injectables company. He likes to focus on people, entrepreneurship and management quality. He would like to add value to the lives of people in the world through his business and to contribute to the society by creating opportunities for people in the fields of sports and culture.

Claris has achieved significant milestones including launch of niche, difficult to develop products and expansion into the regulated markets. Under his leadership, the Company has won several awards including the Frost and Sullivan manufacturing excellence award and the "Great Place to Work" award. Apart from work, Arjun likes to read books on entrepreneurship and management, is a car & technology freak, and holds a deep interest in world music. He is also a soccer player, and in earlier times, used to play for his school and college.

He holds Directorships in the following companies which excludes the Directorships in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act:

1. Accelaris Technologies Limited
2. Claris Holdings Private Limited
3. Claris Otsuka Private Limited
4. Athanas Enterprise Private Limited
5. Bellissimo Enterprise Private Limited
6. Claris Injectables Limited
7. Acrysil Limited

He is member of the following committees of the Companies which excludes the memberships of the Committees in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act. Further it includes only the chairmanship / memberships of Audit Committee and Stakeholders Relationship Committee.

1. Claris Otsuka Private Limited – Audit Committee – Member

He does not hold any equity shares in his individual capacity as on March 31, 2015.

Mr. Chandrasingh S. Purohit – Whole Time Director & Chief Financial Officer

Mr. Chandrasingh S. Purohit holds a Master of Commerce degree from Maharaja Sayajirao University, Vadodara. He was appointed as a Whole Time Director of the Company with effect from July 3, 2009 and was re-appointed again on July 3, 2012 as Whole Time Director of the Company. Further, he was re-designated as Whole Time Director and Chief Financial Officer (CFO) of the Company from May 9, 2014.

He has expertise in finance, sales and marketing network across key international markets.

Report on Corporate Governance

He holds Directorships in the following Companies which excludes the directorships in the Company, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or section 8 of the Act:

1. Claris Injectables Limited

He is not a chairman / member in any of the committees of the other companies.

As on March 31, 2015, he holds Nil equity shares of the Company.

3. AUDIT COMMITTEE

The Board of Directors have constituted an Audit Committee to assist the Board in discharging its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with legal and regulatory requirements.

The Audit Committee discharges such functions and duties which are generally specified under Section 177 of the Act and Clause 49 of the Listing Agreement.

Terms of Reference

The principal terms of reference of Audit Committee are as under:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Review of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Review of inter-corporate loans and investments;
- Review of valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors;
- Overseeing and reviewing the functioning of vigil mechanism and to report genuine concerns or grievances with adequate safeguards against victimization of persons;
- To review the financial statements, in particular, the investments made by the unlisted subsidiary companies of the Company;
- To review the financial statements before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the Company;
- To investigate any activity within its terms of reference;
- To seek information from any employee of the company;
- To obtain outside legal or other professional advice;
- To review management discussion and analysis of financial condition and results of operations;
- To review statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
- To review management letters / letters of internal control weaknesses issued by the statutory auditors;
- To review internal audit reports relating to internal control weaknesses; and
- To appoint, remove and fix the terms of remuneration of the Chief Internal Auditor of the Company.

Composition of the Audit Committee and the details of meetings attended by its members are given as under

The Board of Directors at its meeting held on May 9, 2014 has re-constituted its Audit Committee pursuant to the Section 177 of the Act and rules thereunder and Clause 49 of the Listing Agreement.

The Audit Committee met six times during the financial year ended on March 31, 2015, i.e., on February 28, 2014, May 9, 2014, July 4, 2014, August 11, 2014, November 8, 2014 and February 12, 2015. The gap between the Audit Committee meetings was in compliance with the provisions contained in the Act and the Listing Agreement.

The details of the composition of the Audit Committee as well as the particulars of attendance at the Audit Committee meetings during the year are given below:

Name of the Members	Category	Number of Meetings	
		Held	Attended
Mr. Anup P. Shah – Chairman	Non-Executive and Independent Director	6	6
Mr. Surrinder Lal Kapur	Non-Executive and Independent Director	6	5
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	6	6
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	6	6

The Company Secretary of the Company acts as the secretary to the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee has been constituted to recommend the appointment and/ or remuneration packages of the Directors, Whole Time Directors and Key Managerial Personnels based on their qualifications, positive attributes and performances.

Report on Corporate Governance

Terms of Reference

The principal terms of reference of Nomination and Remuneration Committee are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- To formulate the criteria for determining qualifications, positive attributes, independence of a director and recommend to the Board a policy, relating to the remuneration for the directors and key managerial personnel;
- To formulate criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- To ensure that the remuneration to directors and key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given as under:

The Board of Directors at its meeting held on May 9, 2014 has re-constituted and renamed its Remuneration/Compensation Committee as Nomination and Remuneration Committee pursuant to the Section 178(1) of the Act and rules thereunder and Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee met four times during the financial year ended on March 31, 2015, i.e., on May 9, 2014, August 11, 2014, November 8, 2014 and February 12, 2015.

The details of the composition of the Nomination and Remuneration Committee as well as the particulars of attendance by its members at the Nomination and Remuneration Committee meetings during the year are given below:

Name of the Members	Category	Number of Meetings	
		Held	Attended
Mr. T. V. Ananthanarayanan - Chairman	Non-Executive and Independent Director	4	4
Mr. Surrinder Lal Kapur	Non-Executive and Independent Director	4	4
Mr. Anup P. Shah	Non-Executive and Independent Director	4	4

The Company Secretary of the Company acts as the secretary to the Nomination and Remuneration Committee.

Remuneration Policy

PREAMBLE

This Nomination and Remuneration Policy (hereinafter referred as the "Policy") of Claris Lifesciences Limited ("the Company") is designed and formulated by the Nomination and Remuneration Committee ("the Committee") of the Company pursuant to Section 178 of the Companies Act, 2013 (the "Act") and rules made thereunder and Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee of the Company is required to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Company, recommends the Company for their appointment and removal and shall carry out evaluation of every Board of Director's performance.

Further, the Nomination and Remuneration Committee of the Company is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key managerial Personnels and other employees.

Accordingly, the Policy lays down the criteria with regard to identification and nomination of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also the remuneration of Directors, Key Managerial Personnels and other employees. The Policy is designed to attract, retain and motivate employees to run the Company successfully and professionally. The Policy is also designed to evaluate the performance of the Board as a whole and its Directors.

PART-A: POLICY ON SELECTION CRITERIA FOR APPOINTMENT AS DIRECTORS AND SENIOR MANAGEMENT

(1) Selection Criteria for Directors

The following broad parameters/ aspects/ criteria shall be considered while assessing the suitability of an individual appointing a person as a Director, whether Executive, Non-Executive or Independent, on the Board of the Company:

Skills and Experience: The candidate to have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, human resource management, administration, research, corporate governance, technical operations or any other discipline related to the Company's business.

Understanding of Business: The candidate to have an understanding of the Company's/ Group's business and related industry. Ability to handle conflict constructively and possess the willingness to address critical issues proactively.

Age Limit: The candidate who is going to be appointed as an Executive Director should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.

Report on Corporate Governance

Conflict of Interest: The candidate should not hold any conflicts of interest with the Company in any manner whatsoever.

Regulatory Requirements: The number of companies in which the candidate holds directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.

Independence: The candidate proposed to be appointed as an independent director should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements/ criteria of independence, integrity, relevant expertise/ experience, etc., imposed under the Act and the Listing Agreement, particularly, Section 149(6) and Schedule IV of the Act.

Educational and Professional Background: The candidate should have appropriate and adequate professional qualifications and/ or experience of having run a business at senior management and decision making level. The candidate should have burning desire for personal accomplishments and ability to influence decisions.

The Committee has the discretion to apply additional or different criteria as it may deem fit while considering/assessing the suitability of an individual as a Director on the Board of the Company.

Persons to be considered for appointment as directors shall be recommended to the Board by the Committee based on the policies and principles stated above and under the Act and the Listing Agreement.

(2) Selection Criteria for Senior Management

For the purposes of this Policy, Senior Management shall mean employees hired at the level of Corporate Functional Heads or equivalent positions, employees at the senior managerial level and above and key managerial personnel.

The eligibility criteria for appointments to Senior Management shall have appropriate skills, positive attributes, qualifications and experience relevant to the position for which purpose the candidate is being or has been appointed.

PART-B: POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNELS ("KMPs") AND OTHER EMPLOYEES

The remuneration of Directors, KMPs and other employees shall be based on the following key principle:

- a. The remuneration shall be based on the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc;
- b. The level and composition of the remuneration is reasonable and sufficient to bring about objectivity while striking a balance between interest of the Company and the shareholders, attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation;
- c. Current Industry benchmarks;
- d. Cost of Living.

(1) Remuneration to Executive Directors, KMPs and Senior Management

Executive Directors shall be paid remuneration in compliance with the Act and other applicable regulatory requirements, including such requisite approvals as required from time to time. The annual increments may be recommended by the Committee to the Board which shall be within applicable regulatory limits. The Board may, at the recommendation of the Committee and its discretion, consider the payment of such additional remuneration within the framework of applicable laws and regulatory requirements. The Executive Directors shall not be paid any sitting fees for attending the Board Meeting and various Committee Meetings of the Company.

KMPs and Senior Management shall be paid remuneration as per the HRM Policy of the Company in force from time to time and in compliance with applicable regulatory requirements. In addition to the remuneration, the Company may at its discretion, give Performance Linked Incentive (on an annual basis) based on the achievement of pre-set Key Result Areas.

(2) Remuneration to Non-Executive Directors and Independent Directors

Non-Executive Directors and Independent Directors shall be paid remuneration by way of sitting fees, if any, for attending the meetings of Board and/ or Committee thereof of the Company, as decided by the Board from time to time subject to the limits specified under the Act including any amendments thereto. In addition, the Company may at its discretion, give commission within the monetary limit approved by shareholders subject to compliance with applicable regulatory requirements.

Non-Executive Directors and Independent Directors shall also be reimbursed out-of-pocket expenses incurred by them for attending the meetings of the Board and/ or Committee thereof of the Company.

(3) Remuneration to other Employees

The remuneration packages of other employees are also formulated in accordance with HRM Policy of the Company in force from time to time. In addition to basic salary and other components forming part of overall salary package, employees are also provided with allowances, perquisites and retirement benefits as per the HRM Policy of the Company and statutory requirements, where applicable.

PART-C: POLICY ON PERFORMANCE EVALUATION OF BOARD AS A WHOLE AND ITS DIRECTORS

(1) Overview

The performance of the Directors of the Company shall be subject to evaluation each year. The performance evaluation shall be conducted at the end

Report on Corporate Governance

of the each year based on his attendance, performance, participation, etc in the various meetings held during the year. The Chairman of the Company shall initiate the process of performance evaluation of the Directors. The performance evaluation shall be conducted based on approved criteria in the evaluation form.

(2) Objective

- (i) To assist in the process of assessing the participation and contribution at the Board level of the Company;
- (ii) To monitor and evaluate the attainment of the Board objectives;
- (iii) To provide the Directors an opportunity to reflect on, and assess, their areas of strength and development.

(3) Key Evaluation Criteria

The following broad key evaluation criteria shall be applied for evaluating the performance of the Board and of every Director of the Company:

- (i) Providing effective leadership and strategic guidance to the management;
- (ii) Understanding the nuances of the business of the Company including the risks and regulatory aspects;
- (iii) Attendance at, and active participation, at the Board meetings;
- (iv) Ability to drive the discussion at the Board meetings on various matters, such as business performance, strategies, risks assessment and management, regulatory and compliances, and various other aspects;
- (v) Management of conflict of interest

EVALUATION PROCESS

The Company has devised performance evaluation framework, which sets a mechanism for the evaluation of the Board as a whole, Committee and Directors. The performance evaluation of the Board as a whole, Committee and Directors was carried out through self assessment and group discussion in and aforesaid framework.

DISCLOSURE

As per existing applicable regulatory requirements, the Nomination and Remuneration Policy shall be disclosed in the Board of Director's and Corporate Governance Report.

Details of Remuneration of the Directors during the financial year ended on March 31, 2015 are as follows :

(Rupees in Lacs)

Name of the Directors	Designation	Salary and Perquisites	Commission	Sitting fees	Total Amount
Mr. Arjun Handa	Vice - Chairman & Managing Director	265.27	200.00	-	465.27
Mr. Aditya S. Handa	Non-Executive and Non-Independent Director	-	-	-	-
Mr. Chetan S. Majmudar (upto October 31, 2014)	Whole Time Director	58.10	100.00	-	158.10
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	93.68	100.00	-	193.68
Mr. Surrinder Lal Kapur	Non-Executive and Independent Director	-	-	5.60	5.60
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	-	-	6.00	6.00
Mr. Anup P. Shah	Non-Executive and Independent Director	-	-	6.00	6.00
Ms. Milina Bose	Additional Non-Executive and Non-Independent Director	-	-	-	-
Total		417.05	400.00	17.60	834.65

Notes :

1. The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
2. Commission as approved by the Board and subject to maximum limit specified in the Act.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of Reference

Stakeholders Relationship Committee is responsible for considering and resolving the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. There were no complaints pending to be resolved as on March 31, 2015.

Report on Corporate Governance

Composition of the Stakeholders Relationship Committee

The Board of Directors at its meeting held on May 9, 2014 has re-constituted and renamed its Shareholders/Investors Grievance Committee as Stakeholders Relationship Committee pursuant to the section 178(5) of the Act and rules thereunder and Clause 49 of the Listing Agreement.

The Stakeholders Relationship Committee met five times during the financial year ended on March 31, 2015, i.e., on February 28, 2014, May 9, 2014, August 11, 2014, November 8, 2014 and February 12, 2015.

The details of composition of the Stakeholders Relationship Committee are given below:

Name of the Members	Category	Number of Meetings	
		Held	Attended
Mr. Surrinder Lal Kapur– Chairman	Non-Executive and Independent Director	5	5
Mr. Anup P. Shah	Non-Executive and Independent Director	5	5
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	5	5
Mr. Arjun Handa	Vice – Chairman & Managing Director	5	5
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	5	5

Compliance Officer

Mr. Kirit H. Kanjaria, Sr. VP – Company Secretary & Compliance Officer.

Details of Complaints for the financial year ended on March 31, 2015:

Sr. No.	Nature of Complaints	Received	Disposed	Pending
1.	Non- receipt of dividend warrant	16	16	-
2.	Non- receipt of annual report	2	2	-
3.	SCORES (SEBI)	6	6	-
	Total	24	24	-

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Terms of Reference / Responsibilities

The terms of reference / responsibilities of Corporate Social Responsibility Committee are as under:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
- To recommend the amount of expenditure to be incurred on the activities; and
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

Composition of the Corporate Social Responsibility Committee

The Board of Directors at its meeting held on May 9, 2014 has constituted Corporate Social Responsibility Committee pursuant to Section 135 and Schedule VII of the Act and rules thereunder.

The Corporate Social Responsibility Committee met one time during the financial year ended on March 31, 2015, i.e., February 12, 2015.

The composition of Corporate Social Responsibility Committee is as under:

Name of Members	Category	Number of Meetings	
		Held	Attended
Mr. Surrinder Lal Kapur– Chairman	Non-Executive and Independent Director	1	1
Mr. Anup P. Shah	Non-Executive and Independent Director	1	1
Mr. T. V. Ananthanarayanan	Non-Executive and Independent Director	1	1
Mr. Arjun Handa	Vice – Chairman & Managing Director	1	1
Mr. Chetan S. Majmudar	Whole Time Director	1	-
Mr. Chandrasingh S. Purohit	Whole Time Director & CFO	1	1
Mr. Aditya S. Handa	Non-Executive and Non-Independent Director	1	-
Mr. Shyam Sharma	Special Invitee	1	1

The Company Secretary of the Company acts as the secretary to the Corporate Social Responsibility Committee.

Report on Corporate Governance

7. SHARE TRANSFER COMMITTEE

The Board of Directors at its meeting held on May 9, 2014 has constituted Share Transfer Committee pursuant to Clause 49 of the Listing Agreement with the Stock Exchange. Share Transfer Committee comprises of three members, namely Mr. Arjun Handa, Mr. Chandrasingh S. Purohit and Mr. Chetan S. Majmudar. The Committee looks after transfer of shares of the Company in physical form. Further, it also approve transmission of shares, issue of duplicate or new share certificates consequent upon any forfeiture, buy-back, reduction, sub-division, consolidation or cancellation of shares, issue of sweat equity shares, transmission of shares, shares issued under any scheme of arrangements, mergers, reconstitution or employees stock option scheme or any of such scheme provided under the Act.

8. EXECUTIVE COMMITTEE

Executive Committee comprises of three members namely; Mr. Arjun Handa, Mr. Chandrasingh S. Purohit and Mr. Chetan S. Majmudar. The Committee looks after the businesses, which are administrative in nature and within the overall board approved directions and framework.

9. INDEPENDENT DIRECTOR'S MEETING

During the year, a separate meeting of the Independent Directors was held on February 12, 2015, *inter alia*, to discuss:

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

All the Independent Directors were present at the Meeting.

10. GENERAL BODY MEETINGS

Location and time for the Annual General Meetings held in the last three financial years:

Year	Date / Time	Venue	Special Resolution
2013	June 17, 2014 11:00 A.M	Ahmedabad Management Association, J. B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.	1. Borrowing powers under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 750 Crores. 2. Appointment of Mr. Surrinder Lal Kapur as an Independent Director for a term of 5 consecutive years. 3. Appointment of Mr. T. V. Ananthanarayanan as an Independent Director for a term of 5 consecutive years. 4. Appointment of Mr. Anup P. Shah as an Independent Director for a term of 5 consecutive years. 5. Re-appointment of Mr. Chetan S. Majmudar as Whole Time Director for a period of 3 years.
2012	April 12, 2013 12:00 Noon	Ahmedabad Management Association, J. B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.	-----
2011	April 30, 2012 12:00 Noon	Ahmedabad Management Association, H. T. Parekh Convention Centre, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.	-----

Report on Corporate Governance

Special Resolutions passed during the financial year ended on March 31, 2015 through Postal Ballot

During the year under review the Company has passed following special resolution through postal ballot.

Date of Notice	Particulars of Resolution	No. & % of votes cast in favour	No. & % of votes cast in against	Date of passing of resolution
February 1, 2014	Buyback of equity shares upto 9,250,000 of the face value of Rs. 10 each (representing 14.49 % of the total number of the equity share capital of the Company) at the price of Rs. 250 per equity share aggregating to Rs. 23,125 Lacs which is less than 25% of the aggregate of equity share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended December 31, 2012, on proportionate basis through tender offer route as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulation, 1998 as amended.	44,034,947 (99.99%)	2,928 (0.01%)	March 18, 2014
July 4, 2014	Transfer Speciality Injectable Business of the Company by way of a slump sale as a "going concern" to its wholly owned subsidiary company along with all the employees, assets and liabilities pertaining thereto including all licenses, permits, approvals, consents, contracts whatsoever, at a consideration not less than its Book Value.	33,678,936 (99.99%)	4,629 (0.01%)	September 3, 2014

Mr. Ashish C. Doshi, practicing company secretary was appointed to act as a Scrutinizer for conducting postal ballot process in physical as well as e-voting as per the Section 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

All the aforesaid resolutions were passed by the Members by overwhelming and requisite majority.

11. DISCLOSURES

Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.
We have disclosed the material significant related party transactions in the "Notes forming part of the Financial Statements".

Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

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

Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee.
The Company affirms that no personnel has been denied access to the Audit Committee.

Details of compliance with mandatory requirements of Clause 49 of the Listing Agreement and adoption of the non-mandatory requirements of this clause.

All the mandatory requirements of Clause 49 of the Listing Agreement have been complied by the Company.

Disclaimer

The Ministry of Corporate Affairs vide its Circular No. 08/2014 dated April 4, 2014 clarified that the financial statements and the documents required to be attached thereto, the Auditor's Report and Director's Report in respect of the financial year commenced earlier than April 1, 2014 shall continue to be governed by the relevant provisions, schedules, rules of the Companies Act, 1956. Accordingly, the financial statements and the Auditor's Report as aforesaid are prepared as per the requirements of the Companies Act, 1956 and the Companies (Accounting Standards) Rules, 2006 as amended). The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. The Company, as per its commitment towards transparency and good governance, has to the extent possible provided the information in the Director's Report and Report on Corporate Governance as per the Companies Act, 2013.

12. MEANS OF COMMUNICATION

Results

The quarterly, half-yearly and yearly unaudited/ audited financial results of the Company were published as per Clause 41 of the Listing Agreement. The unaudited / audited financial results are generally published in Financial Express – English circulating in whole of India and Financial Express – Gujarati (i.e. daily newspaper published in the language of the region where the registered office of the company is situated.) The results are also uploaded on Company's website : www.clarislifesciences.com

Report on Corporate Governance

13. GENERAL SHAREHOLDERS INFORMATION

Date, Time and Venue of Annual General Meeting : Wednesday, September 23, 2015 at 12.00 Noon at Ahmedabad Management Association, J. B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Financial Year January 1, 2014 to March 31, 2015

Financial Year 2015–16 (tentative)

Results for the quarter ended on June 30, 2015 : Second week of August 2015

Results for the quarter ended on September 30, 2015 : Second week of November 2015

Results for the quarter ended on December 31, 2015 : Second week of February 2016

Results for the last quarter ended on March 31, 2016 : Third week of May 2016

21st Annual General Meeting : August–September 2016

Book Closure dates

From September 19, 2015 to September 23, 2015 (both days inclusive) for the purpose of the Annual General Meeting.

Dividend Payment Date: No Dividend is declared

Listing on Stock Exchanges

The Company's Shares are listed on BSE Limited. The listing fee for the financial year 2015–16 has been paid to the above stock exchange.

Stock Code

(a) Scrip code BSE Limited : 533288
Scrip ID BSE Limited : CLARIS

(b) Demat ISIN Numbers in NSDL & CDSL for Equity Shares : INE562G01018

Monthly high / low stock quotations at BSE Limited

(Figure in Rs.)

Month	Particulars	BSE	
		High	Low
January 2014		209.90	175.05
February 2014		183.40	168.45
March 2014		195.05	154.10
April 2014		165.00	150.00
May 2014		180.90	141.55
June 2014		155.95	141.25
July 2014		175.05	150.15
August 2014		191.90	165.00
September 2014		192.80	166.30
October 2014		178.50	163.10
November 2014		203.70	166.10
December 2014		189.95	165.00
January 2015		187.75	170.55
February 2015		293.00	174.70
March 2015		285.50	233.20

Share price performance in comparison to broad based indices – BSE Sensex

Particulars	Share Price v/s BSE	
	Share Price (Rs.)	BSE Sensex
As on January 1, 2014	197.45	21,140.48
As on March 31, 2015	259.00	27,957.49
% Change	31.17	32.25

Total Equity Share Capital of the Company as on March 31, 2015 was 54,567,765 equity shares of Rs. 10/- each.

Report on Corporate Governance

Registrar and Transfer Agents
LINK INTIME INDIA PRIVATE LIMITED
(Unit : Claris Lifesciences Limited)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078.
Contact Person : Ms. Tanushree Rauth
Tel: +91-22-25946970 Ext : 2292
e-mail : tanushree.rauth@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration No: INR00000 4058

Share transfer system

The Company has a Registrar and Share Transfer Agent. Share transfers, if documents are found to be in order, are registered and Certificates are returned in the normal course within two weeks from the date of receipt of the documents. Request for dematerialisation of shares are processed and confirmation given to the respective depositories i.e., National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within seven days.

Distribution of shareholding as on March 31, 2015

No. of Equity Shares	No. of members	% of total members	No. of shares	% to total capital
Less than 500	16,143	91.55	1,608,128	2.95
501 – 1000	833	4.72	625,631	1.15
1001 – 2000	304	1.72	466,866	0.85
2001 – 3000	92	0.52	234,319	0.43
3001 – 4000	42	0.24	153,393	0.28
4001 – 5000	42	0.24	199,591	0.37
5001 – 10000	86	0.49	645,986	1.18
10,000 and above	92	0.52	50,633,851	92.79
Total	17,634	100.00	54,567,765	100.00

Shareholding Pattern as on March 31, 2015

Category	No. of shares held	% of shareholding
Company Promoter / Promoter Group	33,281,964	60.99
Financial Institutions / Banks	8,248	0.02
Foreign Institutional Investors	7,622,790	13.97
Foreign Venture Capital Investors	6,159,267	11.29
Qualified Foreign Investors	150,988	0.28
Bodies Corporate	1,121,066	2.05
Individuals	4,111,624	7.53
Foreign Portfolio Investor – Corporate	1,476,051	2.70
Non-Resident Indians (Repatriation)	183,781	0.34
Non Resident Indians (Non- Repatriation)	152,280	0.28
Clearing Members	299,706	0.55
Total	54,567,765	100.00

Dematerialisation of shares

The equity shares of the Company are in dematerialised form as on March 31, 2015 except two (2) equity shares. Trading in Equity Shares of the Company is permitted only in dematerialised form.

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

Equity shares in the suspense account

In accordance with the requirement of Clause 5A(l) of the Listing Agreement entered into with the stock exchange, the Company reports the following details in respect of equity shares lying in dematerialized form in the suspense account pursuant to buy back of equity shares of the Company

Particulars	No. of Members	No. of equity shares
Aggregate number of members and the outstanding shares in the suspense account lying as on March 31, 2015	3	62

Report on Corporate Governance

Plant Locations

Village : Chacharwadi, Vasna
Taluka : Sanand
Ahmedabad – 382 213.

Address for Correspondence

For Shares held in physical & Demat form
LINK INTIME INDIA PRIVATE LIMITED
(Unit : Claris Lifesciences Limited)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078.
Website: www.linkintime.co.in
e-mail : rnt.helpdesk@linkintime.co.in
SEBI Registration No: INR00000 4058

Any Query on Annual Report

Claris Lifesciences Limited
Secretarial Department
Claris Corporate Headquarters
Nr. Parimal Railway Crossing, Ellisbridge,
Ahmedabad – 380006, India
Tel: +91-79-26563331, 66309339
Fax: +91-79-26408053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543
For any other queries : Email : investorservices.corp@clarislifesciences.com

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE UNDER CLAUSE 49(X) OF THE LISTING AGREEMENT

The Members of
Claris Lifesciences Limited,
Ahmedabad

We have examined the compliance of the conditions of Corporate Governance by Claris Lifesciences Limited, for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

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

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

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

Place : Ahmedabad
Date : 22nd May, 2015

Ashish C. Doshi
Practicing Company Secretary
C.O.P No. : 2356

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT UNDER CLAUSE 49(II) OF THE LISTING AGREEMENT

Pursuant to Clause 49(II) of the Listing Agreement with the Stock Exchange, all the Board Members and the Senior Management Group have confirmed compliance with the Code of Conduct of Claris Lifesciences Limited for the financial year ended on March 31, 2015.

For Claris Lifesciences Limited

Place: Ahmedabad
Date: May 22, 2015

Arjun Handa
Vice – Chairman & Managing Director
(DIN: 00159413)

Report on Corporate Governance

CEO / CFO Certification

To,
The Board of Directors,
Claris Lifesciences Limited.
Ahmedabad.

We hereby certify to the Board that:

A. We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2015 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit committee:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Claris Lifesciences Limited

Place: Ahmedabad
Date: May 22, 2015

Arjun Handa
Vice – Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Management Discussion & Analysis

Global Lifesciences Outlook

Adapting in an era of transformation aging populations, chronic lifestyle diseases, emerging-market expansion, treatment and technology advances are expected to spur Lifesciences sector growth in 2015. However, efforts by governments, health care providers, and health plans to reduce costs, improve outcomes, and demonstrate values are dramatically altering the health care demand and delivery landscape. It is becoming increasingly evident that the global Lifesciences sector is operating in an era of significant transformation. A dynamically changing clinical, regulatory, and business landscape is requiring that pharmaceutical, biotechnology, and medical technology companies adapt traditional research and development (R&D), pricing, supply chain, and commercial models to:

- Support value-based payments — many countries' public and private health care systems are moving from volume-based to value-based payment models.
- Contain costs — Government is instituting price controls and increasing their use of generics and biosimilars to contain drug and device costs.
- Maintain regulatory compliance — growing list of regulatory requirements and expectations are imposing new challenges on the sector.
- Focus on emerging markets — slowing revenue growth in developed countries is prompting entry and expansion in new, up-and-coming markets.

Lifesciences sector overview

Growth in the Lifesciences sector comprises of the pharmaceutical, biotechnology, and medical technology (medtech) segments — is closely tied to economic and demographic drivers that fuel a continual transformation of the broader health care industry. Lifesciences companies have demonstrated their ability to survive and thrive amidst recent periods of economic recession, health care spending cutbacks, geographic market swings, and changing population profiles. If history is any indication, 2015-16 will again test the sector's ability to adapt in an era of transformation.

The key driver for actions has been corporate activity focusing on increasing scale in selected therapeutic areas and consumer healthcare, divestment of legacy drug portfolios, R&D productivity to manage the increasing costs and risks of bringing new drugs to market, and tax benefits.

The stable sector outlook reflects underlying growth from an ageing and growing world population leading towards an increase in chronic and lifestyle diseases, emerging-market investments in healthcare, and treatment and technology advances. These are offset, however, by the intensifying efforts of healthcare authorities to reduce costs, improve outcomes and focus on patient value.

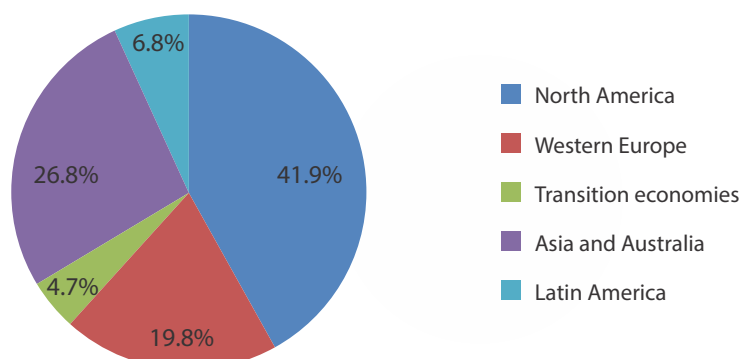
2015 will be a transitional year for the industry, when we expect players to continue to position themselves for structural and regulatory change. With only modest patent expiries during 2015 across the industry, pharma companies to integrate recent M&A and focus on bringing a full and balanced late-stage R&D pipeline to market, with a particular emphasis on specialty drugs, oncology and cardio-vascular treatments.

Continued M&A, pressure towards increased shareholder returns, as well as the growing exposure to potentially rising interest rates as a result of increased debt levels across the sector risks underpinning the negative 2015 outlook. In addition, the industry's focus on scale in selected therapeutic areas over diversification, the execution and integration of recent corporate activity, as well as risks and costs bringing the competitive late-stage R&D pipeline to market may lead to pressures on the business risk profile of individual players and trigger negative actions.

Lifesciences sector landscape

Buoyed, in part, by generally positive health care spending trends, the pharmaceuticals segment is expected to generate all-time-high total revenues of \$1.23 trillion in 2014, up from \$1.15 trillion in 2013 and \$1.13 trillion in 2012. Oncology was the top contributor among all therapeutic areas in 2013 and is expected to remain so. The North America region accounted for the largest share of the estimated 2014 global pharma market (Figure 1), at 41.9 percent, followed by Asia/Australia at 26.8 percent, Western Europe at 19.8 percent, Latin America, and transition economies.

Figure 1 – Estimated 2014 pharma sales, by region

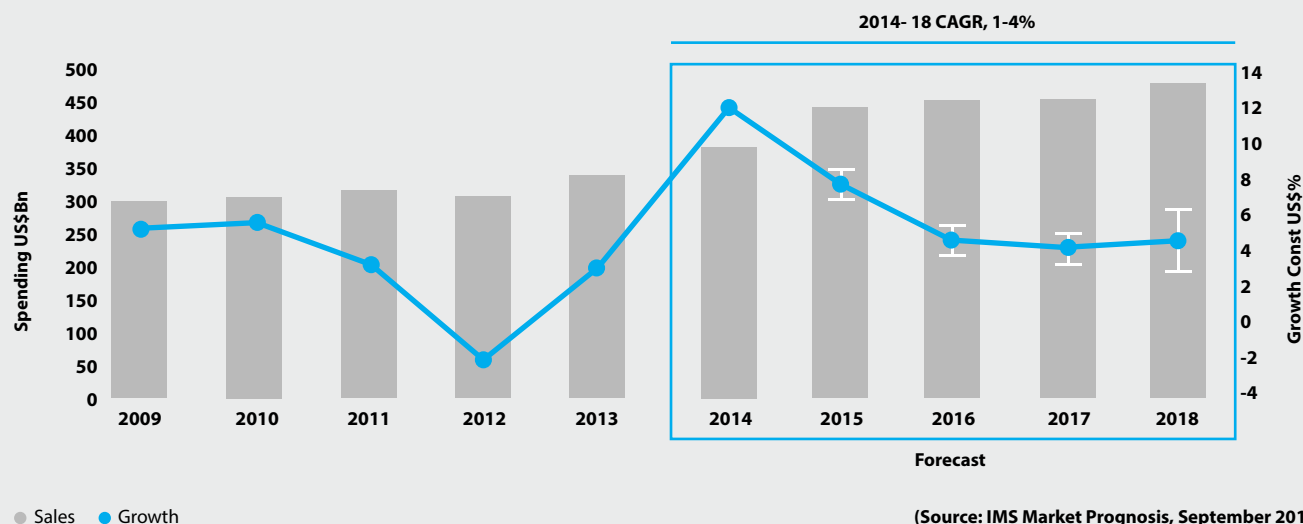


While these trends are encouraging, pharmaceutical companies around the globe continue to be buffeted by drug patent expirations, rapidly increasing competition from generics manufacturers, and government and health care industry efforts to control costs — evidenced by price controls, pro-generics policies, and patent challenges. However, manufacturers face growing pressure by governments and health care authorities to justify product costs. In developed countries this is being driven by instituting value-based health care models and in emerging markets by local governments expanding exports of less-expensive generics while enacting domestic price cuts. Industry players will continue to adjust and develop their business models to compete in the "new health economy", characterised by a strong emphasis on patient value as the basis for reimbursement, and at the same time exploring challenges and opportunities arising from growing global markets as emerging economies open and develop their healthcare systems.

Management Discussion & Analysis

The US remains the world's largest pharmaceutical market, accounting for over one-third of the total global pharma spending. It is expected to register a 5-8% CAGR up till 2018. The sharp escalation in spending will be driven by new innovative product launches, lower impact from patent expiries and price hike of branded medicines. The Affordable Care Act, which was implemented few years back has enabled expanded enrolment in state Medicaid programmes and allowed tax credits to purchase health insurance. Better insurance coverage will give Americans access to wide range of treatments, and at the same time provide a growth impetus for the pharmaceutical sector in the US.

U.S. SPENDING AND GROWTH, 2009-2018



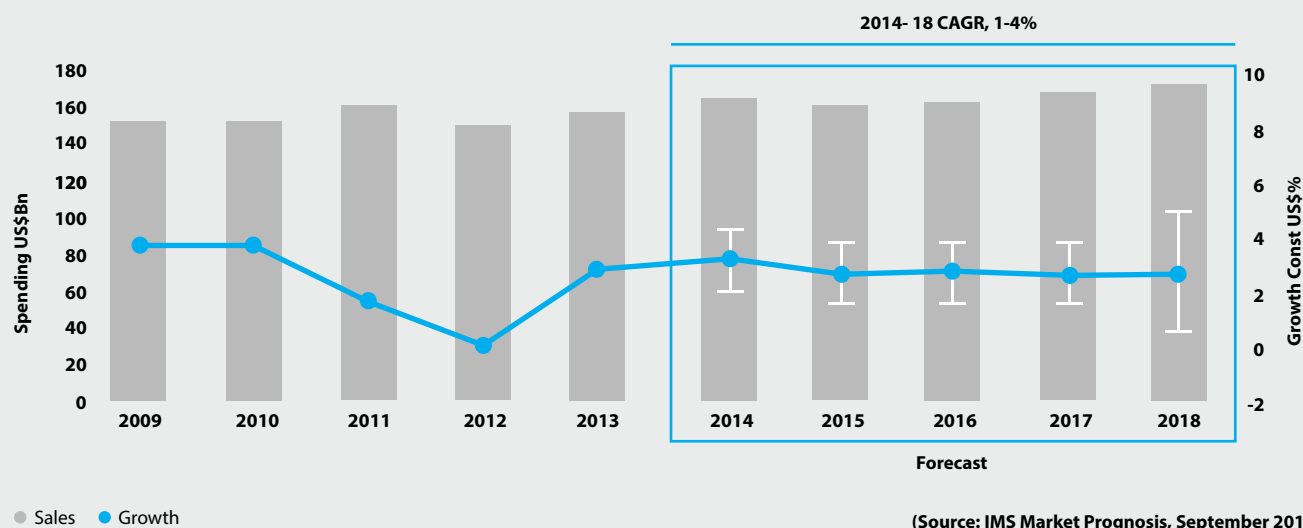
The EU5 (Germany, France, Italy, UK, Spain) market will experience a 1-4% growth rate over the next five years, reaching US\$ 157-185 Billion by 2018. The growth will be driven by Germany and the UK, bolstered by a reduction in mandatory discounts in Germany and National Health Service (NHS) budget easing in the UK. France and Spain may have a negative CAGR over the period due to growing consumption of generic drugs in France and changes to the reference pricing system in Spain.

Country wise-growth

	CAGR 2014-18
Germany	2-5%
France	(-2) -1%
Italy	2-5%
UK	4-7%
Spain	(-1)-2%

(Source: IMS Market Prognosis, October 2014)

TOP 5 EUROPE SPENDING AND GROWTH, 2009-2018



Management Discussion & Analysis

Generics Driven by Biosimilar Opportunities

The patent cliff has passed its steepest point, but a steady flow of patent expiries continues to depress the revenue of many pharmaceutical companies, as cost-conscious governments and other health care payors increasingly endorse the use of generic drugs. The global generics market was valued at \$168 billion in 2013 and is expected to reach \$283 billion by 2018, growing at a CAGR of 11 percent.

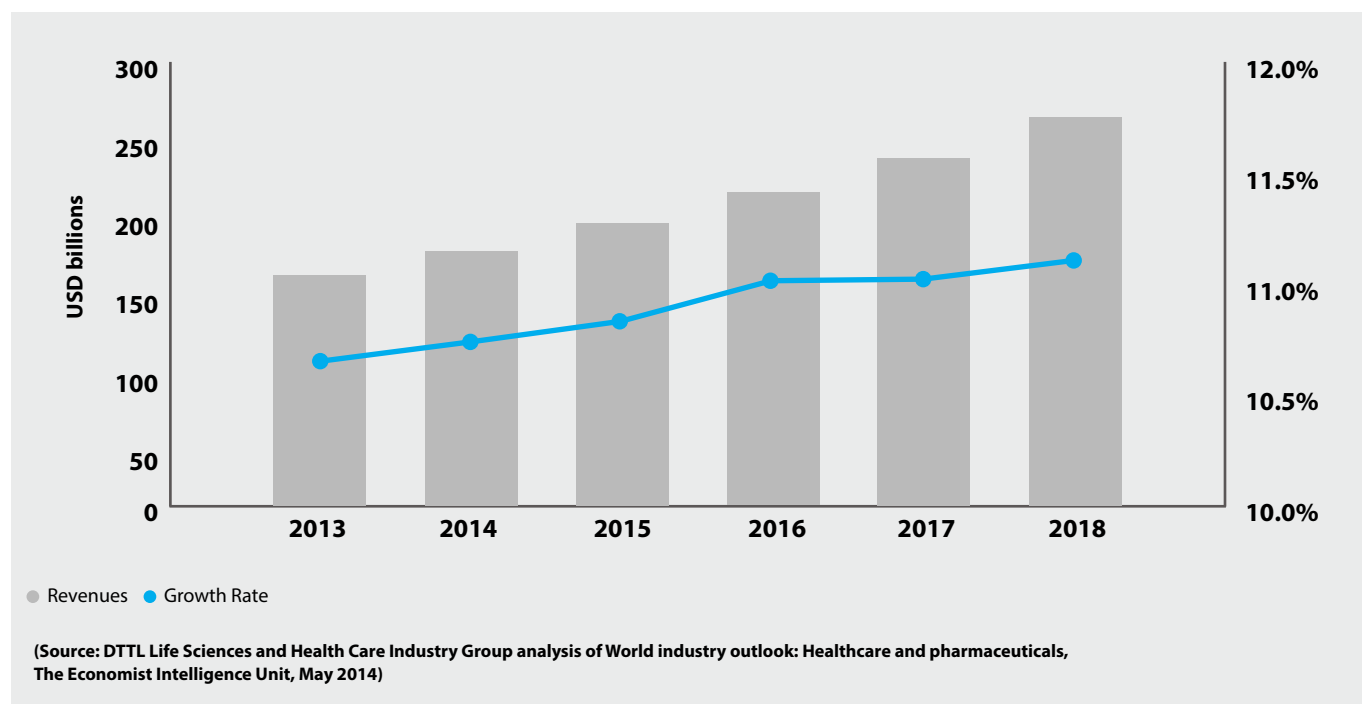
Projected growth in the generic drugs market is characterised by significant opportunities for the biosimilar segment in the EU and the US. According to sales data from the IMS, 12 biologic compounds that generate around USD 72 billion in sales will face patent expiration over the next seven years, creating a wave of opportunities for the biosimilar market players. However, we do not expect the loss of these patents to have a sudden material impact on the big pharma companies, given the regulatory and manufacturing complexities of biologic compounds. We expect the loss in sales due to the upcoming patent expiry of biologics to be more gradual, resulting in a patent slope, as opposed to the patent cliff experienced in 2012.

Generic drugs account for around 70 percent of the U.S. drug market by volume. In Europe they account for around 50 percent, although the proportion differs significantly by country. To a large extent, the magnitude of savings from generics that each country achieves depends on the utilization levels and price differentials between the generic and branded versions. In the U.S., generics use is almost 90 percent within the off-patent (unprotected) market. However, in many European countries, potential savings are not fully exploited due to lower utilization of generics in key therapy areas.

Even though industry projects that generic drug demand will continue to rise as consumers and payers prefer to purchase cheaper medicines, the road ahead is not worry-free. Recent results from major generic drug producers show that tighter price controls and other sales constraints are impacting revenues. Generics manufacturers are also beginning to see the downstream effects of slowing patent expiries, which means they can no longer count on rapid growth for new products. Accompanying these pressures is increased global competition, with local drug manufacturers in developing countries looking for ways to grow export revenue. In India, for example, companies are eager to expand their market access although they complain that trade barriers are high.

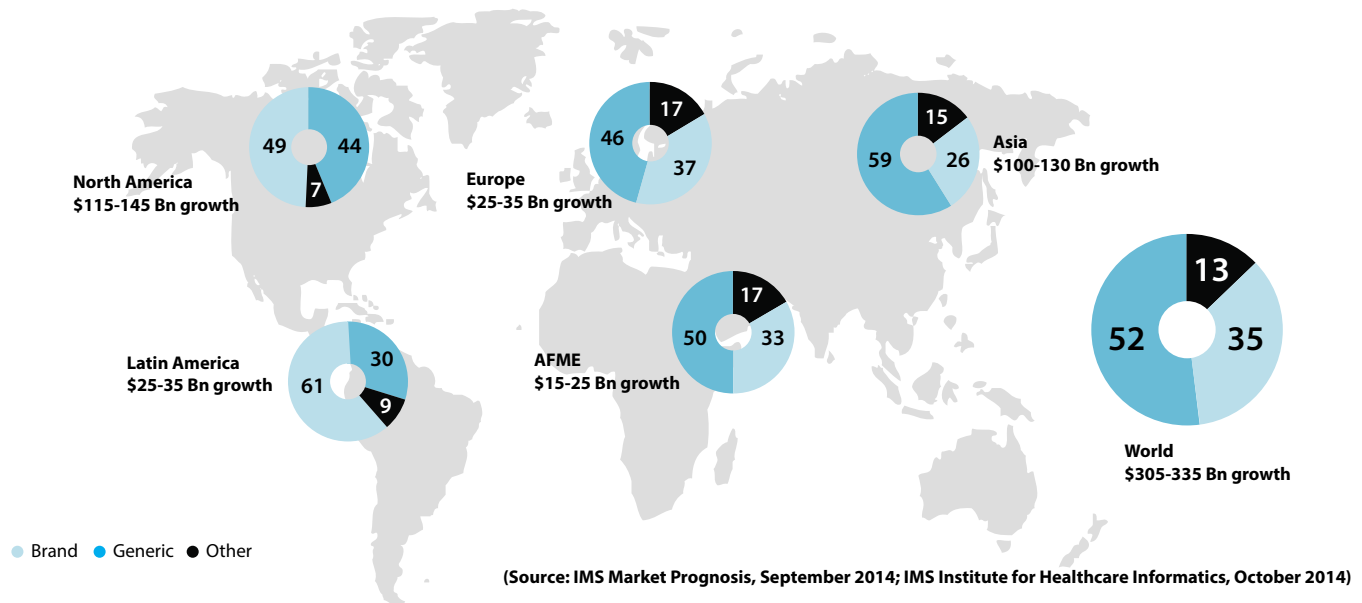
Global Generic Segment Revenue

Generic drugs represent the largest growth driver for the pharmaceutical sector globally. Generic drugs play a critical role in easing the high costs on the healthcare system globally. Increased generic spending in developed markets in the next five years will be driven by generic competition due to patent expiries. This will be further bolstered by more generic use for off-patent molecules. Patients in pharmerging markets will benefit from rising access to affordable generics for primary care treatment.



Management Discussion & Analysis

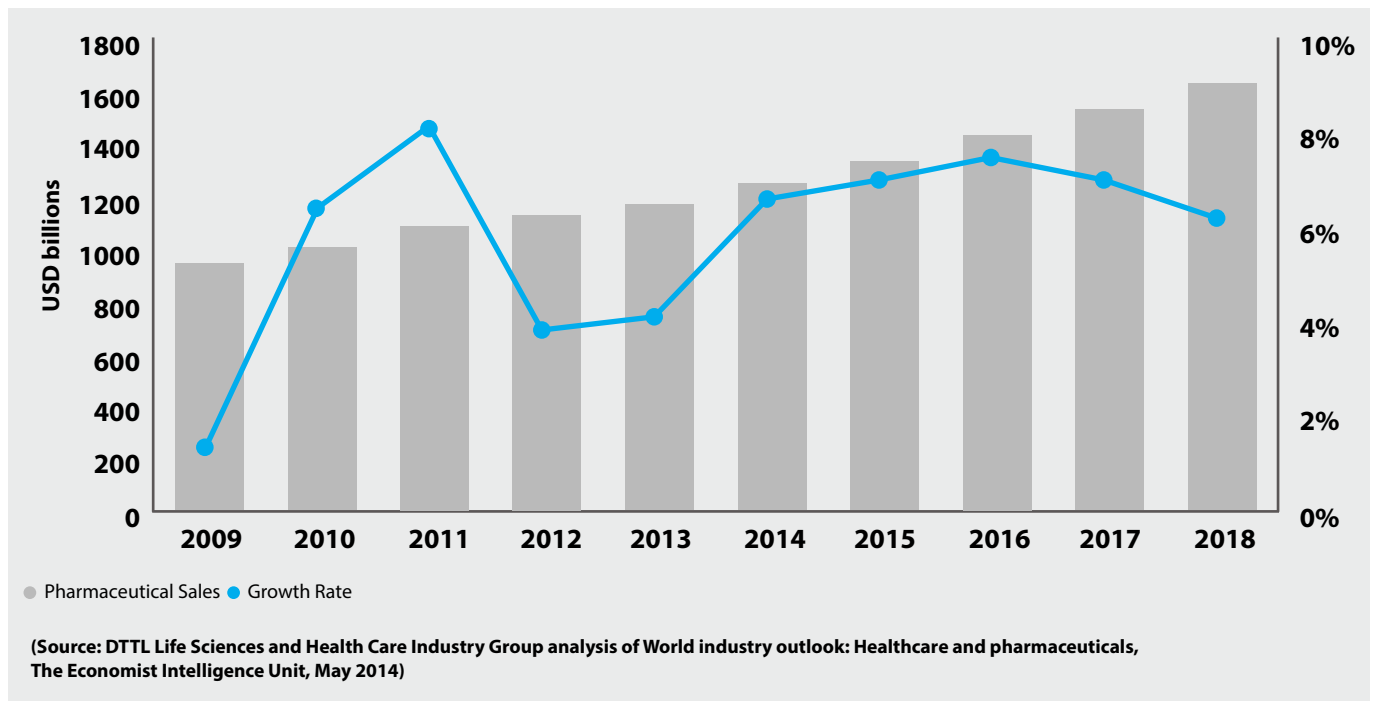
Geographic distribution of medicine spending



Outlook

According to the Economist Intelligence Unit pharmaceutical sales are projected to increase an average of 6.9 percent annually over 2014–2018, outpacing the estimated global health care spending rate of 5.2 percent during that same period. Total pharma revenues are expected to increase from \$1.23 trillion in 2014 to \$1.61 trillion in 2018 (Figure 2). Spending on midmarket prescription drugs used for treating common chronic diseases is likely to stagnate as prices fall. Demand for generic drugs will continue to rise as payors take advantage of patent expiries to reduce costs.

Figure 2 – Global pharma segment revenues

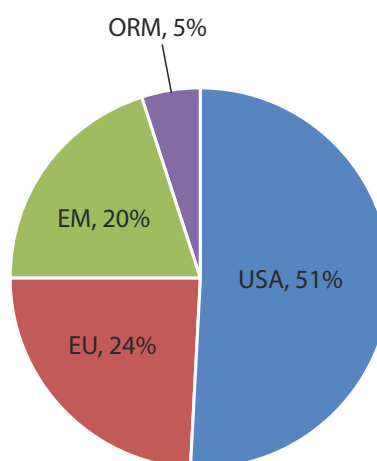


US Pharma spending is expected by the EIU to grow by 6.4% annually in the period, supported by solid employment and improving access to healthcare as a result of the Affordable Care Act and a growing market for high-cost specialty drugs. In Western Europe, growth remains subdued, estimated at 2.2% p.a. over the period as austerity measures and an increased focus on value drives generics penetration and affects pricing power in the region. In contrast, growth in emerging markets is expected at 10% p.a. due to healthcare investments targeting access to basic treatments and focus on chronic diseases.

Management Discussion & Analysis

World Generic Injectables Market

The world generic injectable market is dominated by the USA, which accounts for 51% of the entire market size, European Union is second with 24% of the total Generic Injectables Market followed by EM at 20% and Other Regulated Markets at 5%.



US Generic Injectables Market

The generic injectables market is estimated to be around US\$ 8bn in the USA, this includes General Injectables at 73%, Oncology at 17%, Beta-lactam antibiotics at 8% and others at 2% of the total market.

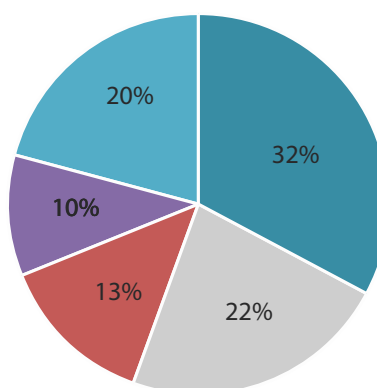
Out of these segments the generic injectables segment; our company related products; with a US\$ 6 bn of market size, has seen the highest growth between the years 2010 and 2013. During this period the segment grew by 17% as compared to 7% of Oncology and 8% in Beta-lactam antibiotics. This growth was on the back of better demand of products and improved pricing due to shortages in the general injectables products.

Competitive Matrix and Drug Shortages

The generic injectable industry requires a sophisticated manufacturing process, with high regulatory standards, this industry is characterised by a low competitive scenario with 70% of the generic injectable products having three or less than three competitors.

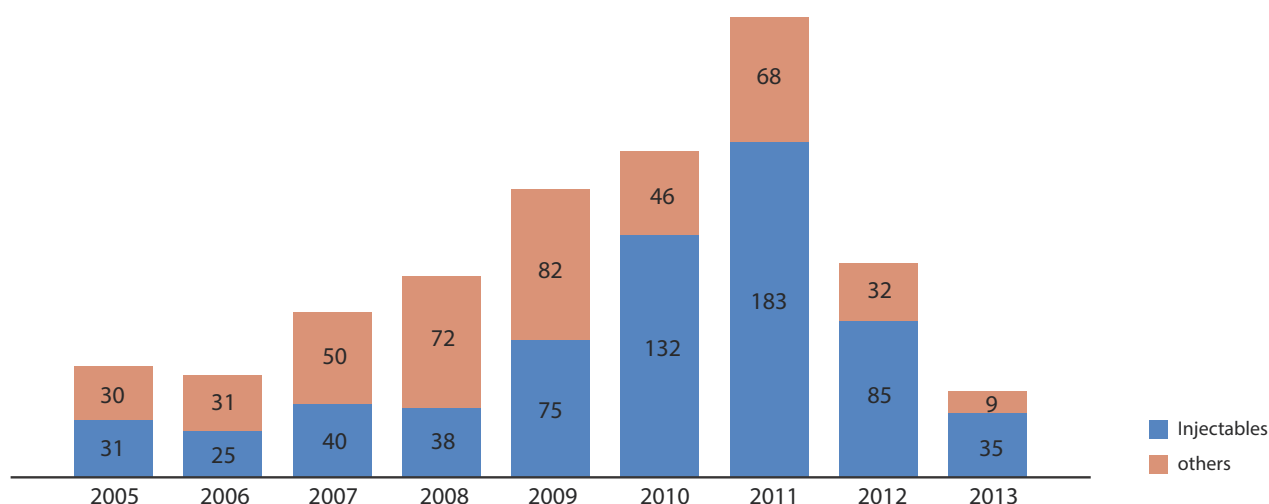
The competitive scenario has been further reduced due to companies facing quality issues and also due to a few companies concentrating on select products to ensure margins and quality standards and voluntarily removing their products off the market. This has led to a shortages in the injectables products. And the same is evident from the US Drug shortage trends from 2005 to 2013 where a majority of the products are injectables products.

Competitors For %age of Sales



■ One ■ Two ■ Three ■ Four ■ Five +

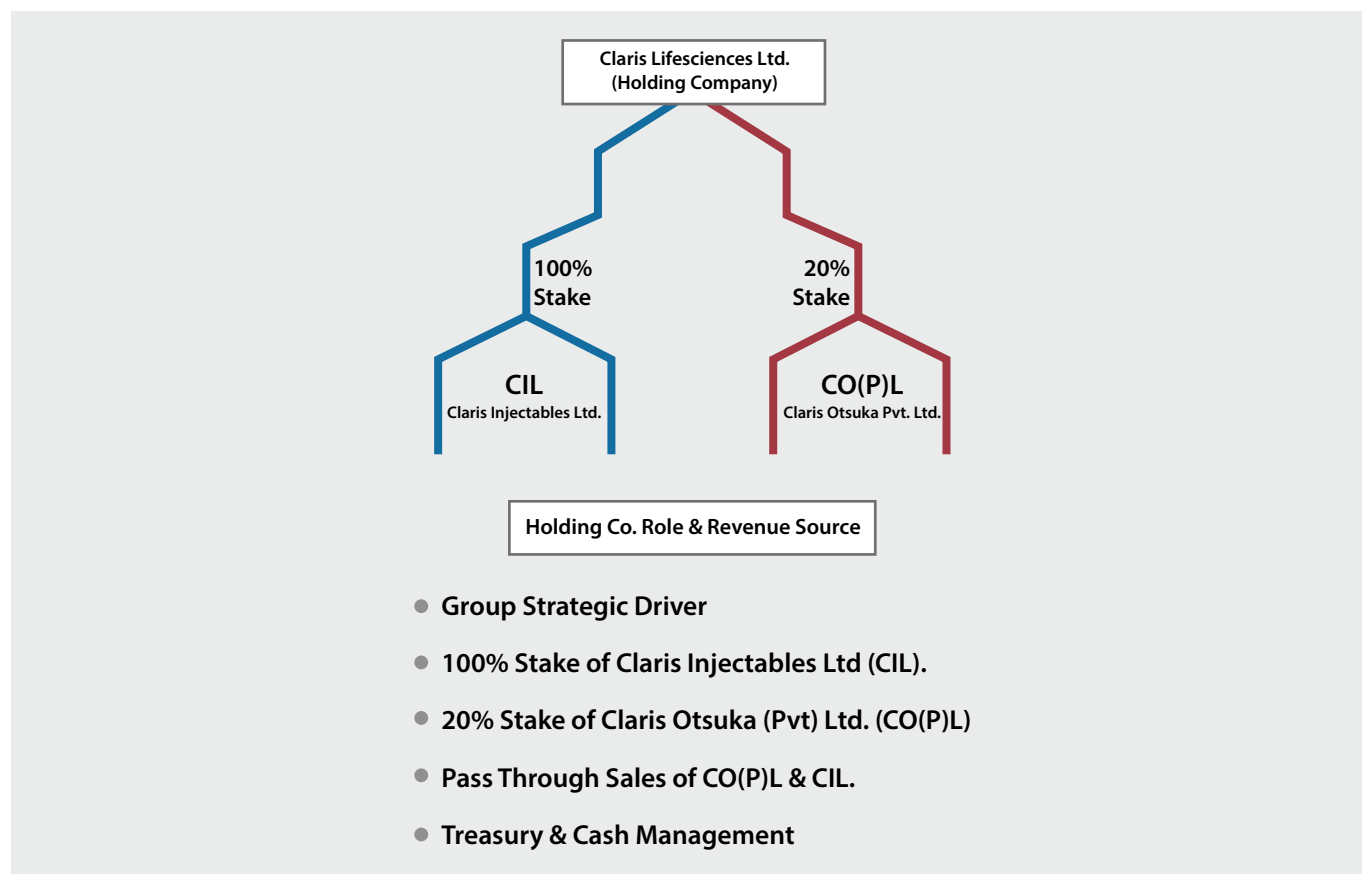
Us Drug Shortage Trends (In Nos.)



Management Discussion & Analysis

Glance at Claris

Holding Company: Strategic move for future growth



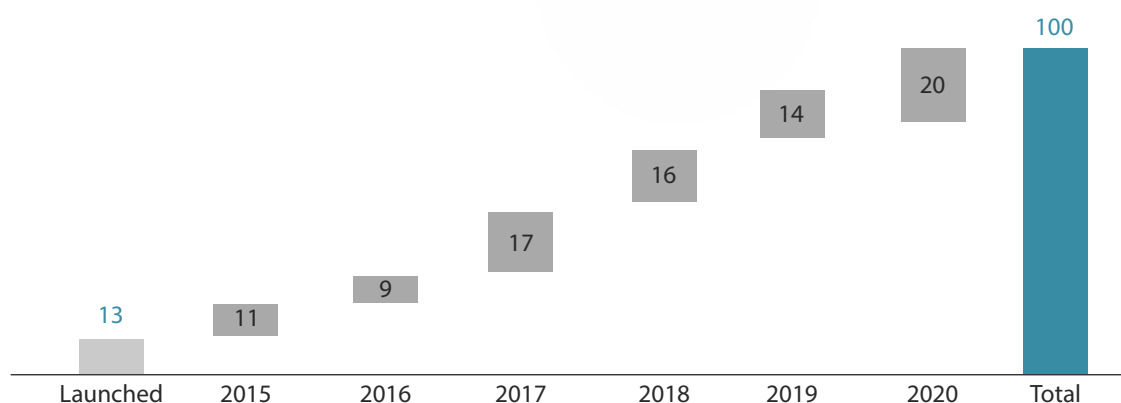
Carve Out of Injectables business

On receipt of necessary approvals from the Board of Directors and Shareholders of the Company at their meetings held on July 4, 2014 and September 3, 2014 respectively in respect of transfer of its Speciality Injectable Business on slump sale and going concern basis, the Company has transferred its Speciality Injectable Business to its wholly owned subsidiary namely Claris Injectables Limited (formerly known as Claris Lifesciences International Limited) on October 31, 2014. The business transfer involved transfer of relevant assets and liabilities pertaining to Speciality Injectable Business on a "slump sale and going concern basis" for an agreed cash consideration of Rs. 55,400 lacs.

Product Registrations

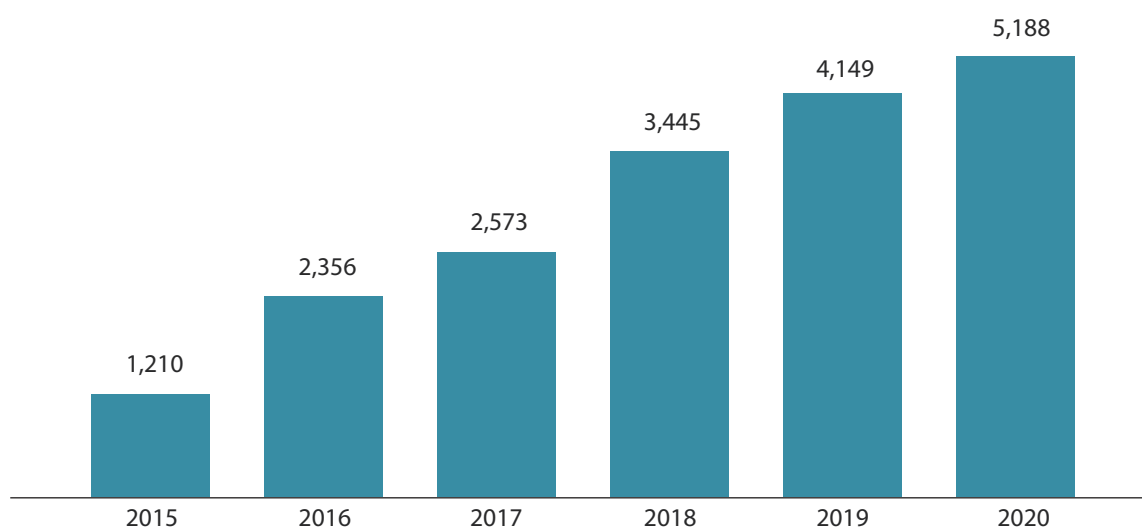
Our company's business is poised for signification growth in the Regulated Markets and especially in the USA. USA is the biggest region for the generic Injectables markets and accounts for more than 50% of the global market size, our company continues to work towards delivering growth from this region. The company has identified a basket of products which will be developed, filed over the next three years and to drive growth up to 2020. The products would result into a sizable addition to the addressable market size not only in the USA but across the Regulated Markets.

Expected ANDA Approval Pathway



Management Discussion & Analysis

Cumulative Addressable Market Opportunity in Regulated Markets (In USD Mn)



Technology Up gradation during the year

During the year, our company has introduced new technologies in the manufacturing facilities and the testing labs. Packing automation for Propofol vials and other SVP products in ampoules and vials has resulted into significant increase in the packaging capacity. Introduction of Automatic pouch making machines; which is used as secondary packaging material for Bags, has led to a cost reduction and quality enhancement at a higher throughput in bags.

Introduction of new laboratory instruments and software implementations will improve the data capturing and recording process for the company, this will help the company in the long run with respect to regulatory bodies' requirements of having systems in place to ensure data integrity.

During the year our company has installed two new lines in the new plant; Clarion 2; these line can manufacture products in ampoules and vial for a fill volume of up to 10 ml, these are high spread lines with capacities to manufacture around 100 mn units each per year. This plant has received approvals from MHRA.



Risk and Concerns

The Company is exposed to certain risks such as regulatory changes, credit and liquidity risks, new product risks, competition, government pricing controls, litigation relating to Intellectual property rights and product quality, foreign exchange fluctuation, Economic and political environment etc. The Company has corporate Risk Management Team consisting of professionally qualified Chartered Accountants and functional specialist who are empowered to examine/audit the adequacy, relevance and effectiveness of control systems, compliance with policies, plan and statutory requirements and to take necessary steps for mitigating risks profile of the company.

Internal Control System and their Adequacy

The Company has a reasonable system of internal control comprising authority levels and power, supervision, check and balances, policies and procedures. It has in place adequate system of internal control, commensurate with its size and nature of operations. The Controls are designed to provide reasonable assurance to management of the reliability of financial information, compliance to operating and adherence to Statutory / regulatory requirements. Significant audit observation and management actions thereon are reported to audit committee periodically. The Audit committee reviews the observations and assesses the adequacy of the actions proposed as well as monitors their implementation. The Company has well defined internal audit system which is continuously upgraded by measures such as strengthening of IT enabled activities and use of external management services.

Management Discussion & Analysis

Financial Performance

The financial statement has been prepared in compliance with the requirement of the Companies act 2013 and Generally Accepted Accounting Principles (GAAP) in India. The Accounting Year of the Company has been changed from *January – December* to *April – March* in line with the provisions of the Companies Act, 2013, which prescribes the uniform year. This change also brings the simplification and avoids duplication in preparation and audit of accounts separately under the Company and Income Tax Acts. Accordingly, current year's annual report of the Company are for period of fifteen months, from January 1, 2014 to March 31, 2015. These figures, therefore, are not comparable with those of the previous year ended on December 31, 2013.

The following table details out the Consolidated statement of profit and loss for the fifteen month period ended on March 31, 2015 and twelve month period for the year ended on December 31, 2013.

Particulars	For the year ended on March 31, 2015 (15 months)	For the year ended on December 31, 2013 (12 months)
Revenue		
Revenue from operations		
(a) Gross Sales	78,472	66,791
Less : Excise Duty	460	954
Net Sales	78,011	65,838
(b) Operating income	1,964	939
Revenue from operations (net)	79,975	66,776
Other Income	8,630	4,344
Total Revenue	88,605	71,120
Expenses		
Cost of materials consumed	11,873	15,091
Purchase of Stock in trade	26,274	9,096
Changes in inventories of finished goods and work in-progress	(2,691)	519
Employees benefits expense	9,257	5,098
Finance cost	4,826	5,219
Depreciation and amortization expense	4,905	6,535
Other expenses	19,715	20,320
Total expenses	74,159	61,878
Profit before exceptional item and tax	14,447	9,243
Exceptional Items:		
Profit on disposal of infusion business under slump sale	-	1,506
Profit before tax	14,447	10,749
Total Tax Expense	(1,220)	2,208
Profit after tax and before share of profit / (Loss) of Associate	15,667	8,541
Share in Loss of Associate	(719)	(100)
Net Profit After Tax	14,948	8,441

Revenue Break Up

Company's total Income for the fifteen month period year ended on March 31, 2015 comprises of three elements:

- Revenue from Operations
- Operating Income
- Other Income

The table below illustrates the contribution of each of these components to the company's total income for FY 2013 and the fifteen month period ended on March 31, 2015:

Particulars	FY 2015	FY 2013
Revenue from Operations	88.3%	92.9%
Operating Income	2.2%	1.3%
Other Income	9.5%	5.7%
Total Revenues (100%)	88,605	71,120

Management Discussion & Analysis

Summarized Consolidated Profit and Loss Statement

Particulars	(Rupees in Lacs)	
	For the year ended on March 31, 2015 (15 months)	For the year ended on December 31, 2013 (12 months)
Net Sales	78011	65838
Other Operating Income	1964	939
Other Income	8630	4344
Earnings Before Interest, Tax, Depreciation and Amortization	24178	22503
EBITDA margin (%)	31%	34%
Profit Before Tax	14447	10749
PBT margin (%)	19%	16%
Profit after Tax	14,948	8,441
Net profit margin (%)	19%	13%

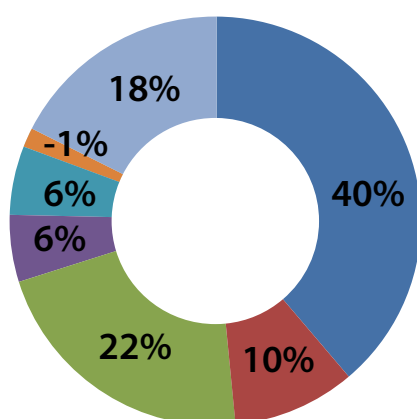
Consolidated Net sales of the Company has grown from Rs. 65838 Lacs for the twelve months ended December 2013 to Rs.78011 lacs for the fifteen months ended March 2015. On July 31, 2013, the Company has entered into the Joint venture with Otsuka and Mitsui and the Company has transferred its infusion business for Domestic and certain emerging markets. Therefore, in the year 2013, sales for seven months was inclusive of total infusion and injectable business while remaining five months of year was for speciality injectable business and pass through of the international sales of Claris Otsuka Private Limited ('Claris Otsuka'). Similarly, for the period of fifteen months there has been sales of Speciality Injectable business and pass through sales of Claris Otsuka.

Earnings before Interest, Tax, Depreciation and Amortization has reduced from 34% for the twelve months ended December 2013 to 31% for the fifteen months ended March 2015. The reduction in EBITDA margin is on account of transfer of infusion business to Claris Otsuka. However, the pass through sales continue through Claris without significant margin and therefore result into reduction in EBITDA margin.

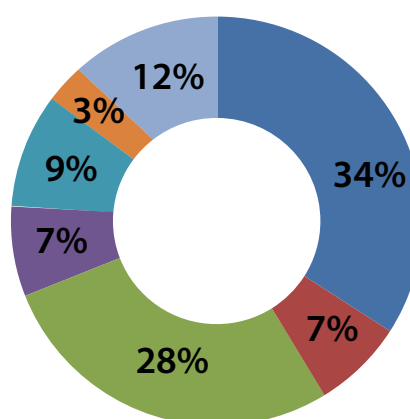
Profit after tax has changed from 13% for the twelve months ended December 2013 to 19% for the fifteen months ended March 2015. There has been an increase in the profit mainly on account of the reversal of deferred tax due to slump sale.

On consolidated basis, the net sales of the company for the fifteen month period ended on March 31, 2015 stood Rs 78,011 Lacs as against Rs 65,837 Lacs for the twelve month period ended on December 31, 2013.

Distribution of Revenue during the financial year ended on March 31, 2015



Distribution of Revenue during the financial year ended on December 31, 2013



Cost of material	40%	34%	Depreciation	6%	9%
Employees Cost	10%	7%	Tax	-1%	3%
Operating Expenses	22%	28%	PAT	18%	12%
Interest	6%	7%			

Management Discussion & Analysis

Cost of Material

There has been an increase in the cost of material as a percentage to sales, from 34% of sales last year to 40% of sales for this period. The increase is mainly due to an increase in purchase of traded stock, which pertains to the finished stock purchase from Claris Otsuka for pass through sales in the international market.

Employee Cost

Employee cost has increase from 7% in the previous year to 10% as a percentage to sales in current period. This increase in due to additional recruitment of man power, increments, one time incentives and performance pay/commissions.

Operating Expense

During the current period operating Expense has reduced from 28% of sales to 22% of sales. Reduction is mainly due to the incremental pass through sales of the Joint Venture at practically no incremental operating cost.

Interest Cost

There has not been any significant change in the interest expense. Interest expense as a percentage to sales has dropped by 1%, interest expense of the additional borrowings during the year have been capitalised.

Depreciation

The depreciation as a percentage of sales has reduced from 9% in the previous period to 3% during this period mainly due to the transfer of the Infusion Business assets to the Joint Venture and due to the incremental pass through sales from the Joint Venture booked in the consolidated numbers.

Tax

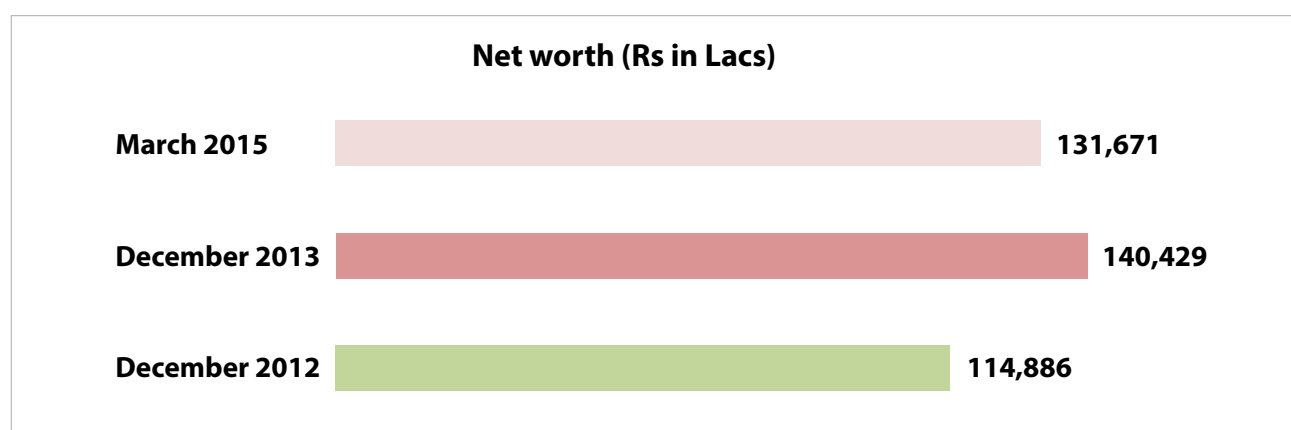
A reversal of deferred tax due to the slump sales of the Speciality Injectables Business to a wholly owned subsidiary has resulted into a negative tax expense during the year under review.

Profit for the year

Profit for the fifteen month period stood Rs 14,948 lacs after the share of loss of the associate company which amounted to Rs 719 Lacs.

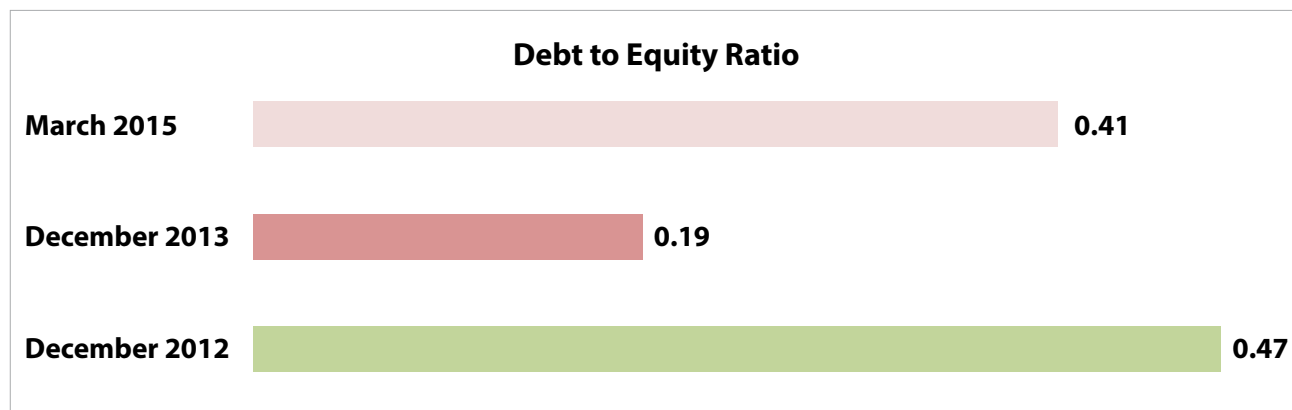
Financial Highlights

*Based on GAAP Consolidated Financial Statements

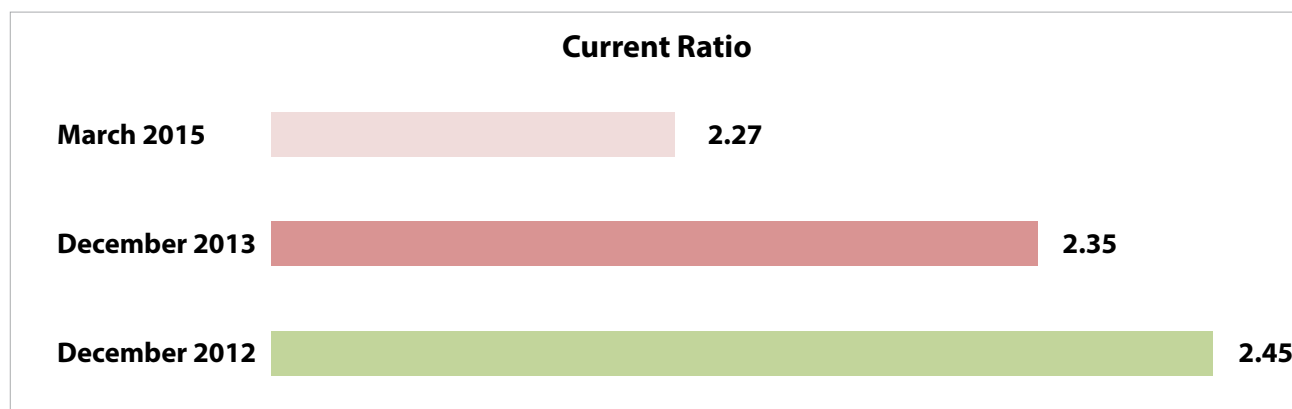


Management Discussion & Analysis

During the year under review, Net Worth of the Company has been reduced due to buyback of equity shares. Total value of buyback along with security premium paid amounts to Rs. 23,125 Lacs. However book value per share has been increased significantly due to buyback of shares.



Debt equity ratio of the company has changed from 0.19 in 2013 to 0.41 in 2015. This is mainly due to additional borrowings by the company during the year for capital expansion.



Current ratio

The current ratio has reduced from 2.35 for the previous period to 2.27 for the current period due to a reduction in the current assets during the year. This reduction is due to the reduction in investments from Rs. 60,882 Lacs in December 2013 to Rs. 33,165 Lacs in March 2015. This reduction is due to Rs. 30,000 Lacs of buyback and dividend distribution to shareholders.

Claris Speciality Injectables

During the year 2014 the Company has transfer its Speciality Injectable Business on slump sale and going concern basis, to its wholly owned subsidiary namely Claris Injectables Limited (formerly known as Claris Lifesciences International Limited) on October 31, 2014. Provided below is the management representation of the unaudited numbers for the Speciality Injectable Business:

(Rupees in Lacs)

Financial	For the fifteen months ended on March 31, 2015
Net Sales	51,730
EBIDTA	18,980
EBIDTA%	37%

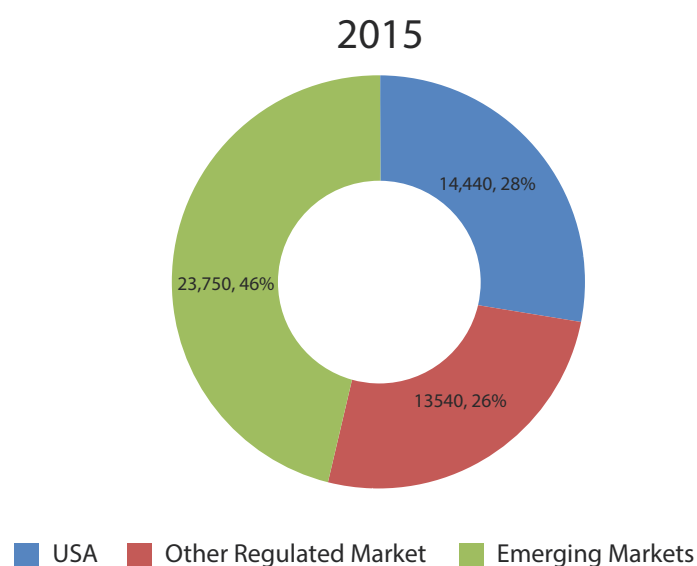
Net sales and EBIDTA of Speciality Injectables business for the year ended on March 31, 2015 were Rs. 51,730 Lacs and Rs. 18,980 respectively.

Management Discussion & Analysis

Provided below is the management representation of the region wise breakup of the revenues for the Speciality Injectables business.

(Rupees in Lacs)

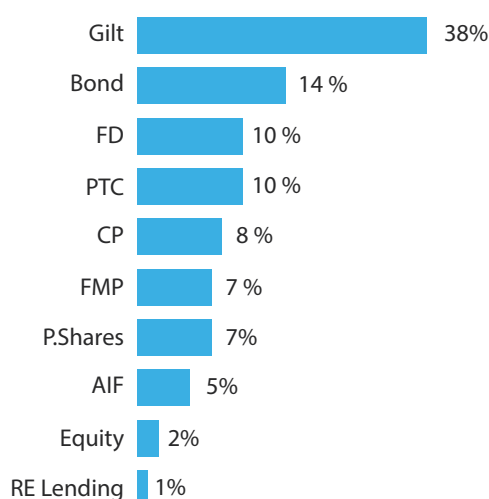
Region	For the fifteen months ended on March 31, 2015	% of Total Sales
USA	14,440	28
Other Regulated Market	13,540	26
Emerging Market	23,750	46
Total	51,730	100



Treasury Management

The funds that have been retained in the Company from the receipts of the 80% stake sale in the Infusion Business to Otsuka and Mitsui, have been invested with an intention to make highest possible return at the lowest possible risk. As you can see from the graph, 38% of the corpus has been invested in Gilt Mutual Funds, a further 24% has been invested in AAA rated PSU Bonds (14%) and 10% in Bank FDs. The portfolio has a high liquidity where more than 70% of the corpus can be redeemed within a week's time.

During the year the Company has been able to generate a 13% IRR on a pretax basis.



Management Discussion & Analysis

Preserving & building shareholder value

Global lifesciences companies deal daily with pricing pressures, generics competition, margin erosion, supply chain issues, and regulatory constraints, all of which can limit their ability to grow revenues. On the cost side, rising R&D expenses, marketing & sales outlays, and general operating cost increases can exert pressure on gross margins. Still, companies are expected to preserve and build shareholder value.

The Company is keen to increase the Shareholder Value through , improving R&D productivity, recent increases in Product Registration approvals, and expanding product pipelines—combined with ongoing cost containment— Operational transparency and addressing risks and improving processes within finance & accounting (F&A) operations—via treasury solutions and services such as controls testing, balance sheet integrity, gross-to-net (GtN) forecasting, cost management, and reporting optimization— is helping the Company to foster shareholder confidence. The Company in addition aim to optimize the mix of sales, marketing, and market-access expenditures at the local market as well as International market level thereby continuously strives to increase the shareholder value. However, a number of external and internal forces have the potential to move the needle up or down; among them, price controls & access, generics, and supply chain operations. As the global health care industry shifts and transforms so, too, must the life sciences sector. There are important considerations like Innovation & growth for stakeholders as they seek to adapt, innovate, grow, and prosper in 2015 and beyond.

Conference Participation

As an integral part of marketing strategy, your Company regularly participates in global and local level conferences. Conference participation provides opportunity to enhance your company's visibility and brand image among larger networks of customers and business associates. It also provides platforms to promote your company's products, appreciate competitors' activities, and gain insights on the latest trends & technologies in the industry.

This year, your Company participated in several renowned conferences worldwide including:

- American Society of Health-System Pharmacists (ASHP) Meetings, USA,
- Generic Pharmaceutical Association (GPhA) Conference, USA,
- HealthTrust Purchasing Group (HPG) Conference, USA,
- MedAssets Healthcare Business Summit, USA,
- Australian Society of Anaesthetists (ASA) Conference, Australia,
- Philippine Society of Nephrology (PSN) Annual Convention, Philippines,

Such incessant endeavours help enhance your Company's presence in the global market, which in turn promise enhanced market share and growth in long run.



Material Developments in Human Resources

Your Company was declared as one of the 'India's Best Companies to Work for 2014' and one among the Industry Best workplaces in 'Healthcare', for the 5th year in a row by The Economic Times & Great Place to Work® Institute, India, through a study that measured level of trust, pride, and camaraderie among our people. This achievement is a testimonial of your Company's robust organisational philosophy, values, and culture practices, which were assessed and recognised in the study.

Talent Acquisition

Besides traditional sourcing, your Company adopted newer non-traditional ways of sourcing such as posting of vacancies on social networking sites such as Facebook and LinkedIn, interviewing outstation candidates on Skype, along with the traditional ways of member referral program 'AutoQuest', job portals, internal databank, advertisements, etc. For assessing soft skills of candidates during hiring, your Company carried on conducting various aptitude & psychometric tests and handwriting analysis.

Total Man power of the group is 2069 nos, comprising of 1092 employees and 977 contract workers. Among 1092 employees, 10 are Phds, 285 are Pharmacists, 260 are Post Graduates, 247 are graduates and 290 are under graduate employees.

Management Discussion & Analysis

Capability Enhancement

As part of human capital development, your Company continued to focus on managerial and leadership development programs. This year, competency-based people development framework was introduced, where various training programs were organised in line with training needs identified after thorough competency mapping. For key members, several psychometric tests were conducted like extended DISC and FIRO-B to assess and map the competency of the members, followed by one-to-one counseling with the experts.

Mr. Arjun Handa, Vice-Chairman & Managing Director of the Company, has now started providing 360-degree feedback for top members during external training, and the results from this evaluation are then used by the member receiving feedback to plan & map specific paths of their development.

Throughout the year, besides in-house training by internal and external faculty, key members were nominated to premium management institutes including IIMs, ISBs, and MDI for leadership skills development, along with senior management members nominated to international institutes including INSEAD, Singapore, and some of the programs of Harvard and Wharton in India.

Outdoor learning programs were organised, where members were made to perform various team building activities, along with a discussion with the faculty and senior members.

Work-Life Balance Initiatives

Work-life balance is a fundamental credo at Claris – all the members experience a sense of pride, satisfaction, happiness, celebration, love, well-being with equal focus on work. In order to enhance the work-life balance focus, your Company introduced alternate Saturday offs in a month, along with a 3-day Diwali break at manufacturing plant – breaking its tradition of running the plant throughout the year. Your Company also started providing compensatory off and liberal leave, to see to it that no member has to forgo their weekly offs, and miss any social obligation.

With a drive of refreshing the workplace at HQ, your Company ushered in an 'Workplace Refresh' concept that includes changed infrastructure (layout, work station, PCs, cupboards etc), ergonomically-designed chairs and work desks, Wi-Fi enabled office, floor-specific water points, etc., with a focus on prevention of reflecting glare (light fixture location) and cutting down carbon emissions.

Enhancing the work-life balance is a new Gaming Zone at plant and the existing one at HQ, which continued to help the members to unwind and bring exuberance in the culture.

Your Company also introduced an initiative 'Feel Special' for key members, where a cake is delivered on the member's marriage anniversary at their home, and this provides a feeling of belongingness and caring by the Company to the members and their families.

On the occasion of World Health Week, a 'Fitness Awareness Camp' was organised at plant, where nutrition experts carried out members' Body Composition Analysis. They also designed the diet plans for the members.

Employee Engagement & Involvement

Like every year, your Company celebrated various festivals like Navratri, Uttarayan, Dussehra with families of their members, in order to get connected with the near & dear ones of team members. Your Company also conducted several sports tournaments such as Soccer, Volleyball, Cricket, Pool, Table Tennis, Carrom, Chess, etc., to foster sports culture and enhance camaraderie among the teams.



Internal Communication

Your Company persistently utilised the interactive and online portal 'myClaris' – heart and soul for internal communication – to encourage people connectivity, exchange information, and update knowledge. The platform kept the spirits of members alive through inspirational quotes, stories, sharing key happenings & milestone achievements, etc.

Your Company continued sending out 'Claris Quarterly' newsletter every quarter during the year, to keep the members and their families updated of the key developments & happenings in the Company. This newsletter was also awarded 'Certificate of Merit' in In-house Communication Excellence (ICE) Awards 2014 – an initiative by Shailaja Nair Foundation – which promotes the print medium and recognises & honours the best talent and creativity in in-house magazines.

Management Discussion & Analysis

Corporate Social Responsibility

Claris supports several initiatives and contributes to areas of sports, health, education, culture, etc., for development of the society at large.

Supporting sports for a cause

Claris believes that sports are a fun way of engaging in fitness activities which ensures well-being of the society and contributes towards wholesome development of people; and therefore, your Company is imparting training and platform for Soccer to School Children and strives for the healthier future of society which it is a part of.

The 3rd edition of Claris promoted 'TOI Claris Twenty20 School Soccer tournament' in September 2014 was bigger & better than ever before, where 80 teams and 1,280 players, including 64 teams of boys and 16 teams of girls, from various schools of Gujarat participated. The very cause of organising this tournament was to train and promote aspiring football players of the entire state. They were given an opportunity to showcase their passion and prove their mettle for the game.

Promoting Health Awareness

Your Company co-sponsored and participated in the 1st edition of Pinkathon Amdavad in October 2014. Pinkathon is India's biggest multi-city women's running event to promote fitness & health among women and to create awareness about breast cancer. A record, 15,000 women participated in the event (including more than 200 women members from Claris family), which is the highest participation across the country for Pinkathon.

Supporting various other causes

Your Company was the outreach partner of Design for Change – the largest global movement designed to give children an opportunity to express their own ideas for a better world and put them into action. It has reached out to 34 countries and over 3,00,000 schools inspiring hundreds of scores of children, their teachers, and parents to lead the change.

Your Company supported a gala concert by Ms. Lalitya Munshaw in February 2015, a renowned singer and performer, which was organised to support educational and health-related activities undertaken by Ahmedabad-based NGO Sarjan Foundation.

Your Company also supported Indian Renal Foundation (IRF), a voluntary health organisation dedicated to the cause of kidney failure patients in India. Collaborating with such social causes inculcates a feeling of contribution to the society in some ways.

Safe Harbour Statement

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements. Such risks and uncertainties include, but are not limited to: growth, competition, domestic & international economic conditions affecting demand, supply & price conditions, changes in Government regulations, tax regimes and other statutes.

Auditors' Report

To the Members of Claris Lifesciences Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of CLARIS LIFESCIENCES LIMITED ("the Company"), which comprises the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the fifteen months period ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's 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 principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 ("The Act"), read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs. 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 but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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 aforesaid financial statements give the information required by the Companies Act, 1956 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) in the case of Statement of Profit and Loss, of the profit for the fifteen months period ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the fifteen months period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004' issued by the Central Government in terms of Sub-section (4A) of section 227 of the Act and on the basis of the MCA Circular referred to in the Other Matters paragraph, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order to the extent the same are applicable to the Company.
2. As required by section 227(3) of the Act and on the basis of the MCA Circular referred to in the Other Matters paragraphs, 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 it 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 notified under the Companies Act, 1956, read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs.
 - (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 clause (g) of sub-section (1) of section 274 of the Companies 1956.

Other Matters

The financial statements of the company for the year ended 31st December, 2013 were audited by another auditor whose report dated 28th February, 2014 expressed an unmodified opinion on those statements.

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership Number: 047236

Place : Ahmedabad.
Date : 22nd May, 2015

Annexure to the Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. In respect of its fixed assets:
 - (i) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (ii) The Company has a program of verification of fixed assets to cover all the items over a period of three years which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (iii) During the period, the Company has disposed off a substantial part of its fixed assets pursuant to slump sale of its specialty injectable business to its wholly owned subsidiary Claris Injectables Limited (attention is invited to note no. 36 of the financial statements). According to the information and explanations given to us, we are of the opinion that the sale of the said part of the fixed assets has not affected the going concern status of the Company.
2. In respect of its inventories:
 - (i) According to the information and explanations given to us, inventories were physically verified during the period by the management at all locations at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - (ii) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (iii) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. As explained to us, the discrepancies noticed on physical verification of inventories as compared to the book records have been properly dealt with in the books of account.
3. The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii) (a) to (g) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
5. In our opinion and according to the information and explanations given to us, there are no contracts or arrangements that need to be entered into the register maintained in pursuance of Section 301 of the Companies Act, 1956. Accordingly, the provision of clause 4(v) (b) of the Order is not applicable to the company and hence not commented upon.
6. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 58A, 58AA or any other relevant provisions of the Act. Therefore, the provisions of clause 4(vi) of the Order are not applicable to the Company.
7. In our opinion, the internal audit function carried out during the period by a firm of Chartered Accountants appointed by the management has been commensurate with the size of the Company and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. According to the information and explanations given to us in respect of statutory dues :
 - (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
 - (b) No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding, as at March 31, 2015 for a period of more than six months from the date they became payable.

Annexure to the Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

c) Details of dues in respect of income tax, sales tax and excise duty which have not been deposited as at March 31, 2015 on account of disputes are given below :

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Rs. in lakhs*)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	2005-06	75.27
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	2006-07	95.60
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	2007-08	91.50
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (appeals)	2010-11	0.13
Andhra Pradesh VAT Act, 2005	Sales Tax	Sales Tax Appellate Tribunal	2006-2010	8.93
Central Excise Act, 1994	Excise Duty	CESTAT, Ahmedabad	2008 -2009	68.59
Central Excise Act, 1994	Excise Duty	Deputy Commissioner, Central Excise	2011-2012	8.73
Central Excise Act, 1994	Excise Duty	Deputy Commissioner, Central Excise	2011-2012	14.87

* Net of amounts paid under protest or otherwise.

10. The Company does not have any accumulated losses at the end of the financial period and has not incurred cash losses in the financial period and in the immediately preceding financial year.
11. Based on our audit procedures and the information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or bank during the period. The company has not issued any debentures.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. According to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the terms and conditions on which the Company has given guarantees for loans taken by subsidiary companies from banks are not prejudicial to the interest of the company.
16. According to the information and explanation given to us, term loans have been used for the purpose for which they were obtained.
17. According to the information and explanation given to us, and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have, prima facie, not been used during the period for long-term investment.
18. During the period, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the period.
20. The Company has not raised any money by way of public issue during the period.
21. During the course of our examination of the books of account, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company, noticed or reported during the period, nor have we been informed of any such case by the management.

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership Number: 047236

Place : Ahmedabad.
Date : 22nd May, 2015

Balance Sheet

as at 31st March, 2015

(Rupees in Lacs)

	Notes	As at 31-03-2015	As at 31-12-2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	5,456.78	6,381.78
(b) Reserves and Surplus	3	80,300.36	88,631.40
		<u>85,757.14</u>	<u>95,013.18</u>
(2) Non – current liabilities			
(a) Long-term borrowings	4	1,431.68	12,682.94
(b) Deferred tax liabilities (net)	5	272.57	5,896.85
(c) Long-term provisions	6	250.61	591.12
		<u>1954.86</u>	<u>19,170.91</u>
(3) Current liabilities			
(a) Short-term borrowings	4	2,265.76	10,546.65
(b) Trade payables	7	9,564.33	8,662.61
(c) Other current liabilities	8	26,876.54	30,936.77
(d) Short-term provisions	6	460.84	9,009.93
		<u>39,167.47</u>	<u>59,155.96</u>
	Total	<u><u>126,879.47</u></u>	<u><u>173,340.05</u></u>
II. ASSETS			
(1) Non – current assets			
(a) Fixed assets			
(i) Tangible assets	9	3,686.36	50,316.23
(ii) Intangible assets	9	146.66	196.50
(iii) Capital work-in-progress		177.23	17,329.26
		<u>4010.25</u>	<u>67,841.99</u>
(b) Non – current investments	10	1,926.96	1,860.62
(c) Long-term loans and advances	11	887.73	9,510.19
		<u>6824.94</u>	<u>79,212.80</u>
(2) Current assets			
(a) Current investments	10	33,161.25	60,881.99
(b) Inventories	12	-	3,925.32
(c) Trade receivables	13	15,184.98	15,479.09
(d) Cash and cash equivalents	14	4,424.12	8,912.85
(e) Short –term loans and advances	11	11,070.17	3,764.70
(f) Other current assets	15	56,214.01	1,163.30
		<u>120,054.53</u>	<u>94,127.25</u>
	Total	<u><u>126,879.47</u></u>	<u><u>173,340.05</u></u>
Significant Accounting Policies	1		
Other Notes forming part of the Financial Statements	2-45		

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Statement of Profit & Loss

For The Fifteen Months Period ended on 31st March, 2015

(Rupees in Lacs)

	Note	For The Fifteen Months Period ended on 31-03-2015	For the Year ended on 31-12-2013
Revenue			
I. Revenue from operations	16		
(a) Gross Sales		70,514.73	63,833.23
Less : Excise Duty		292.57	953.88
Net Sales		70,222.16	62,879.35
(b) Other Operating Revenue		2,006.25	938.65
Revenue from operations (net)		72,228.41	63,818.00
II. Other Income	17	7,625.52	4,334.69
III. Total Revenue (I+ II)		79,853.93	68,152.69
IV. Expenses			
Cost of materials consumed	18	7,616.28	15,091.00
Purchase of Stock in trade	18	37,267.94	9,378.23
Changes in inventories of finished goods and work-in-progress	19	(427.69)	(142.73)
Employees benefits expense	20	6,661.50	4,724.87
Finance cost	21	3,104.40	5,210.12
Depreciation and amortization expense		2,957.56	5,796.11
Other expenses	22	12,475.07	19,280.21
Total expenses		69,655.06	59,337.81
V. Profit before exceptional items and tax (III- IV)		10,198.87	8,814.88
VI. Exceptional items			
Profit on disposal of Injectables business (Previous year Infusion Business) under slump sale	36	523.03	1,505.98
VII. Profit before tax (V+VI)		10,721.90	10,320.86
VIII. Tax Expense			
(a) Current Tax		2,829.65	4,102.46
(b) Deferred Tax		(5,624.28)	(1,270.14)
(c) MAT Credit Entitlement		(3.15)	(633.31)
(d) Short / (Excess) Provision of Tax of Earlier Years		(349.28)	-
		(3,147.06)	2,199.01
IX. Profit After Tax (VII-VIII)		13,868.96	8,121.85
Profit after tax comprises of:			
a. Profit from Continuing Operations (After tax)		4,156.29	3,921.34
b. Profit from Discontinuing Operations (Before tax)	36	5,662.84	2,958.62
c. Profit on disposal of Injectable business (Previous year Infusion Business) under slump sale		523.03	1,505.98
d. (Add) /Less : Tax Expenses/ (Reversal) of discontinuing operations;			
i. Tax expense of Discontinuing Operations		1,652.31	884.52
ii. Tax on disposal of Injectable Business (Previous year Infusion Business) under slump sale (net of reversal of deferred taxes of Rs. 5,179.11 Lacs (Previous year Rs. 2,885.18 Lacs))		(5,179.11)	(620.44)
X. Earnings per share (Basic & Diluted)	35		
(Nominal value per equity share of Rs. 10)			
a. Continuing Operations		7.20	6.14
b. Total Operations		24.02	12.73
Significant Accounting Policies	1		
Other Notes forming part of the Financial Statements	2-45		

In terms of our report attached

For and on behalf of the Board of Directors

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Sunil K. Dave
Partner
Membership No. 047236

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Place : Ahmedabad
Date : 22nd May, 2015

Cash Flow Statement

For The Fifteen Months Period ended on 31st March, 2015

(Rupees in Lacs)

	For the Fifteen Months Period ended on 31-03-2015	For the Year ended on 31-12-2013
A. Cash Flow From Operating Activities		
1. Profit before tax	10,721.90	10,320.86
2. Adjustments for :		
Depreciation and amortisation expense	2,957.56	5,796.11
Finance cost	3,104.40	5,210.12
Interest income	(3,096.59)	(3,272.54)
Dividend Income	(308.69)	-
(Profit)/Loss on sale of fixed assets - (Net)	15.22	-
Provision for doubtful debts and advances	-	20.19
Gain on sale of Units of Mutual Funds	(1,802.39)	(519.87)
Profit on disposal of Injectables Business (Previous year Infusion Business) under slump sale	(523.03)	(1,505.98)
Unrealised foreign exchange rate difference (gain)/loss (Net)	(185.37)	(400.92)
	-	-
Operating profit before working capital changes (1+2)	10,883.01	15,647.97
3. Adjustments for working capital changes:		
Decrease / (increase) in trade and other receivables	(5,952.24)	(3,030.85)
Decrease / (increase) in inventories	3,925.32	(107.79)
(Decrease) / increase in trade and other payables	263.88	1,350.17
Cash generated from/(used in) operations	9,119.97	13,859.50
4. Direct taxes paid	(4,262.47)	(1,663.52)
Net Cash Generated From/(Used in) Operating Activities [A]	4,857.50	12,195.98
B. Cash Flow From Investing Activities		
Purchase of fixed assets (Including Capital Advances)	(915.48)	(26,306.77)
Proceeds from Sale of fixed assets	69,103.29	1,267.65
Purchase / (Proceeds) of Current Investments (Net)	27,720.74	(60,881.99)
Dividend Income	308.69	-
Proceeds from disposal of Infusion Business under slump sale	-	105,040.00
Increase in Amount due to receivable on slump sale of Injectables Business	(54,876.97)	-
Investment in Subsidiary	(66.35)	-
Investment in Associate Company	-	(195.00)
Buy back of Shares	(23,125.00)	-
Interest received	3,445.88	2,278.44
Gain on Sale of Units of Mutual Fund	1,802.39	519.87
Net Cash Generated/(Used in) Investing Activities [B]	23,397.19	21,722.20
C. Cash Flow From Financing Activities		
Proceeds from long term borrowings (Net)	(14,609.73)	(17,940.23)
Proceeds from short term borrowings (Net)	(8,280.89)	(9,491.02)
Finance Cost	(3,367.56)	(5,570.74)
Dividend paid	(6,719.72)	(1,276.35)
Net Cash Generated From/(Used in) Financing Activities [C]	(32,977.90)	(34,278.34)
Net Increase/(Decrease) In Cash & Cash Equivalents [A+B+C]	(4,723.22)	(360.16)
Cash & Cash Equivalents at the beginning of the Year	6,832.95	7,193.11
Cash & Cash Equivalents at the end of the Year	2,109.74	6,832.95

Cash Flow Statement

For The Fifteen Months Period ended on 31st March, 2015

(Rupees in Lacs)

	For the Year ended on 31-03-2015	For the Year ended on 31-12-2013
Notes:		
1 A) Components of Cash & Cash Equivalents		
Cash on hand	8.93	3.12
Cheques on hand	39.00	-
Balances with banks		
- In Current accounts	936.81	6,039.07
- In Margin Money	-	665.76
- In Fixed deposit account	-	125.00
- In Fixed deposit account with Financial Institution	1,125.00	-
	<u>2,109.74</u>	<u>6,832.95</u>
B) Cash and cash equivalents not available for immediate use		
a) In Margin money and fixed deposit accounts	2,308.40	2,076.95
b) Unclaimed share application money lying in escrow account	0.18	0.18
c) Unclaimed dividend account	5.80	2.77
	<u>2,314.38</u>	<u>2,079.90</u>
Cash & Cash Equivalents as per Note 15 (A+B)	<u>4,424.12</u>	<u>8,912.85</u>
2 Interest paid is exclusive of and purchase of fixed assets is inclusive of interest capitalised	827.55	780.58
3 The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.		
4 Cash Flow Statement reflects the combined cashflows pertaining to continuing and discontinuing operations.		
5 The previous year's figures have been regrouped wherever necessary.		

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes		As at 31-03-2015	As at 31-12-2013
2. SHARE CAPITAL			
Authorised			
120,510,000 Equity Shares of Rs.10 each		12,051.00	12,051.00
Issued, Subscribed, & Paid up :			
54,567,765 (Previous Year 63,817,765) Equity Shares of Rs. 10 each fully paid - up		5,456.78	6,381.78
		5,456.78	6,381.78
(I) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting year :			
As at beginning of the year	Nos.	63,817,765	63,817,765
Issued during the year	Nos.	-	-
Bought back during the year	Nos.	9,250,000	
Outstanding at the end of the year	Nos.	54,567,765	63,817,765
(ii) Rights, Preferences and Restrictions attached to equity shares			
The Company has only one class of equity shares having a face value of Rs.10 per share. Each shareholder is eligible for one vote per equity share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in the proportion of their shareholding.			
(iii) Equity shares held by holding company			
Athanas Enterprise Private Limited	Nos.	27,353,580	31,580,679
	%	50.13	49.49
(iv) Shareholders holding more than 5% of total equity shares			
Athanas Enterprise Private Limited	Nos.	27,353,580	31,580,679
	%	50.13	49.49
First Carlyle Ventures III	Nos.	6,159,267	7,111,095
	%	11.29	11.14
Abellon Energy Limited	Nos.	5,928,384	6,844,532
	%	10.86	10.73
(v) Details of bonus shares issued during last five years			
Equity shares allotted as fully paid-up shares of Rs.10 each for a consideration other than cash pursuant to capitalization of securities premium account during the financial year ended December 31, 2010			
	Nos.	17,061,763	17,061,763
(vi) During the period under Audit, the company has bought back 92,50,000 equity shares of the face value of Rs. 10 each (representing 14.49 % of the total equity share capital of the Company) at a price of Rs. 250 per equity share aggregating to Rs. 23,125 Lacs which is less than 25% of the aggregate of equity share capital and free reserves of the Company as per audited financial statements of the Company for the financial year ended December 31, 2012 through "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998.			

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
3. RESERVES & SURPLUS		
Capital Redemption Reserve		
Balance as per last balance sheet	500.00	500.00
Add : Transferd from General reserve on buy back of Equity Share	925.00	-
	<u>1,425.00</u>	<u>500.00</u>
Securities Premium Account		
Balance as per last balance sheet	34,584.62	34,584.62
Less : Amount utilised for Buy back of Shares	22,200.00	-
	<u>12,384.62</u>	<u>34,584.62</u>
General Reserve		
Balance as per last balance sheet	6,098.94	5,268.94
Add : Transferred from surplus in the Statement of Profit and Loss	-	830.00
Less : Transfer to Capital redemption reserve	925.00	-
	<u>5,173.94</u>	<u>6,098.94</u>
Surplus in the Statement of Profit and Loss		
Balance as per last balance sheet	47,447.84	46,885.57
Add : Net Profit for the period	13,868.96	8,121.85
Less : Appropriations		
Proposed Interim Dividend Nil (Previous Year Rs.9 per share)	-	5,743.60
Tax on Dividend	-	976.12
Tax on Dividend of earlier year	-	9.86
Transferred To General Reserve	-	830.00
	<u>61,316.80</u>	<u>47,447.84</u>
	<u><u>80,300.36</u></u>	<u><u>88,631.40</u></u>
4. BORROWINGS		
Secured : -		
Long-term borrowings, non-current portion		
Term Loans from Banks		
Rupee term loans 4.a	-	11,379.97
Vehicle loans 4.d	279.13	6.87
Term loans from Finance Companies		
Rupee term loan 4.c	1,152.55	1,293.91
Vehicle loan 4.d	-	2.19
	<u>1,431.68</u>	<u>12,682.94</u>
Long-term borrowings, current portion		
Term Loans from Banks		
Rupee term loans 4.a	-	3,406.04
Vehicle loans 4.d	69.26	17.64
Term loans from Finance Companies		
Rupee term loan 4.c	120.00	120.00
Vehicle loan 4.d	0.88	4.94
	<u>190.14</u>	<u>3,548.62</u>
Short-term borrowings		
From Banks		
Cash Credit Payable on Demand 4.b	-	8,305.87
Buyers' Credit 4.b	2,265.76	2,240.78
	<u>2,265.76</u>	<u>10,546.65</u>
	<u><u>3,887.58</u></u>	<u><u>26,778.21</u></u>

Notes :

- Rupee term loans are secured by first pari passu charge by hypothecation of specified moveable fixed assets, mortgage over immovable fixed assets and second pari passu charge over stocks, receivables and specified immovable properties in favor of the Banks.
- Cash Credit Accounts and buyers' credit are secured by first pari passu charge by hypothecation of all current assets of the Company (present and future); second pari passu charge by hypothecation of movable fixed assets (present and future), by mortgage on specified immovable fixed assets of the Company (present and future) and by first pari passu charge through equitable mortgage on specified immovable property of the Company.

Notes forming part of the Financial Statements

- c. The term loan is secured by first and exclusive charge over the immovable and movable assets of Solar Plant located at Modasa.
d. Vehicle loans from banks and finance companies are secured by hypothecation of respective vehicles.
e. The terms of repayment of term loans and other loans :

Particulars		Principal terms
Rupee term loans	1,272.55	Repayable in equated quarterly installments of Rs. 30 Lacs
Vehicle Loans	349.26	Repayable in equated monthly installments of Rs. 6.57 Lacs

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
5. DEFERRED TAX LIABILITIES		
Deferred tax liabilities		
Difference between book depreciation and depreciation under the Income-tax Act ,1961 (IT Act)	494.92	6,455.39
Deferred tax assets		
Disallowances of provisions / expenses	88.77	388.26
Share issue expenses set off against share premium allowable u/s 35 - D of IT Act in subsequent years	133.58	170.28
	222.35	558.54
Net Deferred Tax Liability	272.57	5,896.85
6. PROVISIONS		
Long-term provisions		
Provision for employee benefits		
Gratuity	31	80.37
Leave benefits	31	170.24
	250.61	591.12
Short-term provisions		
Provision for employee benefits		
Gratuity	31	8.42
Leave benefits	31	8.15
Taxation (Net of Payments)	444.27	2,229.52
Proposed Interim Dividend	-	5,743.60
Tax on Proposed Dividend	-	976.12
	460.84	9,009.93
	711.45	9,601.05
7. TRADE PAYABLES		
Sundry Creditors		
Micro, Small & Medium Enterprises	1.58	108.19
Others	9,562.75	8,554.42
	9,564.33	8,662.61
a. Disclosures required by Micro, Small and Medium Enterprises Development Act, 2006 ("MSM Act") are as under :-		
Principal amount remaining unpaid to any supplier as at the year end.	1.58	108.19
Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end	0.21	7.59
Amount of the interest paid by the Company in terms of Section 16 of MSM Act along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	0.97	51.92
Note :		
The above information has been determined to the extent such parties could be identified on the basis of information available with the Company.		

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
8. OTHER LIABILITIES		
Current liabilities		
Current maturities of long-term debt	4 190.14	3,548.62
Interest accrued and due on borrowings	-	181.50
Interest accrued but not due on borrowings	23.35	105.01
Payables on purchase of fixed assets	730.72	1,663.02
Trade advances	2,235.58	2,003.11
Trade deposits	997.54	3,119.52
Unclaimed Share Application Money *	0.18	0.18
Unclaimed Dividend *	5.80	2.77
Advances from related parties	20,115.79	18,362.90
Payables to statutory and other authorities	51.77	295.54
Other Liabilities	2525.67	1654.60
	<u>26,876.54</u>	<u>30,936.77</u>
*Note: There is no amount due and outstanding as at the Balance Sheet date to be credited to Investor Education and Protection Fund		

9. FIXED ASSETS (Rupees in Lacs)

		Gross Block (At cost)			Depreciation / Amortisation				Net Block		
Sr. No.	Description of Assets	As at 01-01-14	Additions during the year	Deduction during the year*	As at 31-03-15	Upto 01-01-14	For the Year	Deduction during the year*	Upto 31-03-15	As at 31-03-15	As at 31-12-13
A. Tangible Assets											
1	Freehold Land	913.50	-	913.50	-	-	-	-	-	-	913.50
2	Buildings	5,936.78	164.76	6,101.54	-	1,098.81	164.26	1,263.07	-	-	4,837.97
3	Plant & Equipment	61,194.17	2,365.10	60,430.31	3,128.96	19,339.71	2,436.06	21,092.41	683.36	2,445.60	41,854.46
4	Electrical Installation	2,448.81	2.16	2,201.90	249.07	713.14	101.85	741.69	73.30	175.77	1,735.67
5	Furniture & Fixtures	638.61	3.60	352.90	289.31	274.24	41.43	157.72	157.95	131.36	364.37
6	Office Equipments	179.89	0.51	28.63	151.77	107.50	13.15	13.19	107.46	44.31	72.39
7	Vehicles	764.43	431.94	389.33	807.04	429.68	94.40	276.51	247.57	559.47	334.75
8	Data Processing Equipments	975.08	249.28	173.00	1,051.36	771.96	56.57	107.02	721.51	329.85	203.12
(A)		73,051.27	3,217.35	70,591.11	5,677.51	22,735.04	2,907.72	23,651.61	1,991.15	3,686.36	50,316.23
B Previous Year		110,515.24	5,693.81	43,157.78	73,051.27	30,041.25	5,792.71	13,098.92	22,735.04	50,316.23	-
1	Intangible Assets										
	Computer Software	199.90	-	-	199.90	3.40	49.84	-	53.24	146.66	196.50
(B)		199.90	-		199.90	3.40	49.84		53.24	146.66	196.50
Previous Year		509.76	199.90	509.76	199.90	509.76	3.40	509.76	3.40	196.50	-
TOTAL (A+B)		73,251.17	3,217.35	70,591.11	5,877.41	22,738.44	2,957.56	23,651.61	2,044.39	3,833.02	50,512.73
Previous Year		111,025.00	5,893.71	43,667.54	73,251.17	30,551.01	5,796.11	13,608.68	22,738.44	50,512.73	

* Deductions included transfer of slump sales of injectables business (Previous year infusion business)

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
10. INVESTMENTS		
1. Non-Current Investments		
I. Trade		
A. In Equity Instruments		
(a) Of Subsidiaries , unquoted		
(i) Catalys Venture Cap Limited, Mauritius 1,140,600 Ordinary Shares of US\$ 1 each fully paid-up	504.93	504.93
(ii) Claris Produtos Farmaceuticos do Brasil Ltda, 4,642,248.46 Quotas of Brazilian Real 1 each fully paid-up	935.03	935.03
(iii) Claris Lifesciences Venezuela C.A. 1,000 Common Shares of Bolivars 1,000 each fully paid-up	0.35	0.35
(iv) Claris Lifesciences Indonesia, PT 100,000 Ordinary Shares of Indonesia Rupiah 9,108 each fully paid-up Less : Provision for long-term diminution in value 25	45.10 (45.10)	45.10 (45.10)
(v) Claris Lifesciences Colombia Ltda 271,661 Quotas of Colombian Pesos 1,000 each fully paid-up	73.70	73.70
(vi) Claris Lifesciences Philippines, INC. 102,000 Ordinary Shares of Philippine Pesos 100 each fully paid-up	93.97	93.97
(vii) Claris Lifesciences de Mexico SA de CV 50 Ordinary Shares of Mexican Pesos 1000 each fully paid-up	2.00	2.00
(viii) Claris Lifesciences Inc., USA 200 Ordinary Shares of US \$ 1 each fully paid-up	0.08	0.08
(ix) Claris Lifesciences (UK) Limited 100 Ordinary Shares of GBP 1 each fully paid-up	0.08	0.08
(x) Claris Lifesciences (Aust) Pty Ltd 100 Ordinary Shares of AUD 1 each fully paid-up	0.03	0.03
(xi) Claris Lifesciences Et Cia Chile Limitada 100% of Social Rights	28.52	28.52
(xii) Claris Middle East FZ-LLC 400 Equity Shares of AED 1000 each fully paid-up.	66.34	-
(xiii) Icube Infotech Limited 49,940 Equity Shares of Rs.10 each fully paid-up.	4.99	4.99
(xiv) Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited) 50,000 Equity Shares of Rs. 10 each fully paid-up.	5.00	5.00
(xv) OGEN Nutrition Limited 50,000 Equity Shares of Rs. 10 each fully paid-up.	5.00	5.00
(xvi) Claris Infrastructure Limited 50,000 Equity Shares of Rs. 10 each fully paid-up.	5.00	5.00
	<u>1,725.02</u>	<u>1,658.68</u>
(b) Of Associate , unquoted		
(i) Claris Otsuka Private Limited (Formally known as Claris Otsuka Limited) 20,00,000 (Previous year 20,00,000) Equity Shares of Rs. 10/- each fully paid-up.	200.00	200.00
	<u>1,925.02</u>	<u>1,858.68</u>
II. Non-Trade		
A. In Equity instruments of other entities, unquoted		
(i) Indian Renal Foundation 19,400 Equity Shares of Rs. 10/- each fully paid	1.94	1.94
Total non-current	<u>1,926.96</u>	<u>1,860.62</u>
2. Current Investment		
A. In Preference Share of Other Entities, quoted		
(i) L&T Finance Holding Limited 10,00,000 (Previous Year - 10,00,000) 9% Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each, fully paid up	1,000.00	1,000.00
(ii) IL and FS Transportation Networks Limited 50,00,000 (Previous Year - 50,00,000) 10.53% Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of Rs. 20 each, fully paid up	1,000.00	1,000.00
	<u>2,000.00</u>	<u>2,000.00</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
B In Bonds/Debentures of other entities , quoted		
(i) India Infrastructure Finance Company Limited 1,00,000 units (Previous Year - 1,00,000 units) of 8.66% Tax Free Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000 each	1,000.00	1,000.00
*(ii) Rural Electrification Corporation Limited 100 Units (Previous Year - Nil) of 8 .57 % Secured, Redeemable, Non Convertible Bonds of RS. 1000000 Each	1,018.59	-
*(iii) IDFC Limited 200 units (Previous Year - Nil) of 8.67% Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000,000 each	2,043.21	-
(iv) India Infrastructure Finance Company Limited Nil units (Previous Year - 1,00,000 Unit) of 8.50% Tax Free Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000 each	-	1,000.00
(v) India Infoline Finance Limited Nil units (Previous Year - 22,500 units) of 11.50% Secured Redeemable Non Convertible Debentures of Rs. 10,000 each	-	2,692.17
(vii) India Infoline Finance Limited Nil units (Previous Year - 1,14,692 units) of 11.70% Secured Redeemable Non Convertible Debentures of Rs. 1,000 each	-	1,451.70
	4,061.80	6,143.87
C. Investments in Mutual Funds		
(i) 12,513.803 units (Previous Year - 2,55,561.926 Unit) of Reliance Liquid Fund	423.85	7,777.12
(ii) 8,19,000.819 units (Previous Year - Nil) of Religare Invesco PSU Equity Fund - Growth	100.00	-
(iii) 10,890,833.911 units (Previous Year - 21,96,595.277 Unit) of HDFC Gilt Fund - Long term - Growth	3,000.00	500.00
* (iv) 1,41,86,399.535 units (Previous Year - 36,52,487.709) of IDFC Government Securities Fund	2,074.58	500.00
(v) 2,78,364 units (Previous Year - Nil) of Kedaara Capital AIF 1	27.84	-
(vi) 1,01,34,792.743 units (Previous Year - Nil) of DWS Inflation Indexed Bond Fund	1,000.00	-
(vii) 1,08,932.462 units (Previous Year - Nil) of ICICI Prudential Value Discovery Fund - Regular Plan - Growth	100.00	-
(viii) 3,90,777.648 units (Previous Year - Nil) of ICICI Prudential Focused Bluechip - Equity Fund	100.00	-
(ix) 2,33,941.112 units (Previous Year - Nil) of UTI Opportunities Fund-Growth	100.00	-
(x) 3,43,796.198 units (Previous Year - Nil) of HDFC Mid-Cap Opportunities Fund - Growth	100.00	-
* (xi) 84,44,955.098 units (Previous Year - Nil) of ICICI Prudential Gilt Fund-PF Option Regular Plan	2,245.00	-
* (xii) 74,93,948.636 units (Previous Year - Nil) of ICICI Prudential Gilt Fund-PF Option - Regular Plan	2,000.00	-
(xiii) 65,82,910.107 units (Previous Year - Nil) of SBI Magnum Gilt Long Term Fund - Regular plan - Growth	2,000.00	-
(xiv) 65,52,672.016 units (Previous Year - Nil) of UTI Mutual Fund Collection	2,000.00	-
(xv) IIFL Real Estate Fund Domestic (Series - II)	300.00	-
(xvi) 1,375 Units (Previous Year - Nil) Edelweiss Stressed and Troubled Assets Revival Fund - I	137.50	-
(xvii) 85,83,580.469 Units (Previous year - NIL) of IDFC Government Securities Fund PF Plan - Growth	2,000.00	-
(xviii) 238.578 Units (Previous Year - Nil) of Franklin India Treasury Management - Super Institutional Plan - Growth	4.93	-
* (xix) 2,00,00,000 units (Previous Year - Nil) In Kotak Mahindra Mutual Fund(FMP) SR 131	2,005.36	-
(xx) Nil (Previous Year - 65,22,965.128 units) of HDFC Cash Management Fund - Saving Plan	-	1,705.73
(xxi) Nil (Previous Year - 3,19,227.335 Unit) of Religare Invesco Liquid Fund	-	5,500.00
(xxii) Nil (Previous Year - 1,81,595.405 units) of Principal Cash Management Fund	-	2,200.00
(xxiii) Nil (Previous Year - 30,00,000 units) of IIFL-Short Term Income Fund - Regular growth	-	300.00
	19,719.06	18,482.85

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-12-2013	As at 31-12-2012
D Other Investments		
a) Commercial Papers		
(i) 500 units (Previous Year- Nil) of Peninsula Land Limited	2,226.42	-
(ii) Nil units (Previous Year - 1,000 units) of Shapoorji Pallonji & Company Limited	-	4,675.68
(iii) Nil units (Previous Year - 500 units) of Religare Securities Limited	-	2,372.36
(iv) Nil units (Previous Year - 980 units) of Reliance Capital Limited	-	4,637.01
(v) Nil units (Previous Year - 100 units) of L&T Finance Holding Limited	-	480.39
(vi) Nil units (Previous Year - 1,500 units) of JM Financial Products Limited	-	6,846.83
(vii) Nil units (Previous Year - 1,000 units) of Edelweiss Financial Services Limited	-	4,528.48
(viii) Nil units (Previous Year - 500 units) of Tata Motors Finance Limited	-	2,372.72
(ix) Nil units (Previous Year - 1,000 units) of Axis Finance Limited	-	4,813.53
	2,226.42	30,727.00
b) Pass Through Certificate		
(i) 5,000.00 units (Previous Year - 2,266 Unit) of Shinning Metal Trust	3,153.97	1,528.27
c) Corporate Deposit		
(i) Mahindra & Mahindra Financial Services Ltd	2,000.00	-
(ii) Infrastructure Leasing & Financial Services Limited	-	2,000.00
Total Current Investments	33,161.25	60,881.99
Total Investments	35,088.21	62,742.61
a. Aggregate amount in quoted investments	6,061.80	8,143.87
b. Aggregate amount in unquoted investments	9,307.35	36,115.89
c. Aggregate amount invested in Mutual Funds	19,719.06	18,482.85
d. Aggregate market value of quoted investments	6,392.69	8,263.47
e. Aggregate market value of Mutual Funds	29,926.04	18,564.27
f. Aggregate provision made for diminution in value of investments	45.10	45.10

Note :

* These Investments are pledged with Deutsche Bank as a security for short term Working Capital Loan obtained by the Subsidiary companies

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
11. LOANS AND ADVANCES		
[Unsecured and considered good, unless otherwise stated]		
Non-current loans and advances		
Capital advances	48.30	7,377.14
Security & Tender deposits	839.43	966.88
Mat Credit Entitlement	-	1,153.77
Electricity and other deposits	-	12.40
	<u>887.73</u>	<u>9,510.19</u>
Current loans and advances		
<u>Considered Good</u>		
Loans and advances to related parties	143.66	15.45
Loans and advances to others	300.00	-
Balance with Government Authorities	255.42	580.86
Advances to suppliers	2,038.39	2,420.51
Advances recoverable in cash or kind	3,312.53	747.88
Other Receivables	5,020.17	-
	<u>11,070.17</u>	<u>3,764.70</u>
<u>Considered doubtful</u>		
Loans and advances to related parties	33.75	14.81
Less : Provision for doubtful advances	33.75	14.81
	<u>-</u>	<u>-</u>
	<u>11,070.17</u>	<u>3,764.70</u>
	<u>11,957.90</u>	<u>13,274.89</u>
Amount due from directors / other officers of the Company Rs. 5.60 Lacs (Previous Year Rs. 11.37 Lacs)		
12. INVENTORIES		
(At lower of cost or net realisable value)		
Raw Materials	-	1,085.38
Packing Materials	-	896.40
Work in process	12.a	1,237.65
Finished Goods	-	705.89
	<u>-</u>	<u>3,925.32</u>
a. Break up of Work in process		
Large Volume Parental	-	224.92
Small Volume Parental	-	872.83
Others	-	139.90
	<u>-</u>	<u>1,237.65</u>
13. TRADE RECEIVABLES		
<u>(Unsecured)</u>		
Exceeding Six Months from the date they became due		
Considered Good	7,626.30	5,911.14
Considered Doubtful	387.86	180.10
	<u>8,014.16</u>	<u>6,091.24</u>
Others		
Considered Good	7,558.68	9,567.95
Considered Doubtful	-	217.86
	<u>7,558.68</u>	<u>9,785.81</u>
Less : Provision for Doubtful Debts	387.86	397.96
	<u>15,184.98</u>	<u>15,479.09</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31-03-2015	As at 31-12-2013
14. CASH AND CASH EQUIVALENTS		
Cash on Hand	8.93	3.12
Cheques on Hand	39.00	-
Balances with scheduled banks :		
Current Accounts	936.81	6,039.07
Margin Money Accounts	2,308.40	2,742.71
Fixed Deposit Accounts	1,125.00	125.00
Unclaimed share application money lying in escrow account	0.18	0.18
Unclaimed Dividend Account	5.80	2.77
	<u>4,376.19</u>	<u>8,909.73</u>
	<u>4,424.12</u>	<u>8,912.85</u>
15. OTHER CURRENT ASSETS		
[Unsecured and considered good, unless otherwise stated]		
Current assets		
Amount due from subsidiary company towards slump sale of injectables business	55,400.00	-
Interest accrued		
On Bonds and Commercial Paper	234.10	892.53
On Fixed Deposits	456.00	51.70
On Others	123.91	219.07
	<u>56,214.01</u>	<u>1,163.30</u>

Notes	For The Fifteen Months Period ended on 31-03-2015	For the year ended on 31-12-2013
16. REVENUE FROM OPERATIONS		
Sales		
Sales of Products	70,514.73	63,833.23
Less : Excise duties	292.57	953.88
	<u>70,222.16</u>	<u>62,879.35</u>
Other Operating Revenue		
Export benefits	392.86	277.73
Income from Shared Services	1,483.30	448.01
Sale of scrap	130.09	212.91
	<u>2,006.25</u>	<u>938.65</u>
	<u>72,228.41</u>	<u>63,818.00</u>
a. Break up of Sales		
Large Volume Parental	36,156.47	40,195.09
Small Volume Parental	30,813.29	18,526.59
Others	3,544.97	5,111.55
	<u>70,514.73</u>	<u>63,833.23</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For The Fifteen Months Period ended on 31-03-2015	For the year ended on 31-12-2013
17. OTHER INCOME		
Interest Income		
a. Interest from banks on :		
(i) Deposits	169.06	316.85
(ii) Other balances	274.42	247.40
b. Interest income from current investments	2,561.12	2,655.59
c. Others	91.99	52.70
	<u>3,096.59</u>	<u>3,272.54</u>
Profit On Sales of Unit of Mutual Fund (Net)	1,802.39	519.87
Dividend Income	308.69	-
Income from Certified Reduction Emission units & Renewable Energy Certificates	1,683.63	261.88
Sale of Solar Power	405.11	258.79
Foreign Exchange Rate Difference (Net)	185.37	-
Sales Tax Refund	137.63	-
Miscellaneous Income	6.11	21.61
	<u>7,625.52</u>	<u>4,334.69</u>
18. COST OF MATERIALS CONSUMED, PURCHASE OF STOCK IN TRADE		
Raw Materials Consumed	4,821.28	9,311.93
Packing Materials Consumed	2,795.00	5,779.07
	<u>7,616.28</u>	<u>15,091.00</u>
Purchase of Stock in trade	37,267.94	9,378.23
	<u>44,884.22</u>	<u>24,469.23</u>
a. Break up of Raw Materials Consumed		
Glass Bottle	1,881.02	1,175.71
Amino Acid	124.68	519.43
Plastic Granules	4.71	3,666.82
Egg-Lecithin	826.61	85.68
Dextrose Anhydrous	4.43	498.97
Other	1,979.83	3,365.32
	<u>4,821.28</u>	<u>9,311.93</u>
b. Break-up of consumption of raw materials into imported and indigenous		
Imported	3,432.79	7,101.34
	71.20%	76.26%
Indigenous	1,388.50	2,210.59
	28.80%	23.74%
c. Break up of Packing Materials Consumed		
Carton / Corrugated Box	917.42	995.69
Others	1,877.58	4,783.38
	<u>2,795.00</u>	<u>5,779.07</u>
d. Break up of Purchase of stock in trade		
Large Volume Parental	24,920.78	7,750.41
Small Volume Parental	10,755.61	830.15
Others	1,591.55	797.67
	<u>37,267.94</u>	<u>9,378.23</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For The Fifteen Months Period ended on 31-03-2015	For the year ended on 31-12-2013
19. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Stocks at the end of the year		
Work-in Progress	-	1,237.65
Finished Goods	-	705.89
	-	1,943.54
Stocks at the beginning of the year		
Work-in Progress	1,237.65	1,469.76
Finished Goods *	705.89	331.05
	1,943.54	1,800.81
Less : Transfer on slump sale of injectables business		
Work-in Progress	1,473.39	-
Finished Goods	897.84	-
	2,371.23	-
	<u>(427.69)</u>	<u>(142.73)</u>
20. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus & Gratuity	6,443.05	4,459.45
Contribution to Provident and other funds	131.97	150.57
Staff Welfare	86.48	114.85
	<u>6,661.50</u>	<u>4,724.87</u>
21. FINANCE COST		
Interest Expense	2,322.11	4,029.13
Other borrowing cost	434.54	651.49
Bank Charges & Commission	347.75	529.50
	<u>3,104.40</u>	<u>5,210.12</u>
22. OTHER EXPENSES		
Conversion charges	91.38	131.13
Stores & Spares Consumed	974.86	994.02
Contract Labour Charges	468.62	1,074.10
Laboratory expenses	631.74	652.11
Power & Fuel	356.15	2,092.67
Insurance	115.79	105.32
Rent	384.16	371.50
Outward freight	1,769.08	5,457.49
Commission	1,009.73	787.90
Marketing and Sales Promotion Expenses	587.56	1,943.37
Traveling	2,610.31	1,760.50
Stationery & Printing	81.39	100.20
Communication Expenses	179.05	236.69
Rates and Taxes	16.20	15.03
Repairs to		
Building	143.97	128.66
Plant & Machinery	124.79	175.40
Others	385.59	487.74
Bad Debts	40.04	-
Provision for doubtful debts	(10.11)	171.52
Provision for doubtful advances	18.94	(151.33)
Foreign Exchange Rate Difference (Net)	-	916.14
Legal , Professional & Consultancy fees	837.66	1,097.98
Loss on sale of fixed assets (Net)	15.22	-
Donations	8.28	21.73
Expenses for buy back of Equity Shares	63.16	-
Expenses on Corporate Social Responsibility	61.70	-
General Charges	1,509.81	710.34
	<u>12,475.07</u>	<u>19,280.21</u>

Notes forming part of the Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1 Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention on accrual basis of accounting, in accordance with the requirements of the Companies Act, 1956, including the accounting standards notified by the Central Government of India under Section 211 (3C) of the Companies Act, 1956.

1.2 Use of estimates

The preparation of financial statements, in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The management believes that the estimates used in preparation of the financials statements are prudent and reasonable. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

1.3 Fixed assets and depreciation

- a. Fixed assets are capitalized at cost including all direct costs and other expenses incurred in connection with acquisition of assets and are net of refundable taxes and levies.
- b. Depreciation on Fixed Assets is provided on the straight-line method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 or at the rates based on estimated useful life whichever is higher.
- c. Leasehold improvements are amortized over a period of 36 months.
- d. Intangible assets are stated at cost and are amortized equally over a period of five years from the year in which incurred.

1.4 Investments

- a. Long-term investments are stated at cost. Any diminution in the value, other than temporary, is provided for. Current investments are carried individually, at lower of cost and fair value.
- b. Investments in shares of foreign subsidiary companies are expressed in Indian Currency at the rate of exchange prevailing at the time when the original investments were made.

1.5 Inventories

Inventories are valued at lower of cost and net realisable value. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials and packing materials is computed on Weighted Average basis. Cost of work-in-progress and finished goods is determined on absorption costing method.

1.6 Revenue recognition

- a. Sales include sales of products, dossiers and marketing rights. Sales include excise duty and exchange differences on sales transactions, but are net of sales tax. Sales are recognized at the time when significant risks and reward of ownership in the goods are transferred.
- b. Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

1.7 Retirement benefits

Defined Contribution Plan

The Company's contributions paid/payable for the year to Provident Fund and ESIC are charged to the profit and loss account for the year.

Defined Benefit Plan

The Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognised on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

1.8 Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the year-end are restated at the year-end rates. In case of items, which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account, except, for the exchange differences arising on settlement or on translation of long-term foreign currency monetary items after 1st April 2011, so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

Notes forming part of the Financial Statements

1.9 Research and development expenses

Revenue expenditure on Research and Development is expensed as incurred. Expenses of capital nature are capitalized and depreciation is provided thereon as per the policy stated above.

1.10 Expenditure on product registration

Expenditure incurred for registration of products for overseas markets and for product acquisitions are charged to the profit & loss account.

1.11 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowing to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs that are attributable to acquisition / construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the profit & loss account.

1.12 Impairment of Assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

1.13 Leases

Lease rentals in respect of assets taken on operating leases are charged to the profit and loss account on accrual and straight-line basis over the lease term.

1.14 Taxes on income

Current taxation

Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred taxation

Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods, subject to consideration of prudence and by applying tax rates that have been enacted or substantively enacted as on the balance sheet date.

1.15 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 to the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Notes forming part of the Financial Statements

23. Contingent Liabilities

(Rupees in Lacs)

	As at 31-03-2015	As at 31-12-2013
a. Claim against the company not acknowledge as debts	908.38	1,909.37
b. Disputed demand under :		
(i) Income Tax	391.43	534.98
(ii) Sales Tax	17.85	8.93
(iii) Excise Duty	92.19	85.74
(iv) Regulatory	10,400.00	10,400.00
(v) Customs Duty Draw back	271.71	-
c. Guarantees given by the bankers on behalf of the company	-	600.55
d. Bills discounted	4,271.11	3,275.94
e. Gurantees given by the Company	61,454.90	-
f. Letters of credit outstanding	-	161.12

24. Commitments & Obligations

(Rupees in Lacs)

	As at 31-03-2015	As at 31-12-2013
a. Estimated amount of contracts remaining to be executed on capital account and not provided for; (net of capital advances)	167.04	17,971.87
b. Outstanding obligation to export goods worth Rs. 7,076.07Lacs (Previous year Rs. 6,692.54 Lacs) within the stipulated period as per Export Promotional Capital Goods Scheme, failing which additional custom duty payable would amount to	2041.27	1,860.45

25. PT Claris Lifesciences Indonesia (CLI), a wholly owned subsidiary of the Company in Indonesia, has been incurring losses which has resulted in complete erosion of the networth of CLI. The changes in import regulations in Indonesia have given rise to uncertainties with respect to recoverability of the value of the long term investments in foreseeable future. In view of this, considering accounting prudence, an amount of Rs. 45.10 Lacs had been recognized towards diminution in value of the long term investments in the financial statements for the year ended 31st Dec 2012.

26. Capital Work In Progress includes preoperative expenditure pending allocation to projects under implementation, the breakup of which is as under:

(Rupees in Lacs)

Preoperative Expenses	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
Opening balance	470.39	1,367.41
Add : Interest and finance charges	850.64	805.86
Consultancy / Professional fee	604.14	26.96
Personnel cost	107.16	81.17
Foreign exchange rate difference	175.23	2,246.55
Other expenses	110.09	9.72
Less: Transferred on Slum sale of Injectable business	(1,340.35)	-
Less: Capitalized during the year	(972.21)	(4,067.28)
Closing balance	5.09	470.39

Details of Preoperative Expenses capitalized during the year:

(Rupees in Lacs)

Fixed Asset	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
Building	16.66	13.81
Plant & Machinery	955.55	4,050.18
Electrical Installation		3.29
Total	972.21	4067.28

Notes forming part of the Financial Statements

27. Statement of Profit and Loss includes: –

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
a) Managerial Remuneration Paid to Directors/Key Management Personnel included in Employee benefit expenses (refer Note 20)		
Salary	909.94	292.10
Contribution to Provident Fund	0.65	0.37
Perquisites	1.00	0.90
Sitting Fees paid to Non-Executive Directors	17.60	7.74
Total	929.19	301.11
Note: Provision for leave encashment and gratuity benefits which is based on actuarial valuation done on an overall company basis is not included in the above		
b) Payment to Auditors included in Other Expenses (refer Note 22)		
Audit Fees	17.00	22.47
Certification and Other Services	14.31	17.38
Total	31.31	39.85
Cost audit fees	-	2.82

28. (a) The provision for current tax has been made as per the provisions of the Income Tax Act, 1961. The tax year for the Company being the year ending 31st March, the provision for current tax for the period is the aggregate of the provision required for the three months ended 31st March 2014 and the provision required for the remaining twelve months ended on 31st March, 2015. Further, based on legal opinion obtained from eminent legal counsel, the management of the company is of the opinion that no tax provision is required in respect of capital gain on slump sales of injectable business to its wholly owned subsidiary company named Claris Injectables Ltd. (Formerly known as Claris Lifesciences International Limited).

(b) On the basis of estimates and judgments of the company's management, the company believes that the differed tax liability as shown in Note-5 of Rs. 272.57 lacs as at 31st March, 2015 reflects a fair and correct position in compliance of the applicable Accounting Standards and principles.

29. Disclosures regarding Derivative Instruments:

Unhedged Exposures

(Rupees in Lacs)

	Foreign Currency Amount		Reporting Currency Amount (INR)	
	As at 31 st Mar, 2015	As at 31 st Dec, 2013	As at 31 st Mar, 2015	As at 31 st Dec, 2013
<u>Accounts Receivable</u>				
USD	242.70	245.39	15,190.84	15,189.44
EUR	22.43	47.04	1,514.02	4,014.33
GBP	6.54	7.33	604.83	747.62
CHF	0.04	0.29	2.64	20.21
AUD	3.11	2.94	149.58	161.17
NZD	0.41	0.02	19.25	0.86
SEK	-	0.99	-	9.45
JPY	-	41.42	-	24.42
<u>Accounts Payable</u>				
USD	287.71	294.31	18,008.04	18,217.98
EUR	23.71	50.14	1,600.39	4,280.14
GBP	5.78	4.37	534.03	445.89
AUD	13.03	5.65	626.32	309.92
CHF	6.65	13.60	430.94	943.73
NZD	-	0.06	-	3.09

30. Pursuant to notification dated 29th December, 2011 issued by Central Government under Companies (Accounting Standard) Amendment Rules, 2009; with effect from April 1, 2011, the Company exercised the option whereby, the exchange differences arising on settlement or on translation of long-term foreign currency monetary items, so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
Amount added/(reduced) from capital assets	-	2,246.55
Amount remaining to be depreciated	-	-

Notes forming part of the Financial Statements

31. Employee Benefits

a. Defined Benefit Plans

(Rupees in Lacs)

I. Expenses recognized in Statement of Profit & Loss	Gratuity		Leave Encashment	
	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
Current service cost	50.35	52.82	39.78	39.81
Interest Cost	13.99	33.97	13.78	37.52
Expected return on plan assets		-	-	-
Net actuarial losses (gains)	52.04	(44.24)	148.63	(32.53)
Total Expenses	116.38	42.55	202.19	44.80

ii. Reconciliation of Closing balances of changes in present value of the Defined Benefit Obligation

Opening defined benefit obligation	331.76	444.64	320.05	495.10
Amount transferred Claris Injectable Limited and Claris Otsuka P. Ltd.	(338.75)	(115.36)	(317.00)	(167.68)
Service Cost	50.35	52.82	39.78	39.81
Interest Cost	13.99	33.97	13.78	37.52
Actuarial losses (gains)	52.04	(44.24)	148.63	(32.53)
Losses (gains) on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Benefits paid	(20.60)	(40.07)	(26.85)	(52.18)
Closing defined benefit obligation	88.78	331.76	178.39	320.05

iii. Reconciliation of Opening and Closing balances of changes in fair value of plan assets

Opening fair value of plan assets	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial gains and (losses)	-	-	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	-	-	-	-
Benefits paid	-	-	-	-
Closing balance of fair value of plan assets	-	-	-	-

iv. Net Liability recognized in the Balance sheet

Defined Benefit Obligation	88.78	331.76	178.39	320.05
Fair value of plan assets	-	-	-	-
Present Value of unfunded obligation recognized as liability	88.78	331.76	178.39	320.05

v. Past four years data for define benefit obligation and fair value of plan assets are as under:

	For the year ended 31st December			
	2013	2012	2011	2010
Gratuity				
Defined Benefit Obligation	331.76	444.64	393.74	361.38
Fair value of plan assets	-	-	-	-
Present Value of unfunded obligation recognized as liability	331.76	444.64	393.74	361.38
Leave Encashment				
Defined Benefit Obligation	320.05	495.10	363.42	345.26
Fair value of plan assets	-	-	-	-
Present Value of unfunded obligation recognized as liability	320.05	495.10	363.42	345.26

Notes forming part of the Financial Statements

vi. Actuarial Assumptions	As at 31-12-2013	As at 31-12-2012
Discount Rate	7.80%	9.30%
Expected rate of salary increase	6.00%	6.00%
Mortality	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rates	3% younger ages reducing to 1% at old ages	3 % younger age reducing to 1 % old age
Retirement Age	58 Years	58 Years
Actuarial Valuation Method	Projected Unit Credit Method	Projected Unit Credit Method

b) Defined Contribution Plans

Rs. 113.01 Lacs (Previous Year Rs. 124.34 Lacs) recognized as an expense and included in the Notes 20 of Profit and Loss Account under the head "Contribution to Provident and other funds".

32. Segment Information

i) Primary Segment:

In accordance with the requirements of Accounting Standard – 17 on Segment Reporting, the Company has determined its business segment as "Drugs & Pharmaceuticals". Since all of the Company's business is from "Drugs and Pharmaceuticals", there are no other primary reportable segments. Thus the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statements as of and for the period ended 31st March, 2015.

ii. Secondary Segment (Geographical Segment)

(Rupees in Lacs)

	India	Outside India	Total
Revenue	3,010.57 (21,882.03)	67,211.59 (40,997.32)	70,222.16 (62,879.35)
Carrying amounts of segment assets	115,618.00 (1,60,645.82)	11,261.47 (12,694.23)	126,879.47 (1,73,340.05)
Capital expenditure	3,394.56 (5,796.18)	- (-)	3,394.56 (5,796.18)

Note: Figures in brackets are in respect of previous year.

33. Related party disclosures as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below.

(A) Particulars of related parties and nature of relationships:

Name of the Related Parties	Name of the Related Parties
A. Subsidiary Companies	B. Associate Company
Claris Lifesciences Venezuela C. A	Claris Otsuka Private Limited (Formerly known as
Claris Produtos Farmaceuticos Do Brasil Limitada	Claris Otsuka Limited) (From 01.08.2013)
PT. Claris Lifesciences Indonesia	
Claris Lifesciences Colombia Limitada	C. Companies over which Key Management Personnel and
iCubix Infotech Limited	their relatives are able to exercise significant influence
Catalys Venture Cap Limited	Sarjan Financial Private Limited
Claris injectables Limited (Formerly known as Claris	Medical Technologies Limited
Lifesciences International Limited)	Zivene Design and Development Private Limited
Claris Lifesciences Philippines Inc	Abellon Energy Limited
Claris Lifesciences De Mexico SA de CV	Athanas Enterprise Private Limited
Claris Lifesciences (UK) Limited	
Claris Lifesciences (Aust) Pty. Limited	

Notes forming part of the Financial Statements

(A)Particulars of related parties and nature of relationships:

Name of the Related Parties	Name of the Related Parties
A. Subsidiary Companies	D. Key Management Personnel
Claris Lifesciences Inc.	Mr. Arjun.S. Handa
Claris Lifesciences & CIA Chile Limitada	Mr. Chetan S. Majmudar (Upto 31.10.2014)
OGEN Nutrition Limited	Mr. Kirit Kanjaria
Claris Infrastructure Limited	Mr. Chandrasingh S. Purohit
Claris Pharmservices	
Claris SteriOne	E. Relatives of Key Management Personnel
Claris Middle East FZ-LLC	Mr. Aditya S. Handa
ELDA International DMCC	Mrs. Krishna A Handa
Claris Otsuka Private Limited (Formerly known as	
Claris Otsuka Limited) (up to 31.07.2013)	

(B) Related party transactions (Rupees in Lacs)

Notes	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
a) Nature of Transactions		
1. Sales		
To Subsidiary Companies		
Claris Lifesciences Philippines Inc	3,747.45	967.07
Claris Lifesciences Inc.	8,013.06	1,087.62
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	677.50	-
To Associates		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	2547.76	1,740.26
2. Sale of Assets		
To An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	57.17	3,761.82
To Subsidiary Company		
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	10.85	-
3. Services Purchased		
From Subsidiary Companies		
iCubix Infotech Limited	115.93	157.30
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	737.59	-
4. Services Rendered		
To An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	3,765.70	1,135.67
To Subsidiary Company		
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	364.49	-
5. Purchased		
From An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	21,597.27	5,324.70
From Subsidiary Company		
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	13,850.64	-
6. Expense Reimbursed		
To Subsidiary Companies		
Claris Lifesciences (Aust) Pty. Limited	1.65	1.74
Claris Lifesciences (UK) Limited	0.86	0.88
Claris Lifesciences Philippines, INC.	6.59	-
Claris Lifesciences Colombia Ltda	4.53	-
Claris Lifesciences Inc.	1.84	-
Icubix infotech Ltd.	217.07	-
To An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	3895.14	915.08

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
7. Remuneration Paid		
To Key Management Personnel		
Mr.Arjun Handa	465.27	150.59
Mr.Chandrasingh S. Purohit	193.68	47.59
Mr.Kirit Kanjaria	94.54	25.94
Mr.Chetan S. Majmudar	158.10	47.59
8. Dividend Paid		
To Key Management Personnel		
Mr. Arjun Handa	-	156.01
To Companies in which Key Management Personnel have Controlling Interest		
Sarjan Financial Private Limited	-	475.60
Medical Technologies Limited	-	93.06
To Relative of Key Management Personnel		
Mr. Aditya .S. Handa	-	67.43
9. Interim dividend paid		
To Companies in which Key Management Personnel have Controlling Interest		
Athanas Enterprise Private Limited	2,842.26	-
Abellon Energy Limited	616.01	-
10. Doubtful debts/Advances Provided/(recovered) for the year		
Of Subsidiary Companies		
Pt.Claris Lifesciences – Indonesia	14.18	381.61
Claris Lifesciences Philippines, INC.	(3.72)	20.79
OGEN Nutrition Limited	1.39	6.16
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	(3.53)	3.53
Claris Infrastructure Limited	0.51	0.69
11. Slump Sale of business		
To An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	-	1,05,040.00
To Subsidiary Company		
Claris injectables Limited (Formerly known as Claris Lifesciences International Limited)	55,400.00	-
12. Advances Granted during the period		
To Subsidiary Companies		
Catalys Venture Cap Limited	-	0.92
PT Claris Lifesciences Indonesia	8.51	120.59
Claris Produtos Farmaceuticos do Brasil Limitada	360.01	5,246.22
Claris Lifesciences Inc.	17.94	295.97
Claris Lifesciences (Aust) Pty. Limited	-	1.73
Claris Lifesciences UK Limited	-	0.87
Claris Lifesciences de Mexico SA de CV	-	1,576.17
Claris Lifesciences Venezuela C.A.	-	3.73
Claris Lifesciences Philippines, INC.	-	28.72
Claris Lifesciences – Chile	-	-
Claris Lifesciences Colombia Ltda	-	20.09
Claris Middle East FZ-LLC	19.97	-
Claris Infrastructure Ltd	0.63	0.63
OGEN Nutrition Limited	1.39	0.57
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	-	0.63
iCubix Infotech Limited	252.73	203.50
To / From Companies in which Key Management Personnel or their relatives are having controlling interest		
Zivene Design & Development Pvt.Ltd.	123.00	-
Advances Recovered back during the year		
Claris Lifesciences Inc.	1.73	-
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	7.20	-

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
13. Advances Recovered during the period		
Claris Lifesciences Inc.	1.73	-
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	7.20	-
14. Advances Received during the period		
From Subsidiary Companies		
Catalys Venture Cap Limited	-	5,177.28
Claris Produtos Farmaceuticos do Brasil Limitada	-	272.03
Claris Lifesciences Inc.	-	0.25
Claris Lifesciences Colombia Ltda	-	0.44
Claris Lifesciences Philippines, INC.	-	4.94
Claris Life sciences - Chile	-	1,251.76
Claris Sterione	-	855.68
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	-	-
15. Advances returned during the period		
To Subsidiary Companies		
Claris Lifesciences Colombia Ltda	15.42	-
Claris Lifesciences - Chile	0.74	-
Claris Lifesciences de Mexico SA de CV	19.55	-
Claris Lifesciences (Aust) Pty. Limited	0.14	-
Claris Produtos Farmaceuticos do Brasil Limitada	64.91	-
16. Investment made during the period		
In Subsidiary Company		
Claris Middle East FZ-LLC	66.33	-
In An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	-	195.00
17. Gurantees given on behalf of		
Subsidiary Companies		
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	53,944.00	-
Catalys Venture Cap Limited	7,510.90	-
B) Balances at the end of the year		
1. Outstanding Payables		
To Subsidiary Companies		
iCubix Infotech Limited	21.82	1.55
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	3,217.12	-
To An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	3,111.32	-
2. Outstanding Receivables		
From Subsidiary Companies		
Claris Infrastructure Limited	-	0.71
OGEN Nutrition Limited	-	6.16
PT Claris Lifesciences Indonesia	381.40	377.19
Claris Lifesciences Philippines, INC.	206.67	386.87
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	1,877.62	-
From An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	1,264.49	512.63
3. Sale of Business on slump sale		
From Subsidiary Companies		
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	55,400	-

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
4. <u>Provision for Doubtful Debts/Advances</u>		
PT Claris Lifesciences Indonesia	395.79	381.61
Claris Lifesciences Philippines, INC.	17.07	20.79
PT Claris Lifesciences Indonesia	-	-
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	-	3.53
Claris Infrastructure Limited	1.20	0.69
OGEN Nutrition Limited	7.55	6.16
5. <u>Advances Received Outstanding</u>		
From Subsidiary Companies		
Claris Lifesciences Philippines, INC.	-	98.64
Claris Produtos Farmaceuticos do Brasil Limitada	3,508.02	3,534.70
Claris Lifesciences & Cia. Chile Limitada	1,197.15	1,183.95
Claris Lifesciences - Chile Branch	123.95	123.32
Catalys Venture Cap Limited	1,292.22	1,277.97
Claris Lifesciences de Mexico SA de CV	1,743.27	1,745.13
Claris Lifesciences Venezuela C.A.	217.06	214.66
Claris Lifesciences (Aust) Pty. Limited	-	0.17
Claris Lifesciences UK Limited	-	0.20
Claris SteriOne	882.52	872.79
Claris Lifesciences Inc.	3,122.61	708.09
Claris Lifesciences Colombia Ltda	161.38	170.65
From An Associate Company		
Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)	9,300.00	9,300.00
6. <u>Advances Granted Outstanding (Net of provision for Doubtful advances)</u>		
To Subsidiary Companies		
PT Claris Lifesciences Indonesia	25.00	16.18
OGEN Nutrition Limited	7.55	6.16
Claris Infrastructure Limited	1.35	0.71
Claris Produtos Farmaceuticos do Brasil Limitada	1,432.36	1,048.39
Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	-	7.20
Claris Lifesciences Inc.	-	518.99
Claris Middle East FZ-LLC	20.52	-
To Companies in which Key Management Personnel or their relatives are having controlling interest		
Zivene Design & Development Pvt.Ltd.	123.00	-
To Key Management Personnel		
Mr. Chetan S. Majmudar	-	7.58
Mr. Chandrasingh S. Purohit	5.06	-
7. <u>Investments Balance at the end of the period (net of Provision for Diminution in value)</u>		
From Subsidiary Companies		
Claris Lifesciences Venezuela C.A.	0.35	0.35
Claris Produtos Farmaceuticos do Brasil Limitada	935.03	935.03
Claris Lifesciences Colombia Limitada	73.71	73.71
iCubix Infotech Limited	4.99	4.99
Catalys Venture Cap Limited	504.93	504.93
Claris Lifesciences International Limited	5.00	5.00
Claris Lifesciences Philippines, INC.	93.97	93.97
Claris Lifesciences de Mexico SA de CV	2.00	2.00
Claris Infrastructure Limited	5.00	5.00
OGEN Nutrition Limited	5.00	5.00
Claris Lifesciences & Cia. Chile Limitada	28.52	28.52
Claris Lifesciences Inc.	0.08	0.08
Claris Lifesciences UK Limited	0.08	0.08
Claris Lifesciences (Aust) Pty. Limited	0.03	0.03
Claris Middle East FZ-LLC	66.33	-
From An Associate Company		
Claris Otsuka Private Limited	200.00	200.00

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
8. <u>Provision for diminution in value of investment</u> From Subsidiary Company PT. Claris Lifesciences Indonesia	45.10	45.10
9. <u>Guarantees given on behalf of Subsidiary Companies</u> Claris Injectables Limited (Formerly known as Claris Lifesciences International Limited)	53,944.00	-
Catalys Venture Cap Limited	7,510.90	-

C) Disclosure under Clause 32 of Listing Agreement

a) Loans & Advances in the nature of loans to Subsidiaries by the name & amount

(Rupees in Lacs)

Name of Entity	As at 31st Mar,2015	Maximum amount outstanding during the period	As at 31st Dec, 2013	Maximum amount outstanding during the year
PT. Claris Lifesciences Indonesia	25.00	46.72	16.18	117.36
Claris Middle East FZ-LLC	20.52	20.52	-	-
OGEN Nutrition Limited	7.55	7.55	6.16	6.16
Claris Infrastructure Limited	1.35	1.35	0.71	0.71
Claris Injectables Limited(Formerly known as Claris Lifesciences International Limited)	-	-	7.20	7.20

All the Loans & Advances shown above amounting to Rs. 54.42 lacs are non-interest bearing.

b) Loans & Advances in the nature of loans to Companies in which directors are interested.

(Rupees in Lacs)

Name of Entity	As at 31st Mar,2015	Maximum amount outstanding during the period	As at 31st Dec, 2013	Maximum amount outstanding during the year
Zivene Design & Development Pvt.Ltd.	123.00	123.00	-	-

34. Disclosure for operating leases under Accounting Standard 19 – "Accounting for Leases"

The Company has entered into agreements for taking on leave and license basis residential / office premises including furniture and fittings therein, as applicable, for a period ranging from 11 to 60 months. The specified disclosure in respect of these agreements is given below:

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
Lease payments recognized in the Statement of profit and Loss for the period	389.43	299.14
Minimum lease payments under the agreements are as follows.		
a) Not later than one year	315.68	298.99
b) Later than one year but not later than 5 Years	1,287.06	1242.17
c) Later than five years	335.48	734.86

35.Computation of Earnings per Share (EPS) :

(Rupees in Lacs, except per share data)

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
Basic & Diluted EPS		
Computation of Profit (Numerator)	4,156.29	
(i) Net Profit for the period from Continuing Operations	13,868.96	3,921.33
(ii) Net Profit for the period from Total Operations	Nos.	8,121.85
Weighted Average Number of Shares (Denominator)		Nos.
Weighted average number of Equity shares of Rs.10 each used For calculation of Basic Earnings Per Share	57,739,194	63,817,765
Basic & Diluted EPS (in Rs.)	7.20	
(i) Continuing Operations	24.02	6.14
(ii) Total Operations	10.00	12.73
Face value per share (in Rs.)		10.00

Notes forming part of the Financial Statements

36. Discontinuing operations

On receipt of necessary approvals from Board of Directors and Shareholders of the Company at their meetings held on July 4, 2014 and September 3, 2014 respectively in respect of transfer of its Injectables Business (previous year Infusion Business) on Slump Sale basis, the Company has transferred its Injectables Business to its wholly owned subsidiary namely Claris Injectables Limited (formerly known as Claris Lifesciences International Limited) on October 31st, 2014 (previous year Infusion Business to Claris Otsuka Limited on July 31st, 2013). The business transfer involved transfer of relevant assets and liabilities as stated in the Business Transfer Agreement of Injectables Business (previous year Infusion Business) on slump sale basis" for an agreed cash consideration of Rs. 55,400 lacs (previous year Rs,1,03,182.42 lacs for Infusion Business). As per the terms of the agreement, the company have transferred business for Rs. 55,400 lacs (previous year Rs,1,03,182.42 lacs for Infusion Business) as consideration for the net assets of the Injectables Business (previous year Infusion Business) transferred.

The pre-tax gain on disposal of assets and settlement of liabilities attributable to the sale of Injectables business of Rs. 523.03 lacs (previous year Rs.1505.98 lacs) has been disclosed in the statement of profit and loss as an exceptional item, being profit on disposal of injectables business under slump sale.

- a) Necessary disclosures of the details pertaining to the discontinuing operations in respect of the Injectables Business (previous year Infusion Business) and the reorganization thereof as stated above, as required under the Accounting Standard – 24 'Discontinuing Operations' (AS – 24) as notified by the Government of India under section 211(3C) of the Companies Act, 1956, are as under :-

	(Rupees in Lacs)	
	**For the period ended on 31-03-2015 (For Injectable Business)	For the Year ended on 31-12-2013(For Injectable Business)
Revenue	35,254.24	24,732.13
Expenditure	29,591.40	NA
Profit Before tax	5,662.84	NA
Profit after tax	4,010.53	NA
Total Assets	1,02,163.15	82,725.47
Total Liabilities	47,286.18	31,085.78
Cash flow (used in)/from Operating activities	2,823.26	NA
Cash flow (used in)/from Investing activities	(18,557.97)	(5,871.53)
Cash flow (used in)/from Financing activities	14,655.98	4,162.16

** For the period from 1st January, 2014 to 31st October, 2014

	(Rupees in Lacs)	
	For the period ended on 31-03-2015 (For Infusion Business)	#For the Year ended on 31-12-2013(For Infusion Business)
Revenue	-	22,055.73
Expenditure	-	19,097.11
Profit Before tax	-	2,958.62
Profit after tax	-	2,074.10
Total Assets	-	91,650.78
Total Liabilities	-	1,857.58
Cash flow (used in)/from Operating activities	-	5,113.40
Cash flow (used in)/from Investing activities	-	-
Cash flow (used in)/from Financing activities	-	(1,121.00)

For the period from 1st January, 2013 to 31st July, 2013

- b) The company operates under a single business segment i.e. 'Drugs & Pharmaceuticals' as per the requirement of Accounting Standard – 17 'Segment Reporting'. The transfer of the Injectable Business (previous year Infusion business) involved transfer of assets and liabilities related to the injectable business (previous year Infusion business) and as the same identified by the parties to the transaction. For this purpose, the products, employees, tangible and intangible assets, current assets, market territories, long term and short term borrowings, other liabilities etc. have been identified as are related to the Injectable Business (previous year Infusion business) and disclosed its income, expenditure, profitability, assets and liabilities.

In view of common employees, marketing expenses, logistics and distribution arrangements and general corporate overheads, which were not separately identifiable for identified products of the Injectable Business (previous year Infusion Business) being transferred, the company was unable to determine the income and expenses clearly attributable to the discontinued operations. Under the facts and circumstances, for the period from 1st January, 2014 to 31st October, 2014 (previous year for the period from 1st January 2013 to 31st July, 2013), the company has disclosed separately the figures for expenditure attributable to discontinuing operations, profit from the continuing and from the discontinuing operations, tax expense of discontinuing operations, profit from discontinuing operations (after tax) and cash flows from operating activities on best estimate basis. The auditors are relied upon and accepted the data submitted by the management.

- c) In view of the above stated transfer of injectable business, the figures for the financial period reported in the statement of profit and loss and the cash flow statement do not include the figures of the injectable business for the period from 1st November, 2014 to 31st March 2015 (previous year Infusion business for 1st August, 2013 to December 31st 2013) and the figures in the balance sheet as at 31st March 2015 (previous year 31st December, 2013) do not include the figures pertaining to the injectable business (previous year Infusion business).

Notes forming part of the Financial Statements

37. C.I.F. Value of Imports:

(Rupees in Lacs)

	For the Year ended on 31-03-2015	For the Year ended on 31-12-2013
Purchase of stock in trade	662.87	84.13
Raw Materials	3,140.42	6,588.06
Packing Material	2,612.64	1,839.48
Plant & Machinery	6,511.58	1,783.33
Stores and Spares	77.72	32.01

38. Expenditure in foreign currency:

(Rupees in Lacs)

	For the Year ended on 31-03-2015	For the Year ended on 31-12-2013
Consultancy fees	246.41	326.91
Testing charges	40.05	43.71
Legal fees & charges	581.11	9.23
Traveling	2,953.98	879.96
Freight	902.06	828.25
Commission	218.60	453.15
Interest & finance charges	158.33	149.38
Others product registration fees, Sales promotion expenses, Advertisement - Marketing etc.)	813.08	943.70

39. Corporate Social Responsibility (CSR) Activities:

During the year, the company has spent Rs. 61.70 Lacs towards Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 and Rules thereon by way of contribution to various Trusts / NGOs / Societies / Agencies.

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
Gross Amount Required to be spent by the Company	188.99	-
Amount spent during the period on		
Construction / Acquisition of any asset		
In Cash	-	-
Yet to be paid	-	-
Total	-	-
On Purpose other than above		
In Cash	61.70	-
Yet to be paid	-	-
Total	61.70	-
Total	61.70	-

40. Research and Development Expenditure:

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
Expenditure on research and development charged to revenue		
- Revenue expenditure	1,336.53	335.24
- Capital expenditure	1,528.61	-

41. Earnings in foreign exchange:

(Rupees in Lacs)

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
FOB value of Exports	60,453.80	35,354.46
Operating Income	-	54.26
Sales of Voluntary Carbon Reduction Units	1,157.68	235.51

Notes forming part of the Financial Statements

42. Current Assets, Loans and Advances as at 31st March 2015 have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

43. Remittance in foreign currency during the year on account of dividend.

	For 15 months period ended on 31-03-2015	For the Year ended on 31-12-2013
Number of non-resident shareholders	275	254
Number of equity shares on which dividend was paid (Lacs)	178.25	188.28
Year ended to which the dividend related	2012 & 2013	2012
Amount remitted (Rupees in Lacs)	1,960.71	376.56

44. Pursuant to the resolution passed in the Board Meeting held on 8th November, 2014, the financial year of the company has been changed from 31st December to 31st March. Accordingly the Financial Statements for the current period is for Fifteen months period ending on 31st March, 2015 as against 12 months period ended on 31st December, 2013, hence, not comparable.

45. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Auditors' Report

To The Board of Directors of Claris Lifesciences Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of CLARIS LIFESCIENCES LIMITED (the "Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the fifteen months period then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated 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, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the fifteen months period ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the fifteen months period ended on that date.

Other Matter

- (i) We did not audit the financial statements of nineteen subsidiaries, whose financial statements reflect total assets of Rs. 1,28,805.62 lacs as at March 31, 2015, total revenues of Rs. 21,323.90 lacs and net cash inflows amounting to Rs. 3,285.94 lacs for the period ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.
- (ii) The financial statements of the company for the year ended 31st December, 2013 were audited by another auditor whose report dated 28th February, 2014 expressed an unmodified opinion on those statements.
- (iii) Our opinion is not qualified in respect of these matters.

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership Number: 047236

Place : Ahmedabad.
Date : 22nd May, 2015

Consolidated Balance Sheet

As at 31st March, 2015

(Rupees in Lacs)

	Notes	As at 31st Mar 2015	As at 31st Dec 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	5,456.78	6,381.78
(b) Reserves and surplus	3	126,214.10	134,047.69
		<u>131,670.88</u>	<u>140,429.47</u>
(2) Non – current liabilities			
(a) Long-term borrowings	4	27,342.96	12,682.94
(b) Deferred tax liabilities (net)	5	967.13	5,878.19
(c) Long-term provisions	6	1,000.75	641.50
		<u>29,310.84</u>	<u>19,202.63</u>
(3) Current liabilities			
(a) Short-term borrowings	4	18,387.91	10,546.65
(b) Trade payables	7	12,678.52	9,174.19
(c) Other current liabilities	8	25,328.11	22,699.59
(d) Short-term provisions	6	1,001.18	9,039.21
		<u>57,395.72</u>	<u>51,459.64</u>
Total		<u><u>218,377.44</u></u>	<u><u>211,091.74</u></u>
II. ASSETS			
(1) Goodwill on consolidation		3.20	3.20
(2) Non – current assets			
(a) Fixed assets			
(i) Tangible assets	9	87,998.50	50,419.03
(ii) Intangible assets	9	19,426.80	6,734.85
(iii) Capital work-in-progress		283.09	17,329.26
		<u>107,708.39</u>	<u>74,483.14</u>
(b) Non-current investments	10	20,230.89	20,950.07
(c) Long-term loans and advances	11	1,531.23	19,467.12
(d) Other non-current assets	12	507.87	-
		<u>129,978.38</u>	<u>114,900.33</u>
(3) Current assets			
(a) Current investments	10	33,161.25	60,881.99
(b) Inventories	13	9,374.98	4,497.42
(c) Trade receivables	14	22,914.95	15,651.27
(d) Cash and cash equivalents	15	8,256.57	9,459.35
(e) Short –term loans and advances	11	13,277.27	4,534.88
(f) Other current assets	12	1,410.84	1,163.30
		<u>88,395.86</u>	<u>96,188.21</u>
Total		<u><u>218,377.44</u></u>	<u><u>211,091.74</u></u>
Significant accounting policies	1		
Other notes forming part of the financial statements	2-34		

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Consolidated Statement of Profit & Loss

For Fifteen Months Period ended on 31st Mar 2015

(Rupees in Lacs)

	Notes	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
Revenue			
I. Revenue from operations	16		
(a) Gross sales		78,471.65	66,791.43
Less : Excise duty		460.35	953.88
Net sales		78,011.30	65,837.55
(b) Other Operating Revenue		1,963.93	938.65
Revenue from operations (net)		79,975.23	66,776.20
II. Other income	17	8,630.35	4,343.90
III. Total Revenue (I+ II)		88,605.58	71,120.10
IV. Expenses			
Cost of materials consumed	18	11,873.05	15,091.28
Purchase of stock-in-trade	18	26,274.43	9,095.54
Changes in inventories of finished goods and work-in-progress	19	(2,691.47)	518.61
Employee benefits expense	20	9,257.02	5,097.56
Finance cost	21	4,826.04	5,219.45
Depreciation and amortization expense		4,904.83	6,535.38
Other expenses	22	19,714.87	20,319.71
Total expenses		74,158.77	61,877.53
V. Profit before Exceptional items and tax (III- IV)		14,446.81	9,242.57
VI. Exceptional items			
Profit on disposal of infusion business under slump sale		-	1,505.98
VII. Profit before tax (V+VI)		14,446.81	10,748.55
VIII. Tax Expense :			
(a) Current tax		4,047.96	4,106.99
(b) Deferred tax		(4,910.51)	(1,265.97)
(c) MAT credit entitlement		(3.15)	(633.31)
(d) Short / (Excess) provision of tax of earlier years		(354.66)	-
		(1,220.36)	2,207.71
IX. Profit After Tax and before share of Profit/ (loss) of Associate (VII-VIII)		15,667.17	8,540.84
Profit after tax comprises of :			
a. Profit from Continuing Operations (after tax)		-	4,340.32
b. Profit from Discontinuing Operations (before tax)		-	2,958.62
c. Profit on disposal of infusion business (discontinuing operations) under slump sale		-	1,505.98
d. (Add) / Less : Tax expense / (Reversal) of discontinuing operations;			
i) Tax expense of Discontinuing Operations		-	884.52
ii) Tax on disposal of infusion business under slump sale (net of reversal of deferred taxes of Rs. 2,885.18 Lacs)		-	(620.44)
X. Share in Loss of Associate		(719.18)	(99.87)
XI. Profit for the period		14,947.99	8,440.97
XII. Earnings per share - Basic & Diluted			
(Nominal value per equity share - Rs.10)	32		
a. Continuing Operations		25.89	6.80
b. Total Operations		25.89	13.23
Significant accounting policies	1		
Other notes forming part of the financial statements	2-34		

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Consolidated Cash Flow Statement

For the year ended on 31st March, 2015

(Rupees in Lacs)

	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
A. Cash Flow From Operating Activities		
1. Profit before tax	14,446.81	10,748.55
2. Adjustment for :		
Depreciation and amortisation expense	4,904.83	6,535.38
Finance cost	4,826.04	5,219.45
Interest income	(3,203.49)	(3,275.00)
Dividend Income	(308.69)	-
(Profit)/Loss on sale of fixed assets - (Net)	15.22	-
Provision for doubtful debts and advances	-	32.66
Gain on sale of Units of Mutual Funds	(1,802.39)	(519.87)
Share in Loss from Associate	719.18	99.87
Profit on disposal of infusion business under slump sale	-	(1,505.98)
Unrealised foreign exchange rate difference gain/(loss) (Net)	(925.71)	2,582.47
Exchange Rate Fluctuation and other adjustments arising on Consolidation	(581.58)	-
Operating profit before working capital changes (1+2)	18,090.22	19,917.53
3. Adjustments for working capital changes:		
Decrease / (increase) in trade and other receivables	(15,781.71)	386.45
Decrease / (increase) in inventories	(4,877.56)	553.82
(Decrease) / increase in trade and other payables	3,182.21	(4,835.70)
Cash generated from/(used in) operations	613.16	16,022.10
4. Direct taxes paid	(5,039.23)	(1,683.77)
Net Cash Generated From/(Used in) Operating Activities [A]	(4,426.07)	14,338.33
B. Cash Flow From Investing Activities		
Purchase of fixed assets (Including Capital Advances)	(66,702.88)	(28,230.94)
Proceeds from Sale of fixed assets	45,258.88	1,267.66
Proceeds from Sale of Current Investments	27,720.74	-
Purchase of Current Investments	-	(60,881.99)
Dividend Income	308.69	-
Proceeds from disposal of infusion business under slump sale	-	105,040.00
Investment in Associate Company	-	(195.00)
Buy back of Shares	(23,125.00)	-
Share in Loss from Associate	(719.18)	(99.87)
Interest received	3,454.35	2,280.90
Gain on sale of Units of Mutual Funds	1,802.39	519.87
Net Cash Generated/(Used in) Investing Activities [B]	(12,002.01)	19,700.63
C. Cash Flow From Financing Activities		
Proceeds from long term borrowings (Net)	18,762.48	(17,940.22)
Proceeds from short term borrowings (Net)	7,841.26	(9,491.02)
Finance Cost	(4,662.66)	(5,580.07)
Dividend paid	(6,719.72)	(1,276.35)
Net Cash Generated From/(Used in) Financing Activities [C]	15,221.36	(34,287.66)
Net Increase/(Decrease) In Cash & Cash Equivalents [A+B+C]	(1,206.72)	(248.70)
Cash & Cash Equivalents at the beginning of the Period	7,379.45	7,628.15
Cash & Cash Equivalents at the end of the Period	6,172.73	7,379.45

Consolidated Cash Flow Statement

For the year ended on 31st March, 2015

(Rupees in Lacs)

	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
Notes:		
1 A) Components of Cash & Cash Equivalents		
Cash on hand	16.36	4.15
Cheques on hand	39.00	-
Balances with banks		
- In Current accounts	2,574.48	6,584.54
- In Margin money	417.62	665.76
- In Fixed deposit account	3,125.27	125.00
	<u>6,172.73</u>	<u>7,379.45</u>
B) Cash and cash equivalents not available for immediate use		
a) In Margin money and fixed deposit accounts	2,077.86	2,076.95
b) Unclaimed share application money lying in escrow	0.18	0.18
c) Unclaimed dividend account	5.80	2.77
	<u>2,083.84</u>	<u>2,079.90</u>
Cash & Cash Equivalents as per Note 15 (A+B)	<u>8,256.57</u>	<u>9,459.35</u>
2 Interest paid is exclusive of and purchase of fixed assets is inclusive of interest capitalised	1,043.47	780.58
3 The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.		
4 Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.		
5 The previous year's figures have been regrouped wherever necessary.		

In terms of our report attached

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Notes forming part of the Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1 Basis of preparation of Financial Statements

The Consolidated financial statements are prepared under the historical cost convention on the accrual basis of accounting, in accordance with the requirements of the Companies Act, 1956, including the accounting standards notified by the Central Government of India under Section 211 (3C) of the Companies Act, 1956.

1.2 Principles of Consolidation

The consolidated financial statements include the financial statements of Claris Lifesciences Limited ('the Company'), and its subsidiaries as described in Note 23 (collectively referred to as 'the Group').

The consolidated financial statements have been prepared on the basis of Accounting Standard 21, 'Consolidated Financial Statements', issued by the Institute of Chartered Accountants of India.

The financial statements of the parent Company and its subsidiaries have been combined on a line- by- line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resultant unrealized profits / losses in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent Company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries. The excess or deficit of parent's portion of equity in the subsidiary Company over its cost of investment, if any, is treated as a capital reserve or recognized as goodwill respectively.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except where it is not practicable to do so. Considering that the financial statements of the foreign subsidiaries have been prepared under the laws and regulations applicable to their respective country of incorporation, these consolidated financial statements have been prepared substantially in the same format adopted by the Company to the extent possible, as required by the Accounting Standard AS 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the period. All assets and liabilities are converted at the rates prevailing at the end of the period. Exchange gains/losses arising on conversion are recognized under Foreign Currency Translation Reserve.

1.3 Use of estimates

The preparation of financial statements, in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

1.4 Fixed assets

Fixed assets are capitalized at cost including all direct costs and other expenses incurred in connection with acquisition of assets and are net of refundable taxes and levies.

1.5 Depreciation

Indian Companies

- i) Depreciation on Fixed Assets is provided on the straight-line method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956 or Companies Act, 2013, as applicable or at the rates based on estimated useful life whichever is higher.
- ii) Leasehold improvements are amortized over a period of 36 months.
- iii) Intangible assets are stated at cost and are amortized equally over a period of five years from the year in which incurred.

Foreign Companies

Depreciation has been provided by the Foreign Companies on methods and at the rates required / permissible by the local laws so as to write-off assets over their useful life.

1.6 Goodwill

Goodwill arising on consolidation is not amortized but is tested for impairment periodically.

Notes forming part of the Financial Statements

1.7 Investments

Long-term investments are stated at cost. Any diminution in the value, other than temporary, is provided for.

1.8 Inventories

- i) Inventories are valued at cost or net realizable value, whichever is less.
- ii) In case of Parent Company the cost (net of refundable taxes and levies) for raw materials and packing materials is computed on Moving Average basis.
- iii) The cost of work in progress and finished goods is determined on absorption cost basis and comprises of cost of materials, direct labour and manufacturing overheads.

1.9 Revenue recognition

- a. Sales include sales of products, dossiers and marketing rights. Sales include excise duty and exchange differences on sales transactions, but are net of sales tax. Sales are recognized at the time when significant risks and reward of ownership in the goods are transferred.
- b. Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

1.10 Employee benefits

Contributions to provident and other funds accruing during the accounting period are charged to the Statement of profit and loss. Provision for liabilities in respect of gratuity and leave encashment are accrued and provided at the end of each accounting period on the basis of actuarial valuation.

1.11 Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the year-end are restated at the year-end rates. In case of items, which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

Non-monetary foreign currency items are carried at cost.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account, except, for the exchange differences arising on settlement or on translation of long-term foreign currency monetary items after 1st April 2011, so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

1.12 Research and development expenses

Revenue expenditure on Research and Development is expensed as incurred. Expenses of capital nature are capitalized and depreciation is provided thereon as per the policy stated above.

1.13 Expenditure on product registration

Expenditure incurred for registration of products for overseas markets and for product acquisitions are charged to the profit & loss account.

1.14 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowing to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs that are attributable to acquisition / construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the profit & loss account.

1.15 Leases

Lease rentals in respect of assets taken on operating leases are charged to the profit and loss account on accrual and straight-line basis over the lease term.

Notes forming part of the Financial Statements

1.16 Taxes on Income

Indian Companies

Current taxation

Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act, 1961.

Deferred taxation

Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods, subject to consideration of prudence and by applying tax rates that have been enacted or substantively enacted as on the balance sheet date..

Foreign Companies

Foreign companies recognize tax liabilities and assets in accordance with the applicable local laws.

1.17 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 to the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes		As at 31st Mar 2015	As at 31st Dec 2013
2. SHARE CAPITAL			
Authorised			
120,510,000 Equity Shares of Rs. 10 each		12,051.00	12,051.00
Issued, Subscribed, & Paid up :			
54,567,765 (Previous Year 63,817,765)			
Equity Shares of Rs. 10 each fully paid – up		5,456.78	6,381.78
		<u>5,456.78</u>	<u>6,381.78</u>
(i) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting year :			
Particulars			
As at beginning of the period	Nos.	63,817,765	63,817,765
Add: Issued during the period	Nos.	-	-
Less: Buy back during the period	Nos.	(9,250,000)	-
Outstanding at the end of the period	Nos.	54,567,765	63,817,765
(ii) Rights preferences and restrictions attached to equity shares			
The Company has one class of equity shares having a face value of Rs. 10 per share. Each shareholder is eligible for one vote per equity share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.			
(iii) Shareholders holding more than 5% of total equity shares			
Particulars			
Athanas Enterprise Private Limited	Nos.	27,353,580	31,580,679
	%	50.13	49.49
(iv) Shareholders holding more than 5% of total equity shares			
Particulars			
Athanas Enterprise Private Limited	Nos.	27,353,580	31,580,679
	%	50.13	49.49
First Carlyle Ventures III	Nos.	6,159,267	7,111,095
	%	11.29	11.14
Abellon Energy Limited	Nos.	5,928,384	6,844,532
	%	10.86	10.73
(v) Details of bonus shares issued during last five years			
Particulars			
Equity shares allotted as fully paid-up shares of Rs.10 each for a consideration other than cash pursuant to capitalisation of securities premium account during the financial year ended December 31st, 2010	Nos.	17,061,763	17,061,763
(v) During the period under audit, the company has bought back 92,50,000 equity shares of the face value of Rs. 10 each (representing 14.49 % of the total equity share capital of the Company) at the price of Rs. 250 per equity share aggregating to Rs. 23,125 Lacs which is less than 25% of the aggregate of equity share capital and free reserves of the Company as per audited financial statements of the Company for the financial year ended December 31, 2012 through "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998.			

Notes forming part of the Financial Statements

(Rupees in Lacs)

	Notes	As at 31st Mar 2015	As at 31st Dec 2013
3. RESERVES & SURPLUS			
Capital redemption reserve			
Balance as per last balance sheet		500.00	500.00
Add : Transferred from General Reserve on buy back of Equity Share		925.00	-
		<u>1,425.00</u>	<u>500.00</u>
Securities premium account			
Balance as per last balance sheet		55,432.62	34,584.62
Add : Proportionate share in Associate Company		-	20,848.00
Less : Amount utilized for buy back of Shares		22,200.00	-
		<u>33,232.62</u>	<u>55,432.62</u>
General reserve			
Balance as per last balance sheet		6,097.70	5,267.70
Add : Transferred from surplus in the Statement of Profit and Loss		-	830.00
Less : Transfer to Capital redemption reserve		(925.00)	-
		<u>5,172.70</u>	<u>6,097.70</u>
Foreign currency translation reserve			
		5,850.73	6,432.31
Balance in Statement of Profit and Loss			
Balance as per last balance sheet		65,585.06	64,703.67
Add : Net profit for the year		14,947.99	8,440.97
Less : Appropriations		-	-
Proposed Interim Dividend Nil (Previous Year Rs. 9 per share)		-	5,743.60
Tax on Interim Dividend		-	976.12
Tax on Dividend of earlier year		-	9.86
Transferred To General Reserve		-	830.00
		<u>80,533.05</u>	<u>65,585.06</u>
		<u>126,214.10</u>	<u>134,047.69</u>
4. BORROWINGS			
Secured:-			
Long-term borrowings, non-current portion			
Term loans from banks			
External commercial borrowing-in Foreign Currency	4.a	19,632.95	-
Rupee term loans	4.a	6,278.33	11,379.97
Vehicle loans	4.d	279.13	6.87
Loans from others			
Rupee term loan from a finance company	4.c	1,152.55	1,293.91
Vehicle loan from finance companies		-	2.19
		<u>27,342.96</u>	<u>12,682.94</u>
Long-term borrowings, current portion			
Term loans from banks			
External commercial borrowing-in Foreign Currency	4.a	1,341.23	-
Rupee term loans	4.a	4,319.70	3,406.04
Vehicle loans	4.d	69.26	17.64
Loans from others			
Rupee term loan from a finance company	4.c	120.00	120.00
Vehicle loan from finance companies	4.d	0.88	4.94
Other borrowings from bank	4.f	1,800.00	-
		<u>7,651.07</u>	<u>3,548.62</u>
Short-term borrowings			
Cash Credit accounts	4.b	8,836.58	8,305.87
Buyers' credit	4.b	2,265.76	2,240.78
Other working capital loan	4.e	7,285.57	-
		<u>18,387.91</u>	<u>10,546.65</u>
		<u>53,381.94</u>	<u>26,778.21</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes :

a. Term loans are secured by first pari passu charge by hypothecation of specified movable fixed assets, mortgage over immovable fixed assets and second pari passu charge over stocks, receivables, and specified immovable properties in favour of the Banks.

b. Cash Credit account and buyers' credit are secured by first pari passu charge by hypothecation of all current assets of the Company (present & future); second pari passu charge by hypothecation of movable fixed assets (present & future); by mortgage on specified immovable fixed assets of Company (present & future) and by first pari passu charge through equitable mortgage on specified immovable property of the Company.

c. The term loan is secured by first and exclusive charge over the immovable and movable assets of Solar Plant located at Modasa.

d. Vehicle loans from banks and finance companies are secured by hypothecation of respective vehicles.

e. Other Working Capital Loan is secured by pledge of certain Investments held by Claris Lifesciences Limited

f. Other borrowing from bank is secured by pledge of fixed deposits

Notes	As at 31st Mar 2015	As at 31st Dec 2013
5. DEFERRED TAX LIABILITIES (NET)		
Deferred tax liabilities		
Difference between book depreciation and depreciation under the Income -Tax Act ,1961 (IT Act)	2,630.93	6,455.39
Deferred tax assets		
Disallowances of provisions / expenses	348.97	406.92
Share issue expenses set off against share premium allowable u/s 35 - D of the Income - Tax Act, 1961 in subsequent years	133.58	170.28
Business Loss	1,181.25	-
	<u>1,663.80</u>	<u>577.20</u>
Net Deferred Tax Liability	<u>967.13</u>	<u>5,878.19</u>
6. PROVISIONS		
Long-term provisions		
Provision for employee benefits		
Gratuity	28	332.97
Leave benefits	28	308.53
	<u>1,000.75</u>	<u>641.49</u>
Short-term provisions		
Provision for employee benefits		
Gratuity	28	28.78
Leave benefits	28	34.16
Taxation (Net of payments)	908.01	2,256.55
Proposed Interim Dividend	-	5,743.60
Tax on Proposed Dividend	-	976.12
	<u>1,001.18</u>	<u>9,039.21</u>
	<u>2,001.93</u>	<u>9,680.71</u>
7. TRADE PAYABLES		
Sundry creditors		
Micro, Small & Medium enterprise	1.58	108.19
Others	12,676.94	9,066.00
	<u>12,678.52</u>	<u>9,174.19</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

	Notes	As at 31st Mar 2015	As at 31st Dec 2013
8. OTHER CURRENT LIABILITIES			
Other current liabilities			
Current maturities of long-term debt	4	7,651.07	3,548.62
Interest accrued and due on borrowings		138.30	181.50
Interest accrued but not due on borrowings		311.59	105.01
Payables on purchase of fixed assets		1,379.49	1,663.02
Trade advances		2,617.74	2,112.65
Trade deposits		1,013.07	3,119.52
Unclaimed Share Application Money		0.18	0.18
Unclaimed Dividend		5.80	2.77
Advances from related parties		9,300.00	10,000.00
Payables to statutory and other authorities		382.36	311.71
Other payables		2,528.51	1,654.61
		25,328.11	22,699.59

9. FIXED ASSETS (Rupees in Lacs)

Sr. No.	Description of Assets	Gross Block (At Cost)				Depreciation / Amortisation					Net Block		
		As at 01-01-14	Additions during the period	Deductions during the period*	Exchange fluctuation	As at 31-03-15	Upto 01-01-14	For the Year	Deduction during the period/ adjustments*	Exchange fluctuation	Upto 31-03-15	As at 31-03-15	As at 31-12-13
A	Tangible Assets												
1	Freehold Land	913.50	14,707.27	913.50	-	14,707.27	-	-	-	-	-	14,707.27	913.50
2	Buildings	5,936.29	13,477.23	6,101.54	-	13,311.98	1,098.38	280.44	1,263.07	-	115.75	13,196.23	4,837.91
3	Improvement to leasehold property	2.58	-	-	-	2.58	2.58	-	-	-	2.58	-	-
4	Plant & Machinery	61,378.38	54,366.91	60,430.31	(49.40)	55,265.58	19,476.44	3,195.93	21,092.41	(32.64)	1,547.32	53,718.26	41,901.94
5	Electrical Installation	2,449.03	3,809.31	2,201.90	-	4,056.44	713.35	158.35	741.69	-	130.01	3,926.43	1,735.68
6	Furniture & Fixtures	691.11	670.28	352.90	(13.49)	995.00	319.10	61.26	157.72	(11.15)	211.49	783.51	372.01
7	Office Equipments	234.65	39.77	28.63	-	245.79	120.49	14.09	13.19	-	121.39	124.40	114.16
8	Vehicles	788.92	615.33	389.33	(2.79)	1,012.13	454.28	101.72	276.51	(2.79)	276.70	735.43	334.64
9	Data Processing Equipments	1,021.73	736.80	173.00	(8.17)	1,577.36	812.54	72.49	107.02	(7.61)	770.40	806.96	209.19
	Previous Year	73,416.19	88,422.90	70,591.11	(73.85)	91,174.13	22,997.16	3,884.28	23,651.61	(54.19)	3,175.63	87,998.50	50,419.03
		110,881.45	5,694.60	43,157.79	(2.07)	73,416.19	30,278.15	5,817.39	13,098.92	0.54	22,997.16	50,419.02	-
B	Intangible Assets												
	Computer Software	199.90	-	-	-	199.90	3.40	49.84	-	-	53.24	146.66	196.50
	Licensing & Registration	7,539.05	11,979.45	-	81.27	19,599.77	1,000.70	970.71	1,680.62	28.84	319.63	19,280.14	6,538.35
		7,738.95	11,979.45	-	81.27	19,799.67	1,004.10	1,020.55	1,680.62	28.84	372.87	19,426.80	6,734.85
	Previous Year	7,181.03	199.90	509.76	867.78	7,738.95	727.10	717.99	509.76	68.77	1,004.10	6,734.85	-
	Total	81,155.14	100,402.35	70,591.11	7.42	110,973.80	24,001.26	4,904.83	25,332.23	(25.36)	3,548.52	107,425.30	57,153.88
	Previous Year	118,062.48	5,894.50	43,667.55	865.71	81,155.14	31,005.25	6,535.38	13,608.68	69.31	24,001.26	57,153.87	-

Note :

Deduction during the period includes assets transferred by Holding Company to its Wholly-Owned Subsidiary and the same has been included in additions during the period at the values at which the same are accounted for , in the books of Subsidiary Company.

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31st Mar 2015	As at 31st Dec 2013
10. INVESTMENTS (AT COST)		
1. <u>Non-current Investments (valued at cost) , long term</u>		
I. Trade		
A. In Equity Instruments of Associate , unquoted		
(i) Claris Otsuka Private Limited (formaly known as Claris Otsuka Limited)		
20,00,000 Equity Shares of Rs. 10/- each fully paid-up.	200.00	200.00
Add: Proportionate Share in Securities Premium	20,848.00	20,848.00
Less: Share in Loss of Associate	(819.05)	(99.87)
	<u>20,228.95</u>	<u>20,948.13</u>
II. Non-Trade		
A. In Equity instruments of other entities, unquoted		
(i) Indian Renal Foundation	1.94	1.94
19,400 Equity Shares of Rs. 10/- each fully paid		
Total non-current	<u>20,230.89</u>	<u>20,950.07</u>
2. <u>Current Investments</u>		
A. In Preference Shares of Other Entities, quoted		
(i) L&T Finance Holding Limited	1,000.00	1,000.00
10,00,000 (Previous Year - 10,00,000)9% Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each, fully paid up		
(ii) IL & FS Transportation Networks Ltd	1,000.00	1,000.00
50,00,000 (Previous Year - 50,00,000) 10.53% Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of Rs. 20 each, fully paid up		
	<u>2,000.00</u>	<u>2,000.00</u>
B. In Bonds/Debentures of other entities , quoted		
(i) India Infrastructure Finance Company Limited	1,000.00	1,000.00
1,00,000 units (Previous Year - 1,00,000 units) of 8.66% Tax Free Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000 each		
*(ii) Rural Electrification Corporation Limited	1,018.59	-
100 Units (Previous Year - Nil) of 8 .57 % Secured, Redeemable, Non - Convertible Bonds of RS. 1000000 Each		
*(iii) IDFC Limited	2,043.21	-
200 units (Previous Year - Nil) of 8.67% Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000,000 each		
(iv) India Infrastructure Finance Company Limited	-	1,000.00
Nil units (Previous Year - 1,00,000 units) of 8.50% Tax Free Secured, Redeemable, Non-Convertible Bonds of Rs. 1,000 each		
(v) India Infoline Finance Limited	-	2,692.17
Nil units (Previous Year - 22,500 units) of 11.50% Secured Redeemable Non- Convertible Debentures of Rs. 10,000 each		
(vi) India Infoline Finance Limited	-	1,451.70
Nil (Previous Year - 1,14,692 units) of 11.70% Secured Redeemable Non Convertible Debentures of Rs. 1,000 each		
	<u>4,061.80</u>	<u>6,143.87</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31st Mar 2015	As at 31st Dec 2013
C. Investments in Mutual Funds		
(i) 12,513.803 units (Previous Year - 2,55,561.926 Unit) of Reliance Liquid Fund	423.85	7,777.12
(ii) 8,19,000.819 units (Previous Year - Nil) of Religare Invesco PSU Equity Fund - Growth	100.00	-
(iii) 10,890,833.911 units (Previous Year - 21,96,595.277 Unit) of HDFC Gilt Fund - Long term - Growth	3,000.00	500.00
* (iv) 1,41,86,399.535 units (Previous Year - 36,52,487.709) of IDFC Government Securities Fund	2,074.58	500.00
(v) 2,78,364 units (Previous Year - Nil) of Kedaara Capital AIF 1	27.84	-
(vi) 1,01,34,792.743 units (Previous Year - Nil) of DWS Inflation Indexed Bond Fund	1,000.00	-
(vii) 1,08,932.462 units (Previous Year - Nil) of ICICI Prudential Value Discovery Fund - Regular Plan - Growth	100.00	-
(viii) 3,90,777.648 units (Previous Year - Nil) of ICICI Prudential Focused Bluechip - Equity Fund	100.00	-
(ix) 2,33,941.112 units (Previous Year - Nil) of UTI Opportunities Fund-Growth	100.00	-
(x) 3,43,796.198 units (Previous Year - Nil) of HDFC Mid-Cap Opportunities Fund - Growth	100.00	-
* (xi) 84,44,955.098 units (Previous Year - Nil) of ICICI Prudential Gilt Fund-PF Option Regular Plan	2,245.00	-
* (xii) 74,93,948.636 units (Previous Year - Nil) of ICICI Prudential Gilt Fund-PF Option - Regular Plan	2,000.00	-
(xiii) 65,82,910.107 units (Previous Year - Nil) of SBI Magnum Gilt Long Term Fund - Regular plan - Growth	2,000.00	-
(xiv) 65,52,672.016 units (Previous Year - Nil) of UTI Mutual Fund Collection	2,000.00	-
(xv) IIFL Real Estate Fund Domestic (Series - II)	300.00	-
(xvi) 1,375 Units (Previous Year - Nil) Edelweiss Stressed and Troubled Assets Revival Fund - I	137.50	-
(xvii) 85,83,580.469 Units (Previous year - NIL) of IDFC Government Securities Fund PF Plan - Growth	2,000.00	-
(xviii) 238.578 Units (Previous Year - Nil) of Franklin India Treasury Management - Super Institutional Plan - Growth	4.93	-
* (xix) 2,00,00,000 units (Previous Year - Nil) In Kotak Mahindra Mutual Fund(FMP) SR 131	2,005.36	-
(xx) Nil (Previous Year - 65,22,965.128 units) of HDFC Cash Management Fund - Saving Plan	-	1,705.73
(xxi) Nil (Previous Year - 3,19,227.335 Unit) of Religare Invesco Liquid Fund	-	5,500.00
(xxii) Nil (Previous Year - 1,81,595.405 units) of Principal Cash Management Fund	-	2,200.00
(xxiii) Nil (Previous Year - 30,00,000 units) of IIFL-Short Term Income Fund - Regular growth	-	300.00
	19,719.06	18,482.85
D. Other Investments		
a) In Commercial Papers		
(i) 500 units (Previous Year- Nil) of Peninsula Land Limited	2,226.42	-
(ii) Nil units (Previous Year - 500 units) of Tata Motors Finance Limited	-	2,372.72
(iii) Nil units (Previous Year - 1,000 units) of Shapoorji Pallonji & Company Limited	-	4,675.68
(iv) Nil units (Previous Year - 500 units) of Religare Securities Limited	-	2,372.36
(v) Nil units (Previous Year - 980 units) of Reliance Capital Limited	-	4,637.01
(vi) Nil (Previous Year - 100 units) of L&T Finance Holding Limited	-	480.39
(vii) Nil units (Previous Year - 1,500 units) of JM Financial Products Limited	-	6,846.83
(viii) Nil units (Previous Year - 1,000 units) of Edelweiss Financial Services Limited	-	4,528.48
(ix) Nil units (Previous Year - 1,000 units) of Axis Finance Limited	-	4,813.53
	2,226.42	30,727.00
b) Pass Through Certificate		
(i) 5,000.00 units (Previous Year - 2,266 Unit) of Shinning Metal Trust	3,153.97	1,528.27
c) Corporate Deposit		
(i) Mahindra & Mahindra Financial Services Ltd	2,000.00	-
(ii) Infrastructure Leasing & Financial Services Limited	-	2,000.00
Total Current Investments	<u>33,161.25</u>	<u>60,881.99</u>
Total Investments	<u>53,392.14</u>	<u>81,832.06</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31st Mar 2015	As at 31st Dec 2013
a. Aggregate amount in quoted investments	6,061.80	8,143.87
b. Aggregate amount in unquoted investments	27,611.29	55,205.34
c. Aggregate amount invested in Mutual Funds	19,719.06	18,482.85
d. Aggregate market value of quoted investments	6,392.69	8,263.47
e. Aggregate market value of Mutual Funds	29,926.04	18,564.27
<p>Note :</p> <p>These investments are pledged with Deutsche Bank as a security for the Short term working capital loan obtained by the subsidiary Companies</p>		
11. LOANS AND ADVANCES		
[Unsecured and considered good, unless otherwise stated]		
Non-current loans and advances		
Capital advances	473.91	17,175.21
Security & tender deposits	859.49	966.88
MAT credit entitlement	1.73	1,155.50
Electricity and other deposits	196.10	169.53
	<u>1,531.23</u>	<u>19,467.12</u>
Current loans and advances		
<u>Considered good</u>		
Loans and advances to related parties	123.00	-
Loans and advances to others	300.00	-
Balance with government authorities	1,201.87	1,076.65
Advances to suppliers	2,586.20	2,446.07
Advances recoverable in cash or kind	4,046.03	1,012.16
Other receivables	5,020.17	-
	<u>13,277.27</u>	<u>4,534.88</u>
<u>Considered doubtful</u>		
Loans and advances to related parties	32.66	32.66
Less : Provision for doubtful advances	<u>32.66</u>	<u>32.66</u>
	<u>-</u>	<u>-</u>
	<u>13,277.27</u>	<u>4,534.88</u>
	<u>14,808.50</u>	<u>24,002.00</u>
12. OTHER ASSETS		
[Unsecured and considered good, unless otherwise stated]		
Other non-current assets		
Balances with scheduled banks :		
Margin money	507.87	-
Other current assets		
Accrued Income	498.40	-
Interest accrued on loans and deposits		
On Bonds and commercial papers	234.10	892.53
On Fixed deposits	519.43	51.70
On Others	158.91	219.07
	<u>1,410.84</u>	<u>1,163.30</u>
	<u>1,918.71</u>	<u>1,163.30</u>
13. INVENTORIES		
Raw materials	1,704.75	1,107.27
Packing materials	2,462.86	902.35
Work in process	1,135.31	1,237.93
Finished goods	4,072.06	1,249.87
	<u>9,374.98</u>	<u>4,497.42</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	As at 31st Mar 2015	As at 31st Dec 2013
14. TRADE RECEIVABLES		
(Unsecured)		
Exceeding six months from the date they became due		
Considered good	9,379.85	5,291.70
Considered doubtful	5.03	33.26
	<u>9,384.88</u>	<u>5,324.96</u>
Others		
Considered good	13,535.10	10,359.57
Considered Doubtful	-	-
	<u>13,535.10</u>	<u>10,359.57</u>
Less : Provision for doubtful debts	5.03	33.26
	<u><u>22,914.95</u></u>	<u><u>15,651.27</u></u>
15. CASH AND CASH EQUIVALENTS		
Cash on hand	16.36	4.15
Cheques on hand	39.00	-
<u>Balances with scheduled banks :</u>		
Current accounts	2,574.48	6,584.54
Margin money accounts	2,495.48	2,742.71
Fixed deposit accounts	3,125.27	125.00
Unclaimed share application money lying in escrow account	0.18	0.18
Unclaimed dividend account	5.80	2.77
	<u><u>8,256.57</u></u>	<u><u>9,459.35</u></u>
16. REVENUE FROM OPERATION		
Sales of products	78,471.65	66,791.43
Less : Excise duties	460.35	953.88
	<u>78,011.30</u>	<u>65,837.55</u>
Other Operating revenue		
Export benefits	392.86	277.73
Income from shared services	1,391.18	448.01
Sale of scrap	179.89	212.91
	<u>1,963.93</u>	<u>938.65</u>
	<u><u>79,975.23</u></u>	<u><u>66,776.20</u></u>
17 : OTHER INCOME		
Interest Income		
a. Interest from banks on :		
(i) Deposits	232.48	316.85
(ii) Margin money	313.53	247.40
b. Interest income from current investments	2,561.12	2,655.59
c. Others	96.36	55.16
	<u>3,203.49</u>	<u>3,275.00</u>
Profit On Sales of Mutual Fund (Net)	1,802.39	519.87
Dividend Income	308.69	-
Income from Certified Reduction Emission units & Renewable Energy Certificates	1,802.79	261.88
Sale of Power	405.11	258.79
Foreign exchange rate difference (Net)	925.71	-
Sales Tax Refund	137.63	-
Miscellaneous income	44.54	28.36
	<u><u>8,630.35</u></u>	<u><u>4,343.90</u></u>
18 : COST OF MATERIALS CONSUMED, PURCHASE OF STOCK IN TRADE		
Raw materials consumed	6,097.53	9,312.21
Packing materials consumed	5,775.52	5,779.07
	<u>11,873.05</u>	<u>15,091.28</u>
Purchase of goods traded-in	26,274.43	9,095.54
	<u><u>38,147.48</u></u>	<u><u>24,186.82</u></u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
19 : CHANGES IN INVENTORIES OF FINISHED GOODS (WORK-IN-PROGRESS)		
Stocks at the end of the year		
Work-in progress	1,135.31	1,237.93
Finished goods	4,072.06	1,277.97
	<u>5,207.37</u>	<u>2,515.90</u>
Less: Stocks at the beginning of the year		
Work-in progress	1,237.93	1,469.76
Finished goods	1,277.97	1,564.75
	<u>2,515.90</u>	<u>3,034.51</u>
	<u>(2,691.47)</u>	<u>518.61</u>
20 : EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus & Gratuity	8,822.80	4,825.25
Contribution to Provident and other funds	305.03	156.64
Staff Welfare	129.19	115.67
	<u>9,257.02</u>	<u>5,097.56</u>
21 : FINANCE COST		
Interest expense	3,614.82	4,029.13
Other borrowing cost	460.79	655.09
Bank charges & Commission	750.44	535.23
	<u>4,826.04</u>	<u>5,219.45</u>
22 : OTHER EXPENSES		
Conversion charges	121.65	131.13
Stores & spares consumed	1,119.46	994.02
Contract labour charges	771.37	1,074.10
Laboratory expenses	951.69	675.69
Power & fuel	1,094.83	2,092.67
Insurance	233.89	145.99
Rent	433.55	386.80
Outward freight	3,478.27	5,704.61
Commission	2,641.04	789.25
Marketing and sales promotion expenses	1,214.87	1,986.93
Travelling expenses	2,948.36	1,773.50
Stationery & printing	130.36	100.90
Communication expenses	224.38	246.67
Rates and taxes	31.98	54.71
Repairs to		
Building	178.10	128.66
Plant & machinery	160.86	176.12
Others	473.99	488.61
Bad debts	42.30	-
Provision for doubtful debts and advances	-	32.66
Foreign exchange rate difference (Net)	-	1,188.76
Legal, Professional & Consultancy fees	1,255.11	1,142.64
Loss on sale of fixed assets (Net)	15.22	-
Donations	8.42	27.59
Expenses for Buy-back of Equity Shares	63.16	-
Expenditure on Corporate Social Responsibility	61.70	-
General charges	2,060.31	977.70
	<u>19,714.87</u>	<u>20,319.71</u>

Notes forming part of the Financial Statements

(Rupees in Lacs)

Notes	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
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23. Description of the Group

The following subsidiary companies are considered in the consolidated financial statements.

Name of the Company	Country of Incorporation	% of Holding either directly or indirectly or through subsidiary as at 31-12-2015	% of Holding either directly or indirectly or through subsidiary as at 31-12-2013
Subsidiary Companies			
iCubix Infotech Limited	India	100	100
Claris Injectables Limited	India	100	100
Ogen Nutrition Limited	India	100	100
Claris Infrastructure Limited	India	100	100
Claris Produtos Farmaceuticos do Brasil Ltda.	Brasil	100	100
PT. Claris Lifesciences Indonesia	Indonesia	100	100
Claris Lifesciences Colombia Ltda.	Colombia	100	100
Catalys Venture Cap Limited	Mauritius	100	100
Claris Lifesciences Venezuela C. A.	Venezuela	100	100
Claris Lifesciences Inc.	USA	100	100
Claris Lifesciences (UK) Limited	UK	100	100
Claris Lifesciences Et Cia. Chile Limitada	Chile	100	100
Claris Lifesciences (Aust) Pty Limited	Australia	100	100
Claris Lifesciences de Mexico S.A. de C.V.	Mexico	100	100
Claris Lifesciences Philippines, INC.	Philippines	100	100
Claris SteriOne	Mauritius	100	100
Claris Pharmservices	Mauritius	100	100
Claris Middle East FZ LLC	Dubai	100	-
Elda International DMCC	Dubai	100	-
Claris Otsuka Private Limited (Upto 31st July, 2013) (Formerly, Claris Otsuka Ltd.)	India	-	100
Associates			
Claris Otsuka Private Limited (from 1st August, 2013) (Formerly, Claris Otsuka Ltd.)	India	20	20

24. Contingent Liabilities

(Rupees in Lacs)

	As at 31st Mar 2015	As at 31st Dec 2013
a. Claims against the Company not acknowledged as debts	1,365.51	2,516.24
b. Disputed demand under :		
(i) Income Tax	391.43	534.98
(ii) Sale tax	17.85	8.93
(iii) Excise Duty	92.19	85.74
(iv) Regulatory	10,400.00	10,400.00
(v) Customs Duty Draw back	271.11	-
c. Guarantees given by the bankers on behalf of the Company	772.96	600.55
d. Bills discounted	4,271.11	3,275.94
e. Letters of credit outstanding	128.21	161.12

25. Commitments & Obligations

(Rupees in Lacs)

	As at 31st Mar 2015	As at 31st Dec 2013
a. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	1,403.57	17,971.87
b. Outstanding obligation to export goods worth Rs. 20,259.35 Lacs (Previous year Rs. 6,692.54 Lacs) within the stipulated period as per Export Promotional Capital Goods Scheme, failing which additional custom duty payable would amount to	4,481.38	1,860.45

Notes forming part of the Financial Statements

26. Capital Work In Progress includes preoperative expenditure pending allocation to a project under implementation as under

(Rupees in Lacs)		
Preoperative Expenses	As at 31st Mar 2015	As at 31st Dec 2013
Opening balance	470.39	1367.41
Add: Interest and finance charges	952.19	805.86
Consultancy / Professional fee	604.68	26.96
Personnel cost	135.99	81.17
Foreign exchange rate difference	570.65	2246.55
Travelling expenses	17.53	-
Other expenses	115.21	9.72
Less: Capitalized during the period	(2,855.78)	(4,067.28)
Closing balance	10.86	470.39

(Rupees in Lacs)		
Fixed Asset	For the Fifteen Months Period ended on 31st Mar 2015	For the Year ended on 31st Dec 2013
Building	182.61	13.81
Plant & Machinery	2634.88	4,050.18
Electrical Installation	38.29	3.29
Total	2,855.78	4,067.28

27. Pursuant to notification dated 29th December, 2011 issued by Central Government under Companies (Accounting Standard) Amendment Rules, 2009; with effect from April 1, 2011, the Company has exercised the option whereby, the exchange differences arising on settlement or on translation of long- term foreign currency monetary items, so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset.

(Rupees in Lacs)		
Particulars	For the Fifteen Months Period ended on 31st Mar 2015	For the Year ended on 31st Dec 2013
Amount added/(reduced) from capital assets	570.65	2,246.55
Amount remaining to be depreciated	564.70	-

28 . Employee Benefits (Rupees in Lacs)

a. Defined Benefits Plans:

I. Expenses recognized in Statement of Profit & Loss	Gratuity		Leave Encashment	
	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013	For 15 months period ended on 31-03-2015	For the year ended on 31-12-2013
Short provision made in the books		-		-
Current service cost	69.08	56.65	52.04	41.89
Interest Cost	23.18	36.18	21.66	39.67
Expected return on plan assets		-		-
Net actuarial losses (gains)	68.59	(46.76)	172.61	(39.67)
Total Expenses	160.84	46.07	246.31	41.89

ii. Reconciliation of Closing balances of changes in present value of the Defined Benefit Obligation				
Opening defined benefit obligation	361.75	471.82	342.69	521.57
Amount transferred to Claris Otsuka Pvt. Ltd.	(57.65)	(115.36)	(42.46)	(167.68)
Service Cost	69.08	56.65	52.04	41.89
Interest Cost	23.18	36.18	21.66	39.67
Actuarial losses (gains)	68.59	(46.76)	172.61	(39.67)
Losses (gains) on curtailments	-	-	-	-
Liabilities extinguished on settlements	-	-	-	-
Benefits paid	(31.76)	(40.78)	(29.10)	(53.11)
Closing defined benefit obligation	433.18	361.75	517.45	342.67

Notes forming part of the Financial Statements

iii. Reconciliation of Opening and Closing balances of changes in fair value of plan assets

Opening fair value of plan assets	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial gains and (losses)	-	-	-	-
Assets distributed on settlements	-	-	-	-
Contributions by employer	-	-	-	-
Benefits paid	-	-	-	-
Closing balance of fair value of plan assets	-	-	-	-

iv. Net Liability recognized in the Balance sheet

Defined Benefit Obligation	433.18	361.75	517.45	342.67
Fair value of plan assets				
Present Value of unfunded obligation recognized as liability	433.18	361.75	517.45	342.67

v. Past four years data for define benefit obligation and fair value of plan assets are as under:

for the year ended 31st December,

	2013	2012	2011	2010
Gratuity				
Defined Benefit Obligation	361.75	471.82	414.30	380.93
Fair value of plan assets				
Present Value of unfunded obligation recognized as liability	361.75	471.82	414.30	380.93
Leave Encashment				
Defined Benefit Obligation	342.67	521.57	384.20	365.50
Fair value of plan assets				
Present Value of unfunded obligation recognized as liability	342.67	521.57	384.20	365.50

vi. Actuarial Assumptions

31st Mar, 2015

31-12- 2013

Discount Rate	7.80%	9.30%
Expected rate of salary increase	6.00%	6.00%
Mortality	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rates	3% younger ages reducing to 1% at old ages	3% younger ages reducing to 1% at old ages
Retirement Age	58 Years	58 Years
Actuarial Valuation Method	Projected Unit Credit Method	Projected Unit Credit Method

b. Defined Contribution Plans

Rs. 199.99 lacs (Previous Year Rs. 129.82 lacs) is recognized as an expense in respect of Defined Contribution Plans and is included in the Note No.20 forming part of Statement of Profit and Loss under the head "Contribution to Provident and other funds.

29. Segment Information

(Rupees in Lacs)

(i) Primary Segment:

In accordance with the requirements of Accounting Standard -17 on Segment Reporting, the Group has determined its business segment as "Drugs and Pharmaceuticals". Since all of the Group's business is from "Drugs and Pharmaceuticals", there are no other primary reportable segments. Thus the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the period are all reflected in the consolidated financial statements as at and for the fifteen months of period ended 31st March, 2015.

(ii) Secondary Segment (Geographical Segment)

(Rupees in Lacs)

	India	Outside India	Total
Revenue	3,610.04 (21,049.91)	74,401.26 (44,787.64)	78,011.30 (65,837.55)
Carrying amounts of segment asset	1,79,100.34 (1,60,646.60)	39,277.10 (29,597.12)	2,18,377.44 (1,90,243.72)
Capital expenditure	3,812.04 (5,796.17)	- (-)	3,812.04 (5,796.17)

Note: Figures in brackets are in respect of previous year.

Notes forming part of the Financial Statements

30. Related party disclosures as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below.

(A) Particulars of related parties and nature of relationships:

Name of the Related Parties	
A. Associate Company	Claris Otsuka Private Limited (Formerly known as Claris Otsuka Limited)
B. Companies in which Key Management Personnel or their relatives are able to exercise significant influence	Sarjan Financial Private Limited Medical Technologies Limited Accelaries Technologies Limited Enthrills Infotech Limited Abellon Energy Limited Athanas Enterprise Private Limited Zivene Design & Development Pvt.Ltd.
C. Key Management Personnel	Mr. Arjun S. Handa Mr. Chetan S. Majmudar Mr. Kirit H. Kanjaria Mr. Amish P. Vyas Mr. Chandrasingh S. Purohit
D. Relatives of Key Management Personnel	Mr. Aditya S. Handa Mrs. Krishna A. Handa

	(Rupees in Lacs)	
	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
a) Nature of Transactions		
1. Sales		
To Associates		
Claris Otsuka Private Limited	2,856.24	1,740.26
2. Sale of Assets		
To Associates		
Claris Otsuka Private Limited	57.17	3,761.82
3. Services Received		
To Associates		
Claris Otsuka Private Limited	31.12	
4. Services Rendered		
To Associates		
Claris Otsuka Private Limited	4,030.70	1,219.94
5. Purchased		
From Associates		
Claris Otsuka Private Limited	21,597.27	5,324.70
6. Expense Reimbursed		
To Associates		
Claris Otsuka Limited	3,895.14	915.08
7. Remuneration Paid		
To Key Management Personnel		
Mr. Arjun Handa	465.27	150.59
Mr. Chandrasingh S. Purohit	193.68	47.59
Mr. Amish P. Vyas	35.59	-
Mr. Kirit H. Kanjaria	94.54	25.94
Mr. Chetan S. Majmudar	193.69	47.59
8. Dividend Paid		
To Key Management Personnel		
Mr. Arjun Handa	-	156.01

Notes forming part of the Financial Statements

(Rupees in Lacs)

	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
To Companies in which Key Management Personnel or their relatives are able to exercise significant influence		
Sarjan Financial Private Limited	-	475.60
Medical Technologies Limited	-	93.06
To Relative of Key Management Personnel		
Mr. Aditya S. Handa	-	67.43
9. Interim Dividend Paid		
To Companies in which Key Management Personnel or their relatives are able to exercise significant influence		
Athanas Enterprise Private Limited	2,842.26	-
Abellon Energy Limited	616.01	-
10. Advances Granted during the period		
Zivene Design and development Pvt. Ltd.	123.00	-
11. Received on Slump Sale		
From Associates		
Claris Otsuka Private Limited	-	1,05,040.00
12. Doubtful debts/Advances Provided for the period		
From Companies in which Key Management Personnel or their relatives are able to exercise significant influence		
Accelaries Technologies Limited	-	17.32
Enthrills Infotech Limited	-	15.34
13. Investment made during the period		
Claris Otsuka Private Limited	-	195.00
b) Balance at the end of the year		
1. Outstanding Payables		
To Companies in which Key Management Personnel or their relatives are able to exercise significant influence		
Accelaries Technologies Limited	-	0.20
To Associate Companies		
Claris Otsuka Private Limited	3,179.78	-
2. Outstanding Receivables		
From Associates		
Claris Otsuka Private Limited	1,582.40	1,212.63
3. Advances Received Outstanding		
To Associate Companies		
Claris Otsuka Private Limited	9,300.00	10,000.00
4. Advances Granted Outstanding (Net off Prov. for Doubtful Debts)		
From Companies in which Key Management Personnel or their relatives are able to exercise significant influence		
Zivene Design and development Pvt. Ltd.	123.00	-
From Key Management Personnel		
Mr. Amish P. Vyas	5.90	-
Mr. Chetan S. Majmudar	7.12	7.58
Mr. Chandrasingh S. Purohit	5.06	-
5. Provision for doubtful Advances		
Accelaries Technologies Limited	-	17.32
Enthrills Infotech Limited	-	15.34
6. Investments Balance at the end of the period(net of Provision for Diminution in value)		
From Associate Companies		
Claris Otsuka Private Limited	200.00	200.00

Notes forming part of the Financial Statements

(Rupees in Lacs)

	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
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31. Disclosures for operating leases under Accounting Standard 19 – "Accounting for Leases"

The company has entered into agreements for taking on leave and license basis residential / office premises including furniture and fittings therein, as applicable, for a period ranging from 11 to 60 months. The specified disclosure in respect of these agreements is given below:

(Rupees in Lacs)

	For Fifteen Months Period ended on 31st Mar 2015	For The Year ended on 31st Dec 2013
1. Lease payments recognized in the profit and Loss account for the period	403.02	299.14
2. Minimum lease payments under the agreements are as follows.		
a) Not later than one year	328.84	298.99
b) Later than one year but not later than 5 Year	1,287.06	1242.17
c) Later than five year	335.48	734.86

32. Computation of Earnings per Share (EPS):

(Rupees in lacs, except per share data)

	For Fifteen Months Period ended on 31st Mar 2015	For the Year ended on 31-12-2013
Basic & Diluted EPS		
Computation of Profit (Numerator)		
(i) Net Profit for the year from Continuing Operations	14,947.99	4,340.32
(ii) Net Profit for the year from Total Operations	14,947.99	8440.97
	Nos.	Nos.
Weighted Average Number of Shares (Denominator)		
Weighted average number of Equity shares of Rs.10 each used for calculation of Basic Earning Per Share	57,739,194	63,817,765
Basic & Diluted EPS (in Rs.)		
(i) Continuing Operations	25.89	6.80
(ii) Total Operations	25.89	13.23
Face value per share (in Rs.)	10.00	10.00

33. Change in accounting year of the Company

In view of the provisions of Companies Act 2013 as applicable to the Holding Company and Indian Subsidiary Companies, the financial accounting year has been changed to the year ending on 31st March 2015 instead of ending on 31st December 2014.

Accordingly the amount in the statement of Profit and Loss for the current period are for fifteen months period ending on 31st March 2015 and the comparative amounts are for the twelve months ending 31st December 2013.

34. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.**In terms of our report attached**

For Shah & Shah Associates
Chartered Accountants
FRN: 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 22nd May, 2015

For and on behalf of the Board of Directors

Arjun Handa
Vice-Chairman & Managing Director
(DIN: 00159413)

Chandrasingh S. Purohit
Whole Time Director & CFO
(DIN: 00199651)

Kirit H. Kanjaria
Sr. VP - Company Secretary & Compliance Officer

Place : Ahmedabad
Date : 22nd May, 2015

Information on the financials of the Subsidiary Companies

As per the exemption letter of the ministry of corporate affairs, Government of India

(Amount in INR)

Sr. No.	Name of the Subsidiaries	Country	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency	Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) Before Taxation	Provision for Taxation	Profit / (Loss) After Taxation	Proposed Dividend
1	Claris Produtos Farmaceuticos do Brasil Ltda*	Brazil	January, 2014 to December, 2014	Real	19.22	153,079,981	(103,177,699)	398,264,523	348,362,240	-	-	(25,774,433)	-	(25,774,433)	-
2	Claris Lifesciences Colombia Ltda*	Colombia	January, 2014 to December, 2014	Col. Pesos	0.02	57,538,075	(22,544,904)	35,648,792	655,616	-	-	5,007,846	1,766,385	3,241,461	-
3	Claris Lifesciences de Mexico SA de CV*	Mexico	January, 2014 to December, 2014	Mex. Pesos	4.10	270,323,386	(48,939,348)	228,053,867	6,669,830	-	-	27,505,013	-	27,505,013	-
4	Claris Lifesciences & Cia. Chile Limitada*	Chile	January, 2014 to December, 2014	Chilian Pesos	0.10	3,906,786	155,157,032	160,008,166	944,348	-	-	25,746,799	-	25,746,799	-
5	Claris Lifesciences Venezuela C.A.*	Venezuela	January, 2014 to December, 2014	Bolivar Fuerte	9.91	9,910	7,360,995	21,661,746	14,290,844	-	-	(1,822)	-	(1,822)	-
6	Catalys Venture Cap Limited*	Mauritius	January, 2014 to December, 2014	US Dollars	62.59	71,391,066	2,644,092,962	3,486,432,465	770,948,437	2,325,770,914	-	(54,054,134)	-	(54,054,134)	-
7	Claris Pharmservices*	Mauritius	January, 2014 to December, 2014	US Dollars	62.59	1,848,496,537	(32,781,180)	2,199,408,176	383,692,845	273,820,542	-	(32,781,180)	-	(32,781,180)	-
8	Claris SteriOne *	Mauritius	January, 2014 to December, 2014	US Dollars	62.59	6,259,080	(18,752)	90,705,085	84,464,763	-	-	1	-	1	-
9	PT Claris Lifesciences Indonesia*	Indonesia	January, 2014 to December, 2014	Rupiah	0.00	4,371,840	(43,950,529)	3,776,530	43,355,220	-	-	(3,662,786)	-	(3,662,786)	-
10	Claris Lifesciences Philippines, INC.*	Philippines	January, 2014 to December, 2014	Phil. Pesos	1.39	14,465,895	(16,172,891)	59,904,159	61,611,155	-	452,691,343	567,870	188,592	379,278	-
11	Claris Lifesciences Inc.*	USA	January, 2014 to December, 2014	US Dollars	62.59	272,282,498	22,977,778	1,270,765,534	975,505,263	-	1,481,802,894	127,120,311	18,595,727	108,524,585	-
12	Claris Lifesciences (UK) Limited*	UK	January, 2014 to December, 2014	Pound	92.46	933,837	14,793	1,091,017	142,387	-	-	18,492	3,698	14,793	-
13	Claris Lifesciences (Aust) pty Ltd*	Australia	January, 2014 to December, 2014	Aus. Dollars	48.08	495,601	(32,790)	511,660	58,849	-	-	(22,357)	-	(22,357)	-
14	Claris Middle East FZ - LLC	UAE	Fin. Year ending on Mar. 2015	UAE Dirham	17.02	6,808,720	(1,380,999)	7,817,531	2,389,810	851,090	-	(1,380,999)	-	(1,380,999)	-
15	Elda International DMCC	UAE	Fin. Year ending on Mar. 2015	UAE Dirham	17.02	851,090	(1,380,774)	37,650,360	38,180,045	-	-	(1,380,774)	-	(1,380,774)	-
16	Icubix Infotech Limited	India	-	INR	1.00	500,000	10,514,276	17,902,788	6,888,489	-	46,174,120	11,543,005	3,309,178	8,233,827	-
17	Claris Injectables Limited (formerly known as Claris Lifesciences International Limited)	India	-	INR	1.00	500,600	264,433,036	11,062,667,065	10,797,734,756	427,355	1,405,029,961	434,103,735	168,816,826	265,286,909	-
18	Ogen Nutrition Limited	India	-	INR	1.00	500,000	(3,215,579)	2,585,000	5,300,580	-	10,449,952	41,041	-	41,041	-
19	Claris Infrastructure Limited	India	-	INR	1.00	500,000	(619,510)	82,120	201,630	-	-	(50,922)	-	(50,922)	-

* Financial Information based on Unaudited Financial Statements

Note: Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on exchange rates as on 31-03-2015

Information on the financials of the Subsidiary Companies

Statement pursuant to section 212 of the Companies Act, 1956 Relating to Subsidiary Companies

Name of the Subsidiary Company	Claris Produtos Farmaceuticos Do Brasil Limitada	Claris Lifesciences Colombia Limitada	Claris Lifesciences de Mexico SA de CV	Claris Lifesciences Et CIA Chile Limitada
Currency of Presentation	R\$	COL Pesos	Mexican Pesos	Chilian Pesos
Financial year of the Subsidiary Company ended on*	31-Dec-2014	31-Dec-2014	31-Dec-2014	31-Dec-2014
Holding Company's interest				
- No. of equity share	4,642,248.46 quotas of Real 1/- each	271,661 Social Quotas of COL Pesos 1,000 each	50 shares of Mexican Pesos 1,000 each	100 % of Social Rights
- Percentage (%) of Holding.	¹ 100%	² 100%	³ 100%	⁴ 100%
The net aggregate amount of the Subsidiary's Profit / Loss so far as it concerns the members of the Holding Company not dealt within the Holding Company's Account [#]				
- For the Current Financial year	(1,341,315)	134,500,439	6,704,452	258,242,717
- For the Previous Financial year since it became subsidiary.	(4,028,105)	(1,069,973,617)	(18,633,604)	1,297,996,321
The net aggregate amount of Profit / Loss of the Subsidiary which has been dealt within the account of the Holding Company				
- For the Current Financial year	NIL	NIL	NIL	NIL
- For the Previous Financial year since it became subsidiary.	NIL	NIL	NIL	NIL

1. 4,642,248.46 quotas of Real 1/- each are held by Claris Lifesciences Limited and 3,324,111.54 quotas of Real 1/- each are held by Catalys Venture Cap Limited.
2. 271,661 Social Quotes of COL Pesos 1,000 each are held by Claris Lifesciences Limited, 15,811 Social Quotes of COL Pesos 1,000 each are held by Claris Lifesciences International Limited and 2,100,000 Social Quotes of COL Pesos 1,000 each are held by Catalys Venture Cap Limited.
3. 50 Common registered Shares (Fixed Capital) of Mexican Pesos 1,000 each are held by Claris Lifesciences Ltd. And 68,000 Common registered Shares (Variable Capital) of Mexican Pesos 1,000 each at Par Value, are held by Catalys Venture Cap Limited.
4. 85,500,000 Chilean Pesos equivalent to 95.00% of Social Right by Claris Lifesciences Limited and 4,500,000 Chilean Pesos equivalent to 5% of Social Right by Claris Lifesciences International Limited.

* The financial year of the Company is from January 1, 2014 to March 31, 2015 which do not coincide with the financial year of the subsidiaries and therefore the figures reported above are as per the financial year of the Company i.e. from January 1, 2014 to March 31, 2015.

Financial Information based on Unaudited Financial Statements.

Information on the financials of the Subsidiary Companies

Statement pursuant to section 212 of the Companies Act, 1956 Relating to Subsidiary Companies

Name of the Subsidiary Company	Claris Lifesciences Venezuela C.A.	Catalys Venture Cap Limited	Claris Pharmaservices	Claris SteriOne
Currency of Presentation	Bolivar Fuerte(Bs.F)	USD	USD	USD
Financial year of the Subsidiary Company ended on #	31-Dec-2014	31-Dec-2014	31-Dec-2014	31-Dec-2014
Holding Company's interest - No. of equity share	1,000 Common Share of Bolivar Fuerte 1 each	11,40,600 Ordinary Shares of US \$ 1 each	29,533,039 Ordinary Shares of US \$ 1 each	1,00,000 Ordinary Shares of US \$ 1 each
- Percentage (%) of Holding.	100%	100%	100% ¹	100% ²
The net aggregate amount of the Subsidiary's Profit / Loss so far as it concerns the members of the Holding Company not dealt within the Holding Company's Account *				
- For the Current Financial year	(184)	(863,611)	(523,738)	-
- For the Previous Financial year since it became subsidiary.	742,991	43,107,727	-	(300)
The net aggregate amount of Profit / Loss of the Subsidiary which has been dealt within the account of the Holding Company				
- For the Current Financial year	NIL	NIL	NIL	NIL
- For the Previous Financial year since it became subsidiary.	NIL	NIL	NIL	NIL

1. 29,533,039 ordinary shares of USD 1 each are held by Catalys Venture Cap Limited.

2. 1,00,000 ordinary shares of USD 1 each are held by Catalys Venture Cap Limited.

* The financial year of the Company is from January 1, 2014 to March 31, 2015 which do not coincide with the financial year of the subsidiaries and therefore the figures reported above are as per the financial year of the Company i.e. from January 1, 2014 to March 31, 2015.

Financial Information based on Unaudited Financial Statements.

Information on the financials of the Subsidiary Companies

Statement pursuant to section 212 of the Companies Act, 1956 Relating to Subsidiary Companies

Name of the Subsidiary Company	PT. Claris Lifesciences Indonesia	Claris Lifesciences Philippines, INC.	Claris Lifesciences Inc.	Claris Lifesciences (UK) Limited
Currency of Presentation	Indonesia Rupiah	Philippines Pesos	USD	GBP
Financial year of the Subsidiary Company ended on	31-Dec-2014	31-Dec-2014	31-Dec-2014	31-Dec-2014
Holding Company's interest				
- No. of equity share	100,000 Share of Indonesia Rupiah 9108 per share	102,000 Shares of Philippine Pesos 100 each	200 Shares of US \$ 1 each	100 Ordinary Shares of GBP 1 each
- Percentage (%) of Holding.	100%	100%	¹ 100%	100%
The net aggregate amount of the Subsidiary's Profit / Loss so far as it concerns the members of the Holding Company not dealt within the Holding Company's Account				
- For the Current Financial year	(763,080,396)	271,903	1,733,874	160
- For the Previous Financial year since it became subsidiary.	(8,393,279,902)	(11,866,205)	(1,366,763)	-
The net aggregate amount of Profit / Loss of the Subsidiary which has been dealt within the account of the Holding Company				
- For the Current Financial year	NIL	NIL	NIL	NIL
- For the Previous Financial year since it became subsidiary.	NIL	NIL	NIL	NIL

1. 200 Shares of USD 1 each at Par Value are held by Claris Lifesciences Ltd, and 4,350,000 Shares of USD 1 each at Par Value are held by Catalys Venture Cap Limited.

* The financial year of the Company is from January 1, 2014 to March 31, 2015 which do not coincide with the financial year of the subsidiaries and therefore the figures reported above are as per the financial year of the Company i.e. from January 1, 2014 to March 31, 2015

Financial Information based on Unaudited Financial Statements

Information on the financials of the Subsidiary Companies

Statement pursuant to section 212 of the Companies Act, 1956 Relating to Subsidiary Companies

Name of the Subsidiary Company	Claris Lifesciences (Aust) Pty Ltd	Claris Middle East FZ – LLC	Elda International DMCC
Currency of Presentation	AUD	AED	AED
Financial year of the Subsidiary Company ended on	31-Dec-2014	31-Mar-2015	31-Mar-2015
Holding Company's interest			
- No. of equity share	100 Ordinary Shares of AUD 1 each	400 Shares of AED 1000 each	50 Shares of AED 1000 each
- Percentage (%) of Holding.	100%	100%	100% ¹
The net aggregate amount of the Subsidiary's Profit / Loss so far as it concerns the members of the Holding Company not dealt within the Holding Company's Account			
- For the Current Financial year	(465)	(81,131)	(81,118)
- For the Previous Financial year since it became subsidiary.	(217)	-	-
The net aggregate amount of Profit / Loss of the Subsidiary which has been dealt within the account of the Holding Company			
- For the Current Financial year	NIL	NIL	NIL
- For the Previous Financial year since it became subsidiary.	NIL	NIL	NIL

1. 50 shares of AED 1000 each are held by Claris Middle East FZ – LLC

* The financial year of the Company is from January 1, 2014 to March 31, 2015 which do not coincide with the financial year of the subsidiaries and therefore the figures reported above are as per the financial year of the Company i.e. from January 1, 2014 to March 31, 2015

Financial Information based on Unaudited Financial Statements

Information on the financials of the Subsidiary Companies

Statement pursuant to section 212 of the Companies Act, 1956 Relating to Subsidiary Companies

Name of the Subsidiary Company	Icubix Infotech Limited	Claris Lifesciences International Limited	Ogen Nutrition Limited	Claris Infrastructure Limited
Currency of Presentation	INR	INR	INR	INR
Financial year of the Subsidiary Company ended on	31-Mar-2015	31-Mar-2015	31-Mar-2015	31-Mar-2015
Holding Company's interest				
- No. of equity share	50,000 Equity Shares of Rs. 10/- each	50,060 Equity Shares of Rs. 10/- each	50,000 Equity Shares of Rs. 10/- each	50,000 Equity Shares of Rs. 10/- each
- Percentage (%) of Holding.	100%	100%	100%	100%
The net aggregate amount of the Subsidiary's Profit / Loss so far as it concerns the members of the Holding Company not dealt within the Holding Company's Account				
- For the Current Financial year	8,233,827	265,286,909	41,041	(50,922)
- For the Previous Financial year since it became subsidiary.	2,280,449	(853,873)	(3,256,620)	(619,510)
The net aggregate amount of Profit / Loss of the Subsidiary which has been dealt within the account of the Holding Company				
- For the Current Financial year	NIL	NIL	NIL	NIL
- For the Previous Financial year since it became subsidiary.	NIL	NIL	NIL	NIL

5 Year Financial Highlights - Consolidated

(Rupees in Lacs)

Particulars	Mar-15	Dec-13	Dec-12	Dec-11	Dec-10
Operating Results					
Revenue from operations	79,975	66,776	76,737	74,048	75,234
Total Revenue	88,606	71,120	77,766	75,645	76,927
EBITDA	24,178	20,997	27,510	26,157	25,394
EBIT	19,273	15,968	21,005	20,614	20,572
Profit before exceptional items (PBT)	14,447	10,749	13,578	15,146	16,047
Tax Expenses	(1,220)	2,208	3,187	2,520	1,903
Profit after tax	15,667	8,541	10,391	12,626	14,144
Share of Profit / (Loss) from associates	(719)	(100)	-	-	-
Profit after tax (including subsidiary and joint Venture) (PAT)	14,948	8,441	10,391	12,626	14,144
Dividend (Amount)	-	5,744	1,276	1,276	1,276
Total Dividend per share	-	9	2	2	2
Financial Positions					
Equity Share Capital	5,457	6,382	6,382	6,382	6,382
reserves and Surplus	126,214	134,048	108,505	98,829	85,076
Long term borrowing	27,343	12,683	29,895	18,172	18,182
capital Employed	159,014	153,112	144,781	123,383	109,640
Market Capitalization	141,331	123,136	127,157	67,487	136,410
Gross Block	110,997	81,155	118,062	89,973	71,498
Net Block	107,425	57,154	87,057	66,324	53,057
Investments	53,392	81,832	2	2	2
Net Current Assets	31,000	44,729	19,524	33,513	56,314
Returns					
On Sales (EBITDA)%	30%	31%	36%	35%	34%
On Capital Employed (EBITDA)%	15%	14%	19%	21%	23%
On Shareholders Fund (PAT)%	11%	6%	9%	12%	15%
Earning Per Share - Basic and Diluted	26	13	16	20	27
Book Value Per share	241	220	180	165	143

Notes

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ATTENDANCE SLIP

Only Members or the Proxies will be allowed to attend the meeting

CLARIS LIFESCIENCES LIMITED

Registered Office : Claris Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad-380006, India.
Tel: +91-79-26563331, 66309339 Fax: +91-79-26408053 Website: www.clarislifesciences.com CIN: L85110GJ1994PLC022543

Regd. Folio		DP ID*	
No. of Shares Held		Client ID*	
Name and Address of the Member			
Name of the Proxy			

* Applicable for Members holding shares in dematerized form.

I/We hereby record my/our presence at the Twentieth Annual General Meeting of CLARIS LIFESCIENCES LIMITED held on Wednesday, September 23, 2015 at 12.00 Noon at Ahmedabad Management Association, J.B Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, Gujarat and/or any adjournment thereof.

Signature of Member(s)/ Proxy

Note :

1. Member(s) attending the meeting in person or through proxy are requested to complete the Attendance Slip and hand it over at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Member(s)/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

E-Voting Information

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please refer Notice for instructions on e -voting.

Remote e-voting facility is available during the following voting period

Commencement of e-voting	End of E-voting
Saturday, September 19, 2015 (10.00 AM)	Tuesday, September 22, 2015 (5.00 PM)

PROXY FORM

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

CLARIS LIFESCIENCES LIMITED

Registered Office : Claris Corporate Headquarters, Nr. Parimal Railway Crossing, Ellisbridge, Ahmedabad-380006, India.
Tel: +91-79-26563331, 66309339 Fax: +91-79-26408053 Website: www.clarislifesciences.com CIN: L85110GJ1994PLC022543

Name of the Members	
Registered Address	
Email 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: _____

E-mail ID: _____ Signature: _____, or failing him/her

2. Name: _____
Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____
Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of CLARIS LIFESCIENCES LIMITED ("the Company"), to be held on Wednesday, September 23, 2015 at 12.00 Noon at Ahmedabad Management Association, J.B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, Gujarat and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 comprising of the Balance Sheet as at March 31, 2015, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya S. Handa (DIN: 00308513), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Shah & Shah Associates, Chartered Accountants (Firm Registration No. 113742W), Ahmedabad as the Statutory Auditors of the Company and to fix their remuneration.
4. To appoint Ms. Milina Bose (DIN: 02204540) as a Director on the Board of the Company.
5. To re-appoint Mr. Arjun Handa (DIN: 00159413) as a Vice – Chairman & Managing Director of the Company and fixation of remuneration.
6. To re-appoint Mr. Chandrasingh S. Purohit (DIN: 00199651) as a Whole Time Director and Chief Financial Officer of the Company and fixation of remuneration.
7. To ratify / approve the material related party transactions of the Company.
8. To ratify the remuneration payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditor of the Company for the financial year ended on March 31, 2015.

Signed this _____ day of _____ 2015

Signature of Member

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the detailed Resolutions and Explanatory Statements, please refer to the Notice to the Twentieth Annual General Meeting of the Company.

CLARIS LIFESCIENCES LIMITED
Regd. Office: Claris Corporate Headquarters,
Near Parimal Railway Crossing, Ellisbridge,
Ahmedabad - 380 006, India
Tel. No. +91-79-2656 3331
Fax: +91-79-2640 8053/ 2656 5879
CIN:L85110GJ1994PLC022543