



Ind-Swift LABORATORIES LIMITED

(A Recognised Export House)

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CIN No. L24232CH1995PLC015553



Ref.: ISLL:CH:2019

Date: 7th September, 2019

The President,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 001

The Vice President,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No.C/2, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

BSE Scrip Code: 532305

NSE Symbol: INDSWFTLAB

Sub: Submission of Annual Report for the Financial Year 2018-19

Dear Sir,

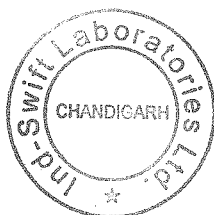
Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2018-19 along with the Notice, Attendance Slip and Proxy Form.

You are requested to kindly take the same on record.

Thanking you,

For IND-SWIFT LABORATORIES LTD.

PARDEEP VERMA
AVP-CORPORATE AFFAIRS &
COMPANY SECRETARY





Annual
Report 20¹⁸/₁₉

ON TRACK

Ind-Swift Laboratories Limited

BETWEEN THE COVERS

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724.42

Revenue (₹ crore)

Against ₹731.29 crore
in 2017-18

157.25


EBITDA (₹ crore)

Against ₹141.46 crore
in 2017-18

48.52

Net Profit (₹ crore)

Against ₹16.36 crore
in 2017-18




Nobody said it'd be
easy.

Nothing worth
its salt ever is.
And indeed, the
transformation
journey that we
began some years
ago met with its fair
share of ups and
downs as well.

But then as is always said,
whatever the circumstance,
we always have a choice.

The choice to remind
ourselves of the “why” behind
the journey. The choice to
keep our eyes on the “where”
we aimed to reach. The
choice to not doubt the “how”
we decided to follow.



Everything
is a mirror. What
we feel and
believe inside is
what manifests
on the **outside.**

Hence, in spite of every reason
being there to let concern feed on
our mind, we chose to stand our
ground, have faith in our journey
and stay positive.

Having won **our mind** battle, we persevered on our **transformation journey.**

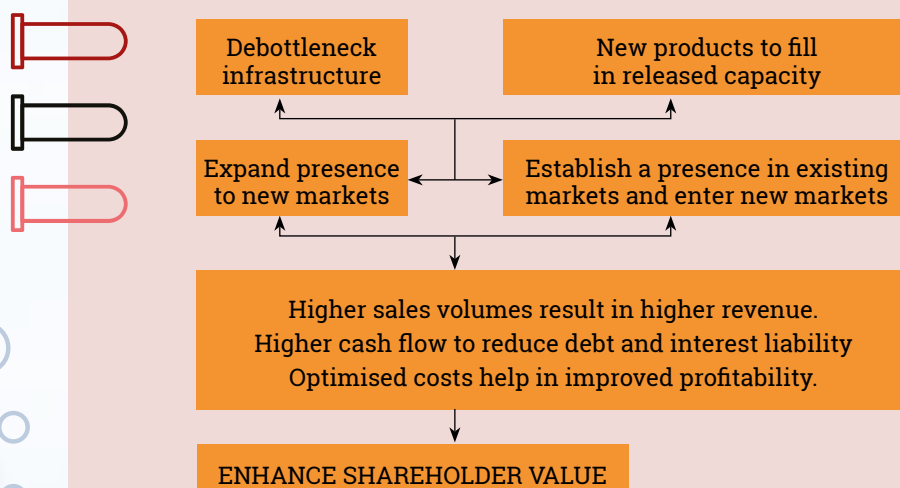
- 🧪 We relied on strong, decisive actions to overcome significant challenges.
- 🧪 We focused on identifying and correcting major bottlenecks in our business.
- 🧪 We tapped into newer verticals and high-potential markets.
- 🧪 We reduced the debt in our books.

Nobody said this'd be easy. But certain journeys are worth the work!

And this one certainly was. In a matter of five years, we made a decisive shift – from losses to profits.

Having made this meaningful turnaround, we are firmly on track to make our success sustainable.

Our growth strategy



On track

For **higher** volumes

Having tasted the sweetness of success, the challenge lies in catalysing the momentum.

At Ind-Swift, we experienced something similar. Once the euphoria of a profitable turnaround in 2017-18 settled it, moving to a higher plain was the immediate challenge. This meant seeking new market opportunities in existing and new market spaces to grow our market share. Easier said than done, especially in an otherwise cluttered API business space!

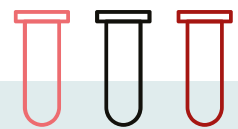
We relied on our people to make this a reality. They did not disappoint.

The team worked relentlessly to strengthen relations in global and Indian markets. They entrenched deeper in regulated markets even

as they continued development activities in pharmerging markets. They grew volumes with customers in the US, Japan and Europe. They consolidated the Company's presence in Vietnam, Malaysia, Philippines and Taiwan. They increased our market share for key products in the domestic market. They added new customers and established a foothold (for the first time) in multiple pharmerging markets. They grew our market share and widened our market presence.

The result of these efforts narrowed down to just one heart-warming reality. The team's confidence of upping our momentum in the coming years has also moved a few notches higher.

Human capital makes a defining difference!



57%

Revenue from regulated
markets in 2018-19.

On track

For higher output

Whenever you think of creating capacity, the first question that crosses the mind is 'where are the funds?'

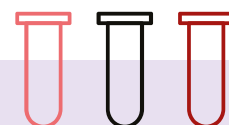
At Ind-Swift, we were faced with the same dilemma. Because, having made a decent comeback in 2017-18, we needed to up the momentum. So, while additional capacity emerged as an absolute necessity, our financial position could least afford the luxury of a substantial investment.

We threw this challenge at our people. They surprised us with their ingenuity.

They unlocked capacity leveraging intellectual capital in place of financial capital. They upped our operational threshold for nine large volumes products primarily through debottlenecking initiatives and process chemistry changes. They improved our solvent recovery through minor modifications in our existing infrastructure. They optimised utility consumption by strictly adhering to the globally-benchmarked SOPs. As a result, our production volumes increased.

With minimal investment in the shopfloor, they were able to expand our ability to capitalise on future opportunities.

Intellectual capital works wonders!



Capacity unlocked!

We unlocked the capacity of our key molecules, namely ATORVASTATIN, CLARI GRANULES, IVABRADINE, ACAMPROSATE, IMATINIB and EZETIMIBE among others, by about 20-40%.

On track

For a larger basket

When sustained growth is the clarion call, rejuvenation is the necessary mandate! The question remains rejuvenation of what?

At Ind-Swift, this thought did cross our minds too. For in the pharmaceuticals space, rejuvenation can mean more things than one. Moreover, with our hands tied owing to limited resources (especially financial), we had to make a choice. Whether it was the right one or not, we would realise only a few year later.

We allowed our R&D teams to brainstorm on this impasse. And this is what they did.

They reworked on processes of our key products to make them better and competitive.

The processes of all key products namely, Atorvastatin, Clarithromycin, Fexofenadine, among others were restructured to make our products more competitive in the market place.

They revisited our existing product pipeline to identify ready-to-launch products.

Reinitiated the scale-up process of Sitagliptin and Saxagliptin (anti-diabetic) products developed almost a decade ago; they should be launched in the next 12-18 months.

Worked on two anti-cancer APIs namely Pazopanib and Ibrutinib which should be added to the product basket in the near term.

Worked on a basket of 3-4 products which should be up-scaled and commercialised in the next 18-24 months.

They restructured processes of our customer products to seal a lasting bond of trust.

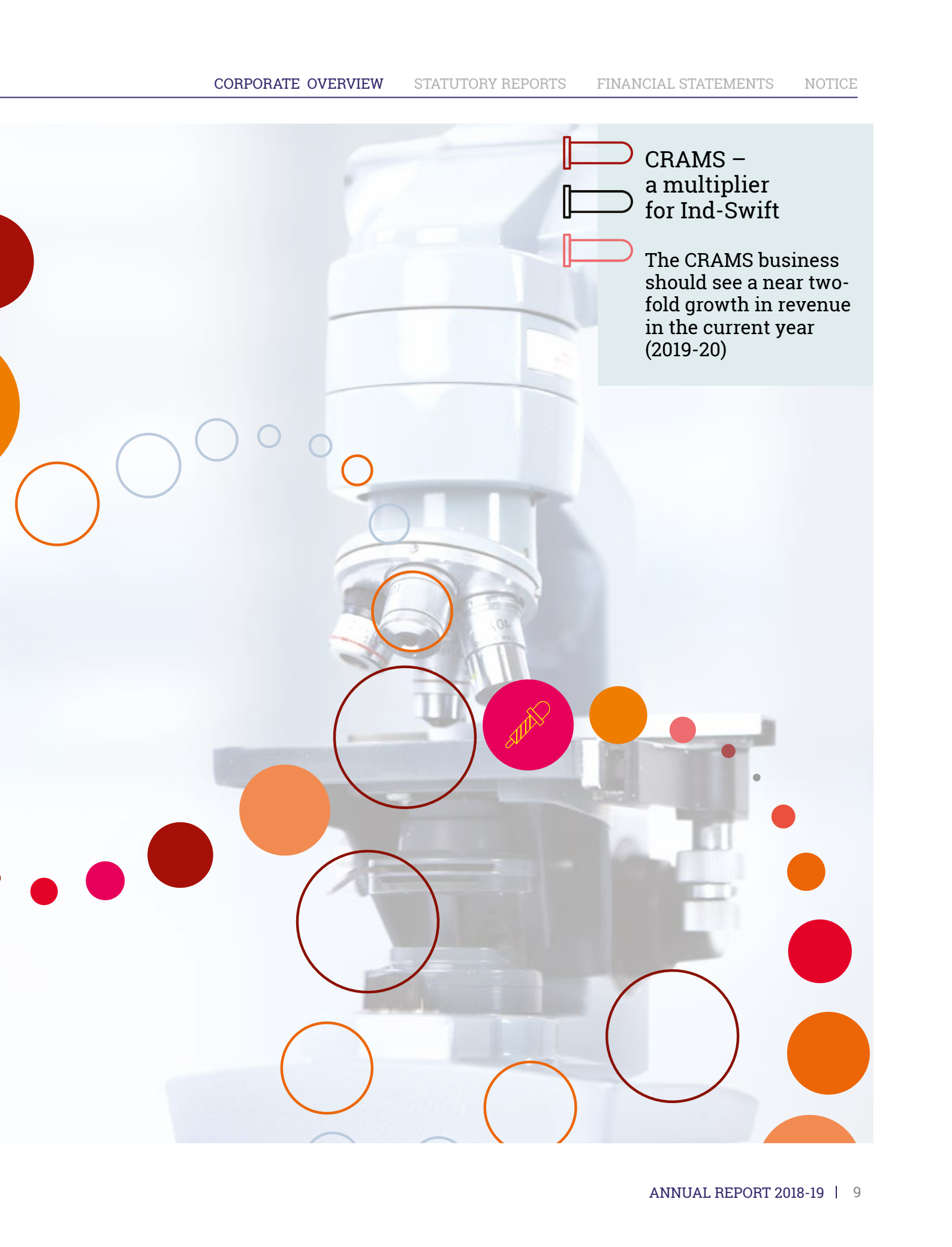
Improved the process for manufacturing Imatinib, (a CRAMS product for a European client) to align it with dynamic regulatory requirements.

Undertook important process improvements for Metronidazole, a CRAMS product, the validation batches were submitted in July 2019

Implemented essential process improvement for other products namely Ropinirole, Valganciclovir among others which has improved productivity and process stability.

In doing so, we have strengthened our prospects for a better and more profitable tomorrow.

People capital transformed potential into promise!



CRAMS –
a multiplier
for Ind-Swift

The CRAMS business
should see a near two-
fold growth in revenue
in the current year
(2019-20)

About Ind-Swift

Ind-Swift Laboratories Ltd is a global manufacturer of APIs and Intermediates that cater to diverse therapeutic segments namely Cardiovascular health, Antihistamine, Antidiabetic, Antipsychotic, Parkinson's Disease, Antineoplastic, ADHD Symptoms, Analgesics, Alcohol Abstinence and Bone Resorption Inhibitor. It also holds a global leadership position in the Macrolide Antibiotic segment.

The Company's products find acceptance with leading global pharmaceutical formulators across the world. More than 50% of its revenue accrues from regulated markets.

Based in Chandigarh, India, the Company has two state-of-the-art manufacturing facilities at Derabassi and Jammu, which comply with global operating standards. The Company's shares are listed on the BSE Limited and the National Stock Exchange of India.



Our Vision

"Our Vision is to significantly contribute in building a healthy world as a leading provider of quality pharmaceutical products across the globe."



Our Mission

"We aim to build a profitable, sustainable, system driven world class pharmaceutical organization that deliver diverse range of quality pharmaceutical products for global markets by means of our loyal customer base, intellectual team, effective systems and latest technology."



Our Values

Ind-Swift's culture is based upon our core values that provide equal opportunity to everyone for contributing towards achieving organizational and societal objectives. Our customers are our greatest teachers and our employees are our greatest assets. Our decision-making process in organization is guided by a definitive value system we term as 'RIPCO' Value system.



SHAREHOLDER INFORMATION

BSE Code: 532305

NSE Code: INDSWIFTLAB

Face value per share: ₹10

Book value per share: ₹76.56

Promoters' holding: 52%

Market capitalisation
(March 31, 2019):
₹186.71 crore

Manufacturing

Infrastructure & capabilities

Derabassi facility

- 🧪 Twenty-two dedicated and multipurpose cGMP manufacturing plants.
- 🧪 Installed Reaction Capacity of 505 KL with 185 Stainless Steel reactors and 50 Glass lined reactors, the facility is equipped with a cryogenic reactor
- 🧪 GMP pilot plant suitable for Advanced Intermediates, Key Starting Material required for manufacturing API.
- 🧪 Dedicated facility for Oncology products with world-class Isolators.
- 🧪 Dedicated Oral Solid Dosage facility for our large product, Clarithromycin Granules.
- 🧪 Four Solvent Recovery plants.
- 🧪 Periodically inspected and audited by regulatory authorities like USFDA, KFDA, PMDA, ANVISA, EDQM among others.
- 🧪 ZERO discharge facility.

Jammu facility

- 🧪 Four Dedicated and multipurpose cGMP manufacturing plants.
- 🧪 Installed Reaction Capacity of 162 KL.

650,000

Area (sq. ft.)

667

Reactor capacity (KL)

695





Bulk Drug capacity (MT)

Innovation

Infrastructure & capabilities

Located at Mohali (Punjab), the Company's state-of-the-art Research and Development Centre, spread over 40,000 sq. ft. and primarily focuses on the development and optimisation of new and existing process technologies supporting the manufacturing of APIs.

Mohali unit

-  A 2-acre campus area.
-  Supported by over 100 scientific staff with a collective experience of over 400 years.
-  Possesses strong capabilities to develop non-infringing APIs requiring complex chemistry and multiple reactions.
-  Dedicated facility with eight synthetic labs over 40,000 sq. ft research area.


32

Products commercialised

225

Patents filed

459

DMFs filed

11

Product pipeline

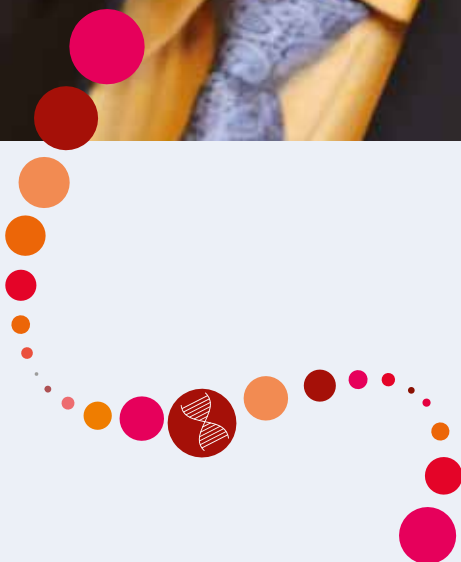
From the Chairman's desk

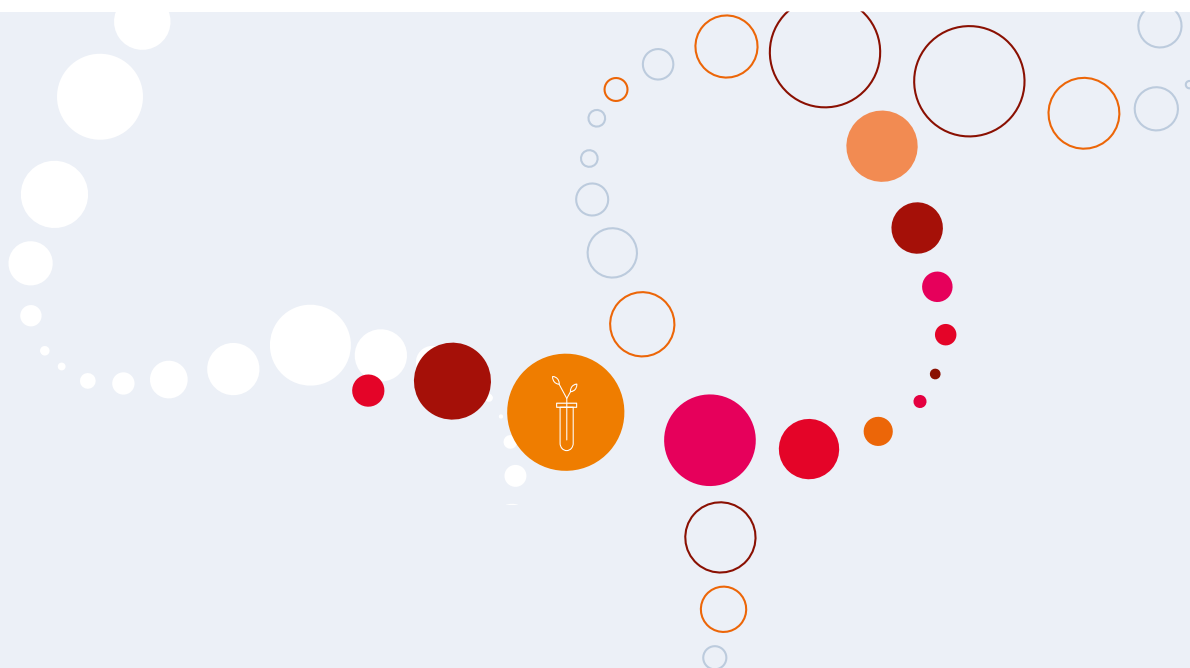


We look forward to 2019-20 with considerable optimism. We expect to improve our performance a few notches higher.

Dear shareholders,

It was a good year as we upped our performance at the shop floor, at our R&D labs and in the market place. Although these efforts are not entirely reflected in our financial performance for the year under review, these were essential initiatives that promise to keep the Company firmly positioned on its transformation journey.





At the shop floor, we unlocked capacity through debottlenecking, line balancing and process improvements for most of our key growth drivers with minimal financial investment. These efforts have helped in optimising the cost structure of these products which, in turn, allows us to compete better in the global space.

In the market place, while we continued to focus on entrenching ourselves deeper into our traditional markets, we work on establishing our presence in new markets that provide exciting growth opportunities over the medium term. China, for example, appears to be a promising prospect owing to the sheer size of the pharmaceutical market. Moreover, our efforts of earlier years provide us with an interesting first-mover advantage in some products. We hope to leverage this in the coming years.

Besides, our efforts in entrenching

our presence in regulated markets is gaining momentum. We launched our key API, Ivabradine Oxalate in Europe through leading generic companies. We secured good volumes from this launch in the first year itself. This product I expect should emerge as an essential business driver over the coming years. We also received our first commercial order of Ezetimibe from leading companies in Europe. We expect this product to be an important growth driver in the coming years as our partners launch their finished dosages in more markets across the world.

In the domestic market, our relation with large and respected pharmaceutical majors and leading formulators (FDF) has made a significant contribution to our business growth. We will continue to nurture these associations through win-win solutions to emerge as their preferred partner.

As mentioned in my statement in

the previous Annual Report, we launched four new products in our existing markets. These products have received a healthy feedback from clients. I am confident that they will provide higher sales volumes over the coming years.

Besides, we have a strong pipeline of high-growth, niche products that are at various stages of development and approval. We expect to launch 2-3 products every year over the medium term, which will continue to fuel business growth over the medium-term.

Fiscal 2018-19 was extremely heartening for we made considerable headway in our CRAMS vertical. Our painstaking efforts of several years have yielded satisfying returns. We added important CRAMS clients during the year which boosted our revenue from this vertical by 46% over the previous year (albeit on a small base). This is an interesting space to be in for it provides revenue visibility over the medium

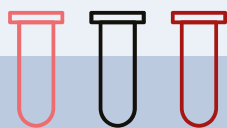


term and is profit accretive for the organisation. We are hopeful of growing revenue from this business space multi-fold over the next 3-5 years.

The sectoral perspective

The pharmaceutical sector is expected to witness healthy growth across geographies despite the prevailing lackluster economic environment (primarily owing to geopolitical issues and protectionist measures adopted by leading economic nations). Hence, I believe growth opportunities should not be a constraint to superior performance.

Also, with the resolution of supply chain issues (which emerged owing to China's push towards a cleaner environment) the landscape



Watermark to global standards





The Company received an audit by a European Regulatory agency in 2018-19, resulting in the grant of the European GMP Certificate for the site for the next three years.

appears to be more amiable to growth.

Moreover, healthcare is a basic amenity that every government must provide to its people. With healthcare costs spiraling northwards, Governments across the world (regulated and pharmerging markets), are looking more towards generics as a cost-effective healthcare solution. Hence, we expect the generic segment to spearhead industry growth. This augurs well for companies like Ind-Swift.

Going forward

We look forward to 2019-20 with considerable optimism. We expect to improve our performance a few notches higher. For this, we have drawn up a blueprint which includes

-  Maximising the utilisation of our existing infrastructure.
-  Launching new, highly complex and high-value products in existing markets.
-  Strengthening our presence in pharmerging markets.
-  Focusing on our CRAMS business to double its revenues in the current year.

Also, I am confident that our efforts of 2018-19 will get fully reflected in our current year's performance.

Acknowledgment

In closing, I want to thank the entire team for their unique passion and dedication to our clients and our business, which indeed enabled us to unshackle the organisation from the net which held it back in earlier years. As we move into the new year, we have good momentum in our business and are very well-positioned in the marketplace. With our differentiated capabilities and our disciplined management, I am confident in our ability to continue gaining market share and delivering value for all our stakeholders.

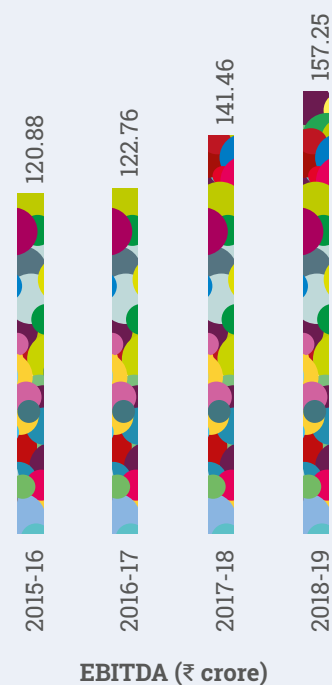
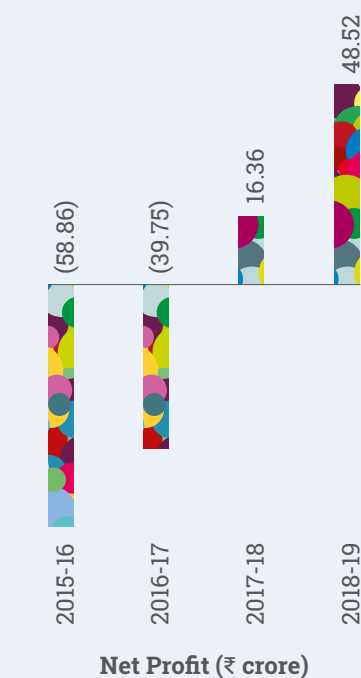
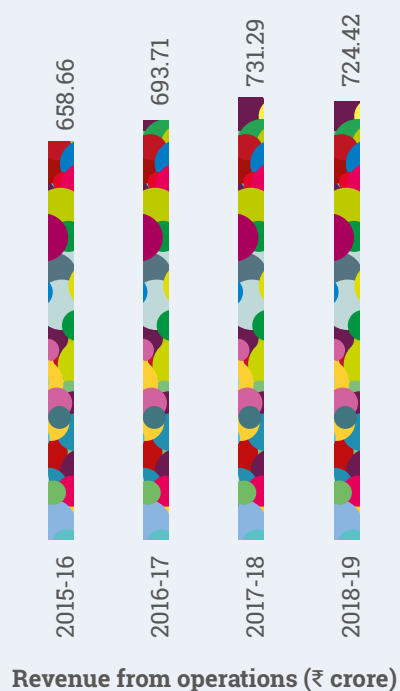
Finally, I would like to thank our esteemed shareholders, partners and other stakeholders for believing in our story, reposing their confidence in our capability and extending their support in our long journey of endurance.

Warm regards

N R Munjal

Chairman and Managing Director

Our growth path



Our growth drivers

Present

1) Clarithromycin

Macrolides Antibiotic Respiratory Tract Infection

The Company's facilities are USFDA, TGA & COS certified. It enjoys a presence in over 50 countries.

2) Atorvastatin

Lipid-Lowering, Cardiovascular Drugs

Ind-Swift, along with its partner, enjoys the reputation of 'First-day

launch in the UK.' The Company also enjoys the privilege of 'First launch in Japan' with its API. It enjoys long-term supply contracts with leading global players.

3) Fexofenadine

Non-Sedating Anti Histamine Drug

Ind-Swift has developed a non-infringing process for this molecule leveraging its R&D expertise. The Company enjoys long-term supply contracts with leading global pharmaceutical majors.

4) Clopidogrel

Cardiovascular Drug

Ind-Swift is among the largest global producers of this product. It has developed a non-infringing process for manufacturing this drug for which it has filed a patent. The Company possesses the technology to produce all relevant salts & polymorphs.

Future

1) Lisdexamphetamine

Ind-Swift is the first API manufacturer, after the innovator, to successfully develop validation of this product. The Company will focus on marketing this product to the US, LATAM and European nations.

2) Ivabradine Oxalate

The Company has launched this product in Europe through two leading generic companies in the world and was able to garner more than 50% share of the European market in the first year itself.

3) Ezetimibe

The Company has developed a different intermediate process to gap between the product patent expiry and the process patent held by the innovator. Ind-Swift is ready to launch Ezetimibe in the Japanese market.

4) Risedronate Sodium

The Company has sent bioequivalence batches of this API to companies in the EU and the US for approval.

Future growth markets



USA

The US generic drug market is expected to reach US\$ 190 Billion by 2024, at a projected CAGR of 10.6% during 2019-2024 primarily driven by an increasing thrust on generics (requiring lesser time to market and their cost effectiveness which has optimised healthcare cost for patients.)

Ind-Swift is one of the leading Indian pharmaceutical companies engaged in supplying multiple APIs to the US generic industry including an oncology product. During 2018-19, a partner filed an ANDA application referring the company's DMF for an API. In total, the company's three products are being actively reviewed by regulatory agencies. These products should provide good growth opportunity over the medium term.



Japan

Ind-Swift enjoys a healthy business relation with all the major generic companies in Japan. The Company's discipline of adding one product each year in this market has enabled it to provide nine products to its Japanese customers. Its R&D team is readying a product basket for the next five years for Japan.



Korea

South Korea, one of the Asian Tigers, have been included in the group of Next eleven countries. The generics market has an even more impressive growth rate. According to Global Data's previous report on South Korea, the country's generics market increased from US\$3.5 billion in 2008 to around US\$5.8 billion in 2015, growing at a CAGR of 7%. The South Korean generics market is expected to grow at a healthy pace owing to the government's investments in promoting generics. Another contributing factor is that many originator drugs are set to lose their patents by 2020, opening the market to generics.

Ind-Swift has 9 KDMFs and is commercially active on four products in which it enjoys more than 80% market share. In addition, the Company is developing a basket of products specifically for this market.



China

The Chinese Pharmaceutical market is currently the second-largest globally after the US. It is forecast to increase dramatically in 2020. Reforms to the drug approval process have begun to reduce lengthy registration time, allowing new drugs to reach the market faster, reducing China's drug launch lag relative to other international markets.

Ind-swift has obtained two IDL and started the commercial supplies of one product. In addition, it has commenced the development quantities for a few other products. Further, more than three products have been recently filed as CTD as per the new regulations and four products are under CDFA approval. Ind-swift does have a first-mover advantage in China and has been able to reach out to the generic companies directly with its range of products.

Risk management



Bangambiki Habyarimana

At Ind-Swift, we aim to foster a risk-aware culture by adopting an integrated approach towards effective risk management. Our philosophy of risk management is underpinned by identifying, assessing, measuring and monitoring risks on an ongoing basis. The Company has a dedicated risk management structure with clear goals aligned with the Company's vision and strategy. The risk management department is guided by well-established policies and procedures that are continuously benchmarked with national and global best practices. The principal risks which could impede the Company's progress over the coming years are listed below with their respective mitigation strategies.

Growth is becoming an essential mandate for survival.

Mitigation: The Company is conscious of this reality. It has taken essential steps in this direction, namely expanding its global footprint, adding new customers and launching new products. To cater to additional demand, the team is also releasing capacity through debottlenecking initiatives. The combination of these factors should build the Company's growth momentum.

Product diversification is a necessary de-risking strategy.

Mitigation: The Company manufactures more than 50 APIs addressing 18 therapeutic categories. In recent times, the Company's focus on high-value, high-growth therapeutic areas such as cardiology and oncology has improved its growth prospects. Going forward, the Company expects to widen its product basket through the launch of new products every year. These factors should reduce the Company's dependence on a few products for its growth.

Depending on a few geographies for the majority of the revenue could be detrimental.

Mitigation: The Company enjoys an expansive marketing footprint across more than 60 nations, which includes regulated and pharmerging markets. The Company continues to scout for opportunities in other countries to widen its global coverage. Moreover, the Company focuses on strengthening its ties with customers in existing markets to maximise wallet share with each client.

Debts need to be pruned to improve business profitability.

Mitigation: The Company remains focused on deleveraging its position, which is reflected in postponing capital intensive projects. Moreover, the Company remains focused on utilising its future cash generation to repay debts. This should facilitate in reducing the debt liability over the coming years.

The Company's infrastructure and systems and processes need to match up to the exacting global standards to sustain operations.

Mitigation: The Company works for globally-respected pharmaceuticals majors in every geography of its presence. This mandates the Company to upgrade its systems and processes with global standards continuously. In 2018-19, the Company's facility successfully cleared an audit by USFDA. The Company received an audit by a European Regulatory agency, resulting in the grant of the European GMP Certificate for the Derabassi site for its next three years.



Management Discussion and Analysis

Global economy

The global economy has experienced some steady years of growth overtime due to buoyancy in advanced markets and equally stable economic scenario in the emerging markets.

In 2018, a lot changed which contributed to a significantly weakened global expansion, especially in the second half of 2018. The world economy ended 2018 with growth rate of 3.6%.

This weakness is expected to persist into the first half of 2019. The ensuing years will be challenging

for the world economy given the slowness in fundamental economic indicators in the advanced economies like US and Europe. The impending trade and technology conflicts in United Kingdom and Euro zone will result in world growth slipping to 3.2% in 2019 with some rebound in sight in 2020 to 3.5%.

There is a remote possibility of the US & China tug-of-war in the economic landscape coming to an amicable settlement. During May, 2019 the US imposed tariff to the tune 20%, up from 10% on a total

consignment of US\$200 billion Chinese export goods.

It is expected that advanced economies will witness growth of 1.9% in 2019 and fall further to 1.7% in 2020. Comparably, the Euro region will grow at 1.3% in 2019 and 1.6% in 2020. There is some promise of growth momentum in the emerging markets although much lower than their potential growth rate, growth will hover around 4.1% in 2019 and touch a high of 4.7% in 2020.

(Source: World Economic Outlook, IMF, Updated, July 2019)



Indian economy

Fiscal 2018-19 was a year of benign growth for the Indian economy. Growth dropped to 6.8% in FY19. But despite this moderation, India continued to be one of the fastest growing major economies in the world in 2018-19.

So what led to the decline? India started on a healthy note with an 8% GDP growth in the first quarter and a 7% growth in the second. But in the second half of 2018-19, growth slipped to below 6.5%. This was due to the poor performance of farm, mining and manufacturing sectors – it led to an overall deceleration in economic progress.

India's industrial production contracted by 0.1% in March 2019, the lowest in 21 months, mainly due to a slowdown in the manufacturing sector. On an annual basis, IIP

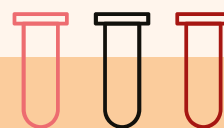
growth slowed to a three-year low of 3.6% in the 2018-19 fiscal as against 4.4% in the previous fiscal.

Despite this weakness, the Central Government proactively maintained a tight lease on the fiscal deficit (at 3.4% for FY19); the rupee stabilised against dollar given the recent reduction in global oil prices and a steady foreign reserve balance of US\$412.9 billion in FY19.

Revenue from Goods and Services Tax (GST) witnessed a 10% growth from the year-ago period at ₹1.13 trillion in April (for March 2019), the highest ever since its implementation. It crossed the ₹1 trillion mark for the first time in March 2019.

Outlook for FY20: The Indian economy is expected to grow at about

7% in FY20 due to some internal challenges such as a weak domestic demand forecast. It is expected that the Reserve Bank of India will cut policy rates in order to improve demand given that the Consumer price index (CPI) a proxy indicator of inflation is well within 4%.



India moved up by 23 places in the World Bank's Ease of Doing Business Index 2018 to the 77th rank.

Global pharmaceutical sector

The global market for pharmaceuticals reached US\$1.2 trillion in 2018, up US\$100 billion from 2017, according to the Global Use of Medicines report from the IQVIA Institute for Human Data Science. For the US specifically, the 2018 spending was US\$485 billion, up 5.2% over the previous year.

Going forward: The Global pharma market is expected to catapult significantly and exceed US\$1.5 trillion by 2023 spurred on by a growth of 3-6% CAGR. This growth is much slower than the 5-6% CAGR growth seen during the past five year period. The key reason of this slowdown is a contagion effect of slow economic growth around the world.

The global pharma market will also witness a surge in new product launches; it is expected to increase from an average of 46 in last five years to 54 by 2023. The market acceptance of new products will

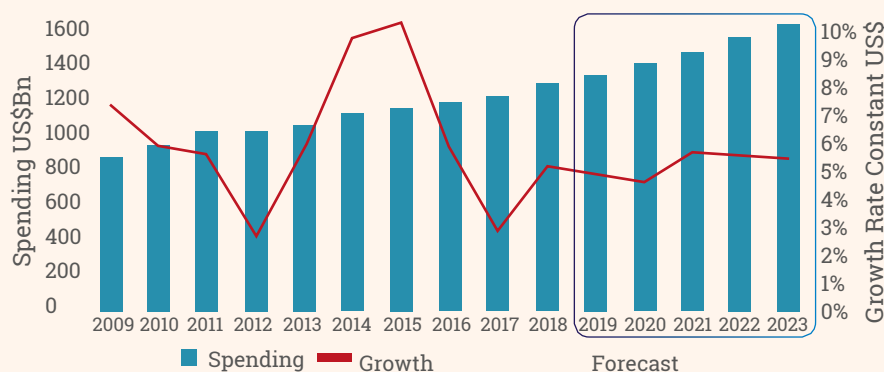


also improve with spending on new products to rise to US\$45.8 billion in the next five years.

The impact of exclusivity loss in developed markets is expected to be US\$121 billion between 2019 and 2023, with 80% of this impact (~US\$95 billion) in the US. By 2023, 18 of the current top-20 branded drugs will be facing generic or bio similar competition.

In the US market it is expected that the invoice spending will grow at 4-7% to US\$625-655 billion across all channels.

Exhibit 1 : Global Medicine and Growth 2009-2013



Source: IQVIA Market Prognosis, Sep 2018; IQVIA Institute, Dec 2018

Indian pharmaceutical industry

The Indian pharma industry is expected to grow by leap and bounds. Robust industry growth over the last three decades has positioned India as the world's third largest producer of drugs (in volume terms).

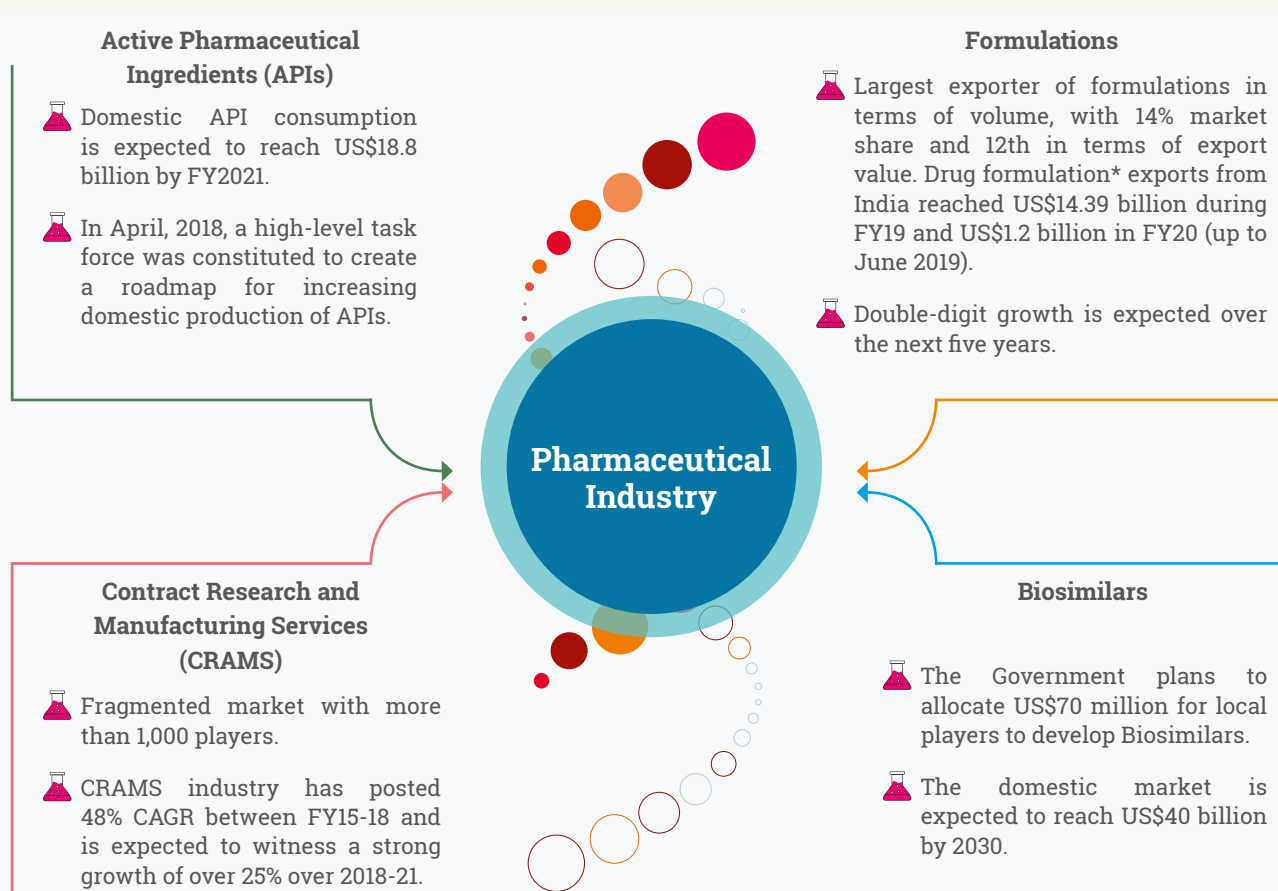
Currently, India is the largest provider of generic drugs globally and caters to over 50% of global demand for various vaccines, 40% of generic demand in the U.S., and 25% of all medicines in the U.K.

The domestic industry market turnover reached US\$18.12 billion in FY19 growing 9.4% y-o-y from US\$17.87 billion in FY18. India remains the hub of low cost manufacturing; cost of production is appreciably lower compared to the US and most of Europe which lends India a major competitive advantage.

The market composition is dominated by generic drugs, which enjoy around 70% of the market

share in terms of revenue. The other constituents are the OTC and patented drugs segments. The share of generic drugs is expected to maintain its market share and reach US\$ 27.9 billion in 2020.

The export market is dominated by the generic drug segment which account for 20% of the global generic drug export in volume terms. The export volume reached US\$19.14 billion in FY19. In terms of geographical break-up, the US is still the dominant export destination for Indian pharma product.



Notes: OTC – Over the Counter, * including biologicals, This is the latest data available.

Source: IRNCOS, BMI, Datamonitor, Kemwell Biopharma, Chemical Pharmaceutical Generic Association, ICRA Report estimates, pharmanewswire.com, DGCIS

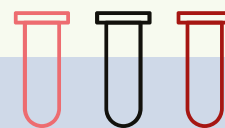


Going forward: Helped by the growth in domestic and export markets, India's pharma industry is set to rise by 9-11% over the previous fiscal and is likely to touch US\$41.9 billion in FY20.

While on the domestic front, the industry is expected to grow at around 12% and reach US\$20.4-\$20.8 billion during FY20. Exports are likely to touch US\$21.1 billion in this fiscal with a growth rate of 8-10%, according to a study by Care Ratings.

The need for affordable healthcare in pharmemerging and developed nations are likely to support exports of branded generics to these countries. Also, rising per capita incomes in pharmemerging nations will contribute to the rise in branded generics exports from India.

In addition to this, patent expiry or loss of brand exclusivity is also expected to result in higher exports of generic drugs from India.



Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending.

Active Pharmaceutical Ingredients (APIs)

All drugs are made up of two core components: the API, which is the central ingredient, and the excipients, the substances other than the drug that helps deliver the medication to your system. The API is the part of any drug that produces its effects. Some drugs, such as combination therapies, have multiple active ingredients to treat different symptoms or act in different ways.

Global API sector

The global API market witnessed steady growth in 2018 in terms of volume and value despite disruptions from the conventional supplier base i.e. China and India which impacted API availability and economics across the globe.

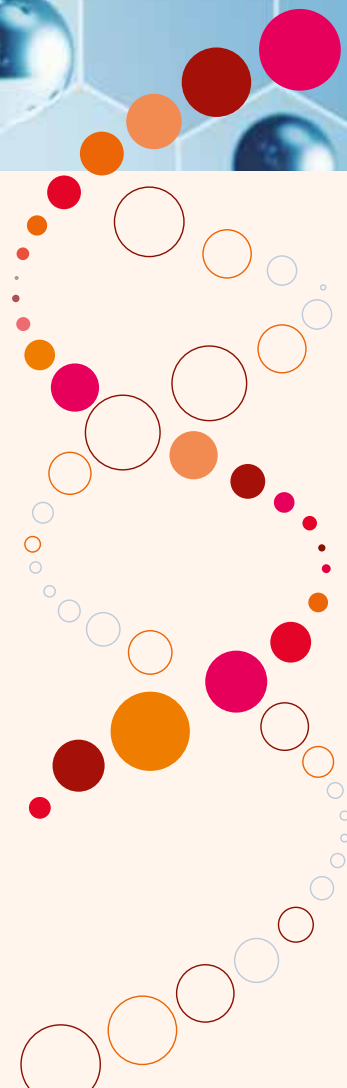
China holding the global API balance or otherwise: China's dominance in the global API space has resulted in a shift in manufacturing of intermediates and APIs to China. Many companies in other parts of the world curtailed API operations and invested in more lucrative product areas. This resulted in further concentration of API and intermediate manufacturing in China.

Recently, under the 'Blue Sky' policy, the Chinese Government mandated the shutting down of API and intermediate operations. The resultant production shortfall impacted the price and supply

of these products across the pharmaceutical value chain.

The hike in prices: Supply uncertainties and disruption arising out of China, a dominant global player of KSM (key starting material) due to environmental concerns, pushed their prices northward. This was further accentuated by supply disruption from certain KSM manufacturing units in India owing to environment concerns. This resulted in a price spike in KSM globally. In addition, the rise in global crude prices in the first half of 2018-19 exerted pressure on solvent prices (a crude derivative). This also cascaded into a hike in API costs.

Going forward: The global active pharmaceutical ingredients market was valued at US\$ 165.74 billion in





2018 and is estimated to reach US\$ 236.7 billion in 2024, witnessing a CAGR of 6.1% as per a study conducted by Market Research Firm Research and Markets 2019-24.

In terms of application the API market is been driven by the cardiology segment, owing to the vast population using cardiovascular diseases drugs (CVDs). It is expected that this segment will grow even further at 6.05% during 2019-24.

Indian API Market

The Indian pharma market is heavily dependent on imports from China for Key Starting Materials, intermediates and APIs for formulating its finished dosages. According to the Department of Pharmaceuticals, currently, over 70% of APIs are sourced from

China; for some specific APIs, the dependence is over 80-90%.

Performance: Exports of bulk drugs and intermediates from India grew in double digits during FY2019, a period that was marked by drug shortages in the global market owing to supply disruptions in China. India's domestic market, too, was plagued by shortages of bulk drugs as the pharma industry depends on imports from China.

According to data released by the Pharmaceutical Exports Promotion Council (Pharmexcil), exports of bulk drugs and intermediates in FY19 stood at US\$3.9 billion, up 10.5% over the previous year. The category contributes accounts for about 20.3% of India's overall pharmaceutical exports.

Supplies from China were disrupted since the beginning of FY19 as Chinese companies were upgrading their plants or had shut them down due to environmental concerns. Supplies from China are more or less stable now. However, prices of some APIs have gone up as their cost of production increased after they took steps to address environmental concerns.

As a de-risking, the Government constituted a task force, headed by Minister of State Mr. Mansukh L. Mandaviya in 2018 to address the issue. Following the recommendations, the Government plans to establish three bulk drug parks at Andhra Pradesh, Gujarat and Himachal Pradesh through the public private partnership (PPP) mode.

The Company

Ind-Swift Laboratories is one of India's leading API manufacturers with a global marketing footprint across regulated and pharmerging markets. The Company's products are supplied to globally-renowned and respected formulators operating in the country.

Its globally accredited manufacturing facilities at Derabasi and Jammu manufacture more than 50 APIs relevant to 18 therapeutic segments. It is one of the largest global players for Clarithromycin and Clopidogrel.

Operational performance

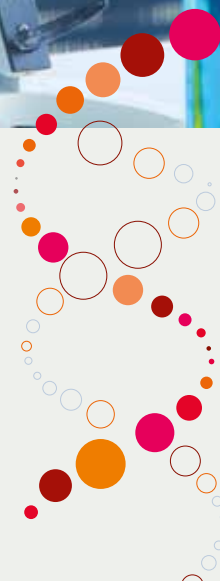
The Company continued to raise its operational bar as the team worked relentlessly on unlocking capacity from its existing infrastructure. These efforts enabled Ind-Swift in capitalising on emerging opportunities and increasing wallet share with its key clients. In addition, the team also worked on improving process stability and increasing productivity at its shopfloor.

The marketing team continued to scout for growth opportunities across traditional markets and new geographies. In doing so, the team widened the Company's footprint in pharmerging markets even as it secured additional business from regulated markets.

The R&D teams have worked patiently in improving the




Company's prospects in the global CRAMS space while strengthening Ind-Swift's competitive advantage in existing products in an otherwise competitive landscape. The team continued to build upon its product pipeline which, over time, would enlarge the Company's product basket.





Financial performance

(Based on Consolidated Financial Statements)

 Revenue from operations declined marginally from ₹731.29 crore in 2017-18 to ₹724.42 crore in 2018-19. This decline was owing to the Turkey crisis which resulted in the devaluation of its currency. The Company supplies

Clarithromycin Coated granules to customers in Turkey. The situation is however improving slowly.

 Cost of materials consumed increased by 12% over the previous year owing to a spike in the prices of Key Starting Material globally.

 EBITDA for the year increased from ₹157.25 crore in 2017-18 to ₹141.46 crore in 2018-19; Net Profit also jumped from ₹16.36 crore in 2017-18 to ₹48.52 crore in 2018-19 – a jump of about 196.58% primarily owing to an exceptional profit of ₹82.94 crore accounted for in the Statement of Profit and Loss mainly on account of a one-time settlement with Banks and Financial Institutions.

Significant changes i.e. change of 25% or more in the key financial ratios

In accordance with the amendments notified by SEBI in Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 on 9th May, 2018, the details of significant changes i.e. change of 25% or more in the key financial ratios as compared to the immediately previous financial year along with detailed explanations are reported hereunder.

Particulars	2018-19	2017-18	Change	Reason for change
Debtors Turnover Ratio	2.02	2.02	0.08%	
Inventory Turnover Ratio	1.21	1.07	13.83%	
Interest Coverage Ratio	1.87	5.25	(64.34)%	Due to settlement with Banks and issue of NCDs and OCDs to the Tune of ₹424.50 crores and ₹74.50 crores respectively in 2018-19 and regular payment of interest on all the secured loans including NCDs & OCDs.
Current Ratio	2.53	0.88	187.64%	With the settlement with banks, there was a major shift in the liability of the Company from current to long term, which resulted in improvement of the Current ratio.
Debt-Equity Ratio	3.06	3.84	(18.04)%	
Operating Profit Margin (%)	20.64	18.87	9.38%	
Net Profit Margin (%)	6.37	2.18	191.77%	With the overall improvement in EBITDA; one time settlement with Banks, the Net profit of the Company increased significantly resulting in improvement in the ratio.
Return on Net Worth (%)	13.20	6.08	117.06%	Overall improvement in the Net profit has resulted in the improvement in this ratio.



Human resource

Intellectual capital has been the corner stone of Ind-Swift's transformation. The Company's people-centric policies have cemented a strong bond between the Company and its team. The Company continued to enhance the intellectual capital of its team through an engagement program with reputed educational institutions and comprehensive learning & development calendar. Further, it intensified its people development initiatives (leveraging multiple tools) to enable the team to make a more meaningful contribution to operational improvement and new product development. Also, the management team members periodically interacted with the team to update them on the Company's performance and prospects going forward.

Internal Control Systems & Adequacy

At Ind-Swift, we are cognizant of any risk arising out of internal and external factors. On account of a sound internal control system we are vigilant regarding the evaluation of risks and hindrances in achieving our business goals. There are adequate checks and balances inbuilt in the processes along with diligent financial and operational reporting.

In order to strengthen the Internal Control architecture, the Company is using ERP (Enterprise Resource Planning) packages with built-in

controls. The deployment of ERP technology has resulted in timely generation of financial reports, this in turn facilitates timely and in-depth audit of control mechanism, legal, regulatory and environmental compliance. Further, the scope of Internal Audit also includes the periodic review and appraisal of internal controls and redressing any shortcomings in the process. Finally, the entire internal audit and the control mechanism are under the surveillance and custodianship of the Board of Directors.

Cautionary statement

Statements in this Management and discussion and Analysis describing the Ind-Swift's objectives, projections, estimates and expectations might be construed as forward looking statement within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company operations include a downward trend in the pharmaceutical industry, rise in input costs, exchange rate fluctuation and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.

Corporate Information

Board of Directors

N.R. Munjal
Himanshu Jain
Rishav Mehta
S.R. Mehta*
Dr. G. Munjal*
Dr. V.R. Mehta*
Dr. J.K. Kakkar*
Dr. Ashwani Kumar Vig*
S. P. Sharma
Prabhat Khurana
Poonam Maini

Jagvir Singh Ahluwalia*
S.V. Singh

Ms. Neerja Chathley

* ceased w.e.f. 23.04.2019

Chief Financial Officer

Chief Accounts Officer

Compliance Officer

Senior Management Team

Dr. Lalit K. Wadhwa
Vijay Kumar
Vikas Narendra
Sahil Munjal

Rajiv Kumar Jain
Atul Chaubey
Sandeep Singh
Saranjai Tyagi
Rakesh Bahuguna
Anurag Chaturvedi
Varun Chhabra

Statutory Auditors

Avishkar Singhal & Associates
Chartered Accountants
SCO 2413-14, IIInd Floor, Sector 22-C,
Chandigarh - 160 022

Internal Auditors

Jain & Associates
Chartered Accountants
SCO 819-20, Sector 22-A,
Chandigarh - 160 022

Secretarial Auditors

Vishal Arora
Company Secretary
House No. 651, Sector-8C, Chandigarh

Chairman and Managing Director
Jt. Managing Director
Executive Director
Non-Executive Director
Non Executive Director
Non Executive Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director
(ceased w.e.f. 11.02.2019)
Independent Director
Nominee Director (SBI)
(ceased w.e.f. 17.10.2018)
Independent Woman Director
(appointed w.e.f. 10.05.2019)

Gagan Aggarwal
Lovekesh Mahajan
Pardeep Verma
AVP-Corp. Affairs & Company Secretary

Chief Operating Officer
Director Marketing & Special Projects
President-US Operations
President (Operations & Special Assignments)
Deputy Chief Operating Officer
Group HR Head
Sr. Vice President (Procurement)
Sr. Vice President (QA)
Sr. Vice President (QC)
Sr. Vice President (Marketing)
Sr. Vice President (Marketing)

Manufacturing Facilities

Unit-1 : Village Bhagwanpur,
Barwala Road, Derabassi-Punjab
Unit-2 : Industrial Growth Centre
SIDCO, Phase-1, Samba (J & K)

Research and Development Centre

Plot No. E-5, Industrial Area.
Phase-II, (Near Swaraj Tractors),
Mohali, Punjab

Solicitors

P.K. Goklaney & Company
Advocate & Solicitors
#38, Sector 16A, Chandigarh-160 015

Bankers

Bank of India

SCO: 81-83, Sector 17B, Chandigarh
160017

Industrial Development Bank of India

SCO 72-73, Sector-17B, Chandigarh

Edelweiss Alternative Asset Advisors Ltd

Edelweiss House, Off. CST Road,
Kalina, Mumbai-400098

Registered Office

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

Corporate Identity Number

L24232CH1995PLC015553

Registrars and Share Transfer Agents

M/s Alankit Assignments Ltd.
205-208 Anarkali Market
Jhandewalan Extension,
New Delhi-110 055

Tel:- +91-11-42541965, 42541953

Fax:- +91-11-41540064

E-mail: info@alankit.com

Website: www.alankit.com

Debenture Trustee

Vistra ITCL (India) Limited
The IL&FS Financial Centre,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel: +91 2226593219

www.vistraitcl.com

DIRECTORS' REPORT

Dear Shareowners,

Your Directors have great pleasure in presenting the 24th Annual Report together with audited statement of accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS

Summary of your Company's financial performance, both standalone and consolidated, for the year ended March 31, 2019 is tabulated below:

(₹ in Millions)

PARTICULARS	Year Ending 31st March 2019	Year Ending 31st March 2018
Sales (net of excise) and other income	7,618.91	7,496.72
Less Expenses :		
Cost of Materials Consumed	3,919.68	3,520.13
Purchase of Stock in Trade	3.34	3.43
Change in Inventories of FG/WIP/Stock in trade	-186.82	227.05
Employee Benefit Expense	918.84	893.05
Other Expenses	1,235.96	1,398.57
Total Expenses	5,890.99	6,042.23
Profit before Interest, Depreciation, Tax & Amortisation	1,727.92	1,454.49
Less: - Interest	833.23	283.14
- Depreciation	1,040.48	866.16
- Extra Ordinary Item	-830.01	19.36
Profit/Loss before Tax	-145.79	285.83
Less: Provision for Deferred Tax	-169.94	-109.57
Profit/Loss After Tax (A)	480.74	176.26
Amount B/F from previous year (B)	-838.89	-1,015.14
Profit/Loss after tax available for appropriations (A+B)	-358.15	-838.88
Balance carried forward to Balance Sheet	-358.15	-838.88

OPERATIONS AND BUSINESS PERFORMANCE

During the financial year 2018-19, the Company has achieved a turnover of ₹7,244.27 Millions against the turnover of ₹7,312.97 Millions during financial year 2017-18. The Company has achieved Net profit of ₹485.16 Millions in 2018-19 against profit of ₹163.61 Millions in 2017-18. The Company's export has increased to ₹5,163.96 Millions in 2018-19 as compared to ₹5,025.28 Millions in 2017-18. There has been no change in the nature of business of the company during the year

under review. Kindly refer to Management Discussion & Analysis & Corporate Governance Report which forms part of this report.

CONSOLIDATED FINANCIAL PERFORMANCE

Your company recorded a consolidated turnover of ₹7,566.02 Millions during 2018-19 against the turnover of ₹7,654.83 Millions during 2017-18. In consolidated terms, the Company earned a Net Profit of ₹388.82 Millions during 2018-19, against profit of ₹206.52 Millions

in 2017-18. The Consolidated financial figures includes the respective financial figures of the company's three subsidiaries and two associate companies. As required under the provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, Audited Consolidated Financial Statements form part of the Annual Report and the same are annexed to this Report.

INDIAN ACCOUNTING STANDARDS

The financial statements for the year ended on 31st March, 2019 has been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under section 133 of Companies Act, 2013 and other relevant provisions of the Act. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2019.

The Notes to the Financial Statements adequately covers the Audited Statements and forms an integral part of this Report.

STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the Company is presented as part of the Management Discussion & Analysis Report in a separate section forming part of this report, as required under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

OUTLOOK

The main business of your Company is manufacturing Pharmaceutical Products. We are presently in both domestic and export markets. In view of the scenario described in the management discussions your Company is expected to grow with wide range of products and manufacturing expertise barring unforeseen circumstances.

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board of the Company was restructured on 23/04/2019 wherein a total of 6 Directors stepped down from the position of the Directors of the Company and the size of the Board was reduced from 12 to 6 Directors. Sh. S.R. Mehta, Chairman, Dr. G. Munjal,

Director, Dr. V. R. Mehta, Director, Dr. J. K. Kakkar, Independent Director, Dr. Ashwani Vig-Independent Director and Sh. Jagvir Singh Ahluwalia-Independent Director, stepped down from the Board of the Company. Sh. N.R. Munjal was appointed as the Chairman of the Company w.e.f 23.04.2019 & Ms. Neerja Chathley was appointed as the Independent Women Director w.e.f 10.05.2019. Now at present, the Board of the Company Consists of Sh. N.R.Munjal, Chairman and the Managing Director, Sh. Himanshu Jain, Joint Managing Director, Sh. Rishav Mehta, Executive Director, Sh. S.P.Sharma- Independent Director, Sh. Prabhat Khurana- Independent Director & Ms. Neerja Chathley-Independent Women Director. The Chairman of the Company is a Executive Promoter Director. The composition of the Board, is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, Sh. S.V. Singh, Nominee Director ceased to be member of the Board w.e.f. 17th October, 2018 and Ms. Poonam Maini-Independent Woman Director ceased to be Director w.e.f. 11th February, 2019.

The present Board would like to express its deed sense of appreciation for the valuable services rendered by all the Directors who have ceased to be members of the Board, during their respective tenures as member of the Board.

The Company has received necessary declaration from all the Independent Directors under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

Three of the Non-Executive Director of the company viz Sh. S.R. Mehta, Dr. Gopal Munjal & Dr. V.R. Mehta become disqualified on 04/04/2019 u/s 164 of the Companies Act, 2013 in Ind-Swift Limited, the Group Company. These Directors however ceased to be member of the Board w.e.f. 23/04/2019.

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, in the ensuing AGM of the Company, Sh. Rishav Mehta, Director retire by rotation and being eligible offers himself for re-appointment.

Details and brief resume of the Directors seeking reappointment/appointments required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards – 2 on General Meetings issued by "The Institute of Company Secretaries of India" are furnished in the Notice convening the Annual General Meeting forming part of the Annual Report.

a) Key Managerial Personnel

Mr. N.R.Munjal, Chairman and Managing Director, Mr. Himanshu Jain, Joint Managing Director, Mr. Rishav Mehta, Executive Director, Mr. Gagan Aggarwal, Chief Financial Officer (nominated w.e.f. 29.09.2018), and Mr. Pardeep Verma, AVP-Corporate Affairs & Company Secretary are the Key Managerial Personnel of the Company.

b) Relationship/Transaction of Non-Executive Directors with the Company

The Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than taking sitting fees and reimbursement of expenses incurred by them to attend meetings of the Company.

c) Number of Meetings of the Board

During the year, Eleven Board meetings were held on 02.05.2018, 08.05.2018, 30.05.2018, 13.06.2018, 25.07.2018, 14.08.2018, 24.09.2018, 29.09.2018, 14.11.2018, 16.01.2019 & 11.02.2019. The details regarding the meetings are given in the Corporate Governance Report.

d) Performance evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed,

inter-alia, the performance of non- Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

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

The Directors expressed their satisfaction with the evaluation process.

e) Familiarization Programme

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model and related matters are posted on the website of the Company at https://www.indswiftlabs.com/storage/2018/07/Familiarisation_Programme_for_Independent_Directors.pdf

DIRECTORS RESPONSIBILITY STATEMENT

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

- a) that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies

Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In compliance with the provisions of Section 177(9) of the Companies Act 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, your Company has in place a 'Whistleblower Policy,' which provides an opportunity to the directors and employees to raise concerns about unethical and improper practices or any other wrongful conduct in or in relation to the Company. The details of the Whistleblower Policy are stated in the Corporate Governance Report and the said Policy has been uploaded on the Company's website www.indswiflabs.com.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31.03.2019, your Company had 3 Subsidiaries and 2 associate companies. The US subsidiary of the Company viz. Ind-Swift Laboratories Inc. achieved net sales of USD68,78,721 and recorded a net Profit of USD75,511 as on 31.12.2018. The Singapore Subsidiary Viz. Meteoric Life Sciences PTE Ltd. has no sales during 01.11.2017 to 31.10.2018. There is no significant transaction in the Company's Dubai Subsidiary viz. Ind-Swift Middle East FZE during the period under review.

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

DIVIDEND

In view of inadequacy of profits, the Board does not recommend any Dividend for the Financial Year 2018-19.

RESERVES

The Board of Directors has decided to retain the entire amount of profit in the Profit & Loss Account and not to transfer any amount to the General Reserve.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules'), all unpaid or unclaimed dividends are transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, after the completion of seven years. Further, according to the rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid Dividends for the financial year 2010-11 to IEPF. Further, the corresponding shares have been transferred as per the requirements of IEPF rules, details of which are provided on the Company website www.indswiflabs.com.

PUBLIC DEPOSITS

The aggregate amount of fixed deposits outstanding as on 31st March 2019 was ₹21.72 crores approx. (previous year ₹31.84 crores).

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

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors

under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

RELATED PARTY TRANSACTIONS DISCLOSURE UNDER THE COMPANIES ACT, 2013

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

RELATED PARTY TRANSACTIONS DISCLOSURE UNDER SEBI (LODR) REGULATIONS, 2015

The necessary Related Party Disclosures as required under Schedule V, Part - A of SEBI (LODR) Regulations, 2015 are given in Note XXVIII of the Standalone and Consolidated Financial Statements.

DISCLOSURE OF TRANSACTIONS WITH PROMOTER/ PROMOTER GROUP

As per Schedule V of the LODR Regulations, 2015 every listed Company shall disclose the transactions with any person or entity belonging to the promoter/ promoter group which holds 10% or more shareholding in the listed entity.

As on 31st March, 2019, M/s Essix Biosciences Limited and M/s Ind Swift Limited, being the Promoter entities are holding 26.97% and 19.97% respectively, of total equity of the Company. The details of all the transactions with Essix Biosciences Limited and Ind Swift Limited are already given in Form AOC-2, forming part of this Annual Report.

RISK MANAGEMENT

Even though the provision of Regulation 21 of the SEBI (LODR) Regulations, 2015 regarding constitution

of Risk Management Committee are not applicable on the Company, the Board has constituted a Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report.

The Company's Risk Management Policy is available on Company's Website i.e. www.indswiftlabs.com and the weblink of the same is https://www.indswiftlabs.com/storage/2018/07/Risk_Management_Policy.pdf

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The paid up Equity Share Capital of the Company as on March 31, 2019 was ₹4,756.91 Lakhs. The Company's shares are listed on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) and are actively traded. The Company has not issued any shares with differential voting rights or sweat Equity during the year. The details of the allotments made by the Company during the year is as under:

a) Employee Stock Option Scheme

During the year, 5,19,989 options were exercised by the employees after vesting. Accordingly, the Company has made the allotment of 5,19,989 equity shares on 24th September, 2018, against the options exercised by the employees.

During the financial year 2018-19, there has been no change in the Employees Stock Option Plan (Employee Incentive Scheme, 2014) of the Company. Further, it is confirmed that the ESOP Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014.

The applicable disclosures as stipulated under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014, and rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 with regard to Employees Stock Option Plan of the Company are given as Annexure III.

b) Non Convertible Debentures (NCDs) issue

During the Financial Year 2018-19, the Company has issued 4,245 Secured, listed, rated, Redeemable, Non-Convertible Debentures (NCDs) of a face value of ₹10,00,000/- (Rupees Ten Lakhs) each, of the

aggregate nominal value of ₹424,50,00,000/- (Rupee Four Hundred Twenty Four Crores and Fifty Lakhs only) to Edelweiss Asset Reconstruction Company Limited ("EARC") to settle/discharge the secured debt through infusion of fresh funds and for meeting the cash flow requirement of Company.

c) Optionally Convertible Debentures (OCDs) issue

On 25th July, 2018, the Company has issued 1,15,17,670 Optionally Convertible Debentures (OCDs) of face value of ₹10/- each at an issue price of ₹65.50 per OCD including a premium of ₹55.50 per OCD for an aggregate sum of ₹75.44 crores to EC Special Situations Fund and Edelweiss India Special Situations Fund II, respectively, to settle/discharge the secured debt through infusion of fresh funds and for meeting the cash flow requirement of Company.

d) Preferential issue of 17,71,949 Equity shares

The Board of Directors of the Company in their meeting held on 25th July, 2018 has allotted 17,71,949 Equity Shares of ₹10/- each at a premium ₹55.50/- to Edelweiss Asset Reconstruction Company Limited ("EARC") for the part of the Unsustainable debt portion of Restructured Rupee Loan to be converted into Equity Shares and the Sustainable debt portion of Restructured Rupee Loan to be payable as per the agreed terms and conditions as settled between the Company and the EARC. The Shareholder approval for the same was taken at Extra-Ordinary General Meeting held on June 9, 2018.

UTILISATION OF PROCEEDS OF THE NCD/ OCD ISSUE

The funds raised from the NCD & OCD issue has been utilized for the purposes for which it were raised that is settlement of the dues of the State Bank of India, Bank of Baroda, Phoenix ARC, Edelweiss, Canara Bank, IDBI, SBI (Halcyon Life Sciences) & SC Lowy (partially).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) (e) of the SEBI (LODR) Regulations, 2015, is presented in

a separate section forming part of the Annual Report.

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

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

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013, extract of the Annual Return in Form MGT-9 is given in 'Annexure-IV' to this Report and is also available on the website of the Company viz www.indswiftlabs.com.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has a policy on Directors' Appointment & Remuneration. In compliance with the provisions of Sections 134(3)(e) and 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015, the Nomination & Remuneration Committee:

- i) has formulated criteria for determining qualifications, positive attributes and independence of a director and recommends to the Board, Policy relating to remuneration for directors, KMP and other employees;
- ii) has formulated the evaluation criteria for performance evaluation of independent directors and the Board;
- iii) has devised a policy on Board diversity;
- iv) identifies persons who are qualified to become directors or may be appointed in Senior Management in accordance with criteria laid down and recommend to the Board their appointment and removal;
- v) recommends to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility have become applicable on the Company from the FY 2018-19, yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development. Except for the CSR expenditure incurred voluntarily, the Company was not required to spend any amount on CSR during 2018-19.

ENVIRONMENT/POLLUTION CONTROL, HEALTH AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

RESEARCH & DEVELOPMENT AND QUALITY CONTROL

The activities of R&D consists of improvement in the processes of existing products and to develop new products. The Quality Control is the strength of the Company. All raw materials and finished products pass through stringent quality checks for better results.

INSURANCE

The Company has taken adequate insurance policies for its assets against the possible risks like fire, flood, public liability, marine, etc. The Company has not taken Directors and Officers Liability insurance policy as it is applicable on top 500 listed Companies as on 31st March, 2019 and your Company does not fulfill that criteria.

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

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

COMMITTEES OF THE BOARD

The Company's Board has constituted the following Committees prescribed under the Companies Act and the LODR Regulations, 2015:-

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Risk Management Committee
- d) Nomination and Remuneration Committee
- e) Corporate Social Responsibility Committee
- f) Compensation Committee
- g) Sub-Committee of the Board

The details of the Composition of the Committees, their role and terms of reference are given in Corporate Governance Report.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company in its Annual General Meeting held on 26th day of September, 2017 had appointed M/s Avishkar Singhal & Associates, Chartered Accountants (Firm Reg. No. 017362N) as the Statutory Auditors of the Company for a period of Five Consecutive years from the conclusion of the 22nd Annual general Meeting, till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2022. The Companies Amendment Act, 2017 has dispensed the ratification of auditors appointment at every Annual General Meeting. Accordingly the Ordinary Business Agenda item relating to the ratification of the statutory Auditors appointment is not placed in the AGM notice.

AUDIT REPORT

The Auditor's Report for the Financial Year 2018-19 does not contain any qualification, reservation or adverse remark. With regard to emphasis of matter contained in the Auditors' Report, the Board is of the view that the same are self explanatory.

COST AUDITORS AND THEIR REPORT

M/s. V. Kumar & Associates, Cost Accountants have been duly appointed as Cost Auditors of the Company for audit of cost accounting records which are covered under the Cost Audit Rules for current financial year ending March 31, 2020.

As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 31, 2020.

The Cost Audit Reports are required to be filed within 180 days from the end of the financial year. The Cost Audit Reports for the financial year 2017-18 issued by M/s V. Kumar and Associates, Cost Auditors, was filed with Ministry of Corporate Affairs within the stipulated time. The Cost Audit Reports for the financial year ended March 31, 2019 will be filed within the prescribed period.

Further in compliance to the Companies (Accounts) Amendment Rules, 2018 dated 31st July, 2018 this is to confirm that maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained by the Company.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Vishal Arora, Practicing Company Secretary was appointed as Secretarial Auditors of the Company for the financial year 2018-19 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as Annexure-VI and forms part of this report. There are no qualifications or observations or other remarks of the secretarial auditors in the secretarial audit report issued by them for the financial year 2018 -19. However in the directors qualification/disqualification certificate as issued by them, they have observed that the three directors of the company were disqualified on 04.04.2019 u/s 164 of the Companies Act, 2013. The said disqualification relates to Ind-Swift Limited . As required under the Act, these Directors have ceased to be member of the Board w.e.f. 23/04/2019.

INTERNAL AUDITORS

M/s Jain and Associates were appointed as Internal Auditors of the Company upto 31st March, 2019. The Board has however approved the re-appointment of M/s Jain & Associates, Chartered Accountants as Internal Auditors of the Company for the FY 2019-20 as well. They will conduct the Internal Audit of the Company as

required under Section 138 of the Companies Act and their reports shall be reviewed by the Audit committee and the Board of Directors.

INTERNAL COMPLAINTS COMMITTEE

The Company has complied with all the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

During the year, the Committee has not received any complaint related to Sexual harassment.

INTERNAL FINANCIAL CONTROL

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides bench marking controls with best practices in the industry.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee, Board of Directors, Statutory Auditors and the Business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

CORPORATE GOVERNANCE

A Report on Corporate Governance forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance under Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 is annexed as Annexure-VII to this Report.

HUMAN RESOURCE

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

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

PARTICULARS OF EMPLOYEES

Particulars of remuneration of employees required to be furnished pursuant to the provisions of Section 197 (12) of the Companies Act, 2013 (Act), read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as Annexure-VIII to this Report. Particulars of remuneration of employees required to be furnished in terms of Rules 5(2) and 5(3) of the said Rules, forms part of this Report, which shall be provided to Members upon written request pursuant to thesecond proviso of Rule 5. Particulars of remuneration of employees are available for inspection by Members at the Registered office of the Company during business hours on all working days up to the date of the forthcoming AGM.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the Financial Year 2018-19, no significant/material order was passed by any of the Regulators/Courts.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS

AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There is no material change and commitments affecting the financial position of the company that occurred between the end of the financial year of the company i.e. March 31, 2019 and the date of the Directors Report i.e. 10th August, 2019.

REGISTRAR AND SHARE TRANSFER AGENT

M/s Alankit Assignments Ltd., are the Registrar and Share Transfer Agent of the Company for the Physical as well as Demat shares, Optionally Convertible Debentures and Non-Convertible Debentures of the Company. The members are requested to contact the Registrar directly for any of their requirements.

LISTING FEES

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

CEO/CFO CERTIFICATION

In terms of the Listing Regulations, the Certificate duly signed by Sh. Navrattan Munjal, Chairman and Sh. Gagan Aggarwal, Chief Financial Officer (CFO) of the Company was placed before the Board of Directors along with the annual financial statements for the year ended on 31st March, 2019, at its meeting held on 29th May, 2019.

SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

ACKNOWLEDGEMENT

Your Directors thank all the employees for their sincere efforts, active involvement and devoted services rendered. Your Directors thank the shareholders of the Company for the confidence reposed in the Management of the Company. Your Directors place on record their gratitude to the Customers, Suppliers, Company's Bankers and Financial Institutions for their support and cooperation during the year under review.

On behalf of the Board of Directors

Place: Chandigarh
Dated: 10th August, 2019

N.R. Munjal
Chairman

ANNEXURE I

Form AOC-I

(Pursuant to First Provison to Sub Section (3) of Section 129 read with Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

(In ₹)

	1	2	2
Name of the subsidiary	Ind Swift Laboratories Inc.	Meteoric Life Sciences Pte. Ltd.	Ind-Swift Middle East FZE.
The date since when subsidiary was acquired	02.01.2004	20.11.2009	15.10.2009
Reporting period of the Subsidiary concerned, if different from the holding company's reporting period	31-12-2018	31-10-2018	31.03.2019
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD 69.79	USD 73.99	USD 69.17
Share Capital	3,43,98,701	4,15,18,681	4,41,67,875
Reserves and surplus	2,97,27,162	5,01,349	1,61,06,160
Total Assets	19,51,65,303	5,15,44,090	8,84,20,524
Total Liabilities	13,10,39,440	94,64,060	77,47,186
Investments	-	-	-
Turnover	45,90,23,931	NIL	NIL
Profit before taxation	88,62,277	NIL	NIL
Provision for taxation	38,23,353	NIL	NIL
Profit after taxation	50,38,924	NIL	NIL
Proposed Dividend	NIL	NIL	NIL
Extent of shareholding (In %)	100%	100%	100%

Part B: Associates and Joint Ventures

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

Name of Associate	Fortune (India) Constructions Ltd	Mohali Green Environment Pvt. Ltd
1 Latest audited Balance Sheet Date	31-March-2018	31-March-2018
2 Date on which Associate was associated	2005-2006	2015-2016
3 Shares of Associate held by the company on the year end :-		
Number	48,20,000	2,40,000
Amount of Investment in Associate (₹)	4,82,00,000	24,00,000
Extent of Holding (%)	47.723%	25.40%
4 Description of how there is significant influence	Due to Voting power	Due to Voting power
5 Reason why the Joint venture is not consolidated	NA	NA
6 Networth attributable to Shareholding as per latest Audited Balance Sheet (₹)	498,44,50,500	24,18,465
7 Profit/Loss for the year (Share of Group)		
i. Considered in Consolidation (in ₹)	(8,15,948)	(5,079)
ii. Not Considered in Consolidation (in ₹)	(8,93,810)	(14,917)

FORM AOC-2

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

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

1. No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended March 31, 2019, which were not at arm's length basis.
2. Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No	Particulars	Details					
a)	Name (s) of the related party and nature of relationship	Ind Swift Ltd. (Group Co.)	Essix Biosciences Ltd. (Group Co.)	Halcyon Life Sciences Ltd. (Group Co.)	Fortune (India) Constructions Ltd. (Group Co.)	Mohali Green Environment Pvt. Ltd.	
b)	Nature of contracts / arrangements / transaction	Purchase & Sale- Goods	Purchase & Sale- Goods	Purchase/Sales/ Advances	Purchase- Capital Goods- Services	Loans/Advance Investment	
c)	Duration of the contracts/ arrangements / transaction	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing	
d)	Salient terms of the contracts or arrangements or transactions including the value	Based on transfer pricing guidelines. ₹63,61,19,054	Based on transfer pricing guidelines. ₹96,23,08,763	Based on transfer pricing guidelines. Nil	Based on transfer pricing guidelines- Nil	Based on transfer pricing guidelines- Nil	
e)	Date of approval by the Audit Committee/Board	29.05.2019	29.05.2019	29.05.2019	29.05.2019	29.05.2019	
f)	Amount paid as advances, if any (₹)	17,79,06,095	5,91,93,857	51,57,86,494	54,61,81,194	51,87,500	

Place: Chandigarh

Dated: 10th August, 2019

N.R. Munjal
Chairman

ANNEXURE III

Details of ESOP as per the provisions of Companies Act, 2013 & SEBI (Share Based Employee Benefits) Regulations, 2014

S.No	Particulars	Options Movement During 2018-19	Options Movement During 2017-18	Options Movement During 2016-17
1	No. of Options outstanding at the beginning of the year	5,43,109	10,80,740	16,00,000
2	No. of Options granted during the year	0	0	0
3	No. of options Vested	5,33,340	5,33,330	5,33,330
4	No. of Options exercised during the year	5,19,989	5,37,631	5,19,260
5	No. of Shares allotted during the year pursuant to exercise of options	5,19,989	5,37,631	5,19,260
6	Options Lapsed	23,120	Nil	Nil
7	Exercise Price	₹10.00	₹10.00	₹10.00
8	Variations in Terms of Options	NA	NA	NA
9	Money Realized by exercise of Options	51,99,890	53,76,310	51,92,600
10	Total No. of Options in Force.	Nil	5,43,109	10,80,740
11	Employee wise details of options granted during the year to:			
	(a) Key managerial personnel:	Nil	Nil	Nil
	(b) Any other employees who were granted during any one year, options amounting to 5% or more of the options during the year:	Nil	Nil	Nil
	(c) Identified employees who were granted option during any one year, equal to or exceeding 1% of the Issued Capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil	Nil	Nil

ANNEXURE IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

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

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

I. REGISTRATION AND OTHER DETAILS

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN/UIIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Ind Swift Laboratories Inc., USA.	CGWAZ20040125	SUBSIDIARY	100	2(87)
2	Meteoric Life Science Pte Ltd., Singapore.	CGWAZ20100711	SUBSIDIARY	100	2(87)
3	Ind-Swift Middle East FZE (UAE), DUBAI.	CGWAZ20121157	SUBSIDIARY	100	2(87)
4	Fortune (India) Construction Ltd. SCO 849, Shivalik Enclave NAC Manimajra Chandigarh 160101	U45200CH2005PLC028005	ASSOCIATE	47.73	2(6)
5.	Mohali Green Environment Private Limited SCO 99-100, Sector 17B, Chandigarh	U90002CH2012PTC034085	ASSOCIATE	25.40	2(6)

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

(i) Category-wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares		
A. Promoters										
(1) Indian										
(a) Individual/ HUF	24,86,510	0	24,86,510	5.49	24,86,510	0	24,86,510	5.23	-0.26	
(b) Central Govt	-	-	-	-	-	-	-	-	-	
(c) State Govt(s)	-	-	-	-	-	-	-	-	-	
(d) Bodies Corp.	2,23,27,507	0	2,23,27,507	49.31	2,23,27,507	0	2,23,27,507	46.94	-2.38	
(e) Banks/FI	-	-	-	-	-	-	-	-	-	
(f) Any Other	-	-	-	-	-	-	-	-	-	
Sub-total (A) (1):-	2,48,14,017	0	2,48,14,017	54.80	2,48,14,017	0	2,48,14,017	52.16	-2.64	
(2) Foreign										
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-	
(b) Other – Individuals	-	-	-	-	-	-	-	-	-	
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-	
(d) Banks / FI	-	-	-	-	-	-	-	-	-	
(e) Any Other....	-	-	-	-	-	-	-	-	-	
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2,48,14,017	0	2,48,14,017	54.80	2,48,14,017	0	2,48,14,017	52.16	-2.64	
B. Public Shareholding										
1. Institutions										
(a) Mutual Funds	-	-	-	-	-	-	-	-	-	
(b) Banks/FI	100	-	100	0	-	-	-	-	-	
(c) Central Govt.	-	-	-	-	-	-	-	-	-	
(d) State Govt(s)	-	-	-	-	-	-	-	-	-	
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	
(f) Insurance Companies	-	-	-	-	-	-	-	-	-	
(g) FIIs/FPI	346782	-	346782	0.77	286782	0	286782	0.60	-0.17	
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
(i) Others (specify)	-	-	-	-	-	-	-	-	-	
Sub-total (B)(1):-	3,46,882	0	3,46,882	0.77	2,86,782	0	2,86,782	0.60	-0.17	

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
2. Non Institutions									
a) Bodies Corp.									
i) Indian	53,84,624	10,200	53,94,824	11.92	66,41,232	10,100.00	66,51,332	13.98	0.09
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹2 lakh	66,60,217	2,93,406	69,53,623	15.37	65,34,031	1,78,404	67,12,435	14.11	-1.26
ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	65,56,351	0	65,56,351	14.49	76,83,878	37,600	77,21,478	16.23	-0.38
NBFC registered with RBI	-	-	-	-	17,141	-	17,141	0.04	-0.38
c) Others (specify)									
Custodians/ Clearing Members	7,639	0	7,639	0.02	71,265	0	71,265	0.15	-
NRIs	1,70,991	0	1,70,991	0.38	1,68,619	0	1,68,619	0.35	0.01
IEPF	72,082	0	72,082	0.16	1,57,853	0	1,57,853	0.33	0.17
HUF	9,37,343	0	9,37,343	2.07	9,44,748	0	9,44,748	1.99	-0.08
Sub-total (B)(2):-	1,97,89,247	3,03,606	2,00,92,853	44.41	2,22,18,787	2,26,104	2,24,44,891	33.20	-11.21
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2,01,36,129	3,03,606	2,04,39,735	43.95	2,25,05,569	2,26,104	2,27,55,173	43.95	0.53
C. Shares held by Custodian for GDRs & ADRs	23,500	0	23,500	0.05	23,500	0	23,500	0.05	0
Grand total (A+B+C)	4,49,73,646	3,03,606	4,52,77,252	100.00	4,73,73,086	2,26,104	4,75,69,190	100.00	0

(ii) Shareholding of Promoters & Persons Acting in Concert (PAIC)

SL No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged / encunberred to total shares	No. of Shares	% of total Shares of the company	% of shares pledged / encunberred to total shares	
Promoters								
1	Essix Biosciences Ltd	1,28,27,787	28.30	76.71	1,28,27,787	26.96	76.71	-1.37
2	Ind Swift Ltd	94,99,720	20.98	38.28	94,99,720	19.97	38.28	-1.01
3	N.R.Munjal	9,20,724	2.03	2.62	9,20,724	1.94	2.62	-0.10
4	Himanshu Jain	4,06,961	0.89	1.64	4,06,961	0.86	1.64	-0.04
5	S.R.Mehta	2,33,600	0.51	0.94	2,33,600	0.49	0.94	-0.02
6	Rishav Mehta	4,54,545	1.00	1.83	4,54,545	0.96	1.83	-0.05
7	V.R.Mehta	5,2,900	0.11	0.21	52,900	0.11	0.21	-0.01
8	Gopal Munjal	60,900	0.13	0.24	60,900	0.13	0.24	-0.01
PAIC								
9	Sahil Munjal	2,000	0.00	0.00	2,000	0.00	0	0.00
10	Annie Mehta	2,780	0.00	0.01	2,780	0.00	0.01	0.00
11	Bhanavi Mehta	3,000	0.00	0.01	3,000	0.00	0.01	0.00
12	Divya Munjal	3,000	0.00	0.01	3,000	0.00	0.01	0.00
13	Ishav Mehta	3,000	0.00	0.01	3,000	0.00	0.01	0.00
14	Meenakshi Mehta	12,000	0.02	0.04	12,000	0.02	0.04	0.00
15	Ravi Mehta	12,000	0.02	0.04	12,000	0.02	0.04	0.00
16	Neeta Munjal	12,000	0.02	0.04	12,000	0.02	0.04	0.00
17	Nidhi Munjal	12,000	0.02	0.04	12,000	0.02	0.04	0.00
18	Sunita Jain	46,100	0.10	0.18	46,100	0.10	0.18	0.00
19	Neera Mehta	2,49,000	0.55	1.00	2,49,000	0.55	1.00	-0.03
Total		2,48,14,017	54.68		2,48,14,017	52.16		

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

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A	N.A	N.A	N.A
	Increase in Share holding	N.A	N.A	N.A	N.A
	At the end of the year	N.A	N.A	N.A	N.A

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ASHOK KUMAR CHANDAK	12,13,152	2.67	15,90,923	3.34
2.	GRYFFIN ADVISORY SERVICES PRIVATE LIMITED	7,98,238	1.76	10,16,870	2.13
3.	PANCHKULA FINVEST PRIVATE LIMITED	9,45,528	2.08	9,90,628	2.08
4.	SRI GANESH BIOTECH PRIVATE LIMITED	6,18,085	1.36	6,18,085	1.36
5.	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED	-	-	5,11,829	1.07
6.	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED	-	-	4,43,036	0.93
7.	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED	-	-	4,07,731	0.85
8.	CHHAGANBHAI PARSOTTAMBHAI PATEL HUF	3,86,320	0.85	3,86,320	0.81
9.	ALBULA INVESTMENT FUND LTD	3,46,782	0.76	2,86,782	0.60
10.	CONQUER INVESTMENT & FINANCE PVT. LTD.	-	-	2,79,529	0.58

*The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not indicated. Shareholding is consolidated on Permanent Account Number (PAN) of the shareholder. The detailed data can be provided on request to any shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Shareholding of Key Managerial Personnel					
1.	Mr. S. R. Mehta (Director)*				
	At the beginning of the year	2,33,600	0.52	2,33,600	0.52
	No change during the year	Nil	Nil	Nil	Nil
	At the end of the year	2,33,600	0.52	2,33,600	0.52
2.	Mr. N. R. Munjal (Director & KMP)				
	At the beginning of the year	9,20,724	2.03	9,20,724	2.03
	Shares Allotted during the year	NIL	Nil	NIL	Nil
	At the end of the year	9,20,724	1.94	9,20,724	1.94
3.	Mr. Himanshu Jain (Director & KMP)				
	At the beginning of the year	4,06,961	0.90	4,06,961	0.90
	No change during the year	Nil	Nil	Nil	Nil
	At the end of the year	4,06,961	0.86	4,06,961	0.86
4.	Mr. Rishav Mehta (Director & KMP)				
	At the beginning of the year	4,54,545	1.00	4,54,545	1.00
	No change during the year	Nil	Nil	Nil	Nil
	At the end of the year	4,54,545	0.96	4,54,545	0.96
5.	Dr. G. Munjal* (Director)				
	At the beginning of the year	60,900	0.14	60,900	0.14
	No change during the year	Nil	Nil	Nil	Nil
	At the end of the year	60,900	0.13	60,900	0.13

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Dr. V.R. Mehta* (Director)				
	At the beginning of the year	52,900	0.12	52,900	0.12
	No change during the year	Nil	Nil	Nil	Nil
	At the end of the year	52,900	0.11	52,900	0.11
7.	Mr. Gagan Aggarwal (KMP)*****				
	At the beginning of the year	1,24,000	0.11	1,24,000	0.27
	Allotted during the year		Nil	49,000	0.10
	At the end of the year		0.21	1,75,500	0.37
8.	Mr. Pardeep Verma (KMP)				
	At the beginning of the year	49,175	0.11	49,175	0.11
	Allotted during the year	Nil	Nil	25,000	0.10
	At the end of the year	99,175	0.21	99,175	0.21
9.	Mr. Sri Prakash Sharma (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
10.	Mr. Prabhat Khurana (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
11.	Mr. Satyendra Vikram Singh** (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
12.	Mr. Ashwani Kumar Vig* (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
13.	Mr. J. K. Kakkar* (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
14.	Ms. Poonam Maini*** (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
15.	Ms. J.S Ahluwalia**** (Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Allotted during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

* Ceased to be the director w.e.f 23.04.2019

** Ceased to be the director w.e.f. 17.10.2018

***Appointed as a director w.e.f 11.05.2018 and Ceased to be the director w.e.f 11.02.2019

****Appointed as a director w.e.f 08.06.2018 and Ceased to be the director w.e.f 23.04.2019

*****Appointed as a CFO w.e.f 29.09.2018

V. INDEBTEDNESS

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

	Secured loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	1,034,20,63,439	17,01,38,394	31,84,38,997	1,083,06,40,830
(ii) Interest due but not paid	187,76,09,170	0	33,82,61,561	221,58,70,731
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1,221,96,72,609	17,01,38,394	65,67,00,558	1,304,65,11,561
Change in Indebtedness during the financial year				
• Addition •				
(i) Principal Amount	499,94,07,516	33,87,28,267	0	533,81,35,783
(ii) Interest due but not paid	83,95,96,556	2,80,75,044	2,15,72,498	88,92,44,098
(iii) Interest accrued but not due	0	0	0	0
• Reduction				
(i) Principal Amount	482,93,25,803	32,37,00,000	10,11,39,037	525,41,64,840
(ii) Interest due but not paid	247,05,17,067	2,80,75,044	3,90,16,757	253,76,08,868
(iii) Interest accrued but not due	0	0	0	0
Net Change				
Principal	17,00,81,713	1,50,28,267	-10,11,39,037	8,39,70,943
Interest	-16,30,92,0511	0	-1,74,44,259	-164,83,64,770
Indebtedness at the end of the financial year				
(i) Principal Amount	10512145152	18,51,66,661	21,72,99,960	1,091,46,11,773
(ii) Interest due but not paid	24,66,88,659.1	0	32,08,17,302	56,75,05,961.1
(iii) Interest accrued but not due	0	0	0	0
Total (I + ii+ iii)	1,075,88,33,811	18,51,66,661	53,81,17,262	1,148,21,17,734

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		N.R. Munjal*	Himanshu Jain*	Rishav Mehta*	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	1,79,89,704	1,79,89,704	47,89,704	40,76,9112
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please Specify	-	-	-	-
	Total (A)	1,79,89,704	1,79,89,704	47,89,704	4,07,69,112
	Ceiling as per the Act	-	-	-	-

*The Remuneration to these Directors has been increased w.e.f 1st April, 2018, the impact of the same has not been captured as the directors have not claimed the increased remuneration before 31.03.2019.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Fee for attending board/ committee meetings (₹)	Commission	Others (Please specify)	Total Amount (₹)
1.	Independent Directors				
	Dr. J.K. Kakkar*	95,000	-	-	95,000
	Dr. A.K. Vig*	65,000	-	-	65,000
	Mr. Prabhat Khurana	77,500	-	-	77,500
	Mr. S.P Sharma	72,500	-	-	72,500
	Ms. Poonam Maini**	50,000	-	-	50,000
	Mr. J.S Ahluwalia****	42,500	-	-	42,500
	Total (1)	4,02,500	-	-	4,02,500
2.	Other Non-Executive Directors				
	Mr. S V Singh***	20,000			20,000
	Dr. Gopal Munjal*	50,000	-	-	50,000
	Dr. V R Mehta*	55,000	-	-	55,000
	Mr. S R Mehta*	55,000	-	-	55,000
	Total (2)	1,80,000	-	-	1,80,000
	Total Managerial Remuneration (1+2)	5,82,500	-	-	5,82,500
	Ceiling as per the Act	₹1,00,000 per meeting			

* ceased to be the director w.e.f 23.04.2019

** Appointed as Independent director w.e.f 11.05.2018 and ceased the director w.e.f 11.02.2019

***Ceased to be director w.e.f 17.10.2018

****Appointed as director w.e.f 08.06.2018 and Ceased to be the director w.e.f 23.04.2019

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	-	23,30,884	22,90,596	46,21,480
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	13,01,250	25,50,450	38,51,700
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please Specify	-	-	-	-
	Total	-	36,32,134	48,41,046	84,73,180

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNEXURE V

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

i. Steps taken for conservation of Energy and their impact.

Steps Taken	Improvement
POWER PLANT	
VFD installed on turbine condensate pump to save power	168 units saved per day
Condensate recovery increased by connecting steam drain from different plants to condensate tanks	Approximately 5 kl condensate recovery improvement per day
ELECTRICAL	
PCC main ACBs have been provided with Cooling Fans, so as to reduce the IR Losses and increase the life of ACBs.	Life of Switchgear is increased in PCC and energy loss in form heat will reduce
Replaced existing CFL lamps with lower wattage LED lamps to save Energy	
Installed New Energy Efficient 60kva & 15+15 Kva UPSs in place of older 60kva and 20kva UPSs	
125w street Lights (HPMV) Lamps to be replaced with 100w LED lights	
Installed VFD on 45KW CT Fan to save Energy.	Saving of 3000 Units per month during Summer Season
UTILITY	
Methanol saving--consumption of methanol reduced as used in brine	Saving of 31000 kg methanol from Jan to June-19
Water Saving-Natural draft cooling tower of Water Chiller replaced with induced draft cooling tower and installed VFD on fan	Reduced the wastage of water by reduction in drift loss, reduced operating electrical cost
Energy saving-VAM (2B4MH) operated on high pressure steam which was earlier operated at low pressure steam	Increase in 100 TR capacity on same input. (₹0.5/TR cost is reduced)
HVAC & WATER SYSTEM	
Water Saving-After completion of hot loop sanitization, draining of Purified Water storage tank has been reduced from twice a day to single time & tanks volume has been reduced from 50% to 25% for the chemical sanitization.	50% saving from draining of Purified Water during Sanitization and chemical consumption.
Energy Saving- VFD installed on softwater feed pump (P-UT-RW-007) and energy saved	Saving of 30,000 Units in a year
PLANNING FOR 2020-2021	
Utilisation of ETP water in cooling tower to reduce the ground water by installing scaleban	
Installation of VFD on cooling tower fan to reduce the power consumption	
Automatic condenser tube cleaning system (ACTC) to be installed, Energy will be saved as chiller condenser will remain in clean condition	
Semi-automatic tube cleaning system for equipment cleaning (Equipment will remain in clean condition and less energy will consume)	
VFD implementation on pumps, having running time less than 50%	

B. TECHNOLOGY ABSORPTION

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

- To continue developing innovative and commercially viable process know-how for

Research & Development (R&D)

ISLL R & D is basically focused on the development and improvements of technologies of API's for several years. The developed technologies have been commercialized for both regulated and semi regulated markets.

In addition, ISLL has recently made forays in to the Custom Research and Manufacturing services (CRAMS) wherein it has initiated R & D and manufacturing of very high purity specialty chemicals that are precursors to the synthesis of ORGANIC LIGHT EMITTING DIODE (OLED) compounds which are used for preparing Advanced Optical Display Instruments and are extensively applied in Artificial Intelligence studies and software development.

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

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

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

During the year FY 2018-19, the Company did not import any specific technology. The Company developed technology through efforts of its in-house Research & Development.

iv. Expenditure on R & D during the year 2018-19

(₹ in Lakhs)

	2018-19	2017-18
a. Capital	299.36	285.60
b. Revenue	2,071.90	3,006.45
Total	2,371.26	3,292.06
C. Total R&D expenditure as percentage of total turnover	3.27	4.50
D. Turnover	72,442.76	73,129.33

C. Foreign Exchange Earnings & Outgo

During the year foreign exchange outgo was ₹18,876.26 lakhs and the earnings in Foreign Exchange were ₹49,054.96 lakhs. The details have been given in Note XXXIII of Notes to Accounts.

ANNEXURE VI

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2019

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

TO
THE MEMBERS,
IND SWIFT LABORATORIES LIMITED

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

Based on our verification of the IND SWIFT LABORATORIES LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by IND SWIFT LABORATORIES LIMITED ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (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;
 - (i) The Securities and Exchange Board of India (listing obligations & disclosure requirements) regulations, 2015

(vi) OTHER APPLICABLE ACTS :

- (a) Pharmacy Act, 1948
- (b) The Finance Act, 2018
- (c) Prevention of Money Laundering Act, 2002 and the prevention of Money-Laundering (Amendment) Act 2012.
- (d) Payment of Wages Act, 1936, and rules made thereunder
- (e) The Minimum Wages Act, 1948, and rules made thereunder
- (f) Employee's State Insurance act, 1948, and rules made thereunder
- (g) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder
- (h) The Payment of Bonus Act, 1956, and rules made thereunder.
- (i) The Payment of Gratuity Act, 1972
- (j) Indian Contract Act, 1872
- (k) The Apprentices Act, 1961
- (l) The Workmen's Compensation act, 1923
- (m) Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- (n) The Factories Act, 1948 (Act No. 63 of 1948), as amended by the Factories (Amendment) Act, 1987 (Act 20 of 1987)
- (o) The drugs (Control) Act, 1950.
- (p) The Environment (Protection) Act, 1986
- (q) Drugs and Cosmetics Act, 1940
- (r) Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- (s) Narcotic Drugs and Psychotropic Substances Act, 1985
- (t) Conservations of Foreign Exchange And Prevention of Smuggling Activities Act, 1974

- (u) The Medicinal & toilet Preparations Substances (Excise Duties) Act, 1955
- (v) The Indian Copyright Act, 1957
- (w) The Patents Act, 1970
- (x) The Trade Marks Act, 1999

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

- (i) Secretarial Standards issued by "The Institute of Company Secretaries of India".
- (ii) The listing agreement and Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

We further report that

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

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

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

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

Vishal Arora
Company Secretary
FCS No. 4566
CP No. 3645

Place: Chandigarh
Date: 10.08.2019

ANNEXURE-A

TO

THE MEMBERS,

IND SWIFT LABORATORIES LIMITED

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Whenever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws. Rules, regulations, standards are the responsibility of the management. Our examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chandigarh
Date: 10.08.2019

Vishal Arora
Company Secretary
FCS No. 4566
CP No. 3645

ANNEXURE VII

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

IND-SWIFT LABORATORIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **M/s Ind-Swift Laboratories Limited** for the year ended 31st March 2019 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the guidance note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **Avishkar Singhal & Associates**

Chartered Accountants

(Regd. No. 017362N)

(C A Avishkar Singhal)

Partner

Membership No. 098698

Place: Chandigarh

Date: 10.08.2019

ANNEXURE VIII

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars		
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a Mr. N.R. Munjal, Vice Chairman Cum Managing Director	66:1
		b Mr. Himanshu Jain, Jt Managing Director	66:1
		c Mr. Rishav Mehta, Executive Director	17:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a Mr. N.R. Munjal, Managing Director	Nil
		b Mr. Himanshu Jain, Jt Managing Director	Nil
		c Mr. Rishav Mehta, Executive Director	Nil
		d Mr. Gagan Aggarwal, Chief Financial Officer *	N.A.
		e Mr. Pardeep Verma, Company Secretary	18.52%
(iii)	The percentage increase in the median remuneration of employees in the financial year.		9.23%
(iv)	The number of permanent employees on the rolls of the company as on 31st March, 2019.		1,491
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		6.95%
		For comparison purpose the percentage increase in remuneration of KMP is given in Rule no. (ii) above.	
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.		

*Appointed as CFO on 29.09.2018.

REPORT ON CORPORATE GOVERNANCE

THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act"). These codes are available on the Company's website. The Company's corporate governance philosophy has been further strengthened through the Company's Code of Conduct for Prevention of Insider Trading.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to Corporate Governance.

The Company is further in compliance with the provisions of Corporate Governance specified in Regulation 34 of Listing Regulations, as amended from time to time.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted a Code of Business Conduct and Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5) (a) of the Listing Regulations. The Company has received confirmations from the Directors and Senior Management regarding compliances with the Code for the year ended 31st March 2019. A certificate from the Managing Director to this effect is attached to this Report.

The Code has been displayed on the Company's website – www.indswiftlabs.com.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amended as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary of the company acts as the Compliance Officer.

The Code of Conduct is applicable to Promoter(s), Director(s), Key Managerial Personnel, specified employees and other Connected Person of the Company who are expected to have access to Unpublished Price Sensitive Information (UPSI) relating to the Company. All of them have duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. This Code is displayed on the website of the Company under the head "Investor Disclosures – Insider Trading Code" (www.indswiftlabs.com). The Directors and senior employees have given affirmation for the compliance under this code.

The Company is in compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for Corporate Governance.

THE COMPOSITION BOARD OF DIRECTORS

The Board of Directors and the Committees constituted by the Board provides leadership and guidance to the Company's management and supervises the Company's overall performance in its business and other related matters.

The Company is in compliance with the Corporate Governance norms in terms of constitution of the Board of Directors (the Board). The Board of the Company is thorough professional and is composed of eminent individuals from diverse fields. The members of the Board consist of Promoter Director, Executive and Independent Directors which is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act').

Before the Board of the Company was restructured on 23.04.2019, the Company's board of Directors Consisted of 12 directors with 6 Promoter Directors and 6 Independent Directors, including Independent women Director. However as on 31.03.2019 the post of Independent women director was vacant due to the resignation of Ms. Poonam Maini (w.e.f 11th February, 2019), but as per the provisions of Section 149(1) of the act read with rule 3 of Companies (Appointment and

Qualification of Directors) Rules, 2014, the Company had time of 3 Months to fill vacancy of the Independent Women Director. Thus Company was in Compliance to the provisions as to the Composition of Board of Directors as on 31/03/2019.

The Board of the Company was restructured on 23/04/2019 wherein a total of 6 Directors stepped down from the position of the Directors and the size of the Board was reduced from 12 to 6 Directors. Sh. S.R. Mehta, Chairman, Dr. G. Munjal, Director, Dr. V. R. Mehta, Director, Dr. J. K. Kakkar, Independent Director, Dr. Ashwani Vig-Independent Director and Sh. Jagvir Singh Ahluwalia-Independent Director, stepped down from the Board of the Company. Sh. N.R. Munjal was appointed as the Chairman of the Company w.e.f 23.04.2019 & Ms. Neerja Chathley was appointed as the Independent Women Director w.e.f 10.05.2019. Now at present, the Board of the Company Consists of Sh. N.R.Munjal, Chairman and the Managing Director, Sh. Himanshu Jain, Joint Managing Director, Sh. Rishav Mehta, Executive Director, Sh. S.P. Sharma- Independent Director, Sh. Prabhat Khurana- Independent Director & Ms. Neerja Chathley-Independent Women Director. The Chairman of the Company is a Executive Promoter Director.

Board Skill Matrix

The matrix setting out the skills/expertise/competence of the Board of Directors is given below:-

Sr. No.	Experience/ Expertise/ Attribute	Comments
1.	Leadership	Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction. Be a thought leader for the Company and be a role model in good governance and ethical conduct of business, while encouraging the organisation to maximise shareholder value. Should have had hands on experience of leading an entity at the highest level of management practices.
2.	Industry knowledge and Experience	Should possess domain knowledge in businesses in which the Company participates viz. Pharmaceutical. Must have the ability to leverage the developments in the areas of pharma and other areas as appropriate for betterment of Company's business.

Sr. No.	Experience/ Expertise/ Attribute	Comments
---------	----------------------------------	----------

3.	Experience and Exposure in policy shaping and industry advocacy	Should possess ability to develop professional relationship with the Policy makers and Regulators for contributing to the shaping of Government policies in the areas of Company business.
4.	Governance including legal Compliance	Commitment, belief and experience in setting corporate governance practices to support the Company's robust legal compliance systems and governance policies/practices.
5.	Expertise/Experience in Finance & Accounts / Audit / Risk Management areas	Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/risk management policies/practices of the Company across its business lines and geography of operations.
6.	Global Experience / International Exposure	Ability to have access and understand business models of global corporations, relate to the developments with respect to leading global corporations and assist the Company to adapt to the local environment, understand the geo political dynamics and its relations to the Company's strategies and business prospects and have a network of contacts in global corporations and industry worldwide.

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non- Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect.

Dr. J. K Kakkar (DIN:00015493), (aged around 83 years) had crossed the age limit prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, Amendment, 2018. Therefore the Company took the approval of the Members in their Annual General Meeting held on 28th September, 2018 by way of Special Resolution for continuation of his Directorship on the Board of the Company as a Non Executive Independent Director.

The Independent Directors on the Board of the Company serve as an Independent Director in not more than

seven listed companies, as prescribed in Regulation 25(1) of the Listing Regulations.

The Board has constituted the required Committees for smooth operations and specific analysis of the related matters. The Committees are Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Assessment Committee, Corporate Social Responsibility Committee, compensation committee and Sub-Committee of the Board to analyse and monitor the related matters.

Membership of other Boards

Independent Directors are expected not to serve on the boards of competing companies. No Director shall hold office as a Director in more than ten public companies. No Director of the Company shall serve on more than ten committees or can act as Chairman of more than five committees across all Indian public limited companies in which he / she is a Director. For the purpose of this limitation, membership and chairmanship of the Audit Committee and Stakeholders' Relationship Committee are only considered. No Independent Director shall serve as Independent Director in more than Seven listed companies or three listed companies in case he/ she is a Whole-time Director in any listed company.

Furthermore, every Director informs the Company about the directorship / committee positions he / she occupies in other companies and notifies the changes as and when they take place.

Criteria for Board Membership

The Board has adopted the Nomination and Remuneration Policy to ensure that the Board composition is balanced with the requisite skill to provide insights and guidance on various matters relating to the business of the Company. The said Policy outlines the appointment criteria for the Directors on the Board of the Company and the matters related to remuneration of the Directors. The said Policy is available on the Company's website www.indswiflabs.com.

Membership Term

As per Companies Act, 2013, as amended and the Articles of Association of the Company, at least two-third of the Board members shall be retiring Directors, excluding Independent Directors. One-third of such Directors are required to retire every year and if eligible, the retiring directors can opt for re-appointment. Accordingly, Sh. Himanshu Jain, Joint Managing Director and Sh. Rishav Mehta, Director shall be retiring Directors out of which Sh. Rishav Mehta, Joint Managing Director shall be retiring by rotation in the forthcoming Annual General Meeting and seek re-appointment. The required information regarding him is given with the notice of the Annual General Meeting.

Independent Directors shall hold office for up to two terms of five years each.

Succession Policy

The Nomination and Remuneration Committee works with the Board on succession plan as and when required, to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills, experience and continuity in the Board.

Board Procedure

The Board looks at long-term strategic planning, annual budget approvals and policy formulation. The Board also has a strong operational oversight and reviews business plans, key risks and opportunities in the business context. The Board meets at least four

times every calendar year and the maximum time gap between any two meetings is not more than 120 days. During the year ended March 31st, 2019, the Board met eleven times during the Financial year 2018-19 on the following dates:-

02.05.2018	24.09.2018
08.05.2018	29.09.2018
30.05.2018	14.11.2018
13.06.2018	16.01.2019
25.07.2018	11.02.2019
14.08.2018	

A detailed agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes, where applicable, is sent to each Director before the date of the Board and Committee meetings.

Important decisions taken by the Board and its committees are promptly communicated to the concerned leadership team for execution and status reports on actions taken are reported at subsequent meeting(s). The Managing Director is responsible for implementing corporate strategy, planning, external contacts and Board matters. The Departmental Heads are responsible for all day-to-day operations-related issues, profitability, productivity, recruitment and employee retention for their divisions. The Board specifically considers internal financial control systems, financial reporting, approval of quarterly/annual results, major accounting provisions and write-offs/write backs etc. The minutes of the meetings of the Audit and other Committees of the Board are also being noted and considered by the Board of Directors.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, the Board is also kept informed of major events and approvals are taken wherever necessary.

The Company provides Audio/Video conference facility to the Board Members, (if required) for participation by the Directors in Board/Committee meetings in case he/she is not able to attend the meeting due to prior commitments.

Board of Directors

The Details of Composition and category of Directors, their attendance at the Board Meetings and the last

Annual General Meeting (AGM) held during the Financial Year 2018-19 and the number of Directorships and Committee Chairmanships/Memberships held by them in other Public Limited Companies as on 31st March, 2019 are as follows: -

Name of Director	Category	FY 2018-19 Attendance****		No. of Directorship(s)/Membership(s)/ Chairmanship(s) held in other companies			Share-Holding	
		BM	Last AGM 28.09.18	Membership in other Listed Entities**	No. of D'ship*	Committees***		
						Member		Chairman
Mr. S.R. Mehta###	Non Executive Promoter Director	11	Yes	Ind-Swift Limited (Executive Director)	4	Nil	Nil	2,33,600
Mr. N.R. Munjal	Executive Promoter Director	6	Yes	Ind-Swift Limited (Non- Executive Director)	3	Nil	Nil	9,20,724
Mr.Himanshu Jain	Executive Promoter Director	10	Yes	Ind-Swift Limited (Non- Executive Director)	4	1	Nil	4,06,961
Mr. Rishav Mehta	Executive Promoter Director	11	Yes	Ind-Swift Limited (Non- Executive Director)	2	Nil	Nil	4,54,545
Dr. G. Munjal###	Non Executive Promoter Director	10	Yes	Ind-Swift Limited (Executive Director)	4	Nil	Nil	60,900
Dr. V.R. Mehta###	Non Executive Promoter Director	11	Yes	Ind-Swift Limited (Executive Director)	3	1	Nil	52,900
Dr. J.K. Kakkar###	Independent Director	11	Yes	Ind-Swift Limited (Independent Director)	1	1	Nil	5,000
Mr. S.V. Singh#	Nominee Director (SBI)	2	No	Nil	Nil	Nil	Nil	Nil
Dr. Ashwani Kumar Vig###	Independent Director	10	Yes	Nil	Nil	Nil	Nil	Nil
Sh. Prabhat Khurana	Independent Director	11	Yes	Nil	Nil	Nil	Nil	Nil
Mr. Sri Prakash Sharma	Independent Director	11	No	Ind-Swift Limited (Independent Director)	1	3	Nil	Nil
Mr. J.S Ahluwalia###	Independent Director	8	Yes	Ind-Swift Limited (Independent Director)	1	Nil	Nil	Nil
Ms. Poonam Maini##	Independent Women Director	7	No	Nil	1	Nil	Nil	Nil
Ms Neerja Chathley####	Independent Women Director	-	N.A	Nil	Nil	Nil	Nil	Nil

*Excludes Directorship in Ind Swift Laboratories Limited, alternate Directorships and Directorships in Private Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

**Represents directorships in listed Companies and category of directorship other than Ind Swift Laboratories Limited.

***Represents Chairmanships/Memberships of Audit and Stakeholders Relationship Committees in listed/unlisted public limited companies (excluding Ind Swift Laboratories Limited)

**** includes the meeting attended through Audio/video mode.

Notes:-

- a) Dr. Gopal Munjal & Sh. N R Munjal; Sh. S R Mehta, Dr. V R Mehta and Sh. Rishav Mehta are related to each others. None of the other Director is related to any other Director.
- b) None of the Directors hold the office of Director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of SEBI (LODR), Regulations 2015.
- c) # ceased to be Director w.e.f. 17.10.2018.
- d) ## ceased to be Director w.e.f. 11.02.2019.
- e) ### ceased to be Director w.e.f. 23.04.2019.
- f) #### appointed as an Independent Women Director w.e.f. 10.05.2019.

Relationship between Directors Inter-se

Mr. N R Munjal and Dr. Gopal Munjal, both Directors are related to each other as brothers. Mr. S R Mehta and Dr. V R Mehta, both Directors are also related to each other as brothers and both are also related to Mr. Rishav Mehta as uncles. None of the other Directors are related to any other Director.

Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a term of 5 consecutive years from their respective date of appointment.

Formal Letter of appointment to Independent Directors

In accordance with Regulation 25 of the SEBI (LODR) Regulations, 2015 the Company has issued formal letters of appointment to all the Independent Directors.

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

Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, Independent Directors are independent in terms of Listing Regulations, 2015.

Independent Directors Role

As trustees of shareholders, Independent Directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgment on matters of strategy, risk management,

control and business performance. The Directors' Report contains the disclosures regarding fulfillment of the requisite independence criteria by Company's Independent Directors.

Terms and conditions of appointment of Independent Directors

The Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required from him / her under the Act, SEBI Regulations and other relevant regulations and his / her affirmation is taken with respect to the same.

INFORMATION SUPPLIED TO THE BOARD

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

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

- Annual operating plans and budgets and any update thereof.
- Capital budgets and any updates thereof.
- Annual and Quarterly financial results for the Company and its operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration

of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.

- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property and any other acquisition.
- Significant labour problems and their proposed solutions. Any significant development on Human Resources / Industrial Relations front, like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' service, such as nonpayment of dividend, delay in share transfer, etc.

Familiarization Programme

Pursuant to the provisions of the Act and Regulation 25 (7) of the Listing Regulations, the Company has, during the year, conducted familiarization programme for its Independent Directors and other Directors.

Senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc.,

and seek their opinions and suggestions on the same. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time. Any new Director who joins the Board is presented with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Policy on Material Events, Whistle Blower Policy, Risk Management Policy and Policy on Prevention of Sexual Harassment policy.

The Statutory Auditors, Internal Auditors and Company Secretary of the Company makes presentations to the Board of Directors with regard to regulatory changes from time to time while approving the financial results.

The details of familiarization programmes are available on the website of the Company. The weblink of the same is https://www.indswiftlabs.com/storage/2018/07/Familiarisation_Programme_for_Independent_Directors.pdf

SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on February 11th, 2019 as required under Schedule IV of the Act (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations.

At the Meeting, the Independent Directors:

- a) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- b) Reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- c) Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the said Meeting.

Confirmation from the Board

The Board of Directors have taken on record that all the

Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are Independent of the management.

Ms. Poonam Maini, Dr. J K Kakkar, Dr. Ashwani Kumar Vig and Sh. J S Ahluwalia, Independent Directors resigned from the Directorship of the Company before the expiry of their respective term of appointments.

Appointment /Re-appointment of Directors

Sh. Rishav Mehta shall be retiring by rotation in the forthcoming Annual General Meeting and seek re-appointment. As required under Regulation 36 (3) of the Listing Regulations, particulars of the Directors seeking appointment / re-appointment are given in the Explanatory Statement to the Notice of the AGM.

COMMITTEES OF THE BOARD

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

A. AUDIT COMMITTEE

The terms of reference of Audit Committee have been adopted in line with the provisions of Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details regarding constitution, terms of reference and meetings held/ attendance is as under: -

I. Constitution and attendance of the Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013, read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit committee of the Company presently consists of three Directors and majority consists of independent and non-executive Directors. The chairman of Audit Committee is Mr. Prabhat Khurana who has experience of financial matters and its management. Members of the

Audit Committee possess financial / accounting expertise / exposure.

Four meetings of audit committee were held during the period 1st April 2018 to 31st March 2019 on 30.05.2018, 14.08.2018, 14.11.2018, and 11.02.2019. The necessary quorum was present at all the meetings. The Chairman of the Audit Committee Mr. Prabhat Khurana was present at the last Annual General Meeting of the Company held on 28th September, 2018. The maximum gap between any two Audit Committee Meetings was less than 120 days.

The constitution of audit committee and attendance of each member is as under:-

Name	Designation	Category	No of Meetings Attended
Mr. Prabhat Khurana	Chairman	Non-Executive, Independent	4
Mr. N R Munjal	Member	Executive, Promoter	3
Sh. S P Sharma	Member	Non-Executive, Independent	4
Dr. J K Kakkar*	Member	Non-Executive, Independent	4
Mr. S V Singh**	Member	Non-Executive, Independent	2

*ceased to be member of Committee w.e.f 23.04.2019.

**ceased to be member of Committee w.e.f 01.10.2018.

Sh. Pardeep Verma AVP-Corporate affairs & Company Secretary acts as Secretary of the Audit Committee in conformity to Section 177.

The Audit Committee meetings are also attended by the Jt. Managing Director, Chief Financial Officer and the Statutory Auditors of the Company. The Internal Auditors and Cost Auditors of the Company are also invited to the meetings, as and when required. The Committee also invites such of the executives, as it considers appropriate to seek any clarification.

During the year, the Committee reviewed the key audit findings covering operational, financial, compliances, internal financial controls and reporting system. The Chairman of the Audit

Committee briefs the Board about the significant discussions at the Audit Committee meetings.

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

II. Terms of Reference/ Role of Audit Committee: -

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

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommendation to the Board for appointment, reappointment, remuneration and terms of appointment and, if required, the replacement or removal of statutory auditors of the company.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Review and monitoring the auditor's independence and performance, and effectiveness of audit process.
- viii. Approval of transactions with related parties or any subsequent modification thereof and recommend such transactions, if required, to the Board for its approval.
- ix. Scrutiny of inter-corporate loans and investments.
- x. Valuation of undertakings or assets of the company, wherever it is necessary.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Reviewing, with the management, performance of statutory, cost and internal auditors, adequacy of the internal control systems.
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xiv. Discussion with internal auditors of any significant findings and follow up thereon.

- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xviii. To review the functioning of the Whistle Blower mechanism.
- xix. Recommend to the Board for approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- xx. Recommending to the Board the terms of appointment, reappointment and if required, the replacement or removal of cost auditors and internal auditors & fixation of their audit fees & fees for other services.
- xxi. To review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
 - f) Statement of deviations, if any.

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

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

- 2. In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, SEBI (LODR) Regulations or any other applicable law.
- 3. The Committee shall have full access to information contained in the records of the Company and can seek information from any employee of the Company. The Committee may access external professional and legal advice, if so required in discharge of its functions.
- 4. The Audit Committee may make recommendations to the Board on any matter within its purview, by passing appropriate resolutions in its meetings."

B. NOMINATION AND REMUNERATION COMMITTEE

In compliance to the requirements of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board of the Company has constituted "Nomination and Remuneration Committee". Mr. Prabhat Khurana, Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 28th September, 2018. The Committee met three times during the Financial Year 2018-19 i.e. on 14.08.2018, 16.01.2019 and 11.02.2019.

I. Constitution and Attendance of the Committee

Name	Designation	Category	No. of Meetings Attended
Mr. Prabhat Khurana	Chairman	Non-Executive, Independent	3
Mr. S.P Sharma	Member	Non-Executive, Independent	3
Mr. S.V. Singh*	Member	Non-Executive, Independent	0
Dr. J.K. Kakkar**	Member	Non-Executive, Independent	3
Mrs. Neerja Chathley***	Member	Non-Executive, Independent	-

*ceased to be member of Committee w.e.f 17.10.2018.

**ceased to be member of Committee w.e.f 23.04.2019.

***appointed in the Committee w.e.f 10.05.2019.

Sh. Pardeep Verma Compliance Officer of the Company acts as the Secretary of the Committee.

The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013, has been published on the Company website at www.indswiftlabs.com.

II. Terms of Reference

The terms of reference of this Committee is as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the Board, all remuneration, in whatever form payable to Senior Management.
7. The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.
8. To undertake related activities, functions and duties as the Board of Directors may from

time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions including Companies Act, 2013 and rules made thereunder and Listing Agreement with stock exchanges.

9. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.

Performance Evaluation and Criteria for Evaluation

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the Independent Directors, Board of Directors, Committees of Board, Individual Directors, including the Managing Director and Non Executive Directors and Chairperson of the Board.

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The Nomination and Remuneration Committee has laid down a structured questionnaire which is prepared separately for the Board, committees, Chairman and individual Directors, including Managing Director and Independent Directors. The Chairman's performance evaluation is carried out by Independent Directors at a separate meeting. Chairman is evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all the Board members and motivating and providing guidance to the Managing Director. The questionnaire and evaluation process is reviewed in the context of amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The questionnaire for Board evaluation is prepared taking into consideration various aspects of the Board's functioning such as Board members' understanding of

their roles and responsibilities; attendance in the Board meetings and the reporting process; time devoted by the Board to the Company's long-term strategic issues; quality and transparency of Board discussions; quality, quantity and timeliness of the information flow between Board members and management; Board's effectiveness in disseminating information to shareholders and in representing shareholder interests; Board information on industry trends and regulatory developments; and discharge of fiduciary duties by the Board. During the evaluation of the Individual Directors, the Director being evaluated does not participate.

Performance of the committees is evaluated on the basis of their effectiveness in carrying out their respective mandates.

REMUNERATION OF DIRECTORS

The Board on the recommendation of the Nomination and Remuneration Committee has framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of Directors and senior

management based on expertise, experience and integrity of the person. It also weighs the independent nature, personal and professional standing for the diversity in the Board composition.

Remuneration to the Managing Director/ Whole Time Director

The Board / Nomination and Remuneration Committee is authorized to decide the remuneration of the Managing Director and Whole Time Directors, subject to the approval of the members and Central Government, if required. The remuneration structure comprises of salary, commission, perquisites and allowances as per applicable law/ rules.

Annual increments are decided by the Board on recommendation by the Nomination and Remuneration Committee on the basis of the Company's size, their knowledge and expertise, economic & financial position of the Company, industrial trend and compensation paid by the peer Companies, etc. The Remuneration paid to the Executive Directors in respect of the financial year 2018-19 is given below:

(₹ in Lakhs)

Director	Designation	Remuneration for the year ended 31st March, 2019		
		Salary*	Perquisites	Total
Mr. N.R. Munjal	Chairman cum Managing Director	180.00	Nil	180.00
Mr. Himanshu Jain	Jt. Managing Director	180.00	Nil	180.00
Mr. Rishav Mehta	Executive Director	48.00	Nil	48.00

Note: The Remuneration to these Directors has been increased w.e.f 1st April, 2018, the impact of the same has not been captured as the directors have not claimed the increased remuneration before 31.03.2019.

The Contribution to Gratuity Fund has not been shown in the above table in respect of Managing Directors & Whole Time Directors.

*The Salary consists of the fixed component. There is no variable component or Performance linked incentives.

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

During the year the shareholders in their Extra Ordinary General Meeting held on 11/02/2019 have approved the following :-

- 1) The waiver of the excess remuneration paid to Sh. N.R Munjal, Mr. Himanshu Jain & Mr. Rishav Mehta for the period from 23-03-2015 till 22-03-2018 and
- 2) Payment of Remuneration to Sh. N.R Munjal, Mr. Himanshu Jain & Mr. Rishav Mehta w.e.f 23.03.2018

till 22.03.2021. The said approval has been granted in compliance to the Companies Act, amendment notification No.S.O.4823(E) dated 12.09.2018.

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

Remuneration to Non-Executive Directors

Remuneration to Non-Executive Directors comprises sitting fees only. The sitting fee is paid to the non-

Executive Directors as per the provisions of the Companies Act, 2013 and the rules there under.

Sitting fee paid to Directors during the year 2018-19 is as follows:

Sr. No.	Director	Designation	Sitting Fees	Other Expenses	Total
1.	Dr. J.K. Kakkar*	Independent Director	97,500	-	97,500
2.	Sh. J.S Ahluwalia*	Independent Director	42,500	-	42,500
3.	Dr. A.K. Vig*	Independent Director	67,500	-	67,500
4.	Sh. S.V. Singh**	Nominee Director	20,000	-	20,000
5.	Sh. Prabhat Khurana	Independent Director	82,500	-	82,500
6.	Mr. S R Mehta*	Non-executive Chairman	55,000	-	55,000
7.	Dr. Gopal Munjal*	Non-executive Director	50,000	-	50,000
8.	Dr. V R Mehta*	Non-executive Director	55,000	-	55,000
9.	Sh. S P Sharma	Independent Director	77,500	-	77,500
10.	Ms. Poonam Maini***	Independent Director	50,000	-	50,000
11.	Ms. Neerja Chathley****	Independent Director	-	-	-

* Sh. S.R. Mehta, Dr. Gopal Munjal, Dr. V R Mehta, Dr. J K Kakkar, Dr. Ashwani Kumar Vig and Sh J S Ahluwalia ceased to be Director w.e.f. 23.04.2019.

** Sh. S V Singh ceased to be Director w.e.f. 17.10.2018.

*** Ms. Poonam Maini ceased to be Director w.e.f. 11.02.2019.

**** Ms. Neerja Chathley appointed as Director w.e.f 10.05.2019.

The Company has not granted any stock options to the Directors.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been constituted to specifically look into transfer/transmission/demat/remat of shares, issue of duplicate/split/consolidation of share certificates, notices and to attend shareholder's complaints. This Committee meets as may be required. The Company Secretary of the Company Acts as

secretary/ Compliance Officer to the committee .The Company Secretary is authorized to authenticate the transfers/transmissions/issue of duplicate share certificates etc. All requests for dematerialization of shares are processed and confirmed by M/s Alankit Assignments Ltd, Registrars and Share Transfer Agent of the Company. Committee met once during the year.

I. The Constitution and the attendance of the Committee:-

Name	Designation	Category	Attendance
Mr. Prabhat Khurana*	Chairman	Non-Executive, Independent	-
Mr. N.R. Munjal	Member	Executive, Promoter	1
Mr. S.P. Sharma*	Member	Non-Executive, Independent	-
Dr. J.K. Kakkar**	Chairman	Non-Executive, Independent	1
Mr. S.R. Mehta**	Member	Non-Executive, Promoter	1

*appointed in the Committee w.e.f 23.04.2019

**ceased to be member of the Committee w.e.f. 23.04.2019

Sh. Pradeep Verma, Compliance Officer of the Company, acts as the Secretary of the Committee.

During the year, 2018-2019, other than various complaints received by the Company from its fixed Deposit Holders, only 1(one) complaint was received from the Shareholder of the Company. The complaint has been resolved to the satisfaction of the complainant and no complaint was pending.

II. Terms of Reference

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

- 1) To review, consider & resolve complaints received from shareholders security holders and other investors ("stakeholders").
- 2) To review, consider & resolve complaints and other letters received from SEBI, Department of Company Affairs, Stock Exchanges and similar bodies, pertaining to stakeholders.
- 3) To consider, approve or delegate its powers to the officials of the Company or R&T Agent or any other person relating to the following:-
 - a) Transfer and transmission of the securities of the Company
 - b) Consolidation, splitting, renewal & replacement certificates pertaining to securities issued by the Company.
Provided that the new certificate shall be issued only against the surrender of old certificate, which shall be cancelled.
 - c) Dematerialization & Rematerialisation of securities issued by the Company.
- 4) To consider & issue certificates for shares, debentures and other securities issued by the Company and to consider & issue duplicate certificates in lieu of lost, mutilated or destroyed certificates and to authorize

officials of the Company or any other person in this matter

- 5) In addition to the above, the Committee shall have such functions / role / powers, if any, as may be specified in the Companies Act, 2013, Listing Agreement with stock exchanges or any other applicable law / regulations from time to time or as may be assigned by the Board of Directors.
- 6) The Committee shall have full access to information contained in the records of the Company and its R&T Agent.

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

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

D. RISK MANAGEMENT COMMITTEE

Regulation 21 of the Listing Regulations mandates top 500 listed companies based on the market capitalization to constitute a Risk Assessment Committee. Although non-mandatory, Company has constituted a Risk Assessment Committee of the Board.

Evaluation of business risk and managing the risk has always been an ongoing process in the Company. The Risk Assessment Committee assists the Board in fulfilling its corporate governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks.

Composition of the Committee

The Board of the Company has constituted a Risk Assessment Committee, comprising of 3 Directors.

The composition of the Risk Management Committee is as follows:-

Name	Designation	Executive/Non-Executive/ Independent
Mr. Prabhat Khurana*	Chairman/Member	Independent/Non-Executive Director
Mr. N.R Munjal	Member	Executive Director
Mr. S P Sharma*	Member	Independent/Non-Executive Director
Dr. J.K. Kakkar**	Chairman	Independent/Non-Executive Director
Dr. Ashwani Kumar Vig**	Member	Independent/Non-Executive Director

No meeting of the committee was held during the year.

* appointed as member w.e.f. 23.04.2019

**Ceased to be the member w.e.f 23.04.2019

E. COMPENSATION COMMITTEE

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

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

I. Constitution of the Committee

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

Name	Designation	Category
Mr. Prabhat Khurana***	Chairman	Non-Executive, Independent
Mr. N R Munjal	Member	Executive Director
Mr. S P Sharma***	Member	Non-Executive, Independent
Dr. J.K. Kakkar**	Chairman	Non-Executive, Independent
Mr. S.V. Singh*	Member	Nominee Director (SBI)

*Ceased to be the member w.e.f 01.10.2018

**ceased w.e.f. 23.04.2019

***appointed w.e.f. 23.04.2019

II. Terms of Reference

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

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

- Formulation of the detailed terms and conditions of the ESOS.

F. SUB-COMMITTEE OF BOARD

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

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

Name	Designation	Executive/ Non-Executive/ Independent	No. of Committee Meeting held during their Tenure	No. of Committee Meeting attended
Mr. N.R Munjal	Chairman/ Member	Executive Director	7	6
Mr. Himanshu Jain	Member	Executive Director	7	6
Mr. Prabhat Khurana*	Member	Independent/Non- Executive Director	-	-
Mr. S P Sharma*	Member	Independent/Non- Executive Director	-	-
Dr. J.K. Kakkar**	Member	Independent/Non- Executive Director	7	6
Dr. Ashwani Vig**	Member		7	7

*appointed as member w.e.f. 23.04.2019

**ceased to be the member w.e.f 23.04.2019

G. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance to the provisions of Section 135 of the Companies Act, 2013, with respect to Corporate Social Responsibility, the Company has constituted a Corporate Social Responsibility Committee to monitor and review the CSR Policy of the Company from time to time and other function, as defined by the Board or as may be stipulated under any law, rule or regulation including listing regulations and Companies Act, 2013 or under any applicable law, as may be prescribed from time to time. The composition of the Committee is as follows:

Name	Designation	Executive/Non-Executive/ Independent
Mr. N.R Munjal	Chairman	Executive Director
Mr. Prabhat Khurana	Member	Independent/Non-Executive Director
Mr. S P Sharma	Member	Independent/Non-Executive Director

The committee met once during the year.

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

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

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

Exclusive email ID for investors: The Company has designated the email id investor@indswiflabs.com exclusively for investor servicing, and the same is prominently displayed on the Company's website: www.indswiflabs.com.

GENERAL BODY MEETINGS FOR LAST THREE YEARS

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

Date	Financial Year	Category	Venue	Time	Special Resolutions
11th February, 2019	2018-19	EGM	PHD Chamber of Commerce & Industry, Sector-31-A	09:30 A.M.	Six Special Resolution w.r.t. to waiver of excess remuneration paid to executive directors i.e. Mr. N.R. Munjal, Mr. Himanshu Jain and Mr. Rishav Mehta for the period 23rd March, 2015 to 22nd March, 2018 and approval of payment of remuneration to executive directors for the period 23rd March, 2018 to up to 22nd March, 2021
28th September, 2018	2018-19	23rd AGM	PHD Chamber of Commerce & Industry, Sector-31-A	10:30 AM	Five Special Resolutions w.r.t re-appointment of independent directors Dr. J K Kakkar, ratification of beneficial owner details of Allottees of Optionally Convertible Debentures(OCDs) and approval of payment of Remuneration to Executive Directors i.e Mr. N.R. Munjal, Mr. Himanshu Jain and Mr. Rishav Mehta for period of five years up to 22nd March, 2023
9th June, 2018	2018-19	EGM	PHD Chamber of Commerce & Industry, Sector-31-A	10.30 AM	-Issuance of equity shares on preferential basis for restructuring of existing loan. -Issuance of optionally convertible debentures on preferential basis.
28th March, 2018	2017-18	EGM	PHD Chamber of Commerce & Industry, Sector-31-A	10.30 AM	To Consider and approve the issue of Debt Securities of upto ₹1,500 crores
26th September 2017	2017-18	22nd AGM	PHD Chamber of commerce & Industry, Sector-31 A, Chandigarh	10.30 A.M	Approval of higher limits for making/granting Loans/Investments or Guarantees.
30th September, 2016	2016-17	21st AGM	PHD Chamber of commerce & Industry, Sector-31 A, Chandigarh	10.30 A.M.	Re-appointment of Mr. Prabhat Khurana as Independent Director

EGM- Extra Ordinary General Meeting

AGM – Annual General Meeting

In respect of the businesses to be transacted at the Annual and Extra-Ordinary General Meetings, e-voting facility was extended to the members of the Company. In respect of shareholders who could not cast their votes through e-voting, polling facility through

ballot paper was provided at the venue of the Annual General Meeting. All the resolutions were passed with overwhelming majority. The Company had not passed any resolution through postal Ballot.

All the resolutions, including special resolutions set out in the respective notices were passed by the shareholders.

Postal Ballot

No postal Ballots were used for voting at the meeting held during the year under review.

No special resolution is proposed to be passed through Postal Ballot at the forthcoming Annual General Meeting.

MEANS OF COMMUNICATION

- a) All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges, where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems.
- b) The Company intimates un-audited quarterly, half-yearly and audited quarterly and annual financial

results to the Stock Exchanges immediately after these are approved and taken on record by the Board. These financial results are normally published in the Financial Express (English) and Jansatta (Hindi).

- c) The quarterly results, Shareholding Pattern, quarterly/half yearly/annual compliances and all other material events or information as detailed in Regulation 30 of the Listing Regulations are filed electronically with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited through BSE Online portal. These communications are also posted on the Company's website www.indswiflabs.com.

GENERAL SHAREHOLDER INFORMATION

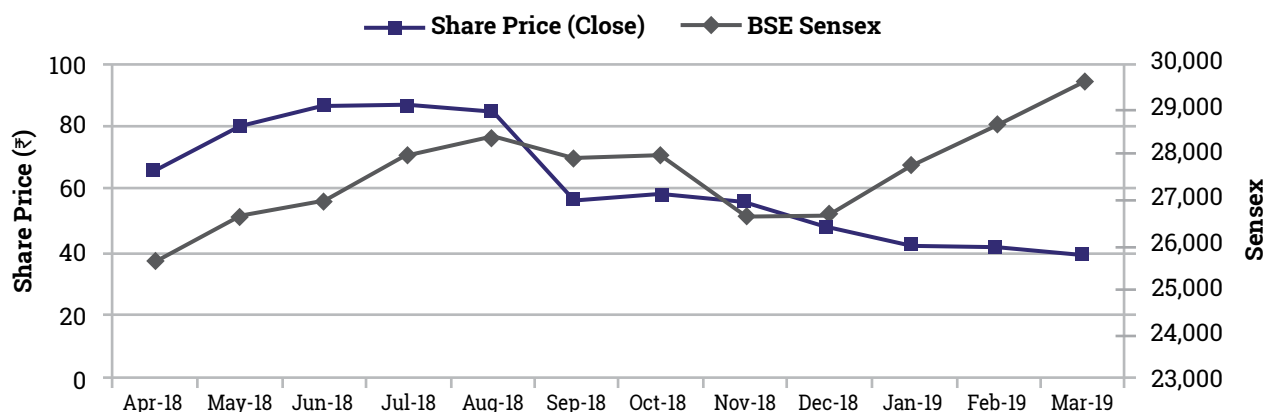
AGM: Date, Time and Venue	30th September, 2019 at 10:30 AM at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh 160031
Financial year of the Company	April, 2019 to March, 2020
Quarterly Results Calendar	(i) First Quarter Results- By 10th August, 2019
	(ii) Half-yearly Results- By 14th November, 2019
	(iii) Third Quarter Results- By 14th February, 2020
	(iv) Results for the year ending 31st March, 2020- By 30th May, 2020
Date of Book Closure	26th September, 2019 to 30th September, 2019 (both days inclusive).
Dividend Payment	The Board has not proposed any dividend for the Year ended 31st March, 2019.
Listing on Stock Exchanges	The Company's shares are listed at The Stock Exchange, Mumbai (BSE) and The National Stock Exchange of India Limited (NSE). The Annual Listing Fee of both the exchanges has been paid up to date.
Stock Code	532305 on BSE INDSWFTLAB on National Stock Exchange (NSE)
Demat ISIN No. for NSDL and CDSL	INE915B01019

Monthly Share Price Movement during 2018-19 at BSE & NSE

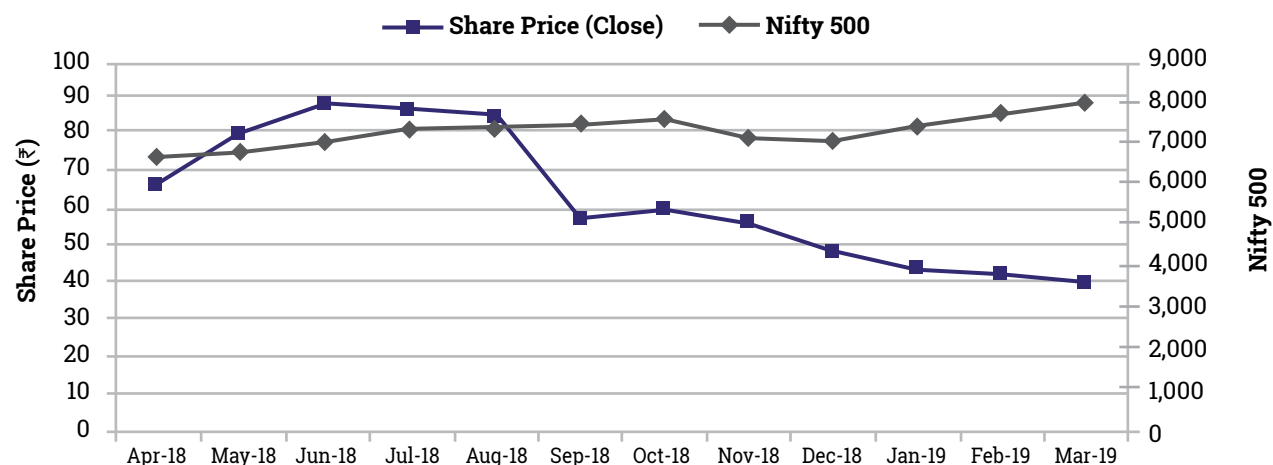
Month	BSE			NSE		
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)	Volume
April-18	68.00	56.50	66,143	69.00	57.00	3,08,036
May-18	82.00	61.20	3,23,345	81.05	58.50	12,15,817
June-18	110.75	66.50	16,44,881	109.95	65.60	25,76,925
July-18	93.90	78.00	2,82,156	93.85	75.60	12,09,613
August-18	97.60	81.00	4,19,308	98.00	80.60	12,52,594
September-18	88.00	57.20	1,25,655	88.40	56.60	7,25,371
October-18	61.60	53.70	48,757	62.00	53.00	3,13,769
November-18	64.25	52.00	86,157	64.25	52.30	2,61,406
December-18	56.85	47.00	1,88,928	57.45	47.30	2,17,496
January-19	52.05	42.00	1,25,450	52.10	42.15	2,84,264
February-19	53.00	40.75	1,58,632	52.70	40.50	8,07,265
March-19	51.90	39.10	1,51,512	47.95	39.00	5,64,863

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

STOCK PRICE MOVEMENT IN COMPARISON WITH BSE SENSEX



STOCK PRICE MOVEMENT IN COMPARISON WITH NSE NIFTY



Registrar and Transfer Agent

Transfer Agent for physical transfer and Demat of Shares:

M/s Alankit Assignments Ltd.

205-208 Anarkali Market

Jhandewalan Extension,

New Delhi-110 055

Tel:- +91-11-42541965, 42541953

Fax:- +91-11-41540064

E-mail: info@alankit.com

Website: www.alankit.com

Share Transfer System

- The Share Transfer/shareholders Grievance Committee approves the transfer and transmission of shares, issue of duplicate share certificates and related matters. The transfers received are processed within 15 days of the receipt of the same subject to the transfer document being complete and valid in all respects. The Committee also monitors the redressal of Investor's grievances. As on 31st March, 2019, there were no shares pending for transfer.
- The practicing Company Secretary appointed by the Board is conducting Share Capital Audit of the Company on quarterly basis and report is being filed with the stock exchanges.
- M/s Alankit Assignments Ltd., Registrar and Transfer Agent appointed by the Company have adequate infrastructure to carry out the share transfer, transmission and other related assignments.
- The Company has during the year under review received 01 complaint from shareholders and all the complaints have been duly settled. There was no unsettled complaint as on 31st March, 2019.

Secretarial Audit

- a) As per Regulation 40(9) of the Listing Regulations, a

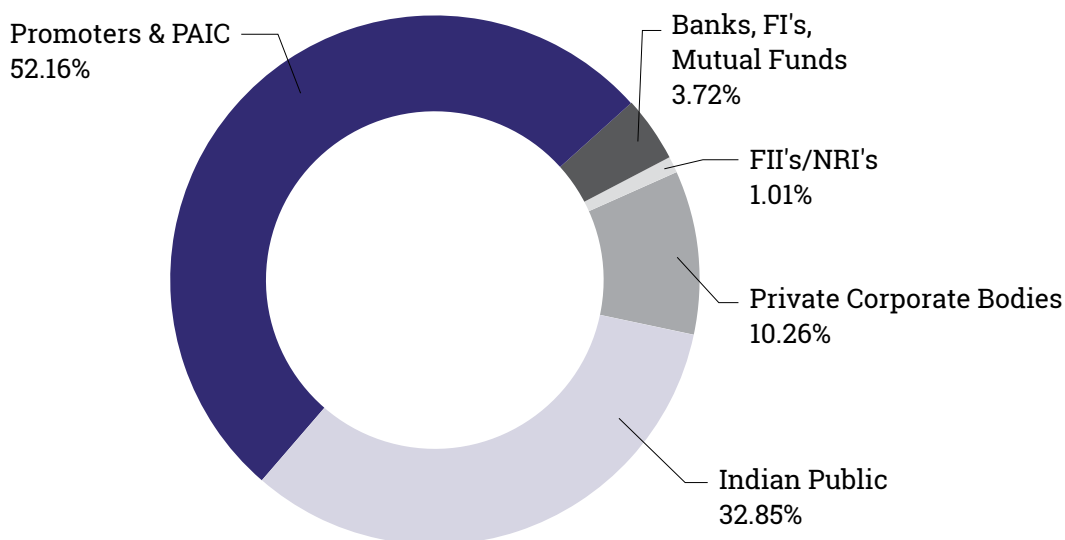
Certificate from the Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time on half yearly basis confirming due compliance of share transfer formalities by the Company.

- b) Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- c) Mr. Vishal Arora, Practicing Company Secretaries, has conducted a Secretarial Audit of the Company for FY 2018-19. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made there under, its Memorandum and Articles of Association, Listing Regulations and the applicable SEBI Regulations. The Secretarial Audit Report forms part of the Board's Report.

Distribution of Equity Shareholding as on March 31, 2019.

Category	No. of Shares Held	%age of Shareholding
Promoters & PAIC	2,48,14,017	52.16
Banks, FI's, Mutual Funds and UTI	17,71,949	3.72
FII's & NRI's	4,78,901	1.01
Private Corporate Bodies	48,79,383	10.26
Indian Public	1,56,24,940	32.85
Total	4,75,69,190	100.00

Shareholding Pattern as on March 31, 2019



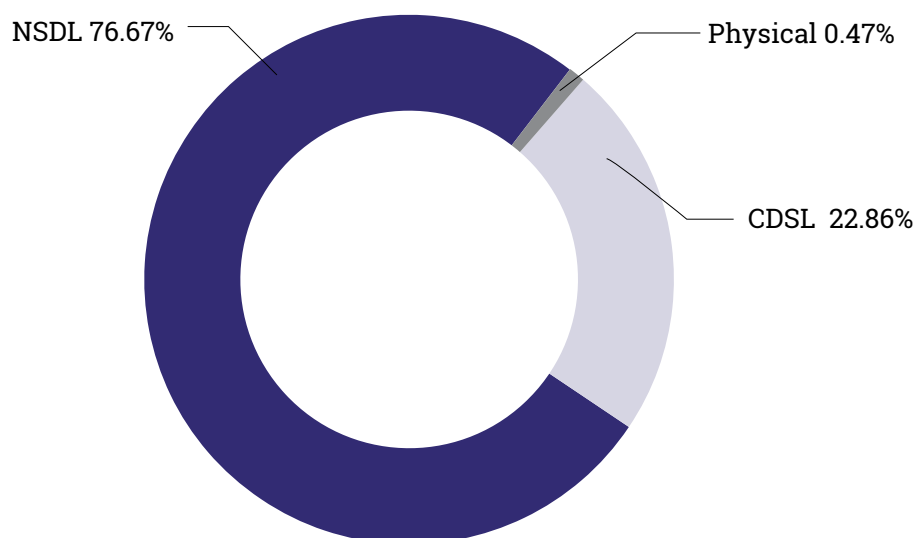
Distribution Schedule as on 31st March 2019

No. of shares held	No. of Share Holders	% age of Total Holders	No. of Shares	% age of Total Equity
1 to 100	7,039	48.022	4,26,016	0.896
101 to 500	4,997	34.091	14,21,409	2.988
501 to 1,000	1,240	8.460	10,35,509	2.177
1,001 to 5,000	975	6.652	22,46,775	4.723
5,001 to 10,000	159	1.085	11,83,471	2.488
10,001 to 20,000	103	0.703	14,83,062	3.118
20,001 to 30,000	36	0.246	9,07,700	1.908
30,001 to 40,000	19	0.130	6,65,713	1.399
40,001 to 50,000	13	0.089	5,66,076	1.190
50,001 to 1,00,000	31	0.211	22,96,751	4.828
1,00,001 to 5,00,000	32	0.218	71,50,541	15.032
5,00,001 to above	14	0.096	2,81,86,167	59.253
TOTAL	14,658	100.00	4,75,69,190	100.00

Dematerialization of Shares

The shares of the company are available for trading in the Depository system of both the National Securities Depository Limited and the Central Depository Services (India) Limited.

Mode of Shares	Number of Shares	%
Physical	2,26,104	0.47
CDSL	1,10,05,590	22.86
NSDL	3,63,37,496	76.67
Others	Nil	Nil
Total	4,75,69,190	100.00



Outstanding GDRs/ADRs/Warrants or any convertible instruments.

The Company issued 25,00,000 Global Depository Receipts (GDRs) to FIIs on 12th August, 2005 after getting the previous approval from the shareholders in the Extra-Ordinary general Meeting held on 27th April, 2005. These GDRs were listed at the Luxemburg Stock Exchange. As on 31/03/2019, 23,500 GDR's were outstanding.

Commodity price risk or foreign exchange risk and hedging activities

The Company exports finished goods and imports raw materials of few products. The international trade is primarily in USD and Euro which are major convertible currencies, and to that extent the exposure to foreign exchange risk exists. However, exports and imports of the Company are in the same currencies, therefore, a natural hedge for these currencies exist.

The Company has not entered into any hedging activities and not dealt in commodity price or foreign exchange risk activities during the financial year 2018-19.

Optionally Convertible Warrants

There are no Outstanding Warrants for Conversion. But as on 31-03-2019, 1,15,17,670 Optionally Convertible Debentures (OCDs) are outstanding for conversion.

Reconciliation of Share Capital Audit

Pursuant to the provisions of SEBI (Depositories & Participant) Regulations, 2018, quarterly audit is being undertaken by a Practicing Company Secretary for reconciliation of share capital of the Company.

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

Registered Office

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

Plant Locations

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

Research and Development Facility

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

Compliance Officer

Pardeep Verma

AVP-Corp. Affairs & Company Secretary
Ind-Swift Laboratories Limited
Corporate Office
SCO 850, Shivalik Enclave,
NAC, Manimajra
Chandigarh 160101
Tel: - +91-172-2730920
Fax: - + 91-172-2730504
Email: pardeep.verma@indswiftlabs.com

Nomination Facility

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Desirous Members may approach to the Company or to the Registrar & Share Transfer Agents of the Company, for the shares held in physical form and to the respective Depository Participant for shares held in demat form, for availing the same facility.

List of credit ratings obtained/revision

During the Financial Year, 2018-19, The company has obtained the credit rating from CARE which had granted 'CARE C' credit rating to the Company which denotes-Stable Ranking.

OTHER DISCLOSURES

Related Party Transactions

The Board of Directors have approved a policy for related party transactions and has been uploaded on the Company website http://www.indswiftlabs.com/pages/Related_Party_Transactions_Policy_Procedures.pdf. There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries, or relatives, etc. that may have potential conflict with the interests of the Company at large. All transactions entered with related parties during the year ended 31st March, 2019 as mentioned under Companies Act, 2013 and Regulation 23 and 27(2)(b) of the Listing Obligations & Disclosures Regulations (LODR) were in the ordinary course of business and on arm's length pricing basis. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with related parties are disclosed in Note No. XXVIII of Notes to the accounts in the Financial Statements for the year.

Statutory Compliance, Strictures and Penalties

The Company has complied with the requirement of the Stock Exchanges, SEBI and other statutory authority on matters related to capital markets during the last three years. No strictures or penalties have been imposed on the Company by these authorities.

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

Preferential Issue of 17,71,949 Equity Shares

The Board of Directors of the Company in their meeting held on 25th July, 2018, allotted 17,71,949 Equity Shares of ₹10/- each at a premium ₹55.50/- to Edelweiss Asset Reconstruction Company Limited ("EARC") for the part of the Unsustainable debt portion of Restructured Rupee Loan to be converted into Equity Shares and the Sustainable debt portion of Restructured Rupee Loan to be payable as per the agreed terms and conditions as settled between the Company and the EARC. The Shareholder approval for the same was taken at Extra General Meeting held on June 9, 2018.

Non Convertible Debentures (NCDs) issue

During the Financial Year 2018-19, The Company has issued 4245 Secured listed rated Redeemable, Non-Convertible Debentures (NCDs) of a face value of ₹10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to ₹424,50,00,000/- (Rupee Four Hundred Twenty Four Crores and Fifty Lakhs only) to Edelweiss Asset Reconstruction Company Limited ("EARC") to settle/discharge the secured debt through infusion of fresh funds and for meeting the cash flow requirement of Company.

Optionally Convertible Debentures (OCDs) issue

On 25th July, 2018, the Company has issued 1,15,17,670 Optionally Convertible Debentures of face value of ₹10/- each at an issue price of ₹65.50 per OCD including

a premium of ₹55.50 per OCD for an aggregate sum of upto ₹75.44 crores to EC Special Situations Fund and Edelweiss India Special Situations Fund II, respectively, to settle/discharge the secured debt through infusion of fresh funds and for meeting the cash flow requirement of Company and strengthening the Capital structure.

Issue of 5,19,989 Equity Shares under ESOP

During the Financial Year 2018-19, on 24th September, 2018, the Company has allotted 5,19,989 equity shares to its eligible employees under the "Employee Incentive Scheme 2014". The Company has received the 100% allotment money at the rate of ₹10/- per share.

Utilisation of Proceeds of the NCD/OCD Issue

The funds raised from the NCD & OCD issue has been utilized for the purposes for which it were raised that is settlement of the dues of the State Bank of India, Bank of Baroda, Phoenix ARC, Edelweiss, Canara Bank, IDBI, SBI (Halcyon Life Sciences) & SC Lowy.

Certificate from Company Secretary

The Company has obtained a certificate from Mr. Vishal Arora, Company Secretary in Practice regarding qualification/disqualification of Directors to Act as Director of the Company which is attached as Annexure – 1 to the Corporate Governance Report.

Disclosure of non-acceptance of Committee recommendation by the Board

During the Financial Year 2018-19, the Board has accepted all the recommendation/submission of its' Committees.

Total fees for all services paid by the listed entity and its subsidiaries, to the Statutory Auditor (Consolidated payment)

The detail of payment of total fees to the Statutory Auditor during the Financial Year 2018-19 is as under:-

Sr. No.	Particulars of Expenses	Fee Paid (in ₹ Lakhs)
1.	Statutory Audit	4.00
2.	Certifications	1.00
3.	Out of Pocket Exp.	1.22
Total		6.22

Policy on Prevention of Sexual Harassment at Workplace

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment Act, 2013. The Company has a 'Policy for prevention of Sexual Harassment'. As per the Sexual Harassment Act, the policy mandates strict confidentiality and recognises the right of privacy of every individual. As per the policy, any employee may report a complaint to the 'Internal Complaints Committee' formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy.

During the year, no complaint pertaining to sexual harassment was received by the Company.

Whistle-Blower Policy / Vigil Mechanism

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

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

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as

well as on the Company's website www.indswiftlabs.com at the web link: www.indswiftlabs.com/pages/Whistle_Blower_Policy.pdf

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

IND-AS

The Company adopted Indian Accounting Standards (Ind-AS) from 01 April, 2017 with the transition date of 01 April 2016 and accordingly the financial results of the Company for all the quarters / annual have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind-AS).

Subsidiary Companies

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

- i. The Audit Committee reviews financial statements of the subsidiary companies, along with investments made by them.
- ii. The Board of Directors reviews all the significant transactions and arrangements, if any, of subsidiary companies. The Company has formulated a policy for determining its 'Material' Subsidiaries.

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

Ind-Swift Laboratories Limited does not have a material non-listed Indian subsidiary. As per Regulation 24 of SEBI (LODR) Regulations, 2015 a "material non-listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

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

http://www.indswiftlabs.com/pages/Policy_for_determining_Material_Subsidiaries.pdf

Compliance of Corporate Governance Provisions

There is no Non-compliance of any requirement of Corporate Governance Report of Sub Para (2) to (10) of Part C of Schedule V the Listing Regulations. The Company has also complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 with all the mandatory requirements laid down by SEBI (LODR) Regulations, 2015. The non-mandatory requirements complied with has been disclosed at relevant places.

Risk Management

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

Non-Mandatory Requirements

A. The Board

The Chairman of the Board does not maintain a Chairman's office at the Company's expense.

B. Shareholders Right

The quarterly and half yearly results are published in widely circulating dailies such as Financial Express, in English and Jansatta in Hindi. These are not sent individually to the shareholders but hosted on the website of the Company.

C. Audit Qualification

There are no qualifications contained in the Audit Report.

D. Reporting of Internal Auditors

The Internal Auditor of the Company reports to the Audit Committee, their reports are reviewed by the

Audit Committee.

Risk Management

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

MARKET CAPITALISATION AND PRICE-EARNINGS RATIO:

	As on 31.03.2019	As on 31.03.2018
a. Closing Price (BSE) (₹)	39.25	57.30
b. Market Capitalization (₹ In lakhs)	18,670.91	25,943.87
c. Price-Earnings Ratio	3.82	14.65

UNCLAIMED SHARES

Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company reports that there are no unclaimed shares as on 31st March, 2019.

DEBENTURE TRUSTEE

Vistra ITCL (India) Limited

The IL&FS Financial Centre, Plot C- 22, G Block, 7th Floor,
Bandra Kurla Complex, Bandra (East), Mumbai 400051

Place: Chandigarh

Date: 10th August, 2019

N.R. Munjal

Chairman and Managing

Director

ANNEXURE-I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
IND SWIFT LABORATORIES LIMITED
SCO 850, SHIVALIK ENCLAVE, NAC,
MANIMAJRA CHANDIGARH

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of IND SWIFT LABORATORIES LIMITED having CIN L24232CH1995PLC015553 and having registered office at SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA CHANDIGARH (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors (from Sr. No. 1 to 11) who were on the Board of the Company as on 31st March, 2019, as stated below were debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority except Dr. GOPAL MUNJAL (DIN 00005196), Mr. SANJEEV RAI MEHTA (DIN 00005668) and Dr. VIKRANT RAI MEHTA (DIN 00010756) who were disqualified, w.e.f 04.04.2019 under section 164(2) of the Companies Act 2013.

S.NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1	HIMANSHU JAIN	00014533	04.01.1995
2	NAVRATTAN MUNJAL	00015096	04.01.1995
3	SRI PRAKASH SHARMA	00475413	05.07.2017
4	RISHAV MEHTA	03028663	23.03.2010
5	PRABHAT KHURANA	03289193	25.03.2015
6	VIKRANT RAI MEHTA*	00010756	04.01.1995
7	JATENDAR KUMAR KAKKAR*	00015493	09.01.1997
8	ASHWANI KUMAR VIG*	07080817	31.12.2014
9	GOPAL MUNJAL*	00005196	04.01.1995
10	SANJEEV RAI MEHTA*	00005668	04.01.1995
11	JAGVIR SINGH AHLUWALIA*	06930649	08.06.2018
12	NEERJA CHATHLEY	08448077	10.05.2019

*Dr. GOPAL MUNJAL (DIN 00005196), Mr. SANJEEV RAI MEHTA (DIN 00005668), Dr. VIKRANT RAI MEHTA (DIN 00010756), Dr. JATENDER KUMAR KAKKAR (DIN 00015493), Dr. ASHWANI KUMAR VIG (DIN 07080817), Mr. JAGVIR SINGH AHLUWALIA (06930649) ceased to be member of the Board w.e.f 23.04.2019.

Further, none of the Directors presently on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of companies.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Vishal Arora
Company Secretary
FCS No. 4566
CP No. 3645

Place: Chandigarh
Date: 10.08.2019

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF IND-SWIFT LABORATORIES LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **IND-SWIFT LABORATORIES LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement for Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards

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

Key Audit Matters

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

Key Audit Matters	How our audit assessed Key audit matters
<p>Revenue Recognition</p> <p>For the year ended March 31, 2019, the Company has recognised revenue from contracts with customers amounting to ₹724.42 Crores. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer. The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognised in the correct period. Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual. Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognised before the risk and rewards have been transferred. Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the Ind AS financial statements. (Refer Notes on account no. XV of notes on accounts)</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'. Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates. Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognised as per the shipping terms. To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognised to underlying arrangements with customers and other supporting documents. Obtained confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards.

Key Audit Matters	How our audit assessed Key audit matters
<p>Change in Estimate</p> <p>Intangible assets include the R&D Technology with a carrying value amounting to ₹118.81 crores in the beginning of the year. During the year, the Company has changed its accounting estimate with respect to life of Intangible asset .Our audit focused on this area because the revision of Life of Intangible assets requires management to make a number of key judgments and estimates with respect to change in life of assets in accordance with Ind AS-38"Intangible asset.</p> <p>Accordingly, Change in life of intangible assets has been considered as a key audit matter.</p> <p>Refer Notes to accounts No.1(vii) to the Financial statements</p>	<ul style="list-style-type: none"> • We have assessed the management and the internal technical committee controls over the change in estimate of the carrying value of Intangible Asset to determine whether any change in estimate was required. • We assessed the Company's valuation methodology applied in estimating the life of intangible assets. • Performed sensitivity analysis around the key assumptions used by management in change in estimate testing to understand the impact of reasonable changes in assumptions on the estimated recoverable amounts. • Assessed the disclosures included in the financial statements in note 1(vii) to the Ind AS financial statements.
<p>Evaluation of Uncertain tax Positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes to accounts No. XXIII to the Financial statements</p>	<ul style="list-style-type: none"> • Obtained the details of completed tax assessments and demands as on 31/03/2019 from Management. • We involved our expertise to challenge the management's underlying assumptions in estimating tax provision and the possible outcome of the disputes. • We have also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

Key Audit Matters	How our audit assessed Key audit matters
<p>Settlement of Debts & raising of funds</p> <p>The Company has executed Master restructuring Agreement with Edelweiss assets restructuring company limited for settlement of its outstanding debts of ₹217.78 crores which is restructured into term loan of ₹132 crores and in addition to term loan 1771949 equity shares of ₹10 each at ₹65.50 (55.50 premium) are also allotted. Further, the Company has raised funds by issuing NCDS & OCDS of ₹424.50 crores & ₹75.44 crores respectively for settlement of outstanding debt of SBI & other banks. Our audit focused on this area as this has impacted the profit & loss of the Company and is of the significant nature.</p> <p>Accordingly it is considered as Key audit Matter.</p> <p>Refer Note no.XI &XII of notes on accounts.</p>	<ul style="list-style-type: none"> • We have assessed and made detailed study of the agreements executed and the impact thereof. • Performed sensitivity analysis around the key assumptions used by management in applying Ind AS-109 "financial Instruments". • We assessed the Company's valuation of price for issuance of shares under private placement for raising funds. • We have assessed the compliance of various sections of Companies Act. • Assessed the disclosures included in the financial statements in note XI &XII to the Ind AS financial statements.

Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters in the Notes to the financial statements:

- The Fixed Deposit Scheme was restructured vide order No. C.P 27/01/2013, dated 30.09.2013 by Company Law Board. The Company has been granted extension of time of repayment of those deposits. Further the Company has made the payment of ₹ 14.01 Crores including interest during the year. (Refer Note No. XII (e) of Financial Statements)
- Regarding payment/provisioning of Managerial Remuneration, in view of the amendment to section 197 of Companies act 2013, the Company has taken approval from shareholders for waiver of excess remuneration paid to its directors. (Refer Note No. XIX of Financial Statements).
- The Company is in process of collecting information with respect to Micro, Small and medium enterprises

and accordingly the disclosures requirement under the MSMED Act, 2006 could not be provided. (Refer Note no. XXX of the financial statements).

- The Company has not created the Debenture Redemption Reserve in terms of section 71(4) of the companies act, due to inadequacy of profits. (Refer notes to accounts XXXVIII of the financial Statements).

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2018-19, but does not include the Standalone Ind AS financial statements and our auditor's report thereon. Our opinion on the Standalone Ind AS Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS

financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management

either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal Control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for

expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and proper returns adequate for the purpose of our audit;
 - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement

Of Changes In Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act (refer Notes to accounts No. XIX of financial statements);

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note XXIII to the Financial Statements;
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Avishkar Singhal & Associates
Chartered Accountants
(Regd No.:017362N)

Place: Chandigarh
Date: 29.05.2019

Avishkar Singhal
Partner
Membership No.: 098689

"ANNEXURE-A"

Referred to in paragraphs under the heading "Report on other Legal and regulatory requirements" of our Report of even date

Re: M/s Ind-Swift Laboratories Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to information and explanations given by the management, the company has a system of physical verification of all its fixed assets over a period of four years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company. Except in case of the following immovable properties where the title deeds are not in the name of the Company:

In case of land:

No. of cases	Leasehold/ Freehold/ Office Building	Gross Block as at 31st March, 2019	Net Block as at 31st March, 2019	Remarks
1	Freehold	₹13.79 Crores	₹13.79 Crores	The cost of land amounting to ₹13.79 Crores includes the following : • land measuring 29 kanals & 3 Marlas amounting to ₹9.75 crores was purchased on Power of Attorney from Fortune (India) constructions Ltd. land measuring 20 kanals & 17 Marlas amounting to ₹4.03 crores was purchased on Power of Attorney from Essix Biosciences Limited
2	Leasehold	171.89 Lakhs	₹147.93 Lakhs	Lease hold land Jammu Plant, Samba
3	Flats	1458.10 Lakhs	1,246.98 Lakhs	Flats Located held as investment.

- (ii) As explained to us, the inventories, excluding stocks with some of the third parties, were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of inventories lying with third parties, these have substantially been confirmed by them.
- (iii) According to the information and explanation given to us, the Company has granted loans, secured or unsecured to Companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013 and hence reporting under Accordingly, paragraph 3 (iii) of the Order is not applicable.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and the directives issued by The Reserve Bank of India with regards to the deposits accepted from the public .
- (vi) The maintenance of cost records has been specified by the Central Government Under sub section (1) of section 148 of the act. We have broadly reviewed the cost records maintained by the Company pursuant to the companies(Cost records and audit) Rules 2014, as amended, prescribed by the Central Government under sub-section (1) of section 148 of the act and are of the opinion that, prima facie the prescribed cost records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or not.
- (vii) According to information and explanations given to us in respect of Statutory Dues;
- (a)The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it though there have been slight delays in few cases.
- (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) the dues outstanding of income-tax, sales-tax,, service tax, duty of custom, duty of excise,value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (In ₹ Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Punjab Vat Act,2005	Sale tax, Penalty & Interest	31.94	April 2006 to March 2007	DETC (Appeals)
The Punjab Vat Act,2005	Sale tax, Penalty & Interest	46.40	April 2008 to March 2009	DETC (Appeals)
The Punjab Vat Act,2005	Sale tax, Penalty & Interest	48.46	April 2009 to March 2010	DETC (Appeals)
The Punjab Vat Act,2005	Sale tax, Penalty & Interest	238.35	April 2010 to March 2011	DETC (Appeals)
The Custom Act, 1962	Differential CD	23.06	2012-13	CESTAT, Ahmedabad
The Central Excise Act, 1944	Service Tax & Penalty Thereon	4.11	2006-07, 2007-08, 2008-09, 2009-10, 2010-11	CESTAT, Chandigarh
The Central Excise Act, 1944	Service Tax & Penalty Thereon	41.14	2009-10, 2010-11, 2011-12	Commissioner (Appeal)

Name of the Statute	Nature of Dues	Amount (In ₹ Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Service Tax & Penalty Thereon	82.19	2012-13	CESTAT, Chandigarh
The Central Excise Act, 1944	Service Tax & Penalty Thereon	29.03	2013-14	CESTAT, Chandigarh
The Central Excise Act, 1944	Service Tax & Penalty Thereon	69.89	2014-15	CESTAT, CHANDIGARH

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank or Government.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans, NCD & OCD for the purpose for which they were obtained. (Refer notes to accounts X & XII)

(x) According to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act (refer Notes to accounts No. XIX of financial statements);

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections

177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has complied with the provisions of the Act with respect to shares issued under preferential allotment during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For Avishkar Singhal & Associates

Chartered Accountants

(Regd No.:017362N)

Avishkar Singhal

Partner

Place: Chandigarh

Date: 29.05.2019

Membership No.: 098689

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

of even date on the Financial Statements of Ind-Swift Laboratories Limited

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

To the Members of **Ind-Swift Laboratories Limited**

We have audited the internal financial controls over financial reporting of Ind-Swift Laboratories Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as

specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these standalone Financial Statements

A company’s internal financial control over financial reporting with reference to these standalone Financial Statements is a process designed to provide reasonable

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting with reference to these standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For Avishkar Singhal & Associates

Chartered Accountants

(Regd No.:017362N)

Avishkar Singhal

Partner

Place: Chandigarh

Date: 29.05.2019

Membership No.: 098689

BALANCE SHEET

as at 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Note No.	As at 31/03/2019	As at 31/03/2018
ASSETS			
Non-current assets :			
Property, Plant and Equipment	I	83,230.77	80,249.84
Capital work-in progress		1,261.79	6,173.72
Other Intangible assets	I	6,868.17	11,881.71
Intangible assets under development		725.53	686.53
Investment property	I	1,246.98	1,269.94
Financial Assets			
Investments	II		
- In subsidiaries and associates		1,859.66	1,860.10
- In Others		781.56	781.56
Deferred tax assets (net)	III	7,882.16	9,601.36
Other non-current assets	IV	5,691.89	6,347.73
Sub Total		1,09,548.51	1,18,852.48
Current assets			
(a) Inventories	V	32,919.04	3,169.33
(b) Financial Assets			
(i) Trade receivables	VI	33,347.34	38,282.37
(ii) Cash and cash equivalents	VII	2,908.65	643.14
(c) Current Tax Assets (Net)			
(d) Other current assets	VIII	11,455.43	9,927.34
Assets held-for-sale/Assets included in disposal group(s) held-for-sale		171.49	306.25
Sub Total		80,801.95	80,850.43
Grand Total		1,90,350.47	1,99,702.92
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	IX	4,828.82	4,599.62
(b) Other Equity	X	55,570.07	49,737.57
Sub Total		60,398.89	54,337.20
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	XI	96,557.92	52,049.50
(ii) Trade payables			
(b) Provisions		1,434.09	1,332.23
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	XII	9,251.51	31,131.14
(ii) Trade payables	XIII	11,570.12	11,658.48
(b) Other current liabilities	XIV	11,137.94	49,194.36
Sub Total		1,29,951.58	1,45,365.72
Grand Total		1,90,350.47	1,99,702.93

Significant Accounting Policies

XLII

The accompanying notes form an integral part of the standalone financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

CA Avishkar Singhal
Partner
M.No. 098689
Place : Chandigarh
Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjaj
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA L.K. Mahajan
Chief Accounts Officer

Gagan Aggarwal
Chief Financial Officer

Pardeep Verma
AVP - Compliance & CS

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Note No.	Year Ended 31/03/2019	Year Ended 31/03/2018
Revenue from Operation	XV	72,442.76	73,129.33
Other Income	XVI	3,746.35	1,837.87
Total Revenue		76189.12	74,967.20
EXPENSES			
Cost of Materials Consumed	XVII	39,196.76	35,201.28
Purchase of Stock In Trade		33.35	34.34
Change in Inventories of FG/WIP/Stock in trade	XVIII	(1,868.19)	2,270.50
Employee benefits expense	XIX	9,188.38	8,930.58
Financial Cost	XX	8,332.34	2,831.38
Depreciation & amortisation expenses	XXI	10,404.77	8,661.61
Other Expenses	XXII	12,359.59	13,985.76
TOTAL-B		77,646.99	71,915.44
Profit/(Loss) before exceptional, extraordinary items & Tax		(1,457.88)	3,051.76
Exceptional items			
Previous Year Loss /(Income)		(65.94)	(15.61)
Previous Year Expenses		59.40	79.64
Exceptional Item Loss (Profit)	XXXVII	(8,293.55)	129.59
Profit before extraordinary items and Tax			
Extra ordinary Items:			
(a) Reversal of Previous year Income/(Expenses)			
Profit/(Loss) before Tax		6,842.21	2,858.15
TAX EXPENSES:			
Current Tax			
Income Tax Adjustment of Previous Years		335.40	0.00
Mat Credit Entitlement	III		
Deferred Tax (Liability)/Assets	III	(1,699.42)	(1,095.70)
Profit/ (Loss) for the period from continuing Operation		4,807.39	1,762.45
Other Comprehensive Income			
A) Items that will be reclassified to P&L A/c		0.00	0.00
B) items that will not be reclassified into P&L A/c			
Actuarial (Gain)/loss on remeasurments of Post employee benefits		(63.99)	182.80
Tax on Actuarial (Gain) /loss on remeasurments of employee benefits		19.77	(56.49)
Other Comprehensive Income/Loss for the period, net of Tax		(44.22)	126.32
Total Comprehensive Income for the Period		4,851.60	1,636.14
Earning per equity share:			
(1)Basic		10.28	3.91
(2)Diluted		8.13	3.91

Significant Accounting Policies

XLII

The accompanying notes form an integral part of the standalone financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For Avishkar Singhal & Associates

Chartered Accountants
(Regd.No 017362N)

CA Avishkar Singhal

Partner
M.No. 098689

Place : Chandigarh

Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

CA L.K. Mahajan
Chief Accounts Officer

Gagan Aggarwal
Chief Financial Officer

Rishav Mehta
Director
DIN-03028663

Pardeep Verma
AVP - Compliance & CS

CASH FLOW STATEMENT

For the year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extra-Ordinary Items	(1,457.88)	3,051.76
ADJUSTMENTS FOR:		
(i) Depreciation	10,404.77	8,661.61
(ii) Exchange (profit)/loss	(12.91)	(228.05)
(iii) Employee stock option plan	-	61.53
(iv) Previous year items	6.54	(64.03)
(v) Interest on Term loans, NCDS, OCDs & FD	7,980.97	2320.17
(vi) Interest received	(257.44)	(384.62)
(vii) Provision for Doubtful Debts	0.00	0.00
(viii) Loss on sale of fixed assets	3.49	(0.22)
(ix) Income tax adj of previous years	(335.40)	0.00
(x) Amortisation of Subsidy	(2.53)	(2.53)
(xi) Gain/ Loss on sale of investment	0.00	0.00
(xii) Dividend from subsidiary	(1,008.47)	0.00
(xiii) Insurance claim on FLOP	857.69	0.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	16,178.81	13,415.63
ADJUSTMENTS FOR:		
i) Trade & Other Receivables	205.03	(3,979.45)
ii) Inventories	(1,227.71)	2,664.44
iii) Loan & advances	(2,355.94)	1,041.21
iv) Current Liabilities	1,248.70	2,986.82
v) Working Capital Borrowing SBI	(21,498.87)	(8,982.76)
vi) Income taxes (Including Advance Tax/TDS)	0.00	0.00
	(23,628.79)	(6,269.73)
Net Cash flow from operating Activities	(7,449.97)	7,145.90

CASH FLOW STATEMENT (contd.)

For the year ended 31st March, 2019

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
B.CASH FLOW FROM INVESTING ACTIVITES		
i)Purchase of fixed Assets Tangible	-1,525.56	(2,045.37)
ii)Purchase of fixed Assets Intangible	-38.99	(71.12)
iii) Sale of fixed assets	51.23	6.40
iv) (Purchase)/ Sale of Investments	0.44	0.00
(v) Dividend from subsidiary	1,008.47	0.00
vi) Interest Received	257.44	384.62
Net Cash from investing activities	(246.97)	(1,725.48)
C. CASH FLOW FROM FINANCING ACTIVITIES		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(33,864.09)	(4,877.86)
ii) Interest paid on Term Loans & FD	(6,219.52)	(2,074.19)
iii) ESOP contributions	52.00	53.76
iv) Proceeds from Term Loans From Banks & Financial Institutions	49,994.07	700.00
Net Cash flow from Financing Activities	9,962.45	(6,198.30)
	2,265.51	(777.87)
Net increase in Cash or Cash Equivalents	2,265.51	(777.87)
Opening Cash & Cash Equivalents	643.14	1,421.00
Closing Cash & Cash Equivalents	2,908.65	643.14

Significant Accounting Policies

The accompanying notes form an integral part of the standalone financial statements.

The Company is following Indirect Method of cash flow.

Significant Accounting Policies

XLII

The accompanying notes form an integral part of the standalone financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA Avishkar Singhal
Partner
M.No. 098689

CA L.K. Mahajan
Chief Accounts Officer

Pardeep Verma
AVP - Compliance & CS

Place : Chandigarh
Date : 29th May, 2019

Gagan Aggarwal
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2019

A. Equity Share Capital {Refer Note No. IX}

(₹ in Lakhs)

Particulars	As on 31.03.2019		As on 31.03.2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Balance at the beginning of the reporting period	4,52,77,257	4,527.73	4,47,39,626	4,473.96
Issued	22,91,938	229.19	537,631	53.76
Balance at the end of the reporting period	4,75,69,195	4,756.92	4,52,77,257	4,527.73

B. Other Equity {Refer Note No. X}

Particulars	Reserves and Surplus						Items of Other Comprehensive Income	₹ in Lakhs
	Capital Reserve	Securities Premium	Employee Stock options Outstanding	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit-liabilities / (assets)	Total other Equity
Balance as at 01.04.2017	30.10	23,053.00	247.34	26,828.49	8,037.51	-10,151.36	-2.65	48,042.43
Profit (Loss) for the Year	0.00	0.00	0.00	0.00	0.00	1,762.45	0.00	1,762.45
Other comprehensive income for the year (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00	-126.32	-126.32
Total comprehensive income	30.10	23,053.00	247.34	26,828.49	8,037.51	-8,388.91	-128.96	4,9678.57
Amortisation of Subsidy	-2.53	0.00	0.00	0.00	0.00	0.00	0.00	-2.53
Grant/Issue of shares pursuant to ESOP (Refer Note (IX) (e))	0.00	153.65	-92.12	0.00	0.00	0.00	0.00	61.53
Depreciation on revalued assets	0.00	0.00	0.00	-1426.31	1426.31	0.00	0.00	0.00
Balance as at 31.03.2018	27.56	23,206.66	155.22	25,402.18	9,463.82	-8,388.91	-128.96	49,737.57
Profit (Loss) for the Year	0.00	0.00	0.00	0.00	0.00	4,807.39	44.22	4,851.60

STATEMENT OF CHANGES IN EQUITY (contd.)

For the year ended 31st March, 2019

Particulars	Reserves and Surplus						Items of Other Comprehensive Income	Total other Equity
	Capital Reserve	Securities Premium	Employee Stock options Outstanding	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit-liabilities / (assets)	
Other comprehensive income for the year (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive income	27.56	23,206.66	155.22	25,402.18	9,463.82	-3,581.52	-84.75	54,589.17
Amortisation of Subsidy	-2.53	0.00	0.00	0.00	0.00	0.00	0.00	-2.53
Grant/Issue of shares pursuant to ESOP (Refer Note (IX) (e))	0.00	1,132.04	-148.61	0.00	0.00	0.00	0.00	983.43
ESOP lapsed	0.00	0.00	-6.61	0.00	6.61	0.00	0.00	0.00
Stock options written off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue Share for OCD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation on revalued assets	0.00	0.00	0.00	-1422.40	1422.40	0.00	0.00	0.00
Balance as at 31.03.2019	25.03	24,338.70	0.00	23,979.78	10,892.83	-3,581.52	-84.75	55,570.07

Significant Accounting Policies

XLII

The accompanying notes form an integral part of the standalone financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA Avishkar Singhal
Partner
M.No. 098689

CA L.K. Mahajan
Chief Accounts Officer

Pardeep Verma
AVP - Compliance & CS

Place : Chandigarh
Date : 29th May, 2019

Gagan Aggarwal
Chief Financial Officer

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : I FIXED ASSETS AS ON 31.03.2019

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
	AS ON 01-04-2018	ADDITION/ ADJUSTMENT	SALE/ TRANSFER	AS ON 31-03-2019	AS ON 01-04-2018	DURING THE PERIOD		AS ON 31-03-2019	AS ON 31-03-2019	AS ON 31.03.2018
						Dep Provided	Dep Written Back			
TANGIBLE ASSETS										
LAND FREE HOLD	6,376.75	0.00	7.82	6,368.93	0.00	0.00	0.00	0.00	6,368.93	6,376.75
LAND LEASE HOLD	171.89	0.00	0.00	171.89	22.20	1.77	0.00	23.97	147.93	149.70
FACTORY BUILDINGS	22,273.24	1,283.08	0.00	23,556.31	5,046.56	724.46	0.00	5,771.02	17785.29	1,7226.68
OFFICE BUILDINGS	668.81	0.00	52.08	616.73	121.32	10.40	(8.57)	123.15	493.58	547.49
R&D BUILDINGS	2,391.47	0.00	0.00	2,391.47	696.09	75.42	0.00	771.51	1,619.96	1,695.38
BUILDING - PILOT PLANT	170.22	0.00	0.00	170.22	69.55	5.26	0.00	74.81	95.41	100.67
PLANT & MACHINERY	74,830.27	6,553.74	0.00	81,384.01	27,646.24	3,574.72	0.00	31,220.96	50,163.05	47,184.03
R&D MACHINERY	6,759.35	289.44	0.00	7,048.79	3,129.33	304.89	0.00	3,434.22	3,614.57	3,630.02
PLANT & MACHINERY - PILOT PLANT	392.34	0.00	0.00	392.34	244.43	17.06	0.00	261.49	130.85	147.91
ELECTRIC INSTALATIONS	6,356.78	211.12	0.71	6,567.20	3,773.90	490.33	(0.44)	4,263.78	2,303.42	2,582.89
ELECTRIC INSTALLATIONS - PILOT PLANT	2.44	0.00	0.00	2.44	2.32	0.00	0.00	2.32	0.12	0.12
FURNITURE & FIXTURES	508.57	10.34	1.13	517.79	385.10	20.44	(0.71)	404.83	112.96	123.47
OFFICE EQUIPMENTS	327.63	13.57	2.14	339.06	276.33	13.14	(2.03)	287.44	51.62	51.30
COMPUTER & PERIPHERALS	313.14	22.75	0.00	335.90	147.67	72.01	0.00	219.69	116.21	165.47
VEHICLES	1,174.95	19.89	52.13	1,142.71	906.99	58.37	(49.52)	915.84	226.87	267.96
TOTAL (A)	1,22,717.86	8,403.94	116.01	1,31,005.78	42,468.03	5,368.27	(61.29)	47,775.01	83,230.77	80,249.84
INTANGIBLE ASSETS										
R&D TECHNOLOGY	11,881.71	0.00	5,013.53	6,868.17	0.00	5,013.53	(5,013.53)	0.00	6,868.17	1,1881.71
TOTAL(B)	11,881.71	0.00	5013.53	6,868.17	0.00	5,013.53	(5,013.53)	0.00	6,868.17	1,1881.71

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
	AS ON 01-04-2018	ADDITION/ ADJUSTMENT	SALE/ TRANSFER	AS ON 31-03-2019	AS ON 01-04-2018	DURING THE PERIOD		AS ON 31-03-2019	AS ON 31-03-2019	AS ON 31.03.2018
						Dep Provided	Dep Written Back			
INVESTMENT PROPERTY (C)	1,458.10	0.00	0.00	1,458.10	188.16	22.96	0.00	211.12	1,246.98	1269.94
TOTAL(A+B+C)	1,36,057.67	8,403.94	5,129.55	1,39,332.06	42,656.19	10,404.77	(5,074.82)	47,986.13	91,345.93	93,401.48
PREVIOUS YEAR	1,41,815.07	(2,166.62)	48.19	1,39,600.26	37,593.55	8,661.61	(56.38)	46,198.77	93,401.48	1,04,221.52

- i) Previously Company has revalued its assets comprising of Land, Plant & Machinery of Derabassi Unit and Jammu plant by the approved External valuer to reflect the market value and accordingly the appreciation amounting to ₹10,138.73, ₹14,330.37 & ₹14,231.00 Lakhs (excluding land and Plant and machinery of Jammu) respectively have been credited to Capital Reserve Account (Re-valuation Reserve A/c) as on 31.03.2007, 08.06.2011 & 30.06.2012
- ii) Depreciation on revalued assets amounting to ₹1,422.4 Lakhs {P.Y. ₹1,426.31} has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013 & the same is transferred from Revaluation Reserve to General Reserves .
- iii) Office Buildings includes Mumbai Office Buildings ₹333.74 Lakhs which was purchased in the name of the Managing Director of the Company. The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director. The property is yet to be registered in the name of Company.
- iv) Freehold land includes ₹13.79 crores and Flats ₹14.58 Crore for which agreement to sell and GPA in favour of the company has been executed and the same have been put to use. The Freehold Land & Flats are yet to be registered /transferred in the name of the Company.
- (v) Capital Work in Progress (Tangible) includes expenses pending capitalisation ₹0.00 (Previous Year ₹1785.85 Lakhs).
- vi) Refer Borrowing notes XI & XII for properties pledged as security towards borrowings.
- vii) Intangible assets life has been revised from 10 years to 8 years in accordance with Ind-AS 38 "Intangible Assets". Additional depreciation due to this change in estimates has impacted the P&L account by ₹2055 Lakhs.
- (viii) The interest which has been capitalised in Tangible Assets is in conformity with IND-AS 23 "Borrowing Costs"

DESCRIPTION	OPENING BALANCE (in CWIP Tangible)	ADDITIONS	CAPITALISED	CLOSING BALANCE
INTEREST COST FIXED ASSETS	1,748.04	0.00	1,748.04	0.00
SALARY & WAGES	37.81		37.81	0.00
Freight	0.00	0.00	0.00	0.00

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

DESCRIPTION	OPENING BALANCE (in CWIP Tangible)	ADDITIONS	CAPITALISED	CLOSING BALANCE
TOTAL	1,785.85	0.00	1,785.86	0.00
PREVIOUS YEAR	1,969.24	167.02	350.41	1,785.85

(ix) Capital Work In Process (Tangible)

DESCRIPTION	OPENING BALANCE	ADDITIONS	CAPITALISED	CLOSING BALANCE
PLANT&MACHINERY	3,653.56	926.70	3,653.56	926.70
ELECTRIC INSTALATIONS	91.24	107.96	91.24	107.96
FACTORY BUILDINGS	643.06	227.12	643.06	227.12
Total	4,387.86	1,261.79	4,387.86	1,261.79

(x) Capital Work In Process (Intangible)

DESCRIPTION	OPENING BALANCE	ADDITIONS	CAPITALISED	CLOSING BALANCE
Software in Progress (SAP)	686.53	38.99		725.53

NOTE : II

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
a) Non-Current investment: (Unquoted Investments)		
- Investment in Equity shares of Subsidiaries: (Carried at Cost)		
i) Investment in Ind Swift Laboratories Inc., USA		
Common Stock (1204 Share, No par Value)	544.10	544.10
Share Application Money pending (1000 \$)	0.00	0.44
ii) Investment in Meteoric Life Science Pte. Ltd. Singapore		
1000,000 Ordinary Share	367.88	367.88
iii) Investment in Ind Swift Middle East FZE,UAE		
Share Capital	441.68	441.68
- Investment in Equity shares of Associates: (Carried at Cost)		
i) Investment in Fortune (India) Construction Ltd		
48,20,000 Equity Share of ₹10/- each fully paid up.	482.00	482.00
ii) Investment in Mohali green investment Pvt. ltd		
2,40,000 Equity Share of ₹10/- each fully paid	24.00	24.00
Total	1,859.66	1,860.10

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Investments : (Carried at FVTOCI)		
i) Investment in Essix Biosciences Limited		
12,35,000 Equity Share of ₹10/- each fully paid up.)	767.50	767.50
ii) Investment in Nimbua Green Field (Punjab) Ltd		
1,40,625 Equity Share of ₹10/- each fully paid	14.06	14.06
TOTAL	781.56	781.56
GRAND TOTAL	2,641.22	2,641.66

NOTE : III

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Deferred Tax:		
The Break Up of Deferred Tax Liabilities/(Assets)		
as at March 31, 2019 is as under:		
Deferred Tax Liabilities		
Taxable Temporary Difference on account of :		
Depreciation	10,356.14	11,482.04
Total	10,356.14	11,482.04
Deferred Tax Assets		
Taxable Temporary Difference on account of :		
Provision for Doubtful Debts/Gratuity/Bonus/EL Encashment/ commission	476.11	498.72
Carried Forward Losses as per Income Tax Act	2,271.02	6,339.87
Funded Interest Term loan & Interest Accrued	0.00	8,160.43
NCD valuation as per IND AS	9,406.80	0.00
Total Deferred Tax Assets	12,153.93	14,999.03
MAT Credit entitlement	6,084.37	6,084.37
Deferred Tax Assets /(Liability) net	7,882.16	9,601.36
Deferred Tax Assets /(Liabilities) Charged to OCI	(19.77)	56.49
Deferred Tax Assets /(Liabilities) Charged to P&L A/c	(1,699.42)	(1,095.70)

During the year no MAT liability arise in view of clause (iii) of Explanation 1 of sub section 2 of Section 115JB of Income Tax act, 1961.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : IV

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Non - Current Assets		
(Unsecured but Considered Good)		
(a) Security Deposits	177.50	149.18
(b) Capital Advances		
- Related Party	5,461.81	4,975.09
- Others	52.58	1,223.47
Total	5,691.89	6,347.73

NOTE : V

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
(a) INVENTORIES		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	5,713.66	6,682.16
Work in Process	15,053.65	14,555.11
Finished Goods*	9,864.37	8,494.73
Goods-in-Transit (Raw material)	1,493.48	1,269.00
Stores & Consumables	793.88	690.33
Total	32,919.04	31,691.33

*Finished Goods inventory includes material lying at port

NOTE : VI

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Trade Receivables		
- Unsecured Considered good*	33,347.34	38,282.37
	33,347.34	38,282.37

*Includes Amounts due from Related Parties

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : VII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Cash and Cash equivalents		
Cash balance in hand	8.94	50.32
Bank balances with Scheduled Banks :		
Fixed Deposits With Banks*	2,416.25	530.18
Interest accrued but not due on Fixed Deposits	26.02	26.15
Current Accounts	457.44	36.48
Total	2,908.65	6,43.14

*Fixed Deposits With Banks include Margin monies against LC and margin monies against liquid funds for public deposits.

NOTE : VIII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Current Assets		
(a) Loans and advances (Unsecured but considered good)		
-Related Parties*	7,580.74	5,705.66
-Others Advances to Creditors	947.20	1,513.82
(b) Others		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	2,094.29	1,209.69
-Advance Custom Duty Paid /Export Incentive Scheme	98.82	68.49
-Advance Tax/TDS	386.05	543.64
-Prepaid Expenses	128.68	95.45
-Advances recoverable in cash or in kind or value to be received	219.65	790.60
Total	11,455.43	9,927.34

* Loans/advances represents advances to Related parties for Business purpose only.

NOTE : IX

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
SHARE CAPITAL		
a) Authorised		
Balance as per Last Balance Sheet:	6,000.00	6,000.00
Addition during the year		
Nil (Previous Year NIL) Equity share of ₹10/- Each		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10/- Each	6,000.00	6,000.00

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
b) Issued, Subscribed & Paid Up		
Balance as per Last Balance Sheet:	4,527.73	4,473.96
Addition during the year		
22,91,938 (5,37,631) Equity share of ₹10.00 each*	229.19	53.76
4,75,69,190 (Previous Year 4,52,77,252) Equity Shares of ₹10/- each fully called up and paid up.	4,756.92	4,527.73
c) Share Forfeited		
Share Warrants Forfeited Account	63.23	63.23
Equity Share Forfeited Account(175900 shares in the year 2002-03)	8.67	8.67
	71.90	71.90
TOTAL	4,828.82	4,599.62

*The addition during the year includes 519989 shares issued under ESOP scheme 2014 & 1771949 shares issued to Edelweiss ARC Limited as per MRA dated 7-6-2018.

d) List of shareholder holding more than 5% shares:

Name	No. of shares	No. of shares
	As on 31.03.2019	As on 31.03.2018
Ind-Swift Ltd	94,99,720 (19.97%)	94,99,720 (20.98%)
Essix Biosciences Ltd	1,28,27,787 (26.97%)	1,28,27,787 (28.33%)

e) Share Based Payments

The ESOP scheme titled "ESOP 2014" of the Company, was approved by the shareholders on September 30, 2014. 25,00,000 options are covered under the plan. The Company has granted 16,00,000 options till date to its eligible employees. The vesting period of these options is three years with each option convertible into one equity share of ₹10/- each.

During the Financial year 2018-19 company has allotted 5,19,989 shares against options exercised by the employees under "ESOP 2014"

As per Ind- AS 102 "Share Based Payments" if the company is unable to measure the fair value of services rendered by employees, it has to value the cost of Employee stock option plans considering the value of equity instruments granted, Fair value calculation of equity instrument granted is based on market price of equity share instruments, In previous GAAP Company is already calculating the Intrinsic value on basis of market price of Equity shares and given the company is unable to reliably estimate the fair value of services Company's accounting treatment of Share Based Payments is in compliance with Ind-AS 102.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

The details as to the ESOP exercised during the year is as under :

PARTICULARS	2018-19	2017-18
ESOP Details		
No. of options outstanding at the beginning of the year	5,43,109	10,80,740
No of Options Granted during the year	0	0
No. of options exercised during the year	5,19,989	5,37,631
No. of Shares allotted during the year pursuant to exercise of options	5,19,989	5,37,631
Exercise Price	₹10.00	₹10.00
Intrinsic Value	₹28.58	₹28.58
No. of options lapsed during the year	23,120	Nil
No. of options o/s at the end of the year	NIL	5,43,109

NOTE : X

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Equity		
(A) Reserves & surplus		
(a) Capital Reserves :		
State Subsidy		
Opening Balances:-	27.54	30.08
Less:- Amortisation during the year	2.53	2.53
	25.01	27.54
(b) Capital Redemption Reserve	0.02	0.02
(c) Employee Stock Option Outstanding	0.00	155.22
(d) Securities Premium		
Opening Balance	23,206.66	23,053.01
Addition during the year	1,132.04	153.65
	24,338.71	23,206.66
(e) Revaluation Reserve		
Opening balance	25,402.18	26,828.50
Addition (decrease) during the year	0.00	0.00
Less: Depreciation charges on revalued assets trf to General reserve	1,422.40	1,426.31
	23,979.78	25,402.18

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	As at 31.03.2019	As at 31.03.2018
(f) General Reserve		
As per Last Balance Sheet	9,463.81	8,037.50
Add: Trf from ESOP	6.61	-
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,422.40	1,426.31
	10,892.83	9,463.81
(g) Retained Earnings		
As per Last Balance Sheet	(8,388.91)	(10,151.36)
Add: Profit(Loss) for the year closing	4,807.39	1,762.45
Closing	(3,581.52)	(8,388.91)
Total (A)	55,654.82	49,866.53
(B) Items of other Comprehensive Income		
a) Remeasurement of the defined benefits liabilities /(assets)		
Opening balance	(128.96)	(2.65)
Add/(Less): Movement during the year(net of Tax)	44.21	(126.32)
Closing Balance	(84.75)	(128.96)
TOTAL (B)	(84.75)	(128.96)
TOTAL OTHER EQUITY(A+B)	55,570.07	49,737.57

NOTE : XI

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Non-current liabilities		
(a) Financial Liabilities		
Secured Loans		
(a) (i) Non Convertible debenture	74,999.25	-
(ii) Optional Convertible debenture	7,544.08	-
(b) Term Loans		
From Banks	-	50,172.42
From other parties	12,842.51	224.65
UnSecured Loans:-		
(i) Public Deposits	1,172.09	1,652.43
Total	96,557.92	52,049.50

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	As at 31.03.2019	As at 31.03.2018
(b) Provisions		
(i) Gratuity Payable	1048.10	933.18
(ii) Compensated absences	385.99	399.06
Total	1,434.09	1,332.23

NOTE : XII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Current Liabilities		
Secured		
(i) Borrowings for working capital.	6,398.93	27,897.80
Unsecured		
(i) Public Deposits	1,000.91	1,531.96
(ii) Others	1,752.67	1,701.38
(III) Loans From Directors	99.00	
Total	9,251.51	31,131.14

(a) Maturity profile of term Loans:-

Secured loan from Banks /ARC outstanding as on 31.03.2019

Particulars & Interest Rate	Amount (In Lakhs)	Instalment Due FY 2019-20	After FY 2019-20	Interest Rate (%)
NCD (Edelweiss)	72,600.00	0.00	72,600.00	10.00
OCD (Edelweiss)	7,544.07	0.00	7,544.07	10.00
Asset Reconstruction Company (India) Ltd	1,472.51	328.96	1,143.55	9.00
Edelweiss Asset Reconstruction Company Ltd (Trustee)	12,699.00	1,000.00	11,699.00	9.00
Edelweiss Asset Reconstruction Company Ltd	350.00	350.00	0.00	20.00
Term Loan - BOI ECB	1,151.78	1,151.78	0.00	6.95
SC LOWY Asset Management(HK) Limited	2,905.19	2,905.19	0.00	N.A.
Total	98,722.56	5,735.94	92,986.62	

(b) For the loans assigned to Edelweiss Assets Reconstruction Company Limited (EARCL) in the previous years, the company has executed Master Restructuring Agreement dated 07.06.2018 with EARCL on behalf of the EARCL trusts resulting in the existing debts of the company restructured. Accordingly existing debt of ₹217.78 Crores is restructured/merged/converted into term loan

of ₹132 Crores @ 9% p.a payable in 23 quarterly instalments starting from 30.09.18. In addition to the above mentioned term loan, the company has allotted 1771949 equity shares of ₹10 each at premium of ₹55.50 per share.

(c) During the year the company has raised funds of ₹424.50 crores through private placement of 10%

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Secured Listed Rated Redeemable, 4245 Numbers of Non- Convertible Debentures @ ₹10 Lakhs each redeemable at premium at the end of 6 years so that the total IRR on the amount so raised shall be 20 % and also raised a sum of ₹75.44 crores through private placement of 11517670 numbers of Optionally Convertible Debentures of ₹10 each at a premium of ₹55.50 per OCD at the coupon rate of 10 % p.a. with an option of conversion of one OCD into one equity share at any time upto eighteen months from the date of allotment at a reference price of ₹65.50 per share. The proceeds from the issue of NCD & OCDs were utilised mainly for the settlement of the outstanding debt of SBI and other banks as agreed with EARCL.

(d) Further the NCDs are valued at ₹726.00 crores in the books in compliance to the IND-AS 109 "Financial Instruments" resulting in an expense of ₹301.50 Crores on account of De-recognition of liabilities has been provided in the books under the head exceptional items as on 31.03.2019.

(e) PUBLIC DEPOSIT RESTRUCTURING

Under the provisions of the Companies Act, 2013, the Company has got its Public Deposit Scheme restructured vide its order No. C.P 27/01/2013 of company law board. Dated 30.09.2013 through Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits. During the current year the company has made repayment of fixed deposits and interest amounting to ₹1400.91 Lakhs

f) DETAIL OF CHARGES ON ASSETS

(1) The Non Convertible Debenture (NCD) of ₹424.50 crores ; Optionally Convertible Debenture (OCDs) of ₹75.44 crores ; Bank of India-ECB ₹11.52 Crores, Asset Reconstruction Company India limited (ARCIL) debt of ₹14.72 crores ;SC lowy primary

investment limited ₹29.05 crores ; Edelweiss Assets Reconstruction Company limited debt of ₹130.49 crores is secured as under :

- (i) a first ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee 1 " for the benefit of the respective lenders and
- (ii) a second ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2 " for the benefit of the respective lenders and
- (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security Trustee 1 " for benefit of the respective lenders and
- (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and
- (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

Note: The Company has appointed M/s Vistra (ITCL) Limited as Debenture Trustee for the benefit of the NCDs and OCDs & M/s IDBI Trusteeship Services limited as the Security Trustee to hold the Security on behalf of all the lenders including the NCD and OCD holders. The same is in process and will be completed in current financial year.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

- 2) Bank borrowings for working capital ₹63.99 crores (P.Y. ₹54.95 Crores) from Bank of India & I.D.B.I., are secured by :-
- (i) a first ranking pari passu charge over the entire current assets on the borrower in favour of "Security trustee " for the benefit of the respective lenders and
 - (ii) a second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of "Security trustee " for the benefit of the respective lenders and
 - (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee in the favour of the " Security Trustee " for benefit of the respective lenders and
 - (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee " in the favour of the "Security Trustee " for the benefit of the respective lenders and
 - (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

NOTE : XIII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Trade Payable:		
(i) Raw Material	8,869.81	8,514.41
(ii) Other Creditors	2,700.31	3,144.07
Total	11,570.12	11,658.48

NOTE : XIV

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Current Liabilities:		
(i) Advances from Customers	173.81	658.23
(ii) Advance from Related Party	868.44	198.64
(iii) Statutory Liabilities	227.89	237.45
(iv) Expenses Payable	856.05	815.56
(v) Current Maturity of Term Loan From Banks/financial institution	5,735.94	25,125.77
(vi) Interest accrued on bank borrowing & Others	3,275.81	22,158.71
Total	11,137.94	49,194.36

- i) Statutory Liabilities include TDS/TCS payable, ESI Payable, PF payable, Labour welfare Payable, GST Payable, professional tax etc.
- ii) Expenses payable include Salary, wages, Bonus, Short term compensated absences and gratuity payable, Audit Fees, Electricity Exp payable etc.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XV

REVENUE FROM OPERATIONS

1. Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ in Lakhs)

PARTICULARS		Year ended 31.03.2019	Year ended 31.03.2018
Type of goods or service			
Sales of APIs			
Sale of manufactures Products		72,408.08	73,093.38
Sale of traded Products		34.68	35.95
Revenue from contracts with customers	TOTAL	72,442.76	73,129.33
Revenue within India		20,803.09	22,876.52
Revenue Outside India		51,639.67	50,252.81
Revenue from contracts with customers	TOTAL	72,442.76	73,129.33
Timing of revenue recognition			
Goods transferred at a point in time		72,442.76	73,129.33
Revenue from contracts with customers	TOTAL	72,442.76	73,129.33

Note : Revenue from operations for the year ended March 31 2019 includes excise duty NIL (Previous Year INR 296 Lakhs. From 1 July 2017 onwards the excise duty and most indirect taxes of India have been replaced with Goods & service Tax (GST). The company collects GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations year ended March 31,2019 is not comparable with March 31,2018.

2. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

(₹ in Lakhs)

PARTICULARS		Year ended 31.03.2019	Year ended 31.03.2018
Contract Assets			
Trade receivables		33,347.34	38,282.37
Contract liabilities			
Advances from customers		173.81	658.23

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

3. Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Revenue as per contracted price	72,774.03	73,612.21
Adjustments		
Sales return	331.27	482.88
Revenue from contract with customers NET TOTAL	72,442.76	73,129.33

4. The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2019 are, as follows

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Advances from customers	173.81	658.23
TOTAL	173.81	658.23

NOTE : XVI

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
OTHER INCOME		
Export Incentive & other Operating Income	2,188.83	1,439.29
Interest Income	257.82	384.62
Dividend Income		
-Subsidiaries	1,008.47	
Other Non operating Income	291.23	13.96
Total	3,746.35	1,837.87

NOTE : XVII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
EXPENSES		
COST OF MATERIAL CONSUMED/SOLD		
Opening Stock	7,951.16	8,392.60
Add :-		
Purchases	37,980.94	34,463.43
Excise Duty Paid	0.00	296.42
	45,932.10	43,152.45
Less: Closing Stock	6,735.34	7,951.16
Total	39,196.76	35,201.28

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XVIII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
INCREASE /DECREASE IN INVENTORY		
Opening Stock		
Work in Process	14,555.11	16,897.29
Finished Goods	8,494.73	8,423.04
	23,049.84	25,320.33
Closing Stock		
Work in Process	15,053.65	14,555.11
Finished Goods/Stock in Trade	9,864.37	8,494.73
	24,918.02	23,049.84
Total	1,868.19	-2,270.50

NOTE : XIX

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
EMPLOYEE BENEFITS EXPENSES		
Directors Remuneration		
--Salary & Allowances	407.70	407.68
--Contribution to P.F.	0.65	0.65
Salary & Allowance	1,765.90	1,905.98
Salary & Wages	6,419.67	5,969.70
PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
P.F. & Other Funds	294.54	283.64
Staff Welfare Expenses	110.45	107.71
Recruitment Expenses	4.00	7.05
Gratuity Premium	184.63	183.01
Training & Development Expenses	0.83	3.62
ESOP	0.00	61.53
Total	9,188.38	8,930.58

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

In terms of the provisions of the Section 197 of the Companies Act, 2013 as amended by the Companies Amendment Act, 2017, the shareholders in their Extra-Ordinary General Meeting held on 11th February, 2019, have approved the waiver of the excess remuneration paid to Sh.N.R.Munjhal, Chairman and Managing Director (₹4.86 cr.), Sh. Himanshu Jain, Jt. Managing Director (₹4.86 cr.) & Sh. Rishav Mehta, Executive Director (₹1.44 Cr.) from 23-03-2015 to 22-03-2018. The shareholders have also accorded their approval to the payment of remuneration to all these directors for the period from 23-03-2018 till 22.03.2021 for amount upto of ₹25 Lakhs, 25 Lakhs and 20 Lakhs per month respectively even in case the same exceeds the limit specified under the Schedule V of the Companies Act, 2013.

NOTE : XX

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
FINANCE COST		
Interest on Term Loans	1,340.17	2,010.97
Interest on Debentures	6,425.07	0.00
Interest on Working Capital	630.72	682.26
Bank Charges & Others	824.27	870.55
Forex Fluctuations-Expenses (gain)	-887.89	-732.40
Total	8,332.34	2,831.38

NOTE : XXI

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
DEPRECIATION & AMORTISATION EXPENSES		
Depreciation	10,404.77	8,661.61
Total	10,404.77	8,661.61

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
OTHER EXPENSES		
MANUFACTURING EXPENSES		
Job Work Charges	385.29	562.29
Power, Fuel & Water Charges	3,744.02	2,957.90
Stores & Spares	1220.47	1537.81
Repair & Maint. :		
Plant & Machinery	295.03	449.30
Buildings	201.35	532.50
Electrical	170.98	111.77
Other Manufacturing Expenses	172.12	121.84
Total	6,189.25	6,273.41
ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	163.04	174.15
Auditors Remuneration :		
-- Audit Fees	4.00	4.00
-- Certification Fees	1.00	1.00
-- Out of Pocket Exp.	1.22	1.29
Office Rent	57.11	54.57
Rate fee & Taxes	61.87	66.57
Insurance Charges	338.63	227.70
Legal & Professional Charges	333.86	364.76
Printing & Stationary	105.02	88.80
Vehicle Running & Maint.	210.61	197.69
Telephone & Postage	42.37	53.82
Office Expenses	71.31	76.90
Charity & Donation	3.89	5.94
Listing Fees	9.35	7.13
Books & Periodicals	0.83	0.97
Meeting, Membership & Subscription Fees	30.63	22.09
Security Expenses	105.65	109.53
Repair & Maintenance-General	81.12	143.03
Other Expenses	30.28	30.79
TOTAL	1,651.78	1,630.74

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
SELLING & DISTRIBUTION EXPENSES		
Advertisement & Publicity	1.22	3.27
Business Promotion	269.71	259.88
Commission on Sales	1,204.42	1,837.19
Packing Material	389.57	358.16
Freight Outward	561.94	584.59
Insurance Charges	12.38	17.26
ECGC Premium	2.43	0.00
Other expenses	1.50	15.03
TOTAL	2,443.16	3,075.38
RESEARCH & DEVELOPMENT EXPENSES(DB)		
Salary & Wages (R&D)	147.06	136.38
Administration Expenses	0.00	0.94
Consumables, Chemicals & Regents	392.68	373.45
Technical Study & Consultancy & Product registration	34.95	2.40
TOTAL	574.69	513.16
RESEARCH & DEVELOPMENT EXPENSES(Mohali)		
Raw Material, Consumables, Lab Chemicals & Regents	426.06	1,465.13
Salary & Wages	822.16	756.18
Utility & Running/Maint Expenses	93.55	102.81
Analytical Fees & Study	9.86	24.54
Finance & Interest Charges	3.59	-27.30
Patent Filling	8.51	4.01
Administrative Expenses	133.48	167.92
TOTAL	1,497.20	2,493.29
Loss on Sale of Fixed Assets	3.49	-0.22
Provision for Doubtful Debts	0.00	0.00
TOTAL	3.49	-0.22
Grand Total-Note No XXII	12,359.59	13,985.76

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXIII

(₹ in Lakhs)

	2018-19	2017-18
CONTINGENT LIABILITIES NOT PROVIDED FOR:		
a. Letter of Credit against purchase of raw material:		
-Domestic	418.94	192.60
-Import	3,507.81	4,007.01
b. Bank Guarantees		
-Inland	30.00	37.06
-Foreign Currency	0.00	0.00
c. Export obligation in respect of custom duty :	1,282.06	1,024.35
d. Contingent Liabilities in respect of unassessed/ assessed (Pending in Appeal) cases of Income Tax, Excise Duty, Sales Tax and Service Tax.	Unascertained	Unascertained
e. Corporate guarantees given on behalf of (To the extent Utilized)		
Essix Biosciences Ltd	1,787.36	2,072.26
Halcyon Life Science Pvt Ltd	0.00	2,558.19

NOTE : XXIV Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) ₹ 136.15 Lakhs (P.Y. ₹380.82 lac)

NOTE : XXV In the opinion of the Board, the Current Assets, Loans & Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE : XXVI Other expenses under head administrative expenses includes ₹5,70,000.00 (Previous Year ₹3,30,000.00) paid to directors as sitting fee.

NOTE : XXVII Earning per share is calculated as shown below:-

(₹ in Lakhs)

	F.Y. 2018-19	F.Y. 2017-18
Profit available for Basic EPS (A)	4,807.39	1,762.45
Interest on OCDs (net of Tax) (B)	363.64	0.00
Profit available for Diluted EPS (A-B)	4,443.75	1,762.45
For Basic Earning		
No of weighted average equity shares	46760170	45068091
For Diluted Earning		
No of weighted average of Diluted Equity Shares	54648985	45068091
Nominal Value of Equity Share	10.00	10.00
Earning Per Share (₹)		
Basic	10.28	3.91
Diluted	8.13	3.91

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXVIII In accordance with IND-AS 24, 'Related Party Disclosures', issued by the Institute of Chartered Accountants of India, the Company has compiled the following information :

a. List of related parties and their relationship

Subsidiary Companies	Ind Swift Laboratories Inc. USA
	Ind-Swift Middle East FZE (UAE)
	Meteoric Life Science Pte Ltd.,Singapore
Associate Companies	Fortune(India) Constructions Ltd.
	Mohali Green Environment Private Limited
Key Management personnel/Directors	Sh. N.R. Munjal, Chairman cum Managing Director
	Sh. S.R. Mehta, Non-Executive Chairman
	Sh. Himanshu Jain, Jt. Managing Director
	Sh. Rishav Mehta, Director
	Dr. G.Munjal, Director
	Dr. V.R.Mehta, Director
	Mr. Gagan Aggarwal, Chief Financial Officer
	Sh. Pardeep Verma, AVP- Compliance & CS
Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control	3M Advertisers & Publishers Ltd.
	Dashmesh Medicare Private Limited
	Essix Biosciences Limited
	Halcyon Life Sciences Pvt Ltd.
	Ind Swift Limited
	Mansa Print & Publishers Limited
	Nimbua Green Field (Punjab) Limited
	Punjab Renewable Energy Pvt Ltd.
	Saidpura Envirotech Private Limited
	Swift Fundamental Research & Education Society
	Vibrant Agro Industries Limited

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(₹ in Lakhs)

Particulars	Associates		Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control)		Subsidiary	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Nature of Transactions	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1) Transactions during the year						
Purchase	-	-	7,856.30	6,529.83	-	-
Sales	-	-	7,990.60	9,084.93	1,383.99	3,568.08
Dividend received	-	-	-	-	1,008.47	-
Expenses	-	175.97	629.80	1,012.44	3.64	3.19
Service taken/Capital Exp.	21.44	298.75	19.18	-	-	-
Income Recd.	-	-	-	-	-	-
Equity Contribution	-	-	-	-	-	-
Investment Purchased	-	-	-	-	-	-
Corporate Gurantee Given	-	-	1,787.36	4,697.55	-	-
(To the extent utilised)	-	-	-	-	-	-
2) Outstanding						
Balances as on 31.03.19	-	-	-	-	-	-
Share Capital	-	-	2,232.75	2,232.75	-	-
Investment	506.00	506.00	781.56	781.56	1,353.66	1,354.10
Loan & Advances Given	51.88	51.88	7,528.86	5,757.53	-	-
Debtors	-	-	19,263.14	19,923.75	(819.62)	(364.75)
Capital Advances	5,461.81	4,975.09	-	-	-	-

NOTE : XXIX The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is unascertainable .

NOTE : XXX Company has not received intimation from supplier regarding the status under Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act have not been given.

NOTE : XXXI Detail of Auditor's Remuneration (i.e. payment to Auditors)

Particulars	F.Y. 2018-19	F.Y. 2017-18
Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
	5,00,000	5,00,000

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXXII Loans & Advances include ₹15.16 Lakhs (P.Y 7.53 Lakhs) due from CFO. Maximum amount due during the year is ₹15.16 Lakhs(P.Y. 15.16 Lakhs) and ₹12.67 Lakhs (P.Y 12.67 Lakhs) due from Company Secretary. Maximum amount due during the year is ₹12.67 Lakhs (P.Y. 12.67 Lakhs)

NOTE : XXXIII (a) The company has not provided quantitative information under clause 2(5) in view of the exemption granted by central Government vide their notification no. 301 dated 08.02.2011.

	2018-19	2017-18
(b) C.I.F. Value of Imports :-(amount in ₹)		
(i) For Raw Material	17,292.72	15,315.57
(ii) For Capital Goods	258.76	236.57
(c) Expenditure in Foreign Currency :-(amount in ₹)		
Interest	137.96	175.55
Others	1,186.82	1,163.67
Total	1,324.78	1,339.21
(d) Earnings in Foreign Currency (Amount in ₹)		
FOB Value of Goods	48,046.49	45,423.78
Other Income received	1,008.47	0.00

NOTE : XXXIV Unpaid dividend as on 31.03.2019 is ₹3.13 Lakhs (Previous year ₹6.38 Lakhs). During the financial year, an amount of ₹3.25 Lakhs transferred to central government account (IEPF) on account of unpaid dividend for the financial year 2010-11.

In compliance with section 124 (6) of Companies Act, 2013, 85791 Shares in respect of which dividend has not been paid or claimed more than seven consecutive years or more was transferred to IEPF in FY-18-19.

NOTE : XXXV Expenditure on Research & Development

	(₹ in Lakhs)	
	2018-19	2017-18
a) Addition in Tangible Assets -DB Unit	58.97	255.69
b) Addition in Fixed Assets - Mohali Unit	240.39	36.57
c) Debited to Profit & Loss Account as per Annexure XXII(R&D Mohali Unit)	1,497.20	2,493.29
d) Debited to Profit & Loss Account as per Annexure XXII(DB Unit)d	574.69	513.16
e) Depreciation	5,013.53	3,929.72

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

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Note : XXXVI In accordance with Ind AS 10 "Events after reporting period", we are disclosing that the company has set-aside an amount of ₹1,650.00 lakhs for their ongoing litigations.

Note : XXXVII Company has classified the following as Exceptional Items:-

- (a) Income on account of balances write back of ₹42,857.55 Lakhs on account of One Time Settlement with Banks & financial institution.
- (b) Expense amounting to ₹30,150.00 Lakhs on account of de-recognition of liabilities by issuance of NCDs in view of IND-AS 109.
- (c) Income on account of Insurance claim amounting to ₹857.69 lakhs against Fire Loss of Profit Policy and loss of ₹161.17 lakhs on account of other insurance claims settled with SBI Insurance Co Ltd.
- (d) Expense on account of old outstanding debit and credit balances debtors and creditors written off, amounting to ₹5,110.00 Lakhs.

Note : XXXVIII Due to inadequacy of Profits in terms of Section 71 (4) of the Companies Act, 2013, the Company is not able to create Debenture Redemption Reserves (DRR) as required to be created out of the Profits of the Company.

Note : XXXIX SEGMENT REPORTING

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

(₹ in Lakhs)

	In India	Outside India	Total
REVENUE	20,803	51,640	72,443
	(22,877)	(50,253)	(73,130)
RESULTS	7,206	19,119	26,324
	(8,524)	(17,957)	(26,481)
Less: Financial Expenses			8,332
			(2,831)
Less: Unallocated Expenses			23,525
			(22,629)
Add: Operating Income			3,746
			(1,838)
Add Exceptional Items			8,294
			(130)

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

	In India	Outside India	Total
Less: Income Tax Provision			-
			-
Add: Mat Credit entitlement			-
			-
Add: Deferred Tax			-1,699
			(-1,096)
Profit\ (Loss) after Tax			4,807
			(1,762)
OTHER INFORMATION			
SEGMENT ASSETS	29,744	9,295	39,039
	(35,381)	(9,249)	(44,630)
UNALLOCATED ASSETS			15,131
			(1,55,073)
TOTAL ASSETS			1,90,350
			(1,99,703)
SEGMENT LIABILITIES	8,905	2,665	11,570
	(8,771)	(2,887)	(11,658)
UNALLOCATED LIABILITIES			1,78,780
			(1,88,044)
TOTAL LIABILITIES			1,90,350
			(1,99,702)
CAPITAL EXPENDITURE			(1,526)
			(2,116)
DEPRECIATION			10,405
			(8,662)

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

	In India	Outside India	Total
NON CASH EXPENSES OTHER THAN DEPRECIATION			3.49
			(0.22)

NOTES:-

1 Geographical Segments

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

2 Segment assets & liabilities

Segment assets consists of debtors, other non-current assets and the segment liabilities consists of creditors.

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

NOTE : XL Post employment Benefits

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

ii) Defined Benefit Plan:

A) The Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:

a) On normal retirement/early retirement/withdrawal/resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

b) On death in service:

The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date:

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Amount of Expenses Recognised is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
In Income Statement	1,84,63,330	1,83,00,672
In Other Comprehensive Income	-63,98,933	1,82,80,260
Total Expenses Recognised during the period	1,20,64,397	3,65,80,932

Movements in the present value of the defined benefit obligation are as follows:

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Present Value of Obligation as at the beginning	10,36,37,494	6,96,18,790
Current Service Cost	1,13,76,233	80,97,740
Interest Expense or Cost	78,70,858	52,87,272
Re-measurement (or Actuarial) (gain)/loss arising from :		
- change in demographic assumptions		-1,54,68,601
- change in financial assumptions	-71,41,910	3,59,45,782
experience variance (i.e. Actual experience vs. assumptions)	1,02,853	-28,11,792
- others		-
Past Service Cost		58,55,508
Effect of change in foreign exchange rates		-
Benefits Paid	-1,02,2511	-28,87,205
Acquisition Adjustment		-
Effect of business combinations or disposals		-
Present Value of Obligation as at the end	11,48,23,017	10,36,37,494

Bifurcation of Present Value of Obligation at the end of the year as per revised Schedule III of the Companies Act, 2013

	As on 31-Mar-19	As on 31-Mar-18
Current Liability (Short term)	1,87,74,177	1,53,53,900
Non-Current Liability (Long term)	9,60,48,840	8,82,83,594
Present Value of Obligation	11,48,23,017	10,36,37,494

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Movements in the fair value of the plan assets are as follows:

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Fair Value of Plan Assets as at the beginning	1,03,19,977	1,23,75,205
Investment Income	7,83,761	9,39,848
Employer's Contribution	5,71,991	5,07,000
Employee's Contribution		-
Benefits Paid	-10,22,511	-28,87,205
Return on plan assets, excluding amount recognised in net interest expense	-6,40,124	-6,14,871
Acquisition Adjustment		-
Fair Value of Plan Assets as at the end	1,00,13,094	1,03,19,977

Expenses Recognised in the Income Statement is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Current Service Cost	1,13,76,233	80,97,740
Past Service Cost		58,55,508
Loss/(Gain) on settlement		-
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	70,87,097	43,47,424
Expenses Recognised in the Income Statement	1,84,63,330	1,83,00,672

Expenses Recognised in the Other comprehensive income is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Actuarial (gains)/losses		
- change in demographic assumptions		(1,54,68,601)
- change in financial assumptions	-71,41,910	3,59,45,782
- experience variance (i.e. Actual experience vs. assumptions)	1,02,853	(28,11,792)
- others		-
Return on plan assets, excluding amount recognised assumptions)	6,40,124	6,14,871
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		-
Components of defined benefit costs recognised in because of change in effect of asset ceiling	-63,98,933	1,82,80,260

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

The principal financial assumptions used in the valuation are shown in the table below:

PARTICULARS	As on 31-Mar-19	As on 31-Mar-18
Discount rate (per annum)	7.25%	7.60%
Salary growth rate (per annum)	8.50%	10.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows

PARTICULARS	As on 31-Mar-19	As on 31-Mar-18
Present Value of Obligation	11,48,23,017	10,36,37,494
Fair Value of Plan Assets	1,00,13,094	1,03,19,977
Surplus/(Deficit)	-10,48,09,923	-9,33,17,517
Effects of Asset Ceiling, if any		
Net Asset/(Liability)	-10,48,09,923	-9,33,17,517

iii) Compensatory absences

Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made as per Company rules with corresponding charge to the Statement of Profit and Loss amounting to ₹172.51 lakhs (Previous Year 54.08 lakhs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

NOTE : XLI Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

Significant Accounting Policies

XLII

The accompanying notes form an integral part of the standalone financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

N.R.Munjhal
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA Avishkar Singhal
Partner
M.No. 098689

CA L.K. Mahajan
Chief Accounts Officer

Pardeep Verma
AVP - Compliance & CS

Place : Chandigarh
Date : 29th May, 2019

Gagan Aggarwal
Chief Financial Officer

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XLII SIGNIFICANT ACCOUNTING POLICIES:-

1 BACKGROUND

Headquartered in Chandigarh, India, Ind-Swift Laboratories Ltd is a public limited company incorporated on 04 Jan, 1995 under the provision of companies Act, 2013. Company is global manufacturer of APIs, Intermediates and formulations (through group collaboration). Having commenced operations in 1997 as an API manufacturer, the Company continued to focus on this business domain as its key business driver. Currently, it is one of the leading API manufacturers in India with a presence in high-value, high-growth therapeutic segments.

2.1 STATEMENT OF COMPLIANCE

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP').

2.2 BASIS OF MEASUREMENT

The standalone financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities.

2.2 PROPERTY PLANT & EQUIPMENT

2.2.1 COST OF PROPERTY PLANT & EQUIPMENT

All Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are valued at cost/

revalued cost net of tax credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commercial production/ready to use.

2.2.2 DEPRECIATION /AMORTIZATION

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation is provided on straight line method at the rates specified in schedule II of the Companies Act 2013 on pro rata basis and the assets having the value upto ₹5000 have been depreciated at the rate of 100%. Lease hold Land is amortized over the period of lease. The policy of company is to provide depreciation on the Buildings, Plant & Machinery and Other Fixed assets from the date of commercial production/ ready to use.

2.2.3 INVESTMENT PROPERTY

"Properties that is held for long-term rentals or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of the investment property is replaced, the carrying amount of the replaced part is derecognised.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Investment property are depreciated using the straight line method over their estimated useful lives.

On transition to Ind AS, the Group has elected to continue with the carrying value of its investment property recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

2.2.4 INTANGIBLE ASSETS (OTHER ASSETS)

Intangible Assets with definite useful lives are subject to amortization and are reviewed to determine whether there is any indication that carrying Value of these assets may not be recoverable . Management judgment is required in the area of intangible assets loss particularly in assessing :

Whether an event has occurred that may indicate that the related assets values may not be recoverable or

Whether the carrying value of an intangible assets can be supported by the recoverable amount, being the fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the group .

Useful Lives of Intangible assets: Intangible assets related to R&D are amortised over the period of 8 years on straight line method.

2.3 BORROWING COSTS

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

2.4 INVENTORIES

Inventories are valued at lower of cost and net realisable value, Cost includes all charges in bringing the goods to point of sale. Cost is determined as follows.

2.4.1 Raw Materials and stores and spares are valued on FIFO basis.

2.4.2 Work in Process is valued at estimated cost basis and an appropriate share of production overheads or net realisable value whichever is less.

2.4.3 Finished Goods are valued at cost and an appropriate share of production overheads or net realisable value whichever is less.

2.5 REVENUE RECOGNITION

The Company derives revenues primarily from sale of API business.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a Five step application approach to be followed for revenue recognition.

1. Identify the contract(s) with a customer;
2. Identify the performance obligations;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations;
5. Recognise revenue when or as an entity satisfies performance obligation.

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

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer. Revenue excludes amounts collected on behalf of third parties. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note XV and disclosures of transition approach along with impact of adoption of Ind AS 115 on financial statements are provided in Note 2.18

2.5.1 SALE OF GOODS

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment is due within 0-180 days. The Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

2.5.2 CONTRACT BALANCES

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

2.5.3 Cost to obtain a contract

The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in advertisement and sales promotion expense under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognised as an expense in the period in which related revenue is recognised.

2.5.4 Other revenue streams

EXPORT & OTHER INCENTIVES

In case of sale made by the Company as Manufacturer, export benefits arising from Duty Entitlement Pass Book (DEPB), Merchandise Export Incentive Scheme, and Focus Market Scheme are recognised on date of actual receipt of such license from authority.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

In case of sale made by the Company as Manufacturer, export benefits arising from Duty Drawback scheme, Rebate of State Levies (ROSL), and Rebate of State and Central Taxes and Levies (ROSCTL), are recognised on sale of such goods in accordance with the agreed terms and conditions with customers.

Revenue from exports benefits measured at the fair value of consideration received or receivable net of returns and allowances, cash discounts, trade discounts and volume rebates.

Obligation/entitlements on account of Advance Licenses Scheme for import of raw materials are not accounted for as income and correspondingly no expenses is booked at time of payment of custom duty. Custom duty amount of pending export obligations are shown as contingent liability by way of note.

Rendering of Services

Revenue from rendering of services is recognised when the performance obligation to render the services are completed as per contractually agreed terms.

Dividend

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.6 FOREIGN CURRENCY TRANSACTIONS

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

exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

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

2.7 RETIREMENT BENEFITS

Defined Benefit Plans for defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Defined contribution plans which include contribution to the provident fund are recognised as expense when employees have rendered services entitling them to such benefits..

The compensated absences are provided on the basis of actuarial valuation of employees entitlement in accordance with company's rules.

2.8 Share Based Payment Arrangements

Share-based payment transactions of the Company Equity-settled share-based payments to employees are measured at the Fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such

that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.9 TAXATION

2.9.1 Current tax

Current tax is the tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.9.2 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.9.3 Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.10 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognised when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is discounted to its present

value wherever required and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed in notes when there is a possible obligation that rises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are neither recognised nor disclosed in the financial statements.

2.11 GOVERNMENT GRANTS

Government grants are initially recognised as income at fair value if there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant;

- In case of capital grants, they are then recognised in Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Group for expenses incurred are recognised in Consolidated Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

2.12 FINANCIAL INSTRUMENTS

2.12.1 Investment in subsidiaries, associates and joint ventures

The Company has accounted for its investments in subsidiaries, associates and joint ventures at cost less impairment.

2.12.2 Other financial assets and financial liabilities

Other financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Initial recognition and measurement: Other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

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

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through Profit & loss Account

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets

and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Financial liabilities

Recognition of Financial liabilities

Financial liabilities are measured at amortised cost using effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-Recognition of Financial liabilities

The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed shall be recognised in profit or loss account. Further the company applies extinguishment accounting/modification accounting as per IND-AS 109.

2.12.3 Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

2.13 IMPAIRMENT OF ASSETS

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset,

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, Corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.14 TRADE RECEIVABLES & ADVANCES

Sundry debtors outstanding for more than three years at the end of Balance Sheet date will be written off from the books of accounts except disputed debtors having matters pending under different Courts.

Other advances and related party balances outstanding for more than 3 years are reviewed by the management at the end of every financial year and are written off as per the judgment of the management.

2.15 OPERATING CYCLE

Based on the nature of products/activities of the Group and the normal time between acquisition

of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.16 KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2.16.1 Useful lives of property, plant and equipment and Intangible assets

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

2.16.2 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount

NOTES TO STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March, 2019

rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

2.16.3 Litigations

As explained in note 39.1, the Company is a party to certain commercial disputes and has also received notification of claims for significant amounts. There are number of factors that may affect the ultimate outcome in respect of this matter and accordingly, it is difficult to assess the impact of these disputes with accuracy.

2.17 OTHER ACCOUNTING POLICIES

Accounting Policies not specifically referred to are in accordance with generally accepted accounting principles including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

2.18 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New and amended standards

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are

described below. Several other amendments and interpretations apply for the first time in March 2019, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 115 was issued on 28th March, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures. The Company adopted Ind AS 115 using the modified retrospective method of adoption. The change did not have a material impact on the financial statements of the Company.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For **Avishkar Singhal & Associates**
Chartered Accountants
(Regd.No 017362N)

CA Avishkar Singhal
Partner
M.No. 098689

Place : Chandigarh
Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

CA L.K. Mahajan
Chief Accounts Officer

Gagan Aggarwal
Chief Financial Officer

Rishav Mehta
Director
DIN-03028663

Pardeep Verma
AVP - Compliance & CS

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF IND-SWIFT LABORATORIES LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **IND-SWIFT LABORATORIES LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement for Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2019, their consolidated profit including other comprehensive income, their consolidated cashflows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matters	How our audit assessed Key audit matters
<p>Revenue Recognition</p> <p>For the year ended March 31, 2019 the Company has recognised revenue from contracts with customers amounting to 724.42 Crores. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer. The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognised in the correct period. Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual. Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognised before the risk and rewards have been transferred. Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the Ind AS financial statements. (Refer Notes on accounts XV of notes on accounts)</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'. Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates. Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognised as per the shipping terms. To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognised to underlying arrangements with customers and other supporting documents. Obtained confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards

Key Audit Matters	How our audit assessed Key audit matters
<p>Change in Estimate</p> <p>Intangible assets include the R&D Technology with a carrying value amounting to ₹118.81crores in the beginning of the year. During the year, the company has changed its accounting estimate with respect to life of Intangible asset .Our audit focused on this area because the revision of Life of Intangible assets requires management to make a number of key judgments and estimates with respect to change in life of assets in accordance with Ind AS-38"Intangible asset.</p> <p>Accordingly, Change in life of intangible assets has been considered as a key audit matter.</p> <p>Refer Notes to accounts No.1(vii) to the Financial statements</p>	<ul style="list-style-type: none"> • We have assessed the management and the internal technical committee controls over the change in estimate of the carrying value of Intangible Asset to determine whether any change in estimate was required. • We assessed the Company's valuation methodology applied in estimating the life of intangible assets. • Performed sensitivity analysis around the key assumptions used by management in change in estimate testing to understand the impact of reasonable changes in assumptions on the estimated recoverable amounts. • Assessed the disclosures included in the financial statements in note 1(vii) to the Ind AS financial statements.
<p>Evaluation of Uncertain tax Positions</p> <p>The company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes to accounts No. XXIII to the Financial statements</p>	<ul style="list-style-type: none"> • Obtained the details of completed tax assessments and demands as on 31/03/2019 from Management. • We involved our expertise to challenge the management's underlying assumptions in estimating tax provision and the possible outcome of the disputes. • We have also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

Key Audit Matters	How our audit assessed Key audit matters
<p>Settlement of Debts & raising of funds</p> <p>The company has executed Master restructuring Agreement with Edelweiss assets restructuring company limited for settlement of its outstanding debts of ₹217.78 crores which is restructured into term loan of ₹132 crores and in addition to term loan 17,71,949 equity shares of ₹10 each at ₹55.50 premium are also allotted. Further, the company has raised funds by issuing NCDS & OCDS of ₹424.50 crores & ₹75.44 crores respectively for settlement of outstanding debt of SBI & other banks. Our audit focused on this area as this has impacted the profit & loss of the company and is of the significant nature.</p> <p>Accordingly it is considered as Key audit Matter.</p> <p>Refer Note no XI & XII of notes on accounts.</p>	<ul style="list-style-type: none"> • We have assessed and made detailed study of the agreements executed and the impact thereof. • Performed sensitivity analysis around the key assumptions used by management in applying Ind AS-109 "financial Instruments". • We assessed the Company's valuation of price for issuance of shares under private placement for raising funds. • We have assessed the compliance of various sections of Companies Act. • Assessed the disclosures included in the financial statements in note to the Ind AS financial statements.

Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters in the Notes to the Consolidated Ind AS financial statements:

- The Fixed Deposit Scheme was restructured vide order No. C.P 27/01/2013, dated 30.09.2013 by Company Law Board. The company has been granted extension of time of repayment of those deposits. Further the company has made the payment of ₹14.01 Crores including interest during the year.
- Regarding payment/provisioning of Managerial Remuneration, in view of the amendment to section 197 of Companies act 2013, the company has taken approval from shareholders for waiver of excess remuneration paid to its directors. (Refer Note No. XIX of Financial Statements).
- The company is in process of collecting information with respect to Micro, Small and medium enterprises and accordingly the disclosures requirement under

the MSMED Act,2006 could not be provided. (Refer Note no. XXX of the Financial statements).

- The company has not created the Debenture Redemption Reserve in terms of section 71(4) of the companies act, due to inadequacy of profits. (Refer notes to accounts XXXVIII of the financial Statements).

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2018-19, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view

and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design

and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal Control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements

represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We have not Audited the financial statements and other financial information of three subsidiaries and two associates entities whose financial statements reflect total assets of ₹3351.00 Lakhs as at 31st March 2019, total revenue of 4590.00 Lakhs, in respect of Three subsidiaries and two associates, whose financial statements/ financial information have not been audited by us. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of section 143 of the act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

The Financial Statements and other financial information of all subsidiaries which are located outside India whose Financial Statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries except in the case of Two subsidiaries viz M/s Meteoric Life Sciences PTE LTD and M/s Ind Swift Middle East FZE whose unaudited accounts have been considered for the consolidation purposes. The holding company's management has converted the financial statements of such subsidiaries located outside India from accounting Principles generally accepted in their respective countries to accounting

principles generally accepted in India. We have audited these conversion adjustments made by the holding company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the company and audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive

Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company, refer to our separate Report in "Annexure I" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act; Refer notes on account

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

- a. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note XXIII to the consolidated Ind AS financial statements;
- b. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2019.

For Avishkar Singhal & Associates
Chartered Accountants
(Regd No.:017362N)

Avishkar Singhal
Partner

Place: Chandigarh
Date: 29.05.2019

Membership No.: 098689

“ANNEXURE-1”

TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF IND SWIFT-LABORATORIES LIMITED.

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

In conjunction with our audit of the consolidated financial statements of Ind Swift Laboratories Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Ind Swift Laboratories Limited (hereinafter referred to as the “Holding Company”), as of that date. The subsidiary companies which are part of the Group are incorporated outside India and internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) is not applicable to the subsidiary companies.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial

reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated

financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management

override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Avishkar Singhal & Associates
Chartered Accountants
(Regd No.:017362N)

Avishkar Singhal
Partner

Place: Chandigarh
Date: 29.05.2019

Membership No.: 098689

CONSOLIDATED BALANCE SHEET

as at 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Note No.	As at 31/03/2019	As at 31/03/2018
ASSETS			
Non-current assets :			
Property, Plant and Equipment	I	83,230.77	80,249.84
Capital work-in progress		1,261.79	6,173.72
Other Intangible assets	I	6,868.17	11,902.89
Intangible assets under development		725.53	686.53
Investment property	I	1,246.98	1,269.94
Financial Assets			
Investments	II		
- In subsidiaries and associates		522.78	530.99
- In Others		1,333.55	1,300.61
Deferred tax assets (net)	III	7,882.16	9,601.36
Other non-current assets	IV	5,694.55	6,350.25
Sub Total		1,08,766.28	1,18,066.12
Current assets			
(a) Inventories	V	32,919.04	31,691.33
(b) Financial Assets			
(i) Trade receivables	VI	35,085.08	40,775.98
(ii) Cash and cash equivalents	VII	2,996.80	944.73
(c) Current Tax Assets (Net)			
(d) Other current assets	VIII	11,508.93	10,514.06
Assets held-for-sale/Assets included in disposal group(s) held-for-sale		171.49	306.25
Sub Total		82,681.33	84,232.36
Grand Total		1,91,447.62	2,02,298.49
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	IX	4807.69	4599.62
(b) Other Equity	X	55585.53	50724.40
Sub Total		60,393.22	55,324.04
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	XI	96,557.92	52,049.50
(ii) Trade payables			
(b) Provisions		1,434.09	1,332.23
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	XII	9,251.51	31,131.14
(ii) Trade payables	XIII	12,667.97	12,863.74
(b) Other current liabilities	XIV	10,573.92	49,024.44
(c) Provision		31.41	259.53
(d) Foreign Currency Translation		537.59	313.70
Sub Total		1,31,054.40	1,46,974.28
Grand Total		1,91,447.62	2,02,298.31

Significant Accounting Policies

XLIII

The accompanying notes form an integral part of the consolidated financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For Avishkar Singhal & Associates

N.R.Munjal

Rishav Mehta

Chartered Accountants

Chairman

Director

(Regd.No 017362N)

and Managing Director

DIN-03028663

DIN-00015096

CA Avishkar Singhal

CA L.K. Mahajan

Pardeep Verma

Partner

Chief Accounts Officer

AVP - Compliance & CS

M.No. 098689

Gagan Aggarwal

Place : Chandigarh

Chief Financial Officer

Date : 29th May, 2019

CONSOLIDATED STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2019

(₹ in Lakhs)

PARTICULARS	Note No.	Year Ended 31/03/2019	Year Ended 31/03/2018
Revenue from Operation	XV	75,660.26	76,548.29
Other Income	XVI	2,737.88	1,837.87
Total Revenue		78,398.14	78,386.16
EXPENSES			
Cost of Materials Consumed	XVII	41,599.75	37,047.72
Purchase of Stock In Trade		33.35	34.34
Change in Inventories of FG/WIP/Stock in trade	XVIII	(1,868.19)	2,270.50
Employee benefits expense	XIX	9,392.58	9,219.98
Financial Cost	XX	8,333.28	2,820.83
Depreciation & amortisation expenses	XXI	10,404.77	8,661.61
Other Expenses	XXII	12,885.60	14,538.95
TOTAL-B		80,781.13	74,593.92
Profit/(Loss) before exceptional, extraordinary items & Tax		(2,383.00)	3,792.24
Exceptional items			
Previous Year Loss /(Income)		(65.94)	(15.61)
Previous Year Expenses		59.40	79.64
Exceptional Item Loss (Profit)	XXXVII	(8,293.55)	129.59
Profit before extraordinary items and Tax			
Extra ordinary Items:			
(a) Reversal of Previous year Income/(Expenses)			
Profit /(Loss) before Tax		5,917.10	3,598.63
TAX EXPENSES:			
Current Tax		38.23	305.35
Income Tax Adjustment of Previous Years		335.40	0.00
Mat Credit Entitlement	III		
Deferred Tax (Liability)/Assets	III	(1,699.42)	(1,095.70)
Profit/ (Loss) for the period from continuing Operation		3,844.04	2197.58
Other Comprehensive Income			
A) Items that will be reclassified to P&L A/c		0.00	0.00
B) items that will not be reclassified into P&L A/c			
Actuarial (Gain)/loss on remeasurments of Post employee benefits		(63.99)	182.80
Tax on Actuarial (Gain) /loss on remeasurments of employee benefits		19.77	(56.49)
Other Comprehensive Income/Loss for the period, net of Tax		(44.22)	126.32
Total Comprehensive Income for the Period		3,888.25	2,071.27
Earning per equity share:			
(1)Basic		8.22	3.91
(2)Diluted		6.37	3.91
Profit B/F from Previous Year		(7,426.89)	(10,151.36)
Profit C/o to Balance Sheet		(3,582.85)	(7,953.78)

Significant Accounting Policies

XLIII

The accompanying notes form an integral part of the consolidated financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For Avishkar Singhal & Associates

Chartered Accountants

(Regd.No 017362N)

CA Avishkar Singhal

Partner

M.No. 098689

Place : Chandigarh

Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjal

Chairman

and Managing Director

DIN-00015096

CA L.K. Mahajan

Chief Accounts Officer

Gagan Aggarwal

Chief Financial Officer

Rishav Mehta

Director

DIN-03028663

Pardeep Verma

AVP - Compliance & CS

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31st March, 2019

₹ in Lakhs

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extra-Ordinary Items	(2,383.00)	3,786.63
ADJUSTMENTS FOR:		
(i) Depreciation	10404.77	8,661.61
(ii) Exchange (profit)/loss	(12.91)	(228.05)
(iii) Employee stock option plan	-	61.53
(iv) Previous year items	6.54	(64.03)
(v) Interest on Term loans, NCDS, OCDs & FD	7,980.97	2,320.17
(vi) Interest received	(257.44)	(384.62)
(vii) Provision for Doubtful Debts	0.00	0.00
(viii) Loss on sale of fixed assets	3.49	(0.22)
(ix) Income tax adj of previous years	(335.40)	0.00
(x) Amortisation of Subsidy	(2.53)	(2.53)
(xi) Gain/ Loss on sale of investment	0.00	0.00
(xii) Dividend from subsidiary	0.00	0.00
(xiii) Insurance claim on FLOP	857.69	0.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	16,262.17	14,150.50
ADJUSTMENTS FOR:		
i) Trade & Other Receivables	1,372.91	(4,828.03)
ii) Inventories	(1,227.71)	2,664.44
iii) Loan & advances	(1,822.86)	1,041.80
iv) Current Liabilities	747.20	3,263.08
v) Working Capital Borrowing SBI	(21,498.87)	(8,982.76)
vi) Income taxes (Including Advance Tax/TDS)	(259.53)	0.00
	(22,688.86)	(6,841.47)
Net Cash flow from operating Activities	(6,426.69)	7,309.03

CONSOLIDATED CASH FLOW STATEMENT (contd.)

For the year ended 31st March, 2019

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
B.CASH FLOW FROM INVESTING ACTIVITIES		
i)Purchase of fixed Assets Tangible	-1,525.56	(2,045.37)
ii)Purchase of fixed Assets Intangible	-17.81	(71.12)
iii) Sale of fixed assets	51.23	6.40
iv) (Purchase)/ Sale of Investments	-24.72	(14.96)
(v) Dividend from subsidiary	0.00	0.00
vi) Interest Received	257.44	384.62
	(1,259.42)	(1,740.44)
Net Cash from investing activities	(7,686.11)	5,568.59
C. CASH FLOW FROM FINANCING ACTIVITIES		
i) Repayment of Term Loans to Banks & Financial Institutions & FD	(33,864.09)	(4,877.86)
ii) Interest paid on Term Loans & FD	(6,219.52)	(2,074.19)
iii) ESOP contributions	52.00	53.76
iv) Proceeds from Term Loans From Banks & Financial Institutions	49,994.07	700.00
Net Cash flow from Financing Activities	9,962.45	(6,198.30)
	2,276.34	(629.71)
Net increase in Cash or Cash Equivalents	2276.34	(629.71)
Opening Cash & Cash Equivalents	944.73	1,612.59
Closing Cash & Cash Equivalents	2,996.80	944.73
Add: Unrealised Gain/(Loss) in Foreign currency Translation reserve	223.89	38.15
Closing Cash & Cash Equivalents after FCTR	3220.68	982.89

Significant Accounting Policies

XLIII

The accompanying notes form an integral part of the consolidated financial statements.

The Company is following Indirect Method of cash flow.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

CA Avishkar Singhal
Partner
M.No. 098689

Place : Chandigarh
Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

CA L.K. Mahajan
Chief Accounts Officer

Gagan Aggarwal
Chief Financial Officer

Rishav Mehta
Director
DIN-03028663

Pardeep Verma
AVP - Compliance & CS

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for year ended 31st March, 2019

A. Equity Share Capital {Refer Note No. IX }

(₹ in Lakhs)

Particulars	As on 31.03.2019		As on 31.03.2018	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Balance at the beginning of the reporting period	4,52,77,252	4,527.73	4,47,39,626	4,473.96
Issued	2291938	229.19	537631	53.76
Balance at the end of the reporting period	4,75,69,190	4,756.92	4,52,77,252	4,527.73

B. Other Equity [Refer note X]

Particulars	Reserves and Surplus						Items of Other Comprehensive Income	₹ in Lakhs
	Capital Reserve	Securities Premium	Employee Stock options Outstanding	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit-liabilities / (assets)	
Balance as at 01.04.2017	30.10	23,053.00	247.34	26,828.49	8,037.51	-9,618.68	-2.65	48,575.12
Profit (Loss) for the Year	0.00	0.00	0.00	0.00	0.00	2,216.78	0.00	2,216.78
Other comprehensive income for the year (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00	-126.32	-126.32
Total comprehensive income	30.10	23,053.00	247.34	26,828.49	8,037.51	-7401.90	-128.96	50,665.58
Amortisation of Subsidy	-2.53	0.00	0.00	0.00	0.00	0.00	0.00	-2.53
Grant/Issue of shares pursuant to ESOP (Refer Note (IX) (e))	0.00	153.65	-92.12	0.00	0.00	0.00	0.00	61.53
Depreciation on revalued assets	0.00	0.00	0.00	-1426.31	1426.31	0.00	0.00	0.00
Balance as at 31.03.2018	27.56	23,206.66	155.22	25,402.18	9,463.82	-7,401.90	-128.96	50,724.58
Profit (Loss) for the Year	0.00	0.00	0.00	0.00	0.00	3,844.04	44.22	3,888.25

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (contd.)

for year ended 31st March, 2019

Particulars	Reserves and Surplus						Items of Other Comprehensive Income	₹ in Lakhs
	Capital Reserve	Securities Premium	Employee Stock options Outstanding	Revaluation reserve	General Reserve	Profit & Loss	Re measurement of the defined benefit-liabilities / (assets)	Total other Equity
Profit (Loss) share of associates	0.00	0.00	0.00	0.00	0.00	-8.21	0.00	-8.21
Other comprehensive income for the year (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive income	27.56	23,206.66	155.22	25,402.18	9,463.82	-3,566.07	-84.75	54,604.62
Amortisation of Subsidy	-2.53	0.00	0.00	0.00	0.00	0.00	0.00	-2.53
Grant/Issue of shares pursuant to ESOP (Refer Note (IX) (e))	0.00	1,132.04	-148.61	0.00	0.00	0.00	0.00	983.43
ESOP lapsed	0.00	0.00	-6.61	0.00	6.61	0.00	0.00	0.00
Stock options written off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue Share for OCD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation on revalued assets	0.00	0.00	0.00	-1,422.40	1,422.40	0.00	0.00	0.00
Balance as at 31.03.2019	25.03	24,338.70	0.00	23,979.78	10,892.83	-3,566.07	-84.75	55,585.52

Significant Accounting Policies

XLIII

The accompanying notes form an integral part of the consolidated financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For Avishkar Singhal & Associates
Chartered Accountants
(Regd.No 017362N)

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA Avishkar Singhal
Partner
M.No. 098689

CA L.K. Mahajan
Chief Accounts Officer

Pardeep Verma
AVP - Compliance & CS

Place : Chandigarh
Date : 29th May, 2019

Gagan Aggarwal
Chief Financial Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : I FIXED ASSETS AS ON 31.03.2019

(₹ in Lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
	AS ON 01-04-2018	ADDITION/ ADJUSTMENT	SALE/ TRANSFER	AS ON 31-03-2019	AS ON 01-04-2018	DURING THE PERIOD		AS ON 31-03-2019	AS ON 31-03-2019	AS ON 31.03.2018
						Dep Provided	Dep Written Back			
TANGIBLE ASSETS										
LAND FREE HOLD	6,376.75	0.00	7.82	6,368.93	0.00	0.00	0.00	0.00	6,368.93	6,376.75
LAND LEASE HOLD	171.89	0.00	0.00	171.89	22.20	1.77	0.00	23.97	147.93	149.70
FACTORY BUILDINGS	22,273.24	1,283.08	0.00	23,556.31	5,046.56	724.46	0.00	5,771.02	17,785.29	17,226.68
OFFICE BUILDINGS	668.81	0.00	52.08	616.73	121.32	10.40	(8.57)	123.15	493.58	547.49
R&D BUILDINGS	2,391.47	0.00	0.00	2,391.47	696.09	75.42	0.00	771.51	1,619.96	1,695.38
BUILDING - PILOT PLANT	170.22	0.00	0.00	170.22	69.55	5.26	0.00	74.81	95.41	100.67
PLANT & MACHINERY	74,830.27	6,553.74	0.00	81,384.01	27,646.24	3,574.72	0.00	31,220.96	50,163.05	47,184.03
R&D MACHINERY	6,759.35	289.44	0.00	7,048.79	3,129.33	304.89	0.00	3,434.22	3,614.57	3,630.02
PLANT & MACHINERY - PILOT PLANT	392.34	0.00	0.00	392.34	244.43	17.06	0.00	261.49	130.85	147.91
ELECTRIC INSTALATIONS	6,356.78	211.12	0.71	6,567.20	3,773.90	490.33	(0.44)	4,263.78	2,303.42	2,582.89
ELECTRIC INSTALLATIONS - PILOT PLANT	2.44	0.00	0.00	2.44	2.32	0.00	0.00	2.32	0.12	0.12
FURNITURE & FIXTURES	508.57	10.34	1.13	517.79	385.10	20.44	(0.71)	404.83	112.96	123.47
OFFICE EQUIPMENTS	327.63	13.57	2.14	339.06	276.33	13.14	(2.03)	287.44	51.62	51.30
COMPUTER & PERIPHERALS	313.14	22.75	0.00	335.90	147.67	72.01	0.00	219.69	116.21	165.47
VEHICLES	1174.95	19.89	52.13	1142.71	906.99	58.37	(49.52)	915.84	226.87	267.96
TOTAL (A)	12,2717.86	8,403.94	116.01	1,31,005.78	42,468.03	5,368.27	(61.29)	47,775.01	83,230.77	80,249.84
INTANGIBLE ASSETS										
R&D TECHNOLOGY	11,881.71	0.00	5,013.53	6,868.17	0.00	5,013.53(5,013.53)		0.00	6,868.17	11,881.71
GOODWILL	21.18			21.18					21.18	21.18
TOTAL(B)				11902.89				0.00		5013.53
TOTAL(A+B+C)	1,36,078.85	8,403.94	5,129.55	1,39,353.24	42,656.19	10,404.77	(5074.82)	47,986.13	91,367.11	93,422.66
PREVIOUS YEAR	1,41,836.25	(2,166.62)	48.19	1,39,621.44	37,593.55	8,661.61	(56.38)	46,198.77	93,422.66	1,04,242.70

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

- i) Previously Company has revalued its assets comprising of Land, Plant & Machinery of Derabassi Unit and Jammu plant by the approved External valuer to reflect the market value and accordingly the appreciation amounting to ₹10,138.73, ₹14,330.37 & ₹14,231.00 Lakhs (excluding land and Plant and machinery of Jammu) respectively have been credited to Capital Reserve Account (Re-valuation Reserve A/c) as on 31.03.2007, 08.06.2011 & 30.06.2012
- ii) Depreciation on revalued assets amounting to ₹1,422.4 Lakhs {P.Y. ₹1,426.31} has been provided during the year from the Profit and Loss Account as per the Schedule II of Companies Act 2013 & the same is transferred from Revaluation Reserve to General Reserves .
- iii) Office Buildings includes Mumbai Office Buildings ₹333.74 Lakhs which was purchased in the name of the Managing Director of the Company. The Company has entered into an "agreement to sell" and has taken GPA from the Managing Director. The property is yet to be registered in the name of Company.
- iv) Freehold land includes ₹13.79 crores and Flats ₹14.58 Crore for which agreement to sell and GPA in favour of the company has been executed and the same have been put to use. The Freehold Land & Flats are yet to be registered /transferred in the name of the Company.
- (v) Capital Work in Progress (Tangible) includes expenses pending capitalisation ₹0.00 (Previous Year ₹1,785.85 Lakhs).
- vi) Refer Borrowing notes XI & XII for properties pledged as security towards borrowings.
- vii) Intangible assets life has been revised from 10 years to 8 years in accordance with Ind-AS 38 "Intangible Assets". Additional depreciation due to this change in estimates has impacted the P&L account by ₹2,055 Lakhs.
- (viii) The interest which has been capitalised in Tangible Assets is in conformity with IND-AS 23 " Borrowing Costs"

DESCRIPTION	OPENING BALANCE (in CWIP Tangible)	ADDITIONS	CAPITALISED	CLOSING BALANCE
INTEREST COST FIXED ASSETS	1,748.04	0.00	1,748.04	0.00
SALARY & WAGES	37.81		37.81	0.00
Freight	0.00	0.00	0.00	0.00
TOTAL	1,785.85	0.00	1,785.86	0.00
PREVIOUS YEAR	1,969.24	167.02	350.41	1,785.85

(ix) Capital Work In Process (Tangible)

DESCRIPTION	OPENING BALANCE	ADDITIONS	CAPITALISED	CLOSING BALANCE
PLANT&MACHINERY	3,653.56	926.70	3,653.56	926.70
ELECTRIC INSTALATIONS	91.24	107.96	91.24	107.96
FACTORY BUILDINGS	643.06	227.12	643.06	227.12
Total	4,387.86	1,261.79	4,387.86	1,261.79

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(x) Capital Work In Process (Intangible)

DESCRIPTION	OPENING BALANCE	ADDITIONS	CAPITALISED	CLOSING BALANCE
Software in Progress (SAP)	686.53	38.99		725.53

NOTE : II

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
i) Investment in Fortune (India) Construction Ltd		
48,20,000 Equity Share of ₹10/- each fully paid up.	498.65	506.81
ii) Investment in Mohali green investment Pvt. Ltd		
2,40,000 Equity Share of ₹10/- each fully paid	24.13	24.18
TOTAL	522.78	530.99

Other Investments : (Carried at FVTOCI)

i) Investment in Essix Biosciences Limited		
12,35,000 Equity Share of ₹10/- each fully paid up.)	767.50	767.50
ii) Investment in Nimbua Green Field (Punjab) Ltd		
1,40,625 Equity Share of ₹10/- each fully paid	14.06	14.06
(iii) Investment in Hackim Fariyand Chemi Company	551.99	519.05
Total	1,333.55	1,300.61
GRAND TOTAL	1,856.33	1,831.61

Investments in Fortune (INDIA) Constructions Ltd. includes Goodwill amounting to ₹9.75 Lakhs and its post acquisition profits

NOTE : III

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Deferred Tax:		
The Break Up of Deferred Tax Liabilities/(Assets)		
as at March 31, 2019 is as under:		
Deferred Tax Liabilities		
Taxable Temporary Difference on account of :		
Depreciation	10,356.14	11,482.04
Total	10,356.14	11,482.04
Deferred Tax Assets		
Taxable Temporary Difference on account of :		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Provision for Doubtful Debts/Gratuity/Bonus/EL Encashment/ commission	476.11	498.72
Carried Forward Losses as per Income Tax Act	2,271.02	6,339.87
Funded Interest Term loan & Interest Accrued	-	8,160.43
NCD valuation as per IND AS	9,406.80	-
Total Deferred Tax Assets	12,153.93	14,999.03
MAT Credit entitlement	6,084.37	6,084.37
Deferred Tax Assets /(Liability) net	7,882.16	9,601.36
Deferred Tax Assets /(Liabilities) Charged to OCI	(19.77)	56.49
Deferred Tax Assets /(Liabilities) Charged to P&L A/c	(1,699.42)	(1,095.70)

During the year no MAT liability arise in view of clause (iii) of Explanation 1 of sub section 2 of Section 115JB of Income Tax act, 1961.

NOTE : IV

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Non - Current Assets		
(Unsecured but Considered Good)		
(a) Security Deposits	180.17	151.69
(b) Capital Advances		
- Related Party	5,461.81	4,975.09
- Others	52.58	1,223.47
Total	5,694.55	6,350.25

NOTE : V

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
(a) INVENTORIES		
(As per inventories taken, valued & certified by the Management)		
Raw Materials	5,713.66	6,682.16
Work in Process	15,053.65	14,555.11
Finished Goods*	9,864.37	8,494.73
Goods-in-Transit (Raw material)	1,493.48	1,269.00
Stores & Consumables	793.88	690.33
Total	32,919.04	31,691.33

*Finished Goods inventory includes material lying at port

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : VI

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Trade Receivables		
- Unsecured Considered good*	35,085.08	40,775.98
	35,085.08	40,775.98

*Includes Amounts due from Related Parties 19,311.96 19,923.75

NOTE : VII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Cash and Cash equivalents		
Cash balance in hand	97.09	349.39
Bank balances with Scheduled Banks :		
Fixed Deposits With Banks*	2,416.25	530.18
Interest accrued but not due on Fixed Deposits	26.02	26.15
Current Accounts	457.44	39.01
Total	2,996.80	944.73

*Fixed Deposits With Banks include Margin monies against LC and margin monies against liquid funds for public deposits.

NOTE : VIII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Current Assets		
(a) Loans and advances (Unsecured but considered good)		
-Related Parties*	7,580.74	5,705.66
-Others Advances to Creditors	1,000.70	2,100.53
(b) Others		
-Indirect Taxes Recoverable - Cenvat/Vat /GST	2,094.29	1,209.69
-Advance Custom Duty Paid /Export Incentive Scheme	98.82	68.49
-Advance Tax/TDS	386.05	543.64
-Prepaid Expenses	128.68	95.45
-Advances recoverable in cash or in kind or value to be received	219.65	790.60
Total	11,508.93	10,514.06

* Loans/advances represents advances to Related parties for Business purpose only.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : IX

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
SHARE CAPITAL		
a) Authorised		
Balance as per Last Balance Sheet:	6,000.00	6,000.00
Addition during the year		
Nil (Previous Year NIL) Equity share of ₹10/- Each		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10/- Each	6,000.00	6,000.00
b) Issued, Subscribed & Paid Up		
Balance as per Last Balance Sheet:	5,860.26	4,473.96
Addition during the year		
22,91,938 (5,37,631) Equity share of ₹10.00 each*	229.19	53.76
4,75,69,190 (Previous Year 4,52,77,252) Equity Shares of ₹10/-each fully called up and paid up.	6,089.45	4,527.73
c) Share Forfeited		
Share Warrants Forfeited Account	63.23	63.23
Equity Share Forfeited Account (175900 shares in the year 2002-03)	8.67	8.67
	71.90	71.90
TOTAL	6,161.35	4,599.62

*The addition during the year includes 5,19,989 shares issued under ESOP scheme 2014 & 17,71,949 shares issued to Edelweiss ARC Limited as per MRA dated 7-6-2018.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

d) List of Shareholders holding more than 5 % shares

Name	No. of shares	No. of shares
	As on 31.03.2019	As on 31.03.2018
Ind-Swift Ltd	94,99,720 (19.97%)	94,99,720 (20.98%)
Essix Biosciences Ltd	1,28,27,787 (26.97%)	1,28,27,787 (28.33%)

e) Share Based Payments

The ESOP scheme titled "ESOP 2014" of the Company, was approved by the shareholders on September 30, 2014. 25,00,000 options are covered under the plan. The Company has granted 16,00,000 options till date to its eligible employees. The vesting period of these options is three years with each option convertible into one equity share of ₹10/- each.

As per Ind- AS 102 "Share Based Payments" if the company is unable to measure the fair value of services rendered by employees, it has to value the cost of Employee stock option plans considering the value of equity instruments granted, Fair value calculation of equity instrument granted is based on market price of equity share instruments, In previous GAAP Company is already calculating the Intrinsic value on basis of market price of Equity shares and given the company is unable to reliably estimate the fair value of services Company's accounting treatment of Share Based Payments is in compliance with Ind-AS 102

The details as to the ESOP exercised during the year is as under :

PARTICULARS	2018-19	2017-18
ESOP Details		
No. of options outstanding at the beginning of the year	5,43,109	10,80,740
No of Options Granted during the year	0	0
No. of options exercised during the year	5,19,989	5,37,631
No. of Shares allotted during the year pursuant to exercise of options	5,19,989	5,37,631
Exercise Price	₹10.00	₹10.00
Intrinsic Value	₹28.58	₹28.58
No. of options outstanding/lapse at the end of the year	23,120	NIL
No. of options outstanding at the end of the year	NIL	5,43,109

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : X

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Equity		
(A) Reserves & surplus		
(a) Capital Reserves :		
State Subsidy		
Opening Balances:-	27.54	30.08
Less:- Amortisation during the year	2.53	2.53
	25.01	27.54
(b) Capital Redemption Reserve	0.02	0.02
(c) Employee Stock Option Outstanding	-	155.22
(d) Securities Premium		
Opening Balance	23,206.66	23,053.01
Addition during the year	1,132.04	153.65
	24,338.71	23,206.66
(e) Revaluation Reserve		
Opening balance	25,402.18	26,828.50
Addition (decrease) during the year	-	-
Less: Depreciation charges on revalued assets trf to General reserve	1,422.40	1,426.31
	23,979.78	25,402.18
(f) General Reserve		
As per Last Balance Sheet	9,463.81	8,037.50
Add: Trf from ESOP	6.61	-
Add: Dep on revalued assets Deducted from Revaluation Reserves	1,422.40	1,426.31
	10,892.83	9,463.81
(g) Retained Earnings		
As per Last Balance Sheet	(7,401.89)	(9,618.86)
Profit/(loss) of Associates	(8.21)	24.99
Add: Profit(Loss) for the year closing	3,844.04	2,191.79
Closing	(3,566.07)	(7,402.08)
Total (A)	55,670.27	50,853.37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	As at 31.03.2019	As at 31.03.2018
(B) Items of other Comprehensive Income		
a) Remeasurement of the defined benefits liabilities /(assets)		
Opening balance	(128.96)	(2.65)
Add/(Less): Movement during the year (net of Tax)	44.22	(126.32)
Closing Balance	(84.75)	(128.96)
TOTAL (B)	(84.75)	(128.96)
TOTAL OTHER EQUITY (A+B)	55,585.53	50,724.40

NOTE : XI

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Non-current liabilities		
(a) Financial Liabilities		
Secured Loans		
(a) (i) Non Convertible debenture	74,999.25	-
(ii) Optional Convertible debenture	7,544.08	-
(b) Term Loans		
From Banks	-	50,172.42
From other parties	12,842.51	224.65
UnSecured Loans:-		
(i) Public Deposits	1,172.09	1,652.43
Total	96,557.92	52,049.50
(b) Provisions		
(i) Gratuity Payable	1,048.10	933.18
(ii) Compensated absences	385.99	399.06
Total	1,434.09	1,332.23

NOTE : XII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Current Liabilities		
Secured		
(i) Borrowings for working capital.	6,398.93	27,897.80
Unsecured		
(i) Public Deposits	1,000.91	1,531.96
(ii) Others	1,752.67	1,701.38
(III) Loans From Directors	99.00	
Total	9,251.51	31,131.14

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

(a) Maturity profile of term Loans:- Secured loan from Banks /ARC outstanding as on 31.03.2019

Particulars & Interest Rate	Amount (In Lakhs)	Instalment Due F.Y 2019-20	After F.Y 2019-20	After F.Y 2019-20
NCD (Edelweiss)	72,600.00	0.00	72,600.00	10.00%
OCD (Edelweiss)	7,544.07	0.00	7,544.07	10.00%
Asset Reconstruction Company (India) Ltd	1,472.51	328.96	1143.55	9.00%
Edelweiss Asset Reconstruction Company Ltd (Trustee)	12,699.00	1,000.00	11,699.00	9.00%
Edelweiss Asset Reconstruction Company Ltd	350.00	350.00	0.00	20.00%
Term Loan - BOI ECB	1,151.78	1,151.78	0.00	6.95%
SC LOWY Asset Management(HK) Limited	2,905.19	2,905.19	0.00	NA
Total	98,722.56	5,735.94	92,986.62	

(b) For the loans assigned to Edelweiss Assets Reconstruction Company Limited (EARCL) in the previous years, the company has executed Master Restructuring Agreement dated 07.06.2018 with EARCL on behalf of the EARCL trusts resulting in the existing debts of the company restructured. Accordingly existing debt of ₹217.78 Crores is restructured/merged/converted into term loan of ₹132 Crores @ 9% p.a payable in 23 quarterly instalments starting from 30.09.18. In addition to the above mentioned term loan, the company has allotted 1771949 equity shares of ₹10 each at premium of ₹55.50 per share.

(c) During the year the company has raised funds of ₹424.50 crores through private placement of 10 % Secured Listed Rated Redeemable, 4245 Numbers of Non- Convertible Debentures @ ₹10 Lakhs each redeemable at premium at the end of 6 years so that the total IRR on the amount so raised shall be 20 % and also raised a sum of ₹75.44 crores through private placement of 11517670 numbers of Optionally Convertible Debentures of ₹10 each at a premium of ₹55.50 per OCD at the coupon rate of 10 % p.a. with an option of conversion of one OCD into one equity share at any time upto eighteen months from the date of allotment at a reference price of ₹65.50 per share. The proceeds from the issue of NCD & OCDs were utilised mainly for the settlement

of the outstanding debt of SBI and other banks as agreed with EARCL.

(d) Further the NCDs are valued at ₹726.00 crores in the books in compliance to the IND-AS 109 "Financial Instruments" resulting in an expense of ₹301.50 Crores on account of De-recognition of liabilities has been provided in the books under the head exceptional items as on 31.03.2019.

(e) PUBLIC DEPOSIT RESTRUCTURING

Under the provisions of the Companies Act, 2013, the Company has got its Public Deposit Scheme restructured vide its order No. C.P 27/01/2013 of company law board. Dated 30.09.2013 through Hon'ble Company Law Board. The Company has been granted extension of time in repayment of these deposits. During the current year the company has made repayment of fixed deposits and interest amounting to ₹1400.91 Lakhs)

(f) DETAIL OF CHARGES ON ASSETS

(1) The Non Convertible Debenture (NCD) of ₹424.50 crores; Optionally Convertible Debenture (OCDs) of ₹75.44 crores ; Bank of India-ECB ₹11.52 Crores, Asset Reconstruction Company India limited (ARCIL) debt of ₹14.72 crores; SC lowy primary investment limited ₹29.05 crores; Edelweiss

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Assets Reconstruction Company limited debt of ₹130.49 crores is secured as under :

- (i) a first ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee 1 " for the benefit of the respective lenders and
- (ii) a second ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee 2 " for the benefit of the respective lenders and
- (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee 1 in the favour of the " Security Trustee 1 " for benefit of the respective lenders and
- (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee 1" in the favour of the "Security Trustee 1" for the benefit of the respective lenders and
- (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

Note: The Company has appointed M/s Vistra (ITCL) Limited as Debenture Trustee for the benefit of the NCDs and OCDs & M/s IDBI Trusteeship Services limited as the Security Trustee to hold the Security on behalf of

all the lenders including the NCD and OCD holders. The same is in process and will be completed in current financial year.

- 2) Bank borrowings for working capital ₹63.99 crores (P.Y. ₹54.95 Crores) from Bank of India & I.D.B.I., are secured by :-
 - (i) a first ranking pari passu charge over the entire current assets on the borrower in favour of " Security trustee " for the benefit of the respective lenders and
 - (ii) a second ranking pari passu charge over the entire fixed assets (both present and future) of the borrower by way of an equitable mortgage, in favour of " Security trustee " for the benefit of the respective lenders and
 - (iii) unconditional and irrevocable on demand personal guarantee from each promoter to the extent of their respective net worth in the form acceptable to the lenders and the security Trustee in the favour of the " Security Trustee " for benefit of the respective lenders and
 - (iv) unconditional and irrevocable on the demand corporate guarantee from each of the affiliate companies in the form acceptable to the lenders and the "Security Trustee " in the favour of the "Security Trustee " for the benefit of the respective lenders and
 - (v) Pledge of Promoters Group Shareholding in the borrower (2,15,56,851 no of shares out of the fully diluted equity share capital of the borrower as on the effective date), free of all encumbrances.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XIII

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Trade Payable:		
(i) Raw Material	8,869.81	8,514.41
(ii) Other Creditors	3,798.16	4,349.32
Total	12,667.97	12,863.74

NOTE : XIV

(₹ in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Other Current Liabilities:		
(i) Advances from Customers	391.12	618.37
(ii) Advance from Related Party	-	-
(iii) Statutory Liabilities	227.89	237.45
(iv) Expenses Payable	943.16	884.15
(v) Current Maturity of Term Loan From Banks/financial institution	5,735.94	25,125.77
(vi) Interest accrued on bank borrowing & Others	3,275.81	22,158.71
Total	10,573.92	49,024.44

- i) Statutory Liabilities include TDS/TCS payable, ESI Payable, PF payable, Labour welfare Payable, GST Payable, professional tax etc.
- ii) Expenses payable include Salary, wages, Bonus, Short term compensated absences and gratuity payable, Audit Fees, Electricity Exp payable etc.

PARTICULARS	As at 31.03.2019	As at 31.03.2018
b) Short Term Provisions :		
(i) Income Tax	31.41	259.53
Total	31.41	259.53

NOTE : XV

REVENUE FROM OPERATIONS

1. Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Type of goods or service		
Sales of APIs		
Sale of manufactures Products	75,625.57	76,512.34
Sale of traded Products	34.68	35.95
Revenue from contracts with customers TOTAL	75,660.26	76,548.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Revenue within India	25,393.33	22,876.52
Revenue Outside India	50,266.93	53,671.77
Revenue from contracts with customers TOTAL	75,660.26	76,548.29
Timing of revenue recognition		
Goods transferred at a point in time	75,660.26	76,548.29
Revenue from contracts with customers TOTAL	75,660.26	76,548.29

Note : Revenue from operations for the year ended March 31 2019 includes excise duty NIL (Previous Year INR 296 Lakhs . From 1 July 2017 onwards the excise duty and most indirect taxes of India have been replaced with Goods & service Tax (GST) .The company collects GST on behalf of the Government .Hence,GST is not included in Revenue from operations . In view of the aforesaid change in indirect taxes,Revenue from operations year ended March 31,2019 is not comparable with March 31,2018.

2. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers (₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Contract Assets		
Trade receivables	35,085.08	40,775.98
Contract liabilities		
Advances from customers	391.12	618.37

3. Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price (₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Revenue as per contracted price	75,991.53	77,031.17
Adjustments		
Sales return	331.27	482.88
Revenue from contract with customers	75,660.26	76,548.29

4. The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2019 are, as follows (₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Advances from customers	391.12	618.37
TOTAL	391.12	618.37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XVI

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
OTHER INCOME		
Export Incentive & other Operating Income	2,188.83	1,439.29
Interest Income	257.82	384.62
Dividend Income		
-Subsidiaries	0.00	
Other Non operating Income	291.23	13.96
Total	2,737.88	1,837.87

NOTE : XVII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
COST OF MATERIAL CONSUMED/SOLD		
Opening Stock	7,951.16	8,392.60
Add :-		
Purchases	40,383.93	36,309.87
Excise Duty Paid	-	296.42
	48,335.09	44,998.89
Less: Closing Stock	6,735.34	7,951.16
Total	41,599.75	37,047.72

NOTE : XVIII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
INCREASE /DECREASE IN INVENTORY		
Opening Stock		
Work in Process	14,555.11	16,897.29
Finished Goods	8,494.73	8,423.04
	23,049.84	25,320.33
Closing Stock		
Work in Process	15,053.65	14,555.11
Finished Goods/Stock in Trade	9,864.37	8,494.73
	24,918.02	23,049.84
Total	1,868.19	-2,270.50

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XIX

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
EMPLOYEE BENEFITS EXPENSES		
Directors Remuneration		
--Salary & Allowances	407.70	407.68
--Contribution to P.F.	0.65	0.65
Salary & Allowance	1,970.10	2,195.38
Salary & Wages	6,419.67	5,969.70
P.F. & Other Funds	294.54	283.64
Staff Welfare Expenses	110.45	107.71
Recruitment Expenses	4.00	7.05
Gratuity Premium	184.63	183.01
Training & Development Expenses	0.83	3.62
ESOP	-	61.53
Total	9,392.58	9,219.98

In terms of the provisions of the Section 197 of the Companies Act, 2013 as amended by the Companies Amendment Act, 2017, the shareholders in their Extra-Ordinary General Meeting held on 11th February, 2019, have approved the waiver of the excess remuneration paid to Sh.N.R.Munjhal, Chairman and Managing Director (₹4.86 cr.) , Sh. Himanshu Jain, Jt. Managing Director (₹4.86 cr.) & Sh. Rishav Mehta, Executive Director to 22-03-2018. The shareholders have also accorded their approval to the payment of remuneration to all these directors for the period from 23-03-2018 till 22.03.2021 for amount upto of ₹25 Lakhs, 25 Lakhs and 20 Lakhs per month respectively even in case the same exceeds the limit specified under the Schedule V of the Companies Act, 2013.

NOTE : XX

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
FINANCE COST		
Interest on Term Loans	1,340.17	
Interest on Debentures	6,425.07	2,010.97
Interest on Working Capital	630.72	682.26
Bank Charges & Others	824.27	871.95
Forex Fluctuations-Expenses (gain)	-886.95	-744.35
Total	8,333.28	2,820.83

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXI

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
DEPRECIATION & AMORTISATION EXPENSES		
Depreciation	10,404.77	8,661.61
Total	10,404.77	8,661.61

NOTE : XXII

(₹ in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
OTHER EXPENSES		
MANUFACTURING EXPENSES		
Job Work Charges	385.29	562.29
Power, Fuel & Water Charges	3,744.02	2,957.90
Stores & Spares	1,220.47	1537.81
Repair & Maint. :		
Plant & Machinery	295.03	449.30
Buildings	201.35	532.50
Electrical	170.98	111.77
Other Manufacturing Expenses	172.12	121.84
Total	6,189.25	6,273.41
ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	222.44	236.86
Auditors Remuneration :		
--Audit Fees	4.00	4.00
--Certification Fees	1.00	1.00
--Out of Pocket Exp.	1.22	1.29
Office Rent	57.11	54.57
Rate fee & Taxes	175.54	201.84
Insurance Charges	338.63	227.70
Legal & Professional Charges	512.86	584.96
Printing & Stationary	105.02	88.80
Vehicle Running & Maint.	210.61	197.69
Telephone & Postage	49.80	60.29
Office Expenses	130.93	97.71
Charity & Donation	3.89	5.94

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Listing Fees	9.35	7.13
Books & Periodicals	0.83	0.97
Meeting, Membership & Subscription Fees	48.71	38.23
Security Expenses	105.65	109.53
Repair & Maintenance-General	81.12	143.03
Other Expenses	30.28	30.79
TOTAL	2,088.97	2,092.32

SELLING & DISTRIBUTION EXPENSES

Advertisement & Publicity	1.22	3.27
Business Promotion	358.54	351.49
Commission on Sales	1,204.42	1,837.19
Packing Material	389.57	358.16
Rebate & Discount	0.00	0.00
Freight Outward	561.94	584.59
Insurance Charges	12.38	17.26
ECGC Premium	2.43	0.00
Other expenses	1.50	15.03
TOTAL	2,531.99	3,166.98

RESEARCH & DEVELOPMENT EXPENSES(DB)

Salary & Wages (R&D)	147.06	136.38
Administration Expenses	0.00	0.94
Consumables, Chemicals & Regents	392.68	373.45
Technical Study & Consultancy & Product registration	34.95	2.40
TOTAL	574.69	513.16

RESEARCH & DEVELOPMENT EXPENSES(Mohali)

Raw Material, Consumables, Lab Chemicals & Regents	426.06	1465.13
Salary & Wages	822.16	756.18
Utility & Running/Maint Expenses	93.55	102.81
Analytical Fees & Study	9.86	24.54
Finance & Interest Charges	3.59	-27.30
Patent Filling	8.51	4.01
Administrative Expenses	133.48	167.92
TOTAL	1,497.20	2,493.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Loss on Sale of Fixed Assets	3.49	-0.22
Provision for Doubtful Debts	0.00	0.00
TOTAL	3.49	-0.22
Grand Total-Note No XXII	12,885.60	14,538.95

NOTE : XXIII

(₹ in Lakhs)

	2018-19	2017-18
CONTINGENT LIABILITIES NOT PROVIDED FOR:		
a. Letter of Credit against purchase of raw material:		
-Domestic	418.94	192.60
-Import	3,507.81	4,007.01
b. Bank Guarantees		
-Inland	30.00	37.06
-Foreign Currency	0.00	0.00
c. Export obligation in respect of custom duty :	1,282.06	1,024.35
d. Contingent Liabilities in respect of unassessed/ assessed (Pending in Appeal) cases of Income Tax, Excise Duty, Sales Tax and Service Tax.	Unascertained	Unascertained
e. Corporate guarantees given on behalf of (To the extent Utilized)		
Essix Biosciences Ltd	1,787.36	2,072.26
Halcyon Life Science Pvt Ltd	0.00	2,558.19

NOTE : XXIV Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) ₹ 136.15 Lakhs (P.Y. ₹380.82 Lakhs)

NOTE : XXV In the opinion of the Board, the Current Assets, Loans & Advances shown in the Balance Sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE : XXVI Other expenses under head administrative expenses includes ₹5,70,000.00 (Previous Year ₹3,30,000.00) paid to directors as sitting fee.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXVII Earning per share is calculated as shown below:-

(₹ in Lakhs)

	F.Y. 2018-19	F.Y. 2017-18
Profit available for Basic EPS (A)	3,844.04	2,197.58
Interest on OCDs (net of Tax) (B)	363.64	0.00
	F.Y. 2018-19	F.Y. 2017-18
Profit available for Diluted EPS (A-B)	3,480.40	2,197.58
For Basic Earning		
No of weighted average equity shares	4,67,60,170	4,50,68,091
For Diluted Earning		
No of weighted average of Diluted Equity Shares	5,46,48,985	4,50,68,091
Nominal Value of Equity Share	10.00	10.00
Earning Per Share (₹)		
Basic	8.22	4.88
Diluted	6.37	4.88

NOTE : XXVIII In accordance with IND-AS 24, 'Related Party Disclosures', issued by the Institute of Chartered Accountants of India, the Company has compiled the following information :

a. List of related parties and their relationship

Subsidiary Companies	Ind Swift Laboratories Inc. USA
	Ind-Swift Middle East FZE (UAE)
	Meteoric Life Science Pte Ltd.,Singapore
Associate Companies	Fortune(India) Constructions Ltd.
	Mohali Green Environment Private Limited
Key Management personnel/Directors	Sh. N.R. Munjal, Chairman cum Managing Director
	Sh. S.R. Mehta,Non-Executive Chairman
	Sh. Himanshu Jain, Jt. Managing Director
	Sh. Rishav Mehta, Director
	Dr. G.Munjal,Director
	Dr. V.R.Mehta,Director
	Mr. Gagan Aggarwal, Chief Financial Officer
	Sh. Pardeep Verma, AVP- Compliance & CS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control

3M Advertisers & Publishers Ltd.

Dashmesh Medicare Private Limited

Essix Biosciences Limited

Halcyon Life Sciences Pvt Ltd.

Ind Swift Limited

Mansa Print & Publishers Limited

Nimbua Green Field (Punjab) Limited

Punjab Renewable Energy Pvt Ltd.

Saidpura Envirotech Private Limited

Swift Fundamental Research & Education Society

Vibrant Agro Industries Limited

(₹ in Lakhs)

Particulars	Associates		Others (Entities in which KMP or their relative is a Director; or KMP or their relative exercises control		Subsidiary	
Nature of Transactions	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1) Transactions during the year						
Purchase	-	-	7,856.30	6,529.83	-	-
Sales	-	-	7,990.60	9,084.93	1,383.99	3,568.08
Dividend received	-	-	-	-	1,008.47	-
Expenses	-	175.97	629.80	1,012.44	3.64	3.19
Service taken/Capital Exp.	21.44	298.75	19.18	-	-	-
Income Recd.	-	-	-	-	-	-
Equity Contribution	-	-	-	-	-	-
Investment Purchased	-	-	-	-	-	-
Corporate Gurantee Given	-	-	1,787.36	4,697.55	-	-
(To the extent utilised)	-	-	-	-	-	-
2) Outstanding Balances as on 31.03.19						
Share Capital	-	-	2,232.75	2,232.75	-	-
Investment	522.78	506.00	781.56	781.56	1,353.66	1,354.10
Loan & Advances Given	51.88	51.88	7,528.86	5,757.53	-	-
Loan & Advances Taken	-	-	-	-	-	-
Debtors	-	-	19,263.14	19,923.75	(819.62)	(364.75)
Creditors	-	-	-	-	-	-
Capital Advances	5,461.81	4,975.09	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXIX The balance in the parties accounts whether in debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts at the year end is unascertainable .

NOTE : XXX Company has not received intimation from supplier regarding the status under Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act have not been given.

NOTE : XXXI Detail of Auditor's Remuneration(i.e. payment to Auditors)

Particulars	F.Y. 2018-19	F.Y. 2017-18
Audit Fees	4,00,000	4,00,000
Certification Fees	1,00,000	1,00,000
	5,00,000	5,00,000

NOTE : XXXII Loans & Advances include ₹15.16 Lakhs (P.Y 7.53 Lakhs) due from CFO. Maximum amount due during the year is ₹15.16 Lakhs (P.Y. 15.16 Lakhs) and ₹12.67 Lakhs (P.Y 12.67 Lakhs) due from Company Secretary. Maximum amount due during the year is ₹12.67 Lakhs (P.Y. 12.67 Lakhs).

NOTE : XXXIII (a) The company has not provided quantitative information under clause 2(5) in view of the exemption granted by central Government vide their notification no. 301 dated 08.02.2011.

	2018-19	2017-18
(b) C.I.F. Value of Imports :-(amount in ₹)		
(i) For Raw Material	17,292.72	15,315.57
(ii) For Capital Goods	258.76	236.57
(c) Expenditure in Foreign Currency :-(amount in ₹)		
Interest	137.96	175.55
Others	1,186.82	1,163.67
Total	1,324.78	1,339.21
(d) Earnings in Foreign Currency (Amount in ₹)		
FOB Value of Goods	48,046.49	45,423.78
Other Income received	0.00	0.00

NOTE : XXXIV Unpaid dividend as on 31.03.2019 is ₹3.13 Lakhs (Previous year ₹6.38 Lakhs). During the financial year, an amount of ₹3.25 Lakhs transferred to central government account (IEPF) on account of unpaid dividend for the financial year 2010-11.

In compliance with section 124 (6) of Companies Act, 2013, 85791 Shares in respect of which dividend has not been paid or claimed more than seven consecutive years or more was transferred to IEPF in FY-18-19.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XXXV Expenditure on Research & Development

(₹ in Lakhs)

	2018-19	2017-18
a) Addition in Tangible Assets -DB Unit	58.97	255.69
b) Addition in Fixed Assets - Mohali Unit	240.39	36.57
c) Debited to Profit & Loss Account as per Annexure XXII(R&D Mohali Unit)	1,497.20	2,493.29
d) Debited to Profit & Loss Account as per Annexure XXII(DB Unit)	574.69	513.16
e) Depreciation	5,013.53	3,929.72

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

NOTE : XXXVI In accordance with Ind AS 10 "Events after reporting period", we are disclosing that the company has set-aside an amount of ₹1,650.00 lakhs for their ongoing litigations.

NOTE : XXXVII Company has classified the following as Exceptional Items:-

- Income on account of balances write back of ₹42,857.55 Lakhs on account of One Time Settlement with Banks & financial institution.
- Expense amounting to ₹30,150.00 Lakhs on account of de-recognition of liabilities by issuance of NCDs in view of IND-AS 109.
- Income on account of Insurance claim amounting to ₹857.69 lakhs against Fire Loss of Profit Policy and loss of ₹161.17 lakhs on account of other insurance claims settled with SBI Insurance Co Ltd.
- Expense on account of old outstanding debit and credit balances debtors and creditors written off, amounting to ₹5110.00 Lakhs.

NOTE : XXXVIII Due to inadequacy of Profits in terms of Section 71 (4) of the Companies Act, 2013, the Company is not able to create Debenture Redemption Reserves (DRR) as required to be created out of the Profits of the Company.

NOTE : XXXIX Statement containing salient features of the financial statement of Subsidiaries.

(₹ in Lakhs)

Particulars	Year	Ind Swift	Meteoric LifeScience	Ind Swift Middle
		Laboratories Inc.	PTE. Ltd.	East FZE
		31-12-2018	31-10-2018	31-3-2019
Capital	2018-19	344	416	646
	2017-18	1,228	416	442
Reserves	2018-19	297	5	161
	2017-18	252	-47	110

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Particulars	Year	Ind Swift	Meteoric LifeScience	Ind Swift Middle
		Laboratories Inc.	PTE. Ltd.	East FZE
		31-12-2018	31-10-2018	31-3-2019
Total Liabilities	2018-19	1,310	95	77
	2017-18	1,703	83	73
Total Assets	2018-19	1,952	515	884
	2017-18	3,182	451	833
Turnover Net	2018-19	4,590	NIL	NIL
	2017-18	6,987	NIL	NIL
Provision For Tax	2018-19	38	NIL	NIL
	2017-18	305	NIL	NIL
Profit /(Loss before Tax)	2018-19	89	0	0
	2017-18	740	-1	-4
Proposed dividend	2018-19	NIL	NIL	NIL
	2017-18	NIL	NIL	NIL
Reporting Currency:-				
Currency		\$	\$	\$
Exchange Rate as on 31.03.2019		69.79	73.99	69.17
Exchange Rate as on 31.03.2018		63.93	64.77	65.04

Notes:-

- 1) In Compliance with provisions of SEBI (LODR) regulations 2015, audited consolidated financial statements form part of this Annual reports.
- 2) The company has consolidated the Audited results of its 100 % subsidiary Ind Swift Laboratories Inc for the financial Year Jan 18 to Dec 18 of the Subsidiary company .
- 3) The company has consolidated the Unaudited results of its 100 % subsidiary Ind Swift Middle East FZE for the financial Year Apr 18 to Mar 19 of the Subsidiary company .
- 4) The company has consolidated the Unaudited results of its 100 % subsidiary Meteoric Lifesciences Pte Ltd for the financial Year Nov 17 to Oct 18 of the Subsidiary company .
- 5) The company has consolidated the unaudited results of associate "Fortune (india) Constructions Ltd. ". As per the Equity Method.
- 6) Full accounts of the aforesaid subsidiary are available for inspection at the registered office of the Company and on request will be sent to the members free of cost.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Additional information pursuant to para 2 of general instructions for the preparations of Consolidated financial statements.

Name of the entity	Net Assets (Total Assets minus total Liability)		Share in profit or Loss	
	% of consolidated assets	Amount (In Lakhs)	% of consolidated profit or Loss	Amount (In Lakhs)
Parent Company				
Ind Swift Laboratories Ltd	96.91%	58,524	97.77%	3,888.25
Foreign Subsidiaries				
Ind Swift Laboratories Inc. USA	1.06%	641	2.23%	88.62
Meteoric Life Science Pte Ltd.,Singapore	0.70%	421	0.00%	-
Ind-Swift Middle East FZE (UAE)	1.34%	807	0.00%	-
Sub Total	100.00%	60,393	100%	3,976.88
Associates - Indian				
Fortune (India) Construction Ltd		488.90		(8.16)
Mohali green investment Pvt. ltd		24.13		(0.05)

NOTE : XL SEGMENT REPORTING

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

(₹ in Lakhs)			
	In India	Outside India	Total
REVENUE	20,803	54,857	75,660
	(22,877)	(53,674)	(76,551)
RESULTS	7754	21,699	29,453
	(8460)	(19,594)	(28,054)
Less: Financial Expenses			8,333
			(2,821)
Less: Unallocated Expenses			26,570
			(21,978)
Add: Operating Income			2,738
			(1,838)
Add Extra Ordinary Item			8,294
			(130)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

	(₹ in Lakhs)		
	In India	Outside India	Total
Less: Income Tax Provision			38.23
			(305.35)
Add: Mat Credit entitlement			-
			-
Add: Deferred Tax			(1,699)
			(1,096)
Profit\ (Loss) after Tax			3,844
			(2,198)
OTHER INFORMATION			
SEGMENT ASSETS	31,485	9,295	40,780
	(37,877)	(9,249)	(47,126)
UNALLOCATED ASSETS			1,50,668
			(1,55,172)
TOTAL ASSETS			1,91,448
			(2,02,298)
SEGMENT LIABILITIES	10,003	2,665	12,668
	(9,976)	(2,887)	(12,864)
UNALLOCATED LIABILITIES			1,78,780
			(1,89,435)
TOTAL LIABILITIES			1,91,448
			(2,02,298)
CAPITAL EXPENDITURE			(1,526)
			(2,116)
DEPRECIATION			10,405
			(8,662)
NON CASH EXPENSES OTHER THAN DEPRECIATION			3.49
			(0.22)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTES:-

1 Geographical Segments

The segment reporting is performed on the basis of the geographical location of customers.

The management views the Indian market and export markets as distinct geographical segments.

2 Segment assets & liabilities

Segment assets consists of debtors, other non-current assets and the segment liabilities consists of creditors.

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

NOTE : XLI Post employment Benefits

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

ii) Defined Benefit Plan:

A) The Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment as under:

a) On normal retirement/early retirement/withdrawal/resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

b) On death in service:

The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date:

Amount of Expenses Recognised is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
In Income Statement	1,84,63,330	1,83,00,672
In Other Comprehensive Income	-63,98,933	1,82,80,260
Total Expenses Recognised during the period	1,20,64,397	3,65,80,932

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Movements in the present value of the defined benefit obligation are as follows:

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Present Value of Obligation as at the beginning	10,36,37,494	6,96,18,790
Current Service Cost	1,13,76,233	80,97,740
Interest Expense or Cost	78,70,858	52,87,272
Re-measurement (or Actuarial) (gain)/loss arising from :		
- change in demographic assumptions		-1,54,68,601
- change in financial assumptions	-71,41,910	3,59,45,782
experience variance (i.e. Actual experience vs. assumptions)	1,02,853	-28,11,792
- others		-
Past Service Cost		58,55,508
Effect of change in foreign exchange rates		-
Benefits Paid	-10,22,511	-28,87,205
Acquisition Adjustment		-
Effect of business combinations or disposals		-
Present Value of Obligation as at the end	11,48,23,017	10,36,37,494

Bifurcation of Present Value of Obligation at the end of the year as per revised Schedule III of the Companies Act, 2013

PARTICULARS	As on 31-Mar-19	As on 31-Mar-18
Current Liability (Short term)	1,87,74,177	1,53,53,900
Non-Current Liability (Long term)	9,60,48,840	8,82,83,594
Present Value of Obligation	1,14,82,3017	10,36,37,494

Movements in the fair value of the plan assets are as follows:

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Fair Value of Plan Assets as at the beginning	1,03,19,977	1,23,75,205
Investment Income	7,83,761	9,39,848
Employer's Contribution	57,1991	5,07,000
Employee's Contribution		-
Benefits Paid	-10,22,511	-28,87,205
Return on plan assets, excluding amount recognised in net interest expense	-6,40,124	-6,14,871
Acquisition Adjustment		-
Fair Value of Plan Assets as at the end	1,00,13,094	1,03,19,977

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

Expenses Recognised in the Income Statement is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Current Service Cost	1,13,76,233	80,97,740
Past Service Cost		58,55,508
Loss/(Gain) on settlement		-
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	70,87,097	43,47,424
Expenses Recognised in the Income Statement	1,84,63,330	1,83,00,672

Expenses Recognised in the Other comprehensive income is as follows

PARTICULARS	For the period ending	
	31-Mar-19	31-Mar-18
Actuarial (gains)/losses		
- change in demographic assumptions		(1,54,68,601)
- change in financial assumptions	-71,41,910	3,59,45,782
-experience variance (i.e. Actual experience vs. assumptions)	1,02,853	(28,11,792)
- others		-
Return on plan assets, excluding amount recognised assumptions)	6,40,124	6,14,871
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		-
Components of defined benefit costs recognised in because of change in effect of asset ceiling	-63,98,933	1,82,80,260

The principal financial assumptions used in the valuation are shown in the table below:

PARTICULARS	As on 31-Mar-19	As on 31-Mar-18
Discount rate (per annum)	7.25%	7.60%
Salary growth rate (per annum)	8.50%	10.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows

PARTICULARS	As on 31-Mar-19	As on 31-Mar-18
Present Value of Obligation	11,48,23,017	10,36,37,494
Fair Value of Plan Assets	1,00,13,094	1,03,19,977
Surplus/(Deficit)	-10,48,09,923	-9,33,17,517
Effects of Asset Ceiling, if any		
Net Asset/(Liability)	-10,48,09,923	-9,33,17,517

iii) Compensatory absences

Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made as per Company rules with corresponding charge to the Statement of Profit and Loss amounting to ₹172.51 lakhs (Previous Year 54.08 lakhs) and it covers all regular employees. Major drivers in actuarial assumptions, typically, are years of service and employee compensation.

NOTE : XLII Previous year figures have been regrouped, rearranged wherever considered necessary for comparison.

Significant Accounting Policies

XLIII

The accompanying notes form an integral part of the consolidated financial statements.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For **Avishkar Singhal & Associates**
Chartered Accountants
(Regd.No 017362N)

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

Rishav Mehta
Director
DIN-03028663

CA Avishkar Singhal
Partner
M.No. 098689

CA L.K. Mahajan
Chief Accounts Officer

Pardeep Verma
AVP - Compliance & CS

Place : Chandigarh
Date : 29th May, 2019

Gagan Aggarwal
Chief Financial Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

NOTE : XLIII SIGNIFICANT ACCOUNTING POLICIES:-

1 BACKGROUND

Headquartered in Chandigarh, India, Ind-Swift Laboratories Ltd is a public limited company incorporated on 04 Jan, 1995 under the provision of companies Act, 2013. Company is global manufacturer of APIs, Intermediates and formulations (through group collaboration). Having commenced operations in 1997 as an API manufacturer, the Company continued to focus on this business domain as its key business driver. Currently, it is one of the leading API manufacturers in India with a presence in high-value, high-growth therapeutic segments.

2.1 STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP').

2.2 BASIS OF MEASUREMENT

The consolidated financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities.

These Consolidated Financial Statements of the Company and its subsidiaries and its Jointly controlled entity have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards as notified under section 133 of the Companies Act, 2013 read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and

other relevant provisions of the Act and accounting principles generally accepted in India.

2.3 BASIS OF PREPARATION

- a) Company has wholly owned subsidiary in USA which was incorporated on Jan 2, 2004. The financial year of Parent Company is from April 18 to March 19 whereas the financial year of Subsidiary Company is from Jan 18 to Dec 18. Accordingly, subsidiary's financial statements for the year ended on 31-12-2018 are considered for the purpose of consolidation. Effect for significant transactions or events that the have occurred in subsidiary for period Jan 01, 2019 to March 31, 2019 have been accounted for.
- b) Company has another wholly owned subsidiary in Singapore which was incorporated on Nov 20, 2009. The financial year of the Parent company is from April 18 to March 19 whereas the financial year of Subsidiary Company is from Nov 17 to Oct 18. Accordingly, subsidiary's financial statements for the year ended on 31-10-2018 are considered for the purpose of consolidation. Effect for significant transactions or events that the have occurred in subsidiary for period Nov 01, 2018 to March 31, 2019 have been accounted for.
- c) Company has another wholly owned subsidiary in Dubai which in the name of Ind-Swift Middle East FZE. The financial year of the Parent company & financial year of Subsidiary Company are Same.
- d) Company has Investment in associates "Fortune (India) constructions Ltd." Company has consolidated its associate accounts as per the IND-AS 110 "Consolidated Financial statements"
- d) Company has Investment in associates "Mohali Green Environment Private Limited" Company has consolidated its associate accounts as per the IND-AS 110 "Consolidated Financial statements"

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

- e) The Parent Company maintains its records and prepares its financial statements under the historical cost convention, in accordance with Generally accepted Principles in India, While the foreign subsidiary maintain their records and prepare their financial statements in conformity with Generally Accepted Principles prevalent in the country of their domicile. No adjustments are made in these consolidated financial statements for inconsistencies in accounting policies.

2.4 USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with Ind AS requires Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise. Estimates and underlying assumptions are reviewed on an ongoing basis.

2.5 PROPERTY PLANT & EQUIPMENT

2.5.1 COST OF PROPERTY PLANT & EQUIPMENT

All Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are valued at cost/ revalued cost net of tax credit wherever eligible. Cost includes all expenses and borrowing cost attributable to the project till the date of commercial production/ready to use.

2.5.2 DEPRECIATION /AMORTIZATION

Depreciation is recognised so as to write off the cost

of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation is provided on straight line method at the rates specified in schedule II of the Companies Act 2013 on pro rata basis and the assets having the value upto ₹5000 have been depreciated at the rate of 100%. Lease hold Land is amortized over the period of lease. The policy of company is to provide depreciation on the Buildings, Plant & Machinery and Other Fixed assets from the date of commercial production/ ready to use.

2.5.3 INVESTMENT PROPERTY

Properties that is held for long-term rentals or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of the investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment property are depreciated using the straight line method over their estimated useful lives.

On transition to Ind AS, the Group has elected to continue with the carrying value of its investment property recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

2.5.4 INTANGIBLE ASSETS (OTHER ASSETS)

Intangible Assets with definite useful lives are subject to amortization and are reviewed to determine whether there is any indication that carrying Value of these assets may not be recoverable . Management judgment is required in the area of intangible assets loss particularly in assessing :

Whether an event has occurred that may indicate that the related assets values may not be recoverable or

Whether the carrying value of an intangible assets can be supported by the recoverable amount, being the fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the group .

Useful Lives of Intangible assets:

Intangible assets related to R&D are amortised over the period of 8 years on straight line method.

2.6 BORROWING COSTS

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

2.7 INVENTORIES

Inventories are valued at lower of cost and net realisable value, Cost includes all charges in bringing the goods to point of sale. Cost is determined as follows.

- 2.7.1 Raw Materials and stores and spares are valued on FIFO basis.
- 2.7.2 Work in Process is valued at estimated cost basis and an appropriate share of production overheads or net realisable value whichever is less.
- 2.7.3 Finished Goods are valued at cost and an appropriate share of production overheads or net realisable value whichever is less.

2.8 FOREIGN CURRENCY TRANSACTIONS

In relation to the Parent Company

Transactions in foreign currencies are recorded at the exchange rates prevailing at the date of the transactions. The gain or loss arising from forward transactions have been recognised in the year in which the contract has been cancelled/ matured. Monetary assets & current liabilities are translated at year end exchange rates. The resulting gain or loss on translation or settlement is recognised in the Profit& Loss Account except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

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

In relation to the Subsidiary Company

In case of foreign subsidiary, the local accounts are maintained in the local and functional currency. The financial statements of such subsidiary, which are integral foreign operations for the parent company, have been translated to indian currency on the following basis:

- a) All income and expenses are transalted at yearly average rate of exchange prevailing during the year.
- b) Monetary assets and liabilities are transalted at the closing rate on the Balance Sheet date.
- c) Non-Monetary Assets and Liabilities are transalted at historical rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2019

- d) The resulting exchange difference is accounted as "Foreign Currency Translation Reserve" which is disclosed separately on the balance sheet.

2.9 TRADE RECEIVABLES & ADVANCES

Sundry debtors outstanding for more than three years at the end of Balance Sheet date will be written off from the books of accounts except disputed debtors having matters pending under different Courts. Other advances and related party balances outstanding for more than 3 years are reviewed by the management at the end of every financial year and are written off as per the judgment of the management.

2.10 OTHER SIGNIFICANT ACCOUNTING POLICIES

Other accounting policies adopted for preparation of consolidated financial statements are same as set out in the Part B of Schedule XLV accompanying the financial statements of Ind Swift Laboratories Limited. The other accounting policies adopted by subsidiary are the same as that of Ind Swift Laboratories Limited in all material respect.

2.11 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New and amended standards

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other amendments and

interpretations apply for the first time in March 2019, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 115 was issued on 28 March 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Company adopted Ind AS 115 using the modified retrospective method of adoption. The change did not have a material impact on the financial statements of the Company.

AS PER OUR SEPARATE REPORT OF EVEN DATE

For **Avishkar Singhal & Associates**
Chartered Accountants
(Regd.No 017362N)

CA Avishkar Singhal
Partner
M.No. 098689

Place : Chandigarh
Date : 29th May, 2019

For and on behalf of the Board of Directors

N.R.Munjal
Chairman
and Managing Director
DIN-00015096

CA L.K. Mahajan
Chief Accounts Officer

Gagan Aggarwal
Chief Financial Officer

Rishav Mehta
Director
DIN-03028663

Pardeep Verma
AVP - Compliance & CS

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Ind-Swift Laboratories Limited will be held on Monday, the 30th Day of September, 2019 at 10:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31st March, 2019 together with the Directors' and Auditors' Reports thereupon.
2. To appoint Director in place of Mr. Rishav Mehta (DIN: 03028663), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (LODR) regulations, 2015, Ms. Neerja Chathley (DIN: 08448077), an Additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Woman Director of the Company, to hold office for a term of five years w.e.f. 10th May, 2019.

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to ₹2.00 Lakhs (Rupees Two Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved."

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the ratification and for entering into any contracts and/or arrangements with the following related parties

for amounts not exceeding the limits as detailed below on an annual basis:-

Sr. No.	Name of Related Party	Nature of Relationship	Maximum Limit (In ₹ Crores)	Nature of Transaction
1.	Essix Biosciences Limited	Group Promoter Company	150.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
2.	Ind Swift Limited	Group Promoter Company	100.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
3.	Halcyon Life Sciences Private Limited	Group Company	40.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
4.	Dashmesh Medicare Private Limited	Group Company	20.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
5	Fortune (India) Constructions Limited	Associate Company	40.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

6. 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 Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company be and is hereby accorded in respect of loans already made/to be made, guarantees already given/to be given and/or security(ies) already provided/to be provided to an entity under the category of 'a

person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding ₹400,00,00,000 (Rupees Four Hundred Crores only) subject to party wise limits as follows:-

Sr. No.	Name of Company	Maximum Limits under section 185 of the Companies (In ₹ Crores)
1.	Ind Swift Limited	125
2.	Essix Biosciences Limited	110
3.	Halcyon Life Sciences Limited	60
4.	Fortune India Constructions Limited	60
5.	Mansa Print & Publishers Ltd.	40
6.	Mohali Green Environment Private Limited	05
Total		400

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/ security, and to take all necessary steps, to execute

all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

7. 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 Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or reenactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹500 crores, notwithstanding that the aggregate of loans and investments so far made,

the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/ security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

By Order of the Board

Sd/-

Pardeep Verma

Place: Chandigarh

Date: 10.08.2019

AVP-Corporate Affairs &
Company Secretary

NOTES: -

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item No's 03-07 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2019 to 30th September, 2019, both days inclusive.
10. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the registered office address.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at registered office address for the attention of Mr. Pardeep Verma-AVP Corp. Affairs & Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 05.00 P.M. except holidays up to the date of Annual General Meeting.
14. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

15. Electronic copy of the Annual Report and Notice of the 24th Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 24th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent through the permitted mode.

16. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 23rd September, 2019 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

The instructions for members for voting electronically are as under:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting")

will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting facilities will be provided in the following manners:-

- (i) The voting period begins on 27th September, 2019 at 9.00 A.M and ends on 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- | | |
|--|---|
| <p>(viii) After entering these details appropriately, click on "SUBMIT" tab.</p> | <p>NO implies that you dissent to the Resolution.</p> |
| <p>(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> | <p>(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> |
| <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> | <p>(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p> |
| <p>(xi) Click on the EVSN 190902021 <INDSWFTLAB> on which you choose to vote.</p> | <p>(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> |
| <p>(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option</p> | <p>(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> |
| | <p>(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.</p> |
| | <p>(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the</p> |

instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

IV. 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.

V. 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.

VI. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VII. 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.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, 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.

IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indswiftlabs.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

- X. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communication

including Annual Report, Notices, and Circulars etc. from the Company electronically.

By Order of the Board

Sd/-

Pardeep Verma

AVP-Corporate Affairs &
Company Secretary

Place: Chandigarh

Date: 10.08.2019

Registered Office:

SCO 850, Shivalik Enclave,
NAC, Manimajra,
Chandigarh - 160001

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The appointment of Ms. Neerja Chathley (DIN: 08448077) as an Independent Woman Director of the Company is proposed for the term of five years from 10th May, 2019 to 9th May, 2024.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit signifying its intention to propose the candidature of Ms. Neerja Chathley for the office of Independent Director of the Company. The Company has also received declaration from Ms. Neerja Chathley that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under of the SEBI (LODR) Regulations, 2015. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the said Act.

In the opinion of the Board, Neerja Chathley, meets the criteria of independence as provided in the Section 149 read with Schedule IV of the Act for such appointment.

Brief resume of the Director, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/

chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated as required under Regulation 36 of SEBI (LODR) Regulations is appended below: -

Name of Director	Ms. Neerja Chathley
Age	64 Years
Nationality	Indian
Date of Appointment	10th May, 2019
Shareholding in the Company	Nil
Qualifications	M.A., M. Ed.
Expertise in specific Functional Area	Over 33 years of experience in Education Sector.
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies as on 31.03.2019	Nil
Relationship inter-se between Directors	Nil

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Neerja Chathley is appointed as an Independent Director.

A copy of the draft letter of appointment to be issued to the Appointee for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations, 2015.

Except for Ms. Neerja Chathley, her relatives who may be deemed to be interested in the respective resolution at item no. 3 of the Notice as it concerns her appointment as Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. Kumar & Associates, Cost Accountants, to conduct the Cost audit of the cost records of the Company for the financial year ended 31st March, 2020.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2019-20 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether

financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Your Company has entered into a transaction with the companies as mentioned in the resolution which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. The Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR) Regulations.

Members may please note that in light of the limit as prescribed under Companies Act & SEBI (LODR) Regulations the Company may enter into the transaction with its' Related Parties for more than the limits as specified in Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015 in ordinary course

of business. Accordingly the resolution of Item No. 5 of Notice is proposed for approval of members for entering into transaction with the related party within the limit given in the said resolution.

The following are the particulars under Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014:

Name of the Related Party	Name of Director/KMP who is interested	Nature of Relationship	Nature, Material terms, Monetary Value, and particulars of the Contract or arrangements
1. Essix Biosciences Limited	1. Sh. Himanshu Jain	Common Directors; related with the Directors of the Company.	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013.
2. Ind Swift Limited	2. Sh. N R Munjal		
3. Halcyon Life Sciences Private Limited	3. Sh. Rishav Mehta		
4. Dashmesh Medicare Private Limited	Directors are interested since all are the Group Companies promoted by the same promoters.		
5. Fortune (India) Constructions limited			

Sh. Himanshu Jain, Sh. N R Munjal and Sh. Rishav Mehta being the Common Directors between the Companies or related with the Directors of other Companies shall be deemed to be concerned/ interested in the resolution.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at no. 5 of the Notice.

For Item No. 6

In the ordinary course of business the Company has been dealing with various entities and also have business transactions with the entities in which either Directors are directly or indirectly interested. At times the Company do advance certain loans and advances and give guarantees to these entities for the business purposes.

As per the requirement of the Companies Act, 2013 the Company is required to seek the shareholders approval as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 by way of a special resolution for the grant of and for the making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) to these entities.

In Compliance of the said provision of the Companies Act, 2013 your company now intends to seek the

shareholders approval for the ratification and for approval of the loans and advances or for grant of Guarantees or for providing securities to the entities as mentioned in the resolution No. 6 of the notice upto the limits specified in the resolution including the loans and advances if any already granted, which fall under the category of 'a person in whom any of the director of the company is interested' for an aggregate outstanding amount not exceeding ₹400 Crores (Rupees Four hundred crores only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 6 to be passed as a special resolution by the members of the Company. Except Sh. Himanshu Jain, Sh. Rishav Mehta and Sh. N R Munjal none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned.

For Item No. 7

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit.

In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide Loans, Guarantees and Make Investments up to a sum of ₹500 crores over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the Notice for approval by the members.

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015)

Name of Director	Mr. Rishav Mehta
Date of Birth	06.01.1991
Date of Appointment	23.03.2010
Expertise in specific Functional Area	Production Management and Development of New Generic Products
Qualifications	Graduate
Listed Companies in which Directorships held as on 31.03.2019	Ind Swift Limited Essix Biosciences Limited
Chairman/Member of the Committees of other Company on which he is director as on 31.03.2019	Nil
Relationship inter-se between Directors	Related with Sh. S R Mehta and Dr V.R Mehta Directors
DIN	03028663

By Order of the Board

Sd/-

Pardeep Verma

AVP-Corporate Affairs &
Company Secretary

Place: Chandigarh
Date: 10.08.2019

ATTENDANCE SLIP



IND-SWIFT LABORATORIES LIMITED

Registered Office: SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh 160101
Corporate Identity Number: L24232CH1995PLC015553

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

.....

.....

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the **24th ANNUAL GENERAL MEETING** of the Company held on **Monday, September 30, 2019 at 10:30 AM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031.**

*Applicable for investor holding shares in electronic form.

Signature of Shareholder / Proxy

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.



Route Map for the 24th Annual General Meeting of Ind-Swift Laboratories Limited to be held on Monday, the 30th Day of September, 2019 at 10:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031



PROXY FORM

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



Ind-Swift

IND-SWIFT LABORATORIES LIMITED

Registered Office: SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh 160101
Corporate Identity Number: L24232CH1995PLC015553

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the Venue of the meeting.

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/*Client Id:	
		*DP Id:	

I/We, being the member(s) of shares of Ind-Swift Laboratories Limited, hereby appoint:

- 1) of having e-mail idor failing him.
- 2) of having e-mail idor failing him.
- 3) of having e-mail idor failing him.

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th ANNUAL GENERAL MEETING** of the Company, to be held on **Monday, September 30, 2019 at 10:30 AM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031 and at any adjournment thereof in respect of such resolutions as are indicated below:**

S.No.	Resolutions
Ordinary Business	
1.	Receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2019 and the report of the Auditor and Directors thereon.
2.	Re-appointment of Sh. Rishav Mehta, Director who retire by rotation.
Special Business	
3.	To appoint Ms. Neerja Chathley, as an Independent Woman Director of the Company
4.	To Approve remuneration of Cost Auditors for the Financial year 2019-20
5.	Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013
6.	Approval for Loans & Advances under section 185 of the Companies Act, 2013
7.	Approval for limits under section 186 of the Companies Act, 2013

Signed this day of 2019 Signature of shareholder

Affix
₹1.00
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

- 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. Admission to proxy Holders will be allowed at the meeting only on submission of a Valid ID Proof.**





Ind-Swift Laboratories Ltd.
SCO 850, NAC, Shivalik Enclave, Manimajra,
Chandigarh – 160101, India

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