IOL CHEMICALS AND PHARMACEUTICALS LIMITED

IOLCP/CGC/2015
04 September 2015

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

The General Manager
Bombay Stock Exchange Limited
25th Floor, P.J.Towers,
Dalal Street, Mumbai

Dear Sir,

Sub: **Notice of Annual General Meeting and Book Closure**

This is to inform you that 28th Annual General Meeting of the Company is scheduled to be held on Tuesday, 29 September 2015 at 11.00 AM at the Registered office: Trident Complex, Raikot Road, Barnala, Punjab to consider and approve the following items:

Ordinary Business:

1. **Ordinary Resolution** to receive, consider and adopt the financial statements for the year ended 31 March 2015 including the audited Balance Sheet of the Company as at 31 March 2015 and the Profit & Loss Account for the financial year ended on that date together with the Reports of Board of Directors and the Auditors thereon.

2. **Ordinary Resolution** for re-appiontment of Mr Vijay Singla who retires by rotation.

3. **Ordinary Resolution** under Section 139, 142 of the Companies Act, 2013 for ratification of the appointment of M/s. S C Vasudeva & Co., Chartered Accountants, New Delhi as Statutory Auditors and fixing the remuneration.

Special Business:

4. **Ordinary Resolution** under Section 161 of the Companies Act, 2013 for appointment of Vikas Gupta as Executive Director.

5. **Special Resolution** under Section 197 of the Companies Act, 2013 for Increase the remuneration of Mr Vijay Singla, Director(works).

6. **Special Resolution** under Section 197 of the Companies Act, 2013 for Increase the remuneration of Mr Vijay Kumar Garg, Joint Managing Director.

IOL Chemicals and Pharmaceuticals Ltd. BARNALA

Head Office : 85, Industrial Area 'A', Ludhiana. 141 003 (Pb.) India CIN - L24116PB1986PLC007030
Ph. : +91-161-2225531-35 Fax : +91-161-2226929, 2608784 email : contact@iolcp.com Website : iolcp.com
Regd. Office : Trident Complex, Raikot Road, Barnala - 148 101 (Pb.) India
Works : Trident Complex, Mansa Road, Vill Fatehgarh Channa, Barnala-148101. (Pb.) India
Ph. : +91-1679 -285285-86, Fax : +91-1679-285292

7. **Special Resolution** under Section 197 of the Companies Act, 2013 for Increase the remuneration of Mr Varinder Gupta, Managing Director .

8. **Special Resolution** under Section 196,197, 203 of the Companies Act, 2013 for Re-appointment of Mr Varinder Gupta, Managing Director.

9. **Ordinary Resolution** under Section 148 of the Companies Act, 2013 for the remuneration of M/s Ramanath Iyer & Co. ,Cost auditor for the financial year ending 31 March 2016 .

Pursuant to the Clause 31 of the Listing Agreement, we are enclosing herewith six copies of the Annual Reports including the Notice along with Form A under SEBI circular no. CIR/ CFD/ DIL/ 7/ 2012 dated August 13, 2012, for your reference and record.

Further pursuant to the Clause 16 of the Listing Agreement, it is hereby intimated that the Register of Members and Share Transfer Books remain closed from Tuesday, the 22 September 2015 to Tuesday, 29 September 2015 (both day inclusive). There is cut-off date i.e. 22 September 2015 for e-Voting

Thanking you

Yours faithfully,
For IOL Chemicals and Pharmaceuticals Limited

IOL BARNALA

[Krishan Singla]
Vice President & Company Secretary

Members are requested to intimate their e-mail Id for quick correspondence to the Depository Participants / *investor@iolcp.com* and/or register themselves at Company's website *www.iolcp.com*

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchanges

(In pursuance of Clause 31 of Listing agreement)

1	**Name of the Company**	IOL Chemicals and Pharmaceuticals Limited
2	**Annual Financial Statements for the year ended**	31 March 2015
3	**Type of Audit observation**	Un-qualified
4	**Frequency of observation**	—

(Varinder Gupta)
Managing Director
DIN-00044068

(Pardeep Khanna)
CFO

(Dr M A Zahir)
Chairman of Audit & Risk Management Committee
DIN-00002973

For S.C. VASUDEVA & CO.

(Sanjiv Mohan)
Partner
Membership No: 86066
S.C Vasudeva & Co.
Chartered Accountants
Firm Reg. No. 000235N

28th Annual Report 2014-2015

IOL Chemicals and Pharmaceuticals Limited

Awarded with “National Award for Technology Innovation” on Dual Technology for Synthesis of Mono Chloro Acetic Acid & Acetyl Chloride Using Green Chemistry

Mr Vijay Singla, Director (Works) receiving award from Sh Ananth Kumar, Hon’ble Minister of Chemicals & Fertilizers, Government of India.

Awarded with prestigious "National Energy Conservation Award 2014" Second Prize in Chemicals Sector by the Ministry of Power, Government of India

Mr Damandeep Singh, President, receiving award from Sh Pradeep Kumar Sinha, Cabinet Secretary and Sh Piyush Goyal, Hon’ble Union Minister of Power, Coal and New & Renewable Energy.

Board of Directors

Dr M A Zahir	*- Chairman*
Mr Varinder Gupta	*- Managing Director*
Mr Vijay Kumar Garg	*- Joint Managing Director*
Mr Vikas Gupta (w.e.f. 29 May 2015)	*- Executive Director*
Mr Vijay Singla	*- Director (Works)*
Mr Chandra Mohan	*- Independent Director*
Mr Yogesh Goel	*- Independent Director*
Mr Ravi Pratap Singh	*- Independent Director*
Dr Sandhya Mehta	*- Independent Director*

Chief Financial Officer

Mr Pardeep Khanna (w.e.f. 13 August 2015)
Mr Rakesh Mahajan (upto 13 August 2015)

Vice President & Company Secretary

Mr Krishan Singla

Statutory Auditors

M/s S C Vasudeva & Co.
Chartered Accountants,
New Delhi

Cost Auditors

M/s Ramanath Iyer & Co.
Cost Accountants,
New Delhi

Bankers

Punjab National Bank
Allahabad Bank
Oriental Bank of Commerce
Export-Import Bank of India
State Bank of India

Registrar and Share Transfer Agents

Alankit Assignments Limited
(Unit: IOL Chemicals and Pharmaceuticals Limited)
2E/21, Jhandewalan Extension,
New Delhi-110055
Phone : +91-11-23541234,42541234
Fax : +91-11-42541967
E-mail : rta@alankit.com

Board's Committees

Audit and Risk Management Committee

Dr M A Zahir *- Chairman*
Mr Varinder Gupta
Mr Ravi Pratap Singh
Dr Sandhya Mehta

Stakeholders' Relationship Committee

Dr M A Zahir *- Chairman*
Mr Varinder Gupta
Mr Vijay Singla

Nomination and Remuneration Committee

Mr Chandra Mohan *- Chairman*
Dr M A Zahir
Mr Ravi Pratap Singh
Dr Sandhya Mehta

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Registered Office :
Trident Complex, Raikot Road,
Barnala – 148 101 (Punjab)
Phone : +91-1679 - 244701-07
Fax : +91-1679 - 244708
E-mail : contact@iolcp.com

Corporate Office :
85, Industrial Area, 'A'
Ludhiana – 141 003
Phone : +91-161 - 2225531-35
Fax : +91-161 - 2608784
E-mail : contact@iolcp.com

Works :
Village Fatehgarh Chhana,
Mansa Road, Barnala - 148 101
Phone : +91-1679 - 285285-86
Fax : +91-1679 - 285292
E-mail : contact@iolcp.com

Please visit our website: www.iolcp.com

Members are requested to intimate their e-mail Id for **quick correspondence** to the **Depository Participants** / ***investor@iolcp.com*** and/or register themselves at Company's website ***www.iolcp.com***

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the members of **IOL Chemicals and Pharmaceuticals Limited** (CIN: L24116PB1986PLC007030) will be held on **Tuesday, 29 September 2015 at 11:00 A.M.** at the Registered Office of the Company; Trident Complex, Raikot Road, Barnala, Punjab to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements for the year ended 31 March 2015 including the audited Balance Sheet of the Company as at 31 March 2015 and the Profit & Loss Account for the financial year ended on that date together with the Reports of Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mr Vijay Singla (DIN: 03577178) who retires by rotation and being eligible, offers himself for re-appointment.

3. **Appointment of Auditors**

   To ratify the appointment of auditors of the Company and fix their remuneration and pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED that pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, pursuant to the recommendations of the Audit and Risk Management Committee and pursuant to the resolution passed by the members at the Annual General Meeting held on 30 September 2014, the appointment of M/s. S C Vasudeva & Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company to hold office till the conclusion of thirty first Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors from time to time as agreed upon between the Auditors and the Board of Directors."

Special Business:

4. **Appointment of Mr Vikas Gupta as Executive Director of the Company**

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

   "RESOLVED that pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr Vikas Gupta (DIN: 07198109), who was appointed as an Additional Director w.e.f. 29 May 2015 and who holds the office until the date of Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 signifying his intention to propose Mr Vikas Gupta as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation."

   "RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Government and/or any other authority, if required, Mr Vikas Gupta be and is hereby appointed as Executive Director of the Company for a period of five years, liable to retire by rotation, w.e.f. 29 May 2015, on the terms and conditions including remuneration as given below:

   1a) Basic Salary: ₹ 60,000 /- (Rupees sixty thousand only) per month

   b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

   2. Other Terms

   The Executive Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

   "RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to the Executive Director as per the provisions of Schedule V of the Companies Act, 2013."

   "RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase the remuneration and perquisites of Mr Vikas Gupta, Executive Director from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time."

   "RESOLVED FURTHER that Board of Directors be and is hereby authorised to do all acts, matters, things and deeds to give effect to the appointment of Mr Vikas Gupta as Executive Director."

5. **Increase of the remuneration of Mr Vijay Singla, Director (Works)**

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

   "RESOLVED that in accordance with the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and any other authority, if required, following variation in the terms of appointment of Mr Vijay Singla (DIN: 03577178), Director (Works) in respect of increase of his gross remuneration to ₹ 5,00,000 w.e.f. 01 April 2015 to 31 March 2016 be and is hereby approved as per details given below:

   1 a) Basic Salary: ₹ 2,00,000/- (Rupees two lacs only) per month

   b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

2. Other Terms

The Director (Works) shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase the remuneration and perquisites of Mr Vijay Singla, Director (Works) from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time."

"RESOLVED FURTHER that Board of Director be and is hereby authorised to complete all legal and procedural formalities for giving effect to the variation of terms of the appointment of the Director (Works)."

6. **Increase of the remuneration of Mr Vijay Kumar Garg, Joint Managing Director**

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

"RESOLVED that in accordance with the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of the Central Government and/or any other authority, if required, following variation in the terms of appointment of Mr Vijay Kumar Garg (DIN: 06510248), Joint Managing Director in respect of increase of his gross remuneration to ₹ 7,50,000 w.e.f. 01 April 2015 for his remaining tenure that is upto 01 March 2016 be and is hereby approved as per details given below:

1a) Basic Salary: ₹ 3,00,000/- (Rupees three lacs only) per month

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

2. Other Terms

The Joint Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase the remuneration and perquisites of Mr Vijay Kumar Garg, Joint Managing Director from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time."

"RESOLVED FURTHER that Board of Directors be and is hereby authorised to complete all legal and procedural formalities to give effect to the variation of terms of the appointment of the Joint Managing Director."

7. **Increase of the remuneration of Mr Varinder Gupta, Managing Director**

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

"RESOLVED that in accordance with the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and any other authority, if required, variation in the terms of appointment of Mr Varinder Gupta (DIN: 00044068), Managing Director in respect of increase in his gross remuneration to ₹ 8,00,000 w.e.f. 01 April 2015 for his remaining tenure that is upto 31 August 2015 be and is hereby approved as per details given below:

1a) Basic Salary: ₹ 3,20,000/- (Rupees three lacs twenty thousand only) per month

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

2. Other Terms

The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that Board of Directors be and is hereby authorised to complete all legal and procedural formalities to give effect to the variation of terms of the appointment of the Managing Director."

8. **Re-appointment of Mr Varinder Gupta, Managing Director**

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

"RESOLVED that in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time

being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and any other authority, if required, Mr Varinder Gupta (DIN: 00044068), be and is hereby re-appointed as Managing Director of the Company, for a period of three years w.e.f. 01 September 2015 to 31 August 2018, at a gross remuneration of ₹ 8,00,000 as per details given below:

1a) Basic Salary: ₹ 3,20,000/- (Rupees three lacs twenty thousand only) per month

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

2. Other Terms

The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase the remuneration and perquisites of Mr Varinder Gupta, Managing Director from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time.

"RESOLVED FURTHER that Board of Directors be and is hereby authorised to complete all legal and procedural formalities to give effect to the re-appointment of the Managing Director."

9. **Approval of Remuneration to the Cost Auditor for the financial year ending 31 March 2016**

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and such other permissions as may be necessary, the members hereby approve the remuneration of ₹ 1,00,000/- plus service tax and out-of- pocket expenses payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi, who are appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the Cost Accounting records maintained by the Company in respect of bulk drugs and chemicals for the financial year ending 31 March 2016."

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

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited

Registered Office:
Trident Complex, Raikot Road,
Barnala-148 101 (Punjab)
Dated : 13 August 2015

Sd/-
[Krishan Singla]
Vice President & Company Secretary

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at Annual General Meeting (AGM) is annexed hereto.

2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES 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. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3) The Register of Members and share transfer books will remain closed from **Tuesday, 22 September 2015 to Tuesday, 29 September 2015** (both days inclusive).

4) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5) The Securities and Exchange Board of India (SEBI) has mandated the submission of **Permanent Account Number (PAN)** by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6) **The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same**. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

7) Members may also note that the Annual Report will also be available on the Company's website **www.iolcp.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Barnala (Punjab) for inspection during normal business hours on working days. **Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@iolcp.com**.

8) **Voting through electronic means**

(i) The voting period begins on **26 September 2015 from 9:00 A.M. and ends on 28 September 2015 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22 September 2015,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting **website www.evotingindia.com.**

(iv) Click on "**Shareholders"** tab

(v) Now Enter your **User ID**

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should **enter Folio Number** registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric ***PAN issued by Income Tax Department** (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the **the first two letters of their name and the 8 digits of the sequence number in the PAN field**. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. **Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field**
Dividend Bank Details **OR** Date of Birth (DOB)	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. • If both the details are not recorded with the depository or company please **enter the member id / folio number** in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.**

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN i.e. 150826007 for the IOL Chemicals and Pharmaceuticals Limited on which you choose to vote.

(xiii) On the voting page, you will see **"RESOLUTION DESCRIPTION**" and against the same the option **"YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK",** else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

(xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **22 September 2015** may follow the same instructions as mentioned above for e-Voting.

(xxi) **I**n 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**

9) The Company has appointed **Mr Vinay Kohli partner, M/s. K.K. Kapoor & Associates, Chartered Accountants** as scrutinizer for conducting the e-voting process in fair and transparent manner and he will submit his report to the Chairman within 3 days of conclusion of voting.

10) Members who are holding shares in identical order of names under more than one folio are requested to send the relative share certificates to the RTA for consolidation of the entire holding under one folio.

11) All activities for transfer of shares, dematerialization of shares, change of address etc. are carried out by the Company through its Registrar and Share Transfer Agents (RTA). Members are requested to make their requests to RTA at the following address: **Alankit Assignments Limited** 2E/21, Jhandewalan Extention, New Delhi-110 055

12) Documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, except holidays, between **11:00 AM to 1:00 PM.**

13) Members desiring any information on Accounts or other items of Agenda are requested to write to the Company at its Registered Office at least ten days before the date of the Annual General Meeting so as enable the Management to keep the information ready.

14) Members are requested to:

a) Notify the change of address with pin code, to ensure quick delivery of letters and quote their folio/ client ID & DP ID in all correspondence.

b) Bring their copies of Annual Report at the meeting.
c) Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
d) **Intimate their e-mail Id for quick correspondence to the Depository Participants / *investor@iolcp.com* and/or register themselves at Company's website *www.iolcp.com***

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

Item No. 4

Mr Vikas Gupta was appointed as Additional and Executive Director on the Board w.e.f. 29 May 2015 for a term of five years. Pursuant to Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of ₹ 1,00,000/- under Section 160 of the Companies Act, 2013 proposing his name for the appointment as Director of the Company.

The Board on the recommendation of Nomination and Remuneration Committee has approved the appointment of Mr Vikas Gupta as Executive Director of the Company for a period of five years, liable to retire by rotation, w.e.f. 29 May 2015 and payment of gross remuneration of ₹ 1,50,000/- consisting of basic salary of ₹ 60,000/- and perquisites and allowances as detailed in the resolution.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Specility Chemicals
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Amount(in crore)

Particulars	2014-15	2013-14	2012-13
Net sales and other income	386.05	564.81	484.04
Profit/(Loss) before tax	(75.44)	5.08	2.96
Profit/(Loss) after tax	(66.65)	1.78	1.59

5. Export performance and net foreign exchange earning: During the year 2014-2015 export of the Company have been ₹ 63.72 crore.
6. Foreign investments or collaborators, if any: None

II. Information about the appointee

Background details:
Mr Vikas Gupta, aged 23 years, BSc. (Hons.) in Business Management from Kings College London. He has an international exposure in the field of Business Management. He is academically equipped with the knowledge and possesses organisational capacity and ability for managing people and resources. He was working as Deputy Manager (Strategic Management) since 20 July 2013 in the Company.

Past remuneration:
Mr Vikas Gupta, as Deputy Manager (Strategic Management) was being paid monthly gross remuneration of ₹ 48,700/- consisting of basic salary of ₹ 19,480/- plus perquisites and allowances.

Job profile and his suitability:
Mr Vikas Gupta shall be responsible for day to day management of the Company under the supervision of the Board of Directors and Managing Director.

Remuneration Proposed:
The Board of Director has proposed to pay him monthly basic salary ₹ 60,000/- (Rupees sixty thousand only) plus perquisites and allowances as detailed in the resolution w.e.f. 29 May 2015.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compare to the remuneration paid by other companies to such similar positions.

Moreover the Company is proposing to pay the remuneration less then as allowed under section II of part II of Schedule V for the Company having no profit/inadequate profits.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personne:
Mr Vikas Gupta is related to Mr Varinder Gupta who is Managing Director and promoter of the Company.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:
The Company has inadequate profits due to mis-match in input and output prices in chemical business and Company was not able to pass on the increased price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:
The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:
Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come.

IV. DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors mentioned in the Boards' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Varinder Gupta, Managing Director being related to Mr Vikas Gupta and Mr Vikas Gupta, proposed appointee are concerned or interested, in the resolution set out at Item No.4 of the Notice.

Item No. 5

Mr Vijay Singla was appointed as Director (Works) of the Company on 11 July 2011 for a period of five years with the approval of shareholders in their meeting held on 20 September 2011 at the gross remuneration of ₹ 1,50,000/- per month

Further with the approval of members by way of special resolution in their meeting held on 28 September 2013 his monthly gross remuneration was increased to ₹ 3,00,000/- w.e.f. 01 April 2013 consisting of basic salary of ₹ 1,20,000/- and other perquisites and allowances for the period of three year.

However, since then his remuneration is same from last two years and is less in comparison to the officers in his cadre in the industry. The Board on the recommendations of Nomination and Remuneration Committee has approved the increase his remuneration to monthly gross remuneration of ₹ 5,00,000/- consisting of basic salary of ₹ 2,00,000/- and other perquisites and allowances as detailed in the resolution, w.e.f. 01 April 2015 to 31 March 2016.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Specility Chemicals

2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Amount(in crore)

Particulars	2014-15	2013-14	2012-13
Net sales and other income	386.05	564.81	484.04
Profit/(Loss) before tax	(75.44)	5.08	2.96
Profit/(Loss) after tax	(66.65)	1.78	1.59

5. Export performance and net foreign exchange earning: During the year 2014-2015 export of the Company have been ₹ 63.72 crore.
6. Foreign investments or collaborators, if any: None

II. Information about the appointee

Background details:
Mr Vijay Singla aged 40 years is having Degree in Chemical Engineering from Punjab Technical University and Electrical Engineering from Institute of Engineers (India) Calcutta. He has an experience of 15 years in Pharmaceuticals and Chemicals Industries. He has joined the Company on 01 March 2000 as Engineer Trainee. He worked in various capacities and also worked as President in Ibuprofen production before his elevation as Director (Works). He was instrumental in setting up the Ibuprofen plant of the Company.

Past remuneration:
Mr Vijay Singla was appointed as Director (Works) of the Company on 11 July 2011 at the gross remuneration of ₹ 1,50,000/- per month, for a period of five years. Further with the approval of shareholders in their meeting held on 28 September 2013 his monthly gross remuneration was increased to ₹ 3,00,000/- w.e.f. 01 April 2013 for period of three years.

Job profile and his suitability:
Mr Vijay Singla is looking after and responsible for efficient & smooth, running and development of works of the Company.

Remuneration proposed:
The Board of Directors has proposed to increase his remuneration with monthly basic salary to ₹ 2,00,000/-(Rupees two lacs only) plus perquisites and allowances as detailed in the resolution, w.e.f. 01 April 2015 to 31 March 2016.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compared to the remuneration paid by other companies to such similar positions.

Moreover the Company is proposing to pay the remuneration less then as allowed under section II of part II of Schedule V for the Company having no profit/inadequate profits.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:
Mr Vijay Singla has no pecuniary relationship directly or indirectly with the Company, or relationship with any managerial personnel.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:
The Company has inadequate profits due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:
The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:
Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy , it is expected that the Company will improve its profitability in time to come.

IV. DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors mentioned in the Boards' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vijay Singla being the proposed appointee concerned or interested, in the resolution set out at Item No.5 of the Notice.

Item No. 6

Mr Vijay Kumar Garg was appointed as Whole Time Director of the Company for a period of three years with effect from 02 March 2013 at gross remuneration of ₹ 2,50,000/-. He was further designated as Joint Managing Director of the Company w.e.f. 27 May 2013 and his monthly gross remuneration was increased to ₹ 3,50,000/- w.e.f. 01 April 2013 with the approval of shareholders in their meeting held on 28 September 2013 .

However, since then his remuneration is same from last two years and is less in comparison to the officers in his cadre in the industry. The Board on the recommendations of Nomination and Remuneration Committee has approved the revision of his remuneration to monthly gross remuneration of ₹ 7,50,000/- consisting of basic salary of ₹ 3,00,000/- and the perquisites and allowances as detailed in the resolution, w.e.f. 01 April 2015 to 01 March 2016.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Specility Chemicals
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Amount(in crore)

Particulars	2014-15	2013-14	2012-13
Net sales and other income	386.05	564.81	484.04
Profit/(Loss) before tax	(75.44)	5.08	2.96
Profit/(Loss) after tax	(66.65)	1.78	1.59

5. Export performance and net foreign exchange earning: During the year 2014-2015 export of the Company have been ₹ 63.72 crore.
6. Foreign investments or collaborators, if any: None

II. Information about the appointee

Background details:
Mr Vijay Kumar Garg, aged 45 years, B.Sc. (Chemistry), MBA, EPIB (One year PG Course) from Indian Institute of Management Kolkata. He has an experience of 23 years in commercial activities of the chemical and pharmaceutical products and has an international exposure in the industry. He has joined the Company on 01 August 2012 as President (Commercial). He was appointed as Joint Managing Director on 02 March 2013.

Past remuneration:
Mr Vijay Kumar Garg, Joint Managing Director is drawing gross remuneration of ₹ 3,50,000/- per month since 01 April 2013.

Job profile and his suitability:
Mr Vijay Kumar Garg is responsible for overall day to day management of the Company under the supervision and control of the Board of Director and the Managing Director.

Remuneration proposed:
The Board of Director has proposed to increase his monthly gross salary ₹ 7,50,000/- per month, consisting of basic salary to ₹ 3,00,000/- plus perquisites and allowances as detailed in the resolution with effect from 01 April 2015 for remaining period of his tenure that is upto 01 March 2016.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compared remuneration paid by other companies to such similar positions.

Moreover the Company is proposing to pay the remuneration less then as allowed under section II of part II of Schedule V for the Company having no profit/inadequate profits.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:
Mr Vijay Kumar Garg has no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:
The Company has inadequate profits due to mis-match in input and output prices in chemical business and Company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:
The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:
Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come.

IV. DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors mentioned in the Boards' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vijay Kumar Garg being the proposed appointee concerned or interested, in the resolution set out at Item No.6 of the Notice.

Item No. 7 & 8

Mr Varinder Gupta was re-appointed as Managing Director of the Company for a period of three years w.e.f 01 September 2012 to 31 August 2015 at a monthly gross remuneration of ₹ 4,00,000/- However, since then his remuneration is same and is less in comparison to the officers in his cadre in the industry. The Board on the recommendations of Nomination and Remuneration Committee held on 29 May 2015 has approved the revision of his remuneration to monthly gross remuneration of ₹ 8,00,000/- consisting of basic salary of ₹ 3,20,000/- and perquisites and allowances as detailed in the resolution, w.e.f. 01 April 2015 to 31 August 2015.

Mr Varinder Gupta was also re-appointed as Managing Director of the Company for a period of three years w.e.f. 01 September 2015 to 31 August 2018, on the terms and conditions approved by the Board of Directors in the meeting held on 29 May 2015, subject to the approval of the members and Central Government, if required as approved by Nomination and Remuneration Committee in its meeting held on 29 May 2015.

There has been a substantial increase in the operation of the Company. At this crucial juncture, considering valuable contribution made by him and his role, responsibilities and experience, it is proposed to re-appoint him at remunerations and other terms and conditions as set out in the resolution of the agenda of this meeting.

Term & Conditions of appointment:

1. Tenure: 3 years from the date of appointment i.e. from 01 September 2015 to 31 August 2018
2. Remuneration: The remuneration will consisting of basic salary ₹ 3,20,000/- and other perquisites and allowances as detailed in the resolution.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Specility Chemicals
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Amount(in crore)

Particulars	2014-15	2013-14	2012-13
Net sales and other income	386.05	564.81	484.04
Profit/(Loss) before tax	(75.44)	5.08	2.96
Profit/(Loss) after tax	(66.65)	1.78	1.59

5. Export performance and net foreign exchange earning: During the year 2014-2015 export of the Company have been ₹ 63.72 crore.
6. Foreign investments or collaborators, if any: None

II. Information about the appointee

Background details:
Mr Varinder Gupta, aged 52 years, is under graduate and has more than 30 years experience in the chemicals and pharmaceuticals industry.

Past remuneration:
Mr Varinder Gupta, re-appointed as Managing Director of the Company on 01 September 2012 at gross remuneration of ₹ 4,00,000/- per month consisting of basic salary of ₹ 1,60,000/- plus perquisites and allowances.

Job profile and his suitability:
Mr Varinder Gupta is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors.

Remuneration proposed:
The Board of Directors has proposed to increase his monthly gross salary to ₹ 8,00,000/- (consisting of basic salary to ₹ 3,20,000/- plus perquisites and allowances as detailed in the resolution) with effect from 01 April 2015 for remaining period of his tenure i.e. upto 31 August 2015.
Further The Board of Director has proposed to re-appoint him as Managing Director of the Company for the a period of three year

w.e.f. 01 September 2015 at monthly gross salary ₹ 8,00,000/- of consisting of basic salary to ₹ 3,20,000/- plus perquisites and allowances as given in the resolution.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compared remuneration paid by other companies to such similar positions.

Moreover the Company is proposing to pay the remuneration less then as allowed under section II of part II of Schedule V for the Company having no profit/inadequate profits.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel
Mr Varinder Gupta is a promoter of the Company. He is related to Mr Vikas Gupta, Executive Director.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:
The Company has inadequate profits due to mis-match in input and output prices in chemical business and Company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:
The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:
Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come.

IV. DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors mentioned in the Boards' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vikas Gupta, Executive Director being related to Mr Varinder Gupta and Mr Varinder Gupta being the proposed appointee are concerned or interested, in the resolution set out at Item No.7 & 8 of the Notice.

Item No. 9

The Board had on 13 August 2015 on the recommendation of the Audit and Risk Management Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, New Delhi to conduct the audit of the Cost Accounting records maintained by the Company in respect of chemicals and bulk drugs for the financial year ending 31 March 2016 and remuneration of ₹ 1,00,000/- plus service tax and out-of-pocket expenses have been fixed for this purpose subject to the approval of the members.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval for the remuneration payable to the Cost Auditors for the financial year 2015-16 by way of an Ordinary Resolution is being sought from the members as set out at Item No.9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.9 of the Notice.

Information pursuant to Clause 49 of the Listing Agreement regarding the directors seeking re-appointment / appointment at the Annual General Meeting.

Name of the Director	**Mr Vikas Gupta**	**Mr Vijay Singla**	**Mr Varinder Gupta**
Date of Birth	13 February 1992	1 January 1975	06 December 1962
Date of appointment/Re-appointment	29 May 2015	11 July 2011	01 September 2015
Expertise in specific functional area	Business Management	Pharmaceuticals and Chemicals Industries.	Industrialist
Total experience	2 years	15 years	30 years
Present profession	Executive Director	Director (Works)	Managing Director
Qualification	BSc. (Hons.) in Business Management from Kings College London	Degree in Chemicals Engineering and Electric Engineering	Under graduate
Directorships in other companies	Nil	IOL Lifesciences limited	1. Mayadevi Polycot Ltd 2. NM Merchantiles Ltd 3. NCG Enterprises Ltd
Chairmanship of Board Committees	Nil	Nil	Nil
Membership of Board Committees	Nil	**Stakeholders' Relationship Committee** 1. IOL Chemicals and Pharmaceuticals Limited	***Audit and Risk Management Committee*** 1. IOL Chemicals and Pharmaceuticals Limited **Stakeholders' Relationship Committee** 1. IOL Chemicals and Pharmaceuticals Limited
No of shares held	Nil	Nil	11,96,965
Relationship with other directors	Son of Mr Varinder Gupta, Managing Director	Not related to any other director	Father of Mr Vikas Gupta, Executive Director

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited
Sd/-
[Krishan Singla]
Vice President & Company Secretary

Registered Office:
Trident Complex, Raikot Road,
Barnala-148 101 (Punjab)
Dated : 13 August 2015

BOARD'S REPORT

Dear Members

The Board is pleased to present the Twenty-Eighth Annual Report and Audited Accounts for the financial year ended 31 March 2015.

Financial Results

Financial results of the Company for the financial year under report are given below:

(₹ in crore)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
Gross sales and other income	**427.02**	626.04
Net sales and other income	**386.04**	564.81
Profit before interest & depreciation	**12.58**	97.06
Interest	**59.11**	60.34
Profit before depreciation	**(46.53)**	36.72
Depreciation	**28.91**	31.63
Profit before tax	**(75.44)**	5.08
Provision for tax (including deferred tax)	**(8.79)**	1.78
Profit after tax	**(66.65)**	3.30
Balance carried to the Balance Sheet	**(19.93)**	49.33

Performance Review

Net revenue and other income for the year ended 31 March 2015 was at ₹ 386.04 crore against ₹ 564.81 crore during the previous year representing decrease of 31.65 % over the previous year.

Loss before tax for the year ended 31 March 2015 was at ₹ 75.44 crore against profit before tax ₹ 5.08 crore for the year ended 31 March 2014.

Loss is mainly due to decrease in gross sales and other income which decreased from ₹ 626.04 crore to ₹ 427.02 crore during the year under review.

Overall performance of the Company lower than that of previous year due to mis-match in input and output prices in chemical business and Company was not able to pass on the increased price of raw materials to its customers because of subdued sentiments in overall economy.

Now Company continues to maintain strategic focus on grabbing more share in market, improvement in the product mix so as to increase the share of pharma business, capitalizing product level opportunities for which regulatory approvals have been received, product rationalization, cost effectiveness throughout the organization.

Cash Flow Statement

A Cash Flow Statement for the financial year 2014-15 is included in the annexed Statement of Accounts.

Dividend

The Board has not recommended any dividend due to inadequate profits during the year under review.

Share Capital

The paid up equity share capital of the Company has been increased from ₹ 28,81,51,640/- consisting of 2,88,15,164 equity shares of ₹ 10/- each to ₹ 47,65,55,020/- consisting of 4,76,55,502 equity shares of ₹ 10/- each due to allotment of 1,88,40,338 equity share of face value of ₹ 10/- each on the conversion of Preference Shares, Foreign Currency Convertible Bonds and Share Warrants and allotment on preferential basis during the year ended 31 March 2015.

During the current year, the Company has allotted 33,00,000 equity share of face value of ₹ 10/- each on the conversion of Share Warrants resulting in total equity paid up capital of ₹ 50,95,55,020/- consisting of 5,09,55,502 equity shares of face value of ₹ 10/- each and still 52,50,000 Share Warrants are outstanding for conversion.

Debt Restructuring

The Joint Lender Forum (JLF) has sanctioned the comprehensive restructuring of all debts of the Company with cut-off date as 01 September 2014. The restructuring of facilities included restructuring of repayment schedule, interest funding, reduction in interest rates, sanction of working capital term loans.

The Company is complying the provisions of debt restructuring approved by Joint Lender Forum (JLF) .There is no default in repayment of debts and interest thereon.

Holding & Subsidiary Company

The Company has neither any holding company nor a subsidiary company.

Internal financial control systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which forms part of this report.

Loan, guarantees or investment under Section 186 of the Companies Act, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Awards

The Company has been awarded with "2nd prize in National Energy Conservation Award" by the Ministry of Power, Government of India in chemical sector. The Company has been awarded the prize consecutively for nine years by the Ministry of Power, Government of India.

Recognitions

Following recognitions were received by the Company during the year under review:

- Approval of US Food and Drug Administration (USFDA) in July 2015 to launch API business in US Market
- Company has got "Two Star Export House" certificate from Joint Director General of Foreign Trade on 24 June 2015.
- Company has got renewal of "HALAL CERTIFICATE" from Halal Committee, Jamiat Ulama - E - Maharashtra for Ibuprofen, Iso Butyl Benezene, Ethyl Acetate and other products of the Company for the year 2015-2016.
- The Company has been awarded with CEP certification (Certificates of Suitability) dated 17 April 2015 for its product Metformin Hydrochloride by European Directorate for the Quality of Medicines & HealthCare (EDQM) authorities, Council of Europe, France. The certificate is valid for a period of five years from the date of issue. Now, the Company is able to sell Metformin Hydrochloride in Europe resulting into increase in higher value added export turnover and margin.

The Company has already holding valid CEP certification (Certificates of Suitability) for its products Ibuprofen & Lamotrigine from European Directorate for the Quality of Medicines & HealthCare (EDQM) authorities, Council of Europe, France and selling these products in Europe.

Credit Rating

The Credit Analysis & Research Ltd (CARE) has rated Company as "CARE BB-" (pronounced " Double B Minus") for Long Term Facilities and "CARE A4" (pronounced "A Four") for Short Term Facilities.

Composition and Number of Meetings of the Board

The Board comprises of well qualified and experienced persons having expertise in their respective areas. It has appropriate combination of Executive, Non Executive and Independent Directors.

During the financial year 2014-15, the Board met 9 (nine) times on 21 May 2014, 30 May 2014, 20 June 2014, 14 August 2014, 22 August 2014, 29 October 2014, 28 November 2014, 31 December 2014 and 13 February 2015.

Directors /Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr Vijay Singla is liable for retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board has recommended the re-election to the members.

Mr Vikas Gupta appointed as an Additional Director and Executive Director of the Company with effect from 29 May 2015 on the recommendation of Nomination and Remuneration Committee and shall hold office upto the date of ensuing Annual General Meeting. He is BSc (Hons.) in Business Management from Kings College London. The Company has received requisite notice from a member proposing his name for appointment as director of the Company. The Board recommends his appointment as Executive Director for a term of five years.

The tenure of Mr Varinder Gupta as Managing Director of the Company is expiring on 31 August 2015. He is re-appointed as Managing Director of the Company for the period of 3 years from 01 September 2015 to 31 August 2018 on the recommendation of Nomination and Remuneration Committee held on 29 May 2015. The Board recommends his re-appointment to the mambers.

Mr Pardeep Khanna was appointed as Chief Financial Officer(CFO) of the Company w.e.f. 13 August 2015 in place of Mr Rakesh Mahajan. The Company is enhanced the role of Mr Rakesh Mahajan with higher responsibilities.

Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has appointed Dr Sandhya Mehta as Independent Director on the Board since 22 August 2014, who is presently the member of Audit and Risk Management Committee and Nomination and Remuneration Committee.

Board Evaluation

The Board has carried out an annual evaluation of its own performance, Board Committees and Independent Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49"). The Board has evaluated the performance of Independent Directors mainly on the basis of their constructive participation in the Board/ Committee proceedings, their ability to monitor the management performance, providing guidance in the key issue in the best interest of the Company and their commitment to the ethical and to fulfillment of fiduciary and other duties assigned by the various act, regulation and rules by the Government. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Committee of Independent Directors.

Nomination and Remuneration Policy

The Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. The Nomination and Remuneration Policy is annexed hereto as **Annexure I** and forms part of the report.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that:

a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
d) they have prepared the annual accounts on a going concern basis.
e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration by Independent Directors

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Corporate Governance

The Company has in place a system of corporate governance. A separate report on corporate governance alongwith Auditors' Certificate regarding compliance with Clause 49 of the Listing Agreement is annexed to this Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report is given separately in this Annual Report.

Audit and Risk Management Committee

The composition and role of the Committee has been provided in the Corporate Governance Report annexed with the report.

Risk management

The Board has formed a Audit and Risk Management Committee inter alia to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report, which forms part of this report.

Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length and were in the ordinary course of business. All related party transactions were placed before the Audit and Risk Management Committee of the Board for their approval. The Committee has granted omnibus approval for related party transactions as per the provisions and restrictions contained in the Listing Agreement.

The Company has formulated a policy on materiality of related party transactions and also on dealing with related party transactions. The policy is available on the Company's website ***www.iolcp.com.***

Fixed Deposits

The Company has not accepted any fixed deposits from the public/ members during the year under review.

Investor Services

The Company is committed to provide the best services to the shareholders/ investors. **M/s Alankit Assignments Limited**, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence /enquiry from any shareholder/ investor is pending with the Company for reply.

Listing of Shares

The equity shares of the Company continued to be listed and traded on National Stock Exchange of India Limited (Script code; IOLCP) and BSE Limited (Script code; 524164). The Company has made all compliances of the Listing Agreements including payment of annual listing fee.

Change of Industrial Classification

Recently NSE and BSE has changed the industrial classification of the Company from specialty chemicals to pharmaceuticals.

Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, M/s S C Vasudeva & Co., Chartered Accountants, New Delhi were appointed as statutory auditors of the Company from the conclusion of the twenty seventh Annual General Meeting of the Company held on 30 September 2014 till the conclusion of the thirty first Annual General Meeting to be held in the year 2018, subject to ratification of their appointment at every Annual General Meeting of the Company.

In terms of aforesaid provisions, the appointment of auditors' is placed for rectification by the members.

Statutory Auditors' Report

Auditors' Report on the accounts is self-explanatory and does not contain any qualifications, reservations or adverse remarks.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s B. K. Gupta & Associates, Practicing Company Secretaries for conducting secretarial audit of the Company for the financial year 2014-2015. The Secretarial Audit Report is annexed hereto as **Annexure II** and forms part of the report.

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

Cost Auditors

Pursuant to the provisions of Section 139 of Companies Act, 2013, Company has appointed M/s Ramanath Iyer & Co., Cost Accountants, New Delhi as Cost Auditor to conduct the audit of cost accounts of bulk drugs and chemicals maintained by the Company, for the financial year 2015-16, subject to determination of their remuneration by members of the Company thereto.

The Cost Audit Report for the year ended 31 March 2014 has been filed on 03 September 2014 with Ministry of Corporate Affairs, New Delhi.

Energy Conservation / Technology Absorption and Foreign Exchange Earnings and Outgo

Energy conservation continues to be an area of major emphasis in the Company. A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in accordance with Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed hereto as **Annexure III** and forms part of the report.

The Company has awarded with "2nd Prize in National Energy Conservation Award" in consecutively for nine years by Ministry of Power, Government of India for its continued efforts towards new technology implementation so as to conserve the energy resources of the country.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **Annexure IV** forming part of the Annual Report.

Particulars of remuneration and related disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure V** forming part of the Report.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there has no employee who was in receipt of remuneration equal to or exceeding ₹ 60 lacs per annum or ₹ 5 lacs per month if employed for part of the year.

Industrial Relations

Industrial relations remained cordial and harmonious throughout the year under review.

Safety, Health and Environment

Safety is Company's top priority with regard to employment and it is encouraging safety measures at all levels of operations especially at the floor level. Regular training programmers are being conducted to bring in awareness about the importance of safety at work place. Bi-monthly medical camps are also being organized for welfare of the members in addition to regular medical facilities provided to them.

Prevention of Sexual Harassment Policy

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2014-2015, no complaints was received by the Company related to sexual harassment.

Vigil Mechanism

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at ***www.iolcp.com.***

Acknowledgement

We are pleased to place on record our sincere gratitude and appreciation for assistance and co-operation received from the Union Government, Punjab Government, Company's Bankers, Members, Customers and Business Constituents.

We also place on record our sincere appreciation for contribution made by the employees at all levels. Our consistent growth is made possible by their devout, sincere and unstinted services.

For and on behalf of the Board

	Sd/-	Sd/-
Place : Ludhiana	Varinder Gupta	Dr M A Zahir
Dated : 13 August 2015	Managing Director	Chairman
	DIN: 00044068	DIN: 00002973

ANNEXURE I TO THE BOARD'S REPORT

Nomination and Remuneration Policy

I. PREAMBLE

The Nomination and Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

II. DEFINITIONS

"Board" means Board of Directors of the Company.

"Company" means "IOL Chemicals and Pharmaceuticals Limited."

"Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) means

(i) Chief Executive Officer or the Managing Director or the Manager,

(ii) Company Secretary,

(iii) Whole-time Director,

(iv) Chief Financial Officer and (v) Such other officer as may be prescribed.

"Committee" shall mean a Nomination and Remuneration Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors including functional heads.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

III. GUIDING PRINCIPLES

The Policy ensures that

1) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

2) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and

3) Remuneration to Directors, Key Managerial Personnel and Senior Management reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

IV. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

1. Appointment criteria and qualifications:

1) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

2) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3) The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years as per applicable provisions of law.

4) The Committee shall make recommendation to the Board on appropriate performance evaluation criteria for the Directors.

2. Term / Tenure:

1) Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2) Independent Director: - An Independent Director shall hold office for a term up to five consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

i. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

ii. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

3. Removal: Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

4. Retirement: The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

V. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

1. General:

1) The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2) The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs, if any, approved by the Shareholders in the case of Managerial Person.

4) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

2. Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non-Executive / Independent Director:

1. Remuneration/Commission: The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission: Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

This policy is framed based on the provisions of the Companies Act, 2013 and rules made there under and the requirements of the Clause 49 of Listing Agreement with the Stock Exchanges.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any change or modification on the policy as recommended by the Committee would be given for approval of the Board.

This policy is approved on 29 May 2015

ANNEXURE II TO THE BOARD'S REPORT

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To
The Members
IOL Chemicals and Pharmaceuticals Limited
Trident Complex, Raikot Road
Barnala- 148101

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31St March, 2015 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Oversea Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

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

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

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not Applicable during the audit period;

(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- Not Applicable during the audit period; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- Not Applicable during the audit period;

(vi) We have relied on the representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under other applicable Acts as Environmental Laws & Labour Laws as per list attached herewith.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the audit period hence not applicable on Company).

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange & National Stock Exchange;

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

We further report that

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

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

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

We further report that during the audit period the company has made the following decisions which are having major bearing in the Company's affair in pursuance of above referred laws, rules, regulation, guidelines, standards, etc.

- Company has increased its Authorised Share Capital during the period under review and for that purpose Company has made amendments in Clause V of its Memorandum of Association.
- Company has allotted 17,85,714 equity shares on redemption of 50,00,000 7% Non Cumulative Preference Shares during the period under review.
- Company has allotted 53,60,713 equity shares on redemption of 1,50,10,000 1% Non Cumulative Preference Shares during the period under review.
- Company has also allotted 22,00,000 equity shares of ₹ 10/- each at a premium of ₹ 18/- each on preferential basis.
- Company has also allotted 11,50,000 equity shares of face value of ₹ 10/- each at a premium of ₹ 18/- each and 1,10,00,000 warrants to non- promoters on Preferential basis.
- Company has allotted 24,50,000 equity of face value ₹ 10/- on a preferential basis, on exercising the option attached with warrants and 58,93,911 equity shares on conversion of FCCBs.

Place: Ludhiana **For B.K. Gupta & Associates**
Date: 11 August 2015 **Company Secretaries**

Sd/-
(Bhupesh Gupta)
Partner
FCS No.:4590
C P No.: 5708

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

LIST OF LABOUR LAWS AND ENVIRONMENTAL LAWS WHICH HAVE BEEN VERIFIED ON RANDOM BASIS DURING AUDIT PERIOD

List of Labour Laws
Factories Act, 1948
Industrial Disputes Act, 1947
The Payment of Wages Act, 1936
The Minimum Wages Act, 1948
Employee's State Insurance Act 1948
The Payment of Bonus Act, 1972
The Contract Labour (Regulation and Abolition) Act, 1970
The Apprentices Act, 1961
List of Environmental Laws
Environment (Protection) Act, 1986
The Public Liability Insurance Act, 1991
Water (Prevention and Control of Pollution) Act, 1974
Water (Prevention and Control of Pollution) Act, 1981
Hazardous Waste (Management, Handling and Transboundary Movements) Rules, 2008

Annexure:-A

The Members,
IOL Chemicals and Pharmaceuticals Limited
Trident Complex, Raikot Road,
Barnala- 148101

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random 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: Ludhiana **For B.K. Gupta & Associates**
Date: 11 August 2015 **Company Secretaries**

Sd/-
(Bhupesh Gupta)
Partner
FCS No.:4590
C P No.: 5708

ANNEXURE III TO THE BOARD'S REPORT

Information as per Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31 March 2015.

I CONSERVATION OF ENERGY

1.1 Energy conservation measures taken:

a) Installation of automated system for dispensing of NaOH solution for reduction in batch cycle time resulting reduced energy norms.

b) Installation of additional heat exchanger as reboiler in distillation column to utilize the flash vapors heat to save the thermal energy in ethyl acetate plant.

c) Installation of azeotropic distillation setup for IPA water separation to reduce the water content in IPA to 1%, for its subsequent use in Ibuprofen Stage-2 for saving of thermal & electrical energy.

d) Installation of the VFD on gas blower in IBB section for saving in electrical energy.

e) Re-engineering & process parameter optimization in MCA plant for saving in thermal & electrical energy.

f) Installation of boosters and water circulation system with water ring vacuum pumps to save water and less power consumption with improved vacuum.

g) Installation of thermo siphon based IPA recovery system at Aldehyde stage to reduce batch cycle time and saving in thermal and electrical energy.

h) Re-engineering and installation of graphite heat exchangers at quenching in IBAP stage to avoid usage of brine for reduction in thermal and electrical norms.

i) Increasing the potassium carbonate recovery by applying vacuum on crystallizers in IBB plant.

j) Installation of condensate water network so the non-contaminated water can be re-used at boiler and less running hours of DM plant to save the electrical and thermal energy.

k) Installation of VFD on 80TPH boiler feed pump to reduce the electrical energy consumption.

1.2 Additional investments and proposals, if any, being implemented for reduction of consumption of energy.

a) To install one new energy efficient and automated system for the distillation of aldehyde crude and revampation of all existing systems.

b) To install the semi-continuous & automated sulfuric acid dilution system to reduce the energy norms.

c) To install the distillation columns & evaporators for solvent recovery instead of doing recovery in reactors.

d) To install the air to air enthalpy recovery wheel in air handling units to reduce the energy norms.

e) Acetyl scrubbers 2 & 3 will be shifted to on height to use the single pump for both scrubbers scrubbing operation for the saving of power.

f) To install SCAPH (steam coil air preheating system) for increasing fuel conveying air temperature, this will reduce fuel consumption.

1.3 Impact of measures taken at (1.1) and (1.2) above for reduction of energy consumption and consequent impact on the cost of production of goods:

Consumption per unit of production is higher from that of previous year due to lower utilization of the capacity, in spite of various and measures taken to conserve the energy.

1.4 Total energy consumption and consumption per unit of production as per Form-A of the annexure in respect of industries specified in the schedule thereto.

Particulars		Unit	Year ended 31 March 2015	Year ended 31 March 2014
A.	**Power and Fuel Consumption**			
1.	**Electricity**			
a)	Purchased Units	KWH in lacs	**23.35**	12.36
	Total Amount	₹ in lacs	**164.90**	85.16
	Rate/Unit	₹/KWH	**7.06**	6.89
b)	Own Generation			
i)	Through Diesel Generator			
	Units	KWH in lacs	**0.31**	0.49
	Units per liter of HSD	KWH	**3.37**	3.55
	Cost/Unit	₹/KWH	**16.22**	14.25
ii)	Through Turbine Generator			
	Units	KWH in lacs	**283.39**	383.81
	Units per MT of Steam	KWH	**103**	114
	Cost/Unit	₹/KWH	**7.92**	4.07
2.	**Coal**	MT	**31634**	36622
B.	**Consumption per unit of production**			
	Chemicals	KWH/MT	**187**	173
	Drug Intermediates	KWH/MT	**374**	362
	Bulk Drugs	KWH/MT	**3548**	3403

II TECHNOLOGY ABSORPTION

Efforts made in technology absorption are as per Form B of the annexure

Form-B

Disclosure of particulars with respect to technology absorption

1. Research & Development (R & D):

a) Specific areas in which R & D is carried out by the Company:

a) R&D team isolates, synthesis & characterize impurities of API molecules required for validation.

b) To develop molecules as per forward as well as backward integration of existing molecules so as to avoid interdependency on market, also this provides an upper edge w.r.t competitor.

c) To conduct experiments on further cost cutting of existing commercialized products.

d) To develop further reduction in consumption of solvents by developing various recovery techniques.

e) To convert byproducts of current molecules into sellable products to make product more economical, effluent free.

f) To make the process more effluent free, for further cost cutting and reduction in solvent norms of clopidogrel R&D is doing continuous effort.

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

a) For two molecules Lamotrigine & Metformin, Company has received COS from EDQM & now Europe market is open for export of these two molecules, this will enhance revenue generation.

b) For the removal of MC from IPA technology has been successfully scaled up to commercial level, this will help in improvement of consumption norms of IPA.

c) Due to in house generation of low moisture IPA, consumption of sulfuric acid in synthesis of IPCA has been reduced drastically & generation of effluent as aq. acidic layer has been reduced. Ultimately load at ETP reduced.

d) Clopidogrel (antiplatelet) molecule is under commercialization, and material has been put on stability. Soon the DMF will be filed for this molecule.

c) Future plan of action:

R&D is doing literature survey & planning to start the Synthesis of new products like Dextromethorphan, antiviral Vir Series molecules.

To avoid interdependency on market R&D will develop molecules as per forward as well as backward integration of existing molecules; also this provides an upper edge w.r.t competitor.

2. Technology Absorption, Adaptation & Innovation: Nil

3. Foreign Exchange Earnings & Outgo: (₹ in crore)

Used	2.01
Earned	65.73

For and on behalf of the Board

Sd/- Sd/-

Place : Ludhiana
Dated:13 August 2015

Varinder Gupta
Managing Director
DIN: 00044068

Dr M A Zahir
Chairman
DIN: 00002973

ANNEXURE IV TO THE BOARD'S REPORT

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended 31March 2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1	CIN	L24116PB1986PLC007030
2	Registration date	29 September 1986
3	Name of the Company	IOL Chemicals and Pharmaceuticals Limited
4	Category/Sub-category of the Company	Company Limited by shares / Indian – Non Government Company
5	Address of the Registered Office & contact details	Trident Complex, Raikot road, Barnala-148101 Ph. No : +91-1679-244701-07 Fax: +91-1679-244708 Email: contact@iolcp.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignments Limited (Unit: IOL Chemicals and Pharmaceuticals Limited) "Alankit House", 2E/21, Jhandewalan Extension, New Delhi – 110055 Ph: +91-11-23541234, 42541234 Fax: +91-11-42541967 E mail: rta@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)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Pharmaceuticals	21001	50.65
2	Manufacture of organic and inorganic chemical compounds	20119	44.67

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Mayadevi Polycot Limited, 85 Industrial Area "A", Ludhiana	U25200PB1997PLC019602	Associate Company	21%	Section 2(6)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1159265	-	1159265	4.02	**1196965**	**-**	**1196965**	**2.51**	(1.51)
b) Central Govt	-	-	-	-	**-**	**-**	**-**	**-**	-
c) State Govt(s)	-	-	-	-	**-**	**-**	**-**	**-**	-
d) Bodies Corp.	15879288	-	15879288	55.11	**21240001**	**-**	**21240001**	**44.57**	(10.54)
e) Banks / FI	-	-	-	-	**-**	**-**	**-**	**-**	-
f) Any other	-	-	-	-	**-**	**-**	**-**	**-**	-
Sub Total (A) (1)	17038553	-	17038553	59.13	**22436966**	**-**	**22436966**	**47.08**	(12.05)
(2) Foreign									
a) NRI Individuals	-	-	-	-	**-**	**-**	**-**	**-**	-
b) Other Individuals	-	-	-	-	**-**	**-**	**-**	**-**	-
c) Bodies Corp.	-	-	-	-	**-**	**-**	**-**	**-**	-
d) Any other	-	-	-	-	**-**	**-**	**-**	**-**	-
Sub Total (A) (2)	-	-	-	-	**-**	**-**	**-**	**-**	-
TOTAL (A)	17038553	-	17038553	59.13	**22436966**	**-**	**22436966**	**47.08**	(12.05)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	10400	10400	0.04	**-**	**10200**	**10200**	**0.02**	(0.02)
b) Banks / FI	-	-	-	-	**-**	**-**	**-**	**-**	-
c) Central Govt	-	-	-	-	**-**	**-**	**-**	**-**	-
d) State Govt(s)	-	-	-	-	**-**	**-**	**-**	**-**	-
e) Venture Capital Funds	-	-	-	-	**-**	**-**	**-**	**-**	-
f) Insurance Companies	-	-	-	-	**-**	**-**	**-**	**-**	-
g) FIIs	297965	-	297965	1.03	**809379**	**-**	**809379**	**1.70**	0.67
h) Foreign Venture Capital Funds	-	-	-	-	**-**	**-**	**-**	**-**	-
i) Others (specify)	-	-	-	-	**-**	**-**	**-**	**-**	-
Sub-total (B)(1)	297965	10400	308365	1.07	**809379**	**10200**	**819579**	**1.72**	0.65
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4373202	5400	4378602	15.20	**7860515**	**5400**	**7865915**	**16.51**	1.31
ii) Overseas	-	-	-	-	**-**	**-**	**-**	**-**	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1625643	698721	2324364	8.07	**1847869**	**686521**	**2534390**	**5.32**	(2.75)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	863101	-	863101	3.00	**5112737**	**-**	**5112737**	**10.73**	(7.73)
c) Others (specify)									
i) Non Resident Indians	95515	-	95515	0.33	**27327**	**-**	**27327**	**0.06**	(0.27)
ii) Overseas Corporate Bodies	3806664	-	3806664	13.21	**8858588**	**-**	**8858588**	**18.59**	5.38
Sub-total (B)(2):-	10764125	704121	11468246	39.80	**23707036**	**691921**	**24398957**	**51.20**	11.40
Total Public (B)	11062090	714521	11776611	40.87	**24516415**	**702121**	**25218536**	**52.92**	12.05
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	**-**	**-**	**-**	**-**	-
Grand Total (A+B+C)	28100643	714521	28815164	100.00	**46953381**	**702121**	**47655502**	**100.00**	

(ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sh Varinder Gupta	1159265	4.02	-	1196965	2.51	-	(1.51)
2	M/s Mayadevi Polycot limited	10006323	34.73	-	10006323	21.00	-	(13.73)
3	M/s NM Merchantils Limited	3384500	11.75	-	5075571	10.65	-	(1.10)
4	M/s NCG Enterprices Limited	1137965	3.95	-	3284393	6.89	-	2.94
5	M/s IOL Lifesciences Limited	1350500	4.69	-	2873714	6.03	-	1.34

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

S. No.	Particulars	Shareholding at the beginning of the year		Changing during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	No. of shares	% of total shares
1	Sh Varinder Gupta					
	At the beginning of the year	1159265	4.02		1159265	2.43
	Market Purachase on 29.12.2014			12000	1171265	2.46
	Market Purachase on 30.12.2014			13200	1184465	2.49
	Market Purachase on 31.12.2014			12500	1196965	2.51
	At the end of the year				1196965	2.51
2	M/s NM Merchantils Limited					
	At the beginning of the year	3384500	11.75		3384500	7.10
	Redemption of 1% non cumulative redeemable preference share on 21.06.2014			1691071	5075571	10.65
	At the end of the year				5075571	10.65
3	M/s NCG Enterprices Limited					
	At the beginning of the year	1137965	3.95		1137965	2.39
	Redemption of 1% non cumulative redeemable preference share on 21.06.2014			2146428	3284393	6.89
	At the end of the year				3284393	6.89
4	M/s IOL Lifesciences Limited					
	At the beginning of the year	1350500	4.69		1350500	2.83
	Redemption of 1% non cumulative redeemable preference share on 21.06.2014			1691071	3041571	6.38
	At the end of the year				3041571	6.38

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

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Changing during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	No. of shares	% of total shares
1	IndiaSTAR (Mauritius) Limited					
	At the beginning of the year	3806664	13.21		3806664	7.99
	Conversion of zero Coupon unsecured foreign currency convertible bonds on 28.11.2014			5051924	8858588	18.59
	At the end of the year				8858588	18.59
2	Innova Marchantiles Limited					
	At the beginning of the year	-	-		-	-
	Allotment of shares on the coversion of warrant during the year			2450000	2450000	5.14
	At the end of the year				2450000	5.14
3	Trident Limited					
	At the beginning of the year	-	-	-	-	-
	Redemption of 7% Non Cumulative redeemable preference share on 21.06.2014			1785714	1785714	3.75
	At the end of the year				1785714	3.75
4	G Consultants and Fabricators Ltd					
	At the beginning of the year	1500000	5.21		1500000	3.15
	Purchase/Sale during the year			(11000)	1489000	3.12
	At the end of the year				1489000	3.12

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Changing during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	No. of shares	% of total shares
5	Hetal Chetan Mehta					
	At the beginning of the year	-	-		-	-
	Allotment by preferential issue on 04.07.2014			1000000	1000000	2.10
	At the end of the year				1000000	2.10
6	ITF Mauritius					
	At the beginning of the year	297965	1.03		297965	0.63
	Sale/Purchase before the conversion of warrants from 01.04.2014 to 13.02.2015			(297965)	-	-
	Conversion of FCCB's on 13.02.2015			841937	841937	1.77
	Sale/Purchase after the conversion of warrants from 13.02.2015 to 31.03.2015			(32558)	809379	1.70
	At the end of the year				809379	1.70
7	Mukeshbhai Balabhai Patel					
	At the beginning of the year	-	-		-	-
	Market purchase on 27.03.2015			675000	675000	1.42
	At the end of the year				675000	1.42
8	Chamunda Traders Private Limited					
	At the beginning of the year	740198	2.57		740198	1.55
	Purchase/Sale during the year			138166	602032	1.26
	At the end of the year				602032	1.26
9	International Financial Services Limited					
	At the beginning of the year	-	-		-	-
	Purchase/Sale during the year			334400	334400	0.70
	At the end of the year				334400	0.70
10	Reena Ashish Ajmera					
	At the beginning of the year	25000	0.09		25000	0.05
	Allotment by preferential issue on 21.06.2014			250000	275000	0.58
	Market Purchase 28.11.2014			1000	276000	0.58
	At the end of the year				276000	0.58

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Changing during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	No. of shares	% of total shares
1	Sh Varinder Gupta					
	At the beginning of the year	1159265	2.47		1159265	2.43
	Market Purachase on 29.12.2014			12000	1171265	2.46
	Market Purachase on 30.12.2014			13200	1184465	2.49
	Market Purachase on 31.12.2014			12500	1196965	2.51
	At the end of the year				1196965	2.51
2	Dr M. A Zahir					
	At the beginning of the year	300	-		300	-
	Sale on 15.08.2014			(300)	-	-
	At the end of the year					-
3	Sh Krishan Singla					
	At the beginning of the year	100	-		100	-
	During the year no change			-	-	-
	At the end of the year				100	-
4	Sh Rakesh Mahajan					
	At the beginning of the year	2120	0.01		2 120	0.00
	Purchase/Sale during the year			(2050)	70	0.00
	At the end of the year				70	0.00

V. INDEBTEDNESS

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

(Amount ₹ in Lac)

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	20350.80	7912.62	-	28263.42
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	242.70	-	-	242.70
Total (i+ii+iii)		20593.50	7912.62	-	28506.12
Change in Indebtedness during the financial year					
	* Addition	5078.64	-	-	5078.64
	* Reduction	-	4751.85	-	4751.85
	Net Change	5078.65	4751.85	-	32
Indebtedness at the end of the financial year					
i)	Principal Amount	25651.31	3160.77	-	2,8812.08
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	20.83			20.83
Total (i+ii+iii)		25672.14	3160.77	-	28832.91

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (₹/Lac)
	Name	Mr Varinder Gupta	Mr Vijay Singla	Mr Vijay Kumar Garg	
	Designation	Managing Director	Director(works)	Joint Managing Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45.19	33.81	38.63	117.63
	(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)	45.19	33.81	38.63	117.63
	Ceiling as per the Act	Due to inadequate profit company paid managerial remuneration under limit of Schedule-V and with central government approval			

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors					Total Amount (₹/Lac)
		Dr M A Zahir	Mr Chandra Mohan	Mr Yogesh Goel	Dr Sandhya Mehta	Mr Ravi Pratap Singh	
1	Independent Directors						
	Fee for attending board committee meetings	1.18	0.55	0.48	0.38	0.18	2.77
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	1.18	0.55	0.48	0.38	0.18	2.77
2	Other Non-Executive Directors	-	-	-	-	--	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	--	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	1.18	0.55	0.48	0.38	0.18	2.77
	Total Managerial Remuneration(A+B)						120.40

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹/Lac)
	Name	Mr Rakesh Mahajan	Mr Krishan Singla	
	Designation	Chief Financial Officer	Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	33.64	19.05	52.69
	(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	33.64	19.05	52.69

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences during the year ended 31 March 2015.

ANNEXURE V TO THE BOARD'S REPORT

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

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and comparison of the remuneration of each Key Managerial Personnel against the performance of the company

S. No.	Name of Director and Designation	Remuneration of Director for financial year 2014-15 (₹ in lac)	Ratio of remuneration of each Director/key managerial personnel to median remuneration of employee	Comparison of the remuneration of Key Managerial Personnel against the performance of the company (% age of net sales for the year 2014-15)
1.	Mr Varinder Gupta Managing Director	48.00	31.52	0.12%
2.	Mr Vijay Kumar Garg Joint Managing Director	42.00	27.58	0.11%
3.	Mr Vijay Singla Director (Works)	36.00	23.64	0.09%
4.	Mr Rakesh Mahajan Chief Financial Officer	36.00	23.64	0.09%
5.	Mr Krishan Singla Vice President and Company Secretary	20.40	13.39	0.05%

(ii) There was no increase in remuneration of Directors, Chief Financial Officer,Chief Executive Officer and Company Secretary in the financial year 2014-15.

(iii) The maiden remuneration of employees was decreased by 6.24% from ₹ 1,62,420/- in fiscal 2014 to ₹ 1,52,280/- in fiscal 2015.

(iv) The number of permanent employees on the rolls of the Company was 896 as on 31 March 2015 and was 731 as on 31 March 2014.

(v) The explanation on the relationship between average increase in remuneration and company performance:-

There was no increase in remuneration during the financial year 2014-15.

(vi) a) Variation in the market capitalization of the Company :

The market capitalization as on 31 March 2015 was ₹ 136.77 crore (₹ 55.61 crore as on 31 March 2014)

b) Price Earnings ratio of the Company was negative as there was loss during the year ended 31 March 2015 and was 15.95 as at 31 March 2014.

c) Percentage increase over decrease in the market quotations of the shares of the Company in compared to the rate at which the Company came out with the last public offer in year:-

There was 187 % increase in the market quotations of the shares of the Company as at the end of financial year to ₹ 28.70/- as compared to the price of which the Company come out with Initial Public Offer in 1991 at the face value of ₹ 10/- per share at par.

(vii) 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:-

There was no increase in remuneration of employees and the managerial personnel in the financial year 2014-15.

(viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(ix) The ratio of the remuneration of the highest paid director to that of the employee who is not director but received remuneration in excess of the highest paid director during the year: –

There was no employee who had received remuneration in excess of the highest paid director during the year.

(x) It is hereby affirmed that the remuneration paid was as per the Remuneration Policy for Directors, Key Managerial Personnel and other employee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

World Economy

Global growth is forecast at 3.5 percent in 2015 and 3.8 percent in 2016, with uneven prospects across the main countries and regions. Growth in emerging market economies is softening, reflecting an adjustment to diminished medium-term growth expectations and lower revenues from commodity exports, as well as country-specific factors. The outlook for advanced economies is showing signs of improvement, owing to the boost to disposable incomes from lower oil prices, continued support from accommodative monetary policy stances, and more moderate fiscal adjustment. The distribution of risks to near-term global growth has become more balanced relative to October 2014 but is still tilted to the downside. The decline in oil prices could boost activity more than expected. Geopolitical tensions continue to pose threats, and risks of disruptive shifts in asset prices remain relevant. In some advanced economies, protracted low inflation or deflation also pose risks to activite.(Source:IMF)

Indian Economy

The economic scenario reveals that there was perceptible improvement in some of the macro-aggregates of the economy in 2013-14, which got strengthened in 2014-15. Economic growth, measured by growth in gross domestic product (GDP) at constant market prices, estimated at 5.1% and 6.9% respectively during 2012-13 and 2013-14.

Comparing the AE of growth for the full year 2014-15 and the estimates for the first three quarters, it is observed that an implied growth rate of 7.8%.

In the light of the Government's commitment to reforms, along with the improvements in the price and external sector scenarios including the possibility of international oil prices remaining generally benign, the outlook for domestic macroeconomic parameters is generally optimistic, notwithstanding the uncertainties that could also arise from an increase in the interest rates in the United States and situation prevailing in Greece within Euro-zone.

Given the above, and assuming normal monsoons better prospects in the world economy that could provide impetus to higher exports for Indian products and services, a growth of around 8.5% is in the realm of possibility in 2015-16.

(http://indiabudget.nic.in/es2014-15/echapvol2-01.pdf)

Pharmaceutical Industry

India is expected to be the third-largest global generic active pharmaceutical ingredient (API) merchant market by 2016, with a 7.2% market share. The country accounts for the second largest number of Abbreviated New Drug Applications (ANDAs) and is the world's leader in Drug Master Files (DMFs) applications with the US.

The country's pharmaceutical industry expanded at a compound annual growth rate (CAGR) of 9.4% in 2013 to reach US$ 12 billion and is expected to expand at a CAGR of 23.9% to US$ 55 billion by 2020. With 72% of market share, generic drugs form the largest segment of the Indian pharmaceutical sector.

In terms of value, exports of pharmaceutical products from India increased at a CAGR of 26.1% to US$ 10.1 billion during FY06–13. Generic drugs account for 20% of global exports in terms of volume, making the country the largest provider of generic medicines globally and expected to expand even further in coming years.

The Government of India plans to set up a US$ 640 million venture capital fund to boost drug discovery and strengthen pharma infrastructure. Pharma Vision 2020 by the government's Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery.

With 70% of India's population residing in rural areas, pharma companies have immense opportunities to tap this market. Various companies are investing in the distribution network in rural areas. India also has the potential to attract huge investments to its clinical trial market.

(http://www.ibef.org/industry/indian-pharmaceuticals-industry-analysis-presentation)

Chemical Industry

The chemical industry, which includes basic chemicals and its products, petrochemicals, fertilizers, paints & varnishes, gases, soaps, perfumes & toiletries and pharmaceuticals is one of the most diversified of all industrial sectors covering thousands of commercial products. It plays an important role in the overall development of the Indian economy. Rapid growth is expected in India as well, with predicted annual growth above 9% per year in the period 2012 to 2014, and above 8% per year in the period 2015 to 2021.

With current initiatives of industry & government, the Indian chemical industry could grow at 11% p.a. to reach size of $224 billion by 2017. However, the industry could aspire to grow much more and its growth potential is limited only by its aspirations. In an optimistic scenario, high end–use demand based on increasing per capita consumption, improved export competitiveness and resultant growth impact for each sub-sector of the chemical industry could lead to an overall growth rate greater than 15% p.a. and a size of $ 290 billion by 2017.

Government Initiatives

The Government of India has aggressively adopted prudent strategies to boost the country's healthcare industry. From granting 100% Foreign Direct Investment (FDI) in the drugs and pharma sector to establishing various pharma SEZs across the country, a range of initiatives have further strengthened the Indian pharma industry.

The Government of India has unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. It has reduced approval time for new facilities to boost investments. Further, the government has also put in place mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to address the issue of affordability and availability of medicines.

(http://www.cci.in/pdfs/surveys-reports/Pharmaceutical-Industry-in-India.pdf) (http://www.ibef.org/industry/pharmaceutical-india.aspx

2. Opportunities and Threats

Opportunities

1. Major raw material for pharma division in house.
2. Large domestic market, with good potential for growth.
3. Technically and qualified trained manpower.
4. Backward & Forward Integration of Products.

Threats:

1. Cost of power & cost of finance in India is very high as compared to prevailing in developed countries.
2. Infrastructure facilities are not of world class. Transport and Communications are complex resulting in delays and slow movement of goods.

3. Our Business Strategy

Growth prospects for India as whole in general are positive as compared to previous year growth and Pharmaceutical and Chemical Segment in particular. Moreover Government of India is also taking initiatives to achieve the high growth rate and stimulate exports.

Our Strategic focus is continuing to maintain and establishing leading market position in key business segments with profitability and growth. As we have implemented the following core business strategies:-

Global Leadership in chosen products and increasing market share by continuing to grow our product portfolio- Our success story is our ability and acumen to select attractive products in niche markets and increasing our production capacity with cost optimization. We are continuing our emphasis to increase share in pharma segment.

More Penetration into Foreign Markets – Government of India is providing lot of incentives for pharma companies to stimulate exports. We are also exploring more foreign countries to penetrate. We have vision of putting global footprints in every continent.

Capitalise on our strong customer base and customer relationship management for pursuing growth opportunities - We are presently having customer base in 50 countries and we are increasing our customer base with referrals from existing customer and brand value that we have created in the last 12 years. We also market our new products through this network.

4. Business Segment Performance and Future Prospects

Our operations are broadly comprises of product and services across Bulk drug and Specialty industrial organic chemicals. Our Bulk Drug segment includes operations of manufacturing of Bulk Drug which are as under:-

1. Anti Inflammatory
2. Anti Ulcer Drugs
3. Anti Diabetic
4. Anti Hypertension

Our Specialty Industrial organic Chemicals segment includes operation of manufacturing of following chemicals;-

1. Iso Butyl Benzene (IBB)
2. Ethyl Acetate
3. Acetic Anhydride
4. Mono Chloro Acetic Acid (MCA)
5. Acetyl Chloride

Bulk Drug

Bulk Drug commonly known as Active Pharmaceutical Ingredients (API's), APIs are mixed with other components to produce tablets, capsules or liquids. We have a clear focus on production of APIs for Anti-inflammatory besides few Anti Diabetic, Anti hypertension and Anti-Ulcerants.

We are increasing our APIs product portfolio by first entering into markets, improving our cost competitiveness through efficient manufacturing processes and systems, accelerating Drug Master File (DMF) flings, entering into and expanding relationships with major Indian and foreign generic companies for sale of our APIs, and continuing to build on our previous track record. Our APIs are exported worldwide, into emerging as well as developed markets. Our key markets are Africa, Latin America, South America, Europe, Korea, Commonwealth of Independent States (CIS) countries, the Middle East and Australia. Our API customers are leading global generic companies. As of 31 March 2015, we have 7 APIs available through commercial scale plants, of which Ibuprofen, Metformin, Lansoprazole and Lamotrigine, are the most significant. We has also received the approval of USFDA in July 2015 to launch API business in US Market.

India is among the most significant emerging markets for the global pharmaceuticals industry, given that it will feature among the world's top 10 sales markets by 2020. Currently, it is regarded as one of the fastest-growing pharmaceuticals industries globally, primarily driven by a large population, evolving patient demographics, increasing health care expenditure, growing urbanisation, rising life expectancy, and active private-sector participation.

(Source: Sanofi and Kantar health presentation at EphMrA)

We are constantly working to ensure that all plant lines provide the desired turnover, with least downtime and optimal product mix. To tap the opportunity of increased demand, we are aggressively optimizing and de-bottlenecking our operations by using existing infrastructure to maximize our output. Our future development will be driven by our strategic objective of focusing and specializing in niche areas and backward integration to existing chemical segment, wherein lies our strength of APIs.

Specialty Industrial Organic Chemicals

Specialty Industrial Organic Chemicals are having distinct uses in different industries like Pharmaceuticals, flexible packaging, Paints, Adhesives, Food Packing and photography etc to be precise. Since Inception, we have been enhancing our capacities in general and chemical segment in particular. Moreover, Major of the chemicals produced by your company is used in its forward integrated plants, like Mono Chloro Acetic Acid (MCA) and Acetyl Chloride are the key raw material to manufacture Ibuprofen.

All the products manufacture in our plants are having continuous demand from different industries in domestic as well as foreign market and demand is also increasing day to day. To tap the opportunity of increase in demand in market, we are increasing our capacity utilization by streamlining of production processes.

India emerges as one of the focus destinations for chemical companies worldwide. With the current size of approximately $108 billion, the Indian chemical industry accounts for 3% of the global chemical industry and approximately 7% of Indian GDP. Two distinct scenarios for the future emerge, based on how effectively the industry leverages its strengths and manages challenges. In the base case scenario, with current initiatives of industry & government, the Indian chemical industry could grow at 11% p.a. to reach size of $224 billion by 2017. However, the industry could aspire to grow much more and its growth potential is limited only by its aspirations. In such an optimistic scenario, high end–use demand based on increasing per capita consumption, improved export competitiveness and resultant growth impact for each sub-sector of the chemical industry could lead to an overall growth rate of over 15% p.a. and a size of $290 billion by 2017 (~6% of global industry). This has a potential for further upside in the future considering India's increasing competitiveness in manufacturing.

(Source: INDIAN CHEMICAL INDUSTRY Five Year Plan – 2012-2017)

We are continuously monitoring the operations of the plant for optimal utilization of resources and achieve the desired production levels with minimal breakdown.

5. Internal Control and Risk Management

It is a myth, an enterprise with immunity from risk. It is general principle that there is no growth without risk or opportunity cost. It does not mean an organization should take more risk to get high growth. However, risk should be calculated and managed, if risks are not properly managed, an organization will not be able to attain its targets. Internal control and Risk Management is backbone of any organization. It plays a key role in directing and guiding the company's various activities within the desired parameters.

IOLCP's visualization on Risk Management

To establish and maintain enterprise wide risk management capabilities for rigorous monitoring and mitigation of Macro as well as Micro risks on continuous and sustainable basis.

IOLCP's Risk Management Strategy

IOLCP is having a strong risk management framework, which actively monitors organization's activities to identify, assessing and mitigating potential internal or external risks at the preliminary stage. We also compare the standards vis a vis actual levels and reports the variance above threshold level to Board of Directors. As an organization, we promote strong ethical values with high level of integrity in all our activities, where by itself significantly mitigates the risk.

IOLCP's Risk Management System

Our Risk Management System is bifurcated into two levels, First Apex Level, comprises of Board of Directors and Company's Audit and Risk Management Committee and second is supporting level comprising of Business Heads, Functional Heads, and Unit's Heads, Divisional Heads of Accounts & Finance and Works Head. Supporting level team entrusted with responsibility of identification and monitoring of risks. Identified risks are then discussed with Board of Directors at various intervals and consensus is obtained on methods to mitigate the risk. Moreover, supporting team further supported by internal audit conducted by independent firm of chartered accountants and it also makes the assessment and advises us in further improvements. Company's Audit and Risk Management Committee reviews report submitted by Internal Auditors and monitors follow-up & corrective action taken by the Company.

IOLCP's Risk Mitigation Methodology

We are equipped with comprehensive system to identify the risk from internal and external factors at early stage and take appropriate actions for its mitigation. We have already established detailed structure and action plan in all level of organizations. In

IOLCP, we believe to curtail the risk with pro active approach, so that risk can be mitigated at early stage.

We have already identified entry level controls for the organization, covering integrity and ethical values. Thereby, we are strengthening the control system with continues training and standardized documentation.

Competition risk

Company is exposed to competition from indigenous as well as foreign players. Over the years Company has de- bottlenecked and enhanced its capacities in drug as well as chemical segments. In recent past the Company has also included value added products i.e acetyl chloride, mono chloro-acetic acid and Iso butyl benzene, towards backward and forward integration to strengthen its brand value. Further, Company has diversified into other value added pharmaceutical products such as anti ulcer, anti diabetic and anti hypertension drugs. We are continuously monitoring the domestic, foreign market, Government policies and rivals in the industry to formulate our marketing and production strategies.

Geographic risk

A significant dependence on a particular market could be a risk in the event of a selective downturn in that region. So the company has network of customers broadly in major of the states of country. Company has also expanded its customer base in about 50 countries to mitigate geographical risk.

Technological risk

Technological advancement could result in asset obsolescence warranting a high cost of replacement. Company is using the latest technology in the manufacturing, processing and quality control measures and keeps itself in touch with the latest advancement in technology and adopting the same to remain efficient in productivity and cost minimization.

Environmental Health and Safety Risk

Today Governments of all the countries in world are cautious about the environment safety. Non compliance with environmental regulatory issue might affect operations. Company conducts periodic checks to compare effluents and stack emissions and comply with all applicable rules and regulations to protect the environment. Moreover, Company has also obtained ISO 14001:2004 Certification.

Health and Safety of the Workforce is priority of the Company. The Company committed itself to manage it through occupational health and safety management tools, dedicated dispensary at factory, qualified Doctors and monthly health check-up at all levels of the organization. Moreover the Company has obtained BS OHSAS 18001:2007.

Credit risk

Credit risk is associated with losses that occur when debtors are unable to meet their repayment obligations on time. Company has established internal policies to determine credit worthiness and reliability of potential customers.

Liquidity risk

This refers to the possibility of default of a Company to meet its obligations because of unavailability of funds to meet both operational and capital requirements. In order to ensure adequacy of its funding, cash flow forecasts are prepared regularly and appropriate actions are taken on pro active basis.

Foreign exchange risk

Company is exposed to foreign exchange risk with respect to foreign currencies, denominated mainly in US dollars, on revenue and supplies. However, risk is naturally hedged as Company is engaged both in imports and exports and is used to take future cover as the situation so warrants.

Human Capital Risk

Acquisition and retention of right talent is critical to maintain desired operational standards. Insufficient focus on human resource processes (e.g. recruiting, talent management, labour management, development and training) may result in an organisation's inability to recruit and/ or hold the required personnel. In IOLCP, a dedicated team of professionals is established which looks after the recruitment, training, remuneration and human capital issues. On one hand the Company continues to hire new, highly-skilled professionals and technical personnel staff on another hand it also introduced rewards and recognition policies for effective employee engagement.

Insurance

In order to reduce and mitigate identifiable risks, the Company is prompt to take insurance cover on this. All the insurable immovable as well as movable assets of the Company including stocks are adequately insured and all insurance policies are in force as on the date of the report.

6. Financial Performance

Revenue from operations

Gross revenue from operations has decreased to ₹ 427.02 crore during the period of review as compared to ₹ 626.04 crore during the previous year. Export sales of the Company has decreased from ₹ 155.82 crore to ₹ 92.17 crore.

Other Income

Other income for the year ended 31 March 2015 was ₹ 1.32 crore as against ₹ 1.31 crore in the previous year. Interest received during the year was ₹ 1.25 crore as against ₹ 1.26 crore during the previous year.

Cost of Material Consumed

During the year, the percentage of material consumption to net sales was 72.58% as against 65.64% for the previous year, representing increase of 6.94%.

Employee Benefit Expenses

During the year, employee benefit expenses has been decreased from ₹ 27.08 crore to ₹ 24.72 crore. It is in consonance with decrease in operation of the Company.

Financial Cost

During the year, the percentage of financial expenses to net sales was 15.36% against 10.71% in the previous year, showing increase of 4.65% due to lower sale volume during the year.

Depreciation

Depreciation charged to the profit and loss account decrease during the year to ₹ 28.91 crore as compared to ₹ 31.63 crore during the previous year due to re-calculation of useful life of assets as per Company Act, 2013.

Other Expenses

During the year, the percentage of other expenses to net sales was 18.07% against 12.56% in the previous year, showing Increase of 5.51% due to lower sale volume during the year.

Profit before Depreciation, Interest and Tax

PBDITA of the Company has decreased by 87 % during year from ₹ 97.06 crore to ₹ 12.58 crore as compared to previous year.

Profit/Loss before Tax

During the year, Loss before tax of the Company was ₹ 75.44 crore against Profit before tax of ₹ 5.08 crore in the previous year. This decrease is mainly due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy .

Provision for tax

There was net deferred tax assets ₹ 8.78 crore during the year in comparison to ₹ 1.78 crore of net deffered tax liability during the previous year. However, the Company has contributed ₹ 40.98 crore to national exchequer by way of Excise duty as compared to ₹ 61.23 crore in previous year.

Profit/Loss after Tax

During the year, loss after tax was ₹ 66.65 crore against profit after tax ₹ 3.30 crore during the previous year.

Share Capital

Authorized share capital of the Company is ₹ 80 crore divided into 5,80,00,000 equity shares of ₹ 10 each and 2,20,00,000 Preference shares of ₹ 10 each as on 31 March 2015.

Reserves and Surplus

The Company in accordance with AS-21 has utilised ₹ 0.39 crore from the securities premium reserve for providing for the premium payable on redemption of Zero Coupon Foreign Currency Convertible Bonds. The said utilised amount has been shown in securities premium reserve under the head reserve and surplus.

Deferred Tax Liability

Company had a deferred tax liability (net of deferred tax assets) of ₹ 0.38 crore as on 31 March 2015 as against ₹ 12.14 crore at the end of previous year.

Long Term Borrowing

Long term secured borrowing at the end of financial year 2014-15 were ₹ 253.84 crore, against ₹ 163.91 crore at the end of previous year. Unsecured long term borrowings at the end of financial year 2015 stood at ₹ 23.26 crore against ₹ 56.50 crore at the end of previous year.

Other Long Term Liabilities

Other Long term Liabilities at the end of financial year 2014-15 were ₹ 8.09 crore, against ₹ 22.63 crore at the end of previous year.

Long Term Provisions

Long term provisions decreased to ₹ 29.77 lac at 31 March 2015 as compared to ₹ 30.24 lac as at 31 March 2014 .

Short Term Borrowings

Short term secured borrowing at the end of financial year 2015 were ₹ 120.44 crore, against ₹ 96.96 crore at the end of previous year.

Trade Payable

Trade payables as at 31 March 2015 was ₹ 70.25 crore as compared to ₹ 120.36 crore as at 31 March 2014.

Other Current Liabilities

Other current liabilities at the end of financial year 2015 were ₹ 17.81 crore, against ₹ 58.57 crore at the end of previous year.

Short Term Provisions

Short term provisions decreased to ₹ 0.04 crore as at 31 March 2015 as compared to ₹ 0.49 crore as at 31 March 2014 due to nil tax provision during the year.

Fixed Assets

Gross block of tangible assets as on 31 March 2015 stood at ₹ 593.63 crore as against ₹ 568.90 crore as on 31 March 2014. Addition in intangible assets of ₹ 0.09 crore during the year and stood at ₹ 0.66 crore as on 31 March 2015 against ₹ 0.57 crore as at end of the previous year.

Non-Current Investments

Company had non-current investment of ₹ 3.99 lac as on 31 March 2015.

Long-term Loans and advances

Long term loan and advances as on 31 March 2015 were ₹ 10.76 crore as compared to ₹ 13.10 crore as on 31 March 2014.

Other Non-current Assets

Other non-current assets include the bank balance as on 31 March 2015 were ₹ 0.29 crore as compared to ₹ 3.61 crore as on 31 March 2014.

Current Investments

Company had current investment of ₹ 0.01 crore as on 31 March 2015.

Inventories

Company had inventories of ₹ 213.42 crore as on 31 March 2015 against ₹ 192.23 crore as on 31 March 2014.

Trade Receivable

Trade Receivable amounted to ₹ 32.67 crore as on 31 March 2015 as compared with ₹ 49.26 crore as on 31 March 2014.

Cash and Bank balance

As on 31 March 2015, Company had cash and bank balances of ₹ 12.70 crore as compared to ₹ 11.45 crore as on 31 March 2014.

Short term loans and advances

Short term loans and advances as on 31 March 2015 were ₹ 24.68 crore as compared to ₹ 27.79 crore as on 31 March 2014.

Cash flows

Company's net cash flow used in operating activities for the year ended 31 March 2015 amounted to ₹ 46.96 crore against net cash flow from operating activities ₹ 78.40 crore during the previous year.

Company's net cash used in investing activities amounted to ₹ 4.79 crore during the year ended 31 March 2015 against ₹ 12.12 crore during the previous year.

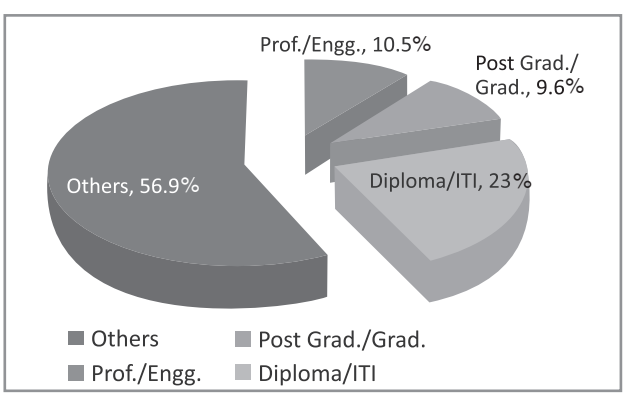
During the year, net cash from financing activities amounted to ₹ 49.69 crore as against net cash flow used in financing activities ₹ 65.68 crore during the previous year.

7. Contribution to National Exchequer

Company has contributed a sum of ₹ 40.98 crore as compared to ₹ 61.23 crore during the previous year to National Exchequer by way of central excise duty in addition to contribution through other direct and indirect taxes.

8. Human Assets

Company has a team of about 896 strong members as on 31 March 2015, consisting of 10.5 % Professionals /Engineers, 9.6 % Post Graduates/ Graduates, 23 % Diploma/ITI and 56.9 % others.



Company stresses on all around development of the human resources. Company's HR policies entail injecting Company with a high degree of expertise, professional depth, dynamism and power of the youth. Company belief in respect of human resources and dignity of labour and consider human resources very valuable and vital assets for the development of the organization. To continuously enhance competencies of the employees, Company organizes a series of in-house as well as external training programs.

9. Cautionary Statement

Statement in Management Discussion and Analysis describing Company's objectives, projections, estimates and expectations may be "Forward Looking Statements" with in the meaning of applicable laws & regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to Company's operations include but are not restricted to the economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which Company operates, changes in the Government regulations, tax laws, and other statues, as also other incidental factors

For and on behalf of the Board

	Sd/-	Sd/-
Place : Ludhiana	Varinder Gupta	Dr M A Zahir
Dated:13 August 2015	Managing Director	Chairman
	DIN: 00044068	DIN: 00002973

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance

Sound Corporate Governance principles are the foundation upon which the trust of investors is built. It has been continuous endeavour of the Company to exceed and excel through better corporate governance and fair & transparent governance practices, many of which were in place before they were mandated by SEBI. For creation and maximization of wealth of shareholders on a sustainable and long-term basis, it is imperative for the Management to institutionalize a "Framework of Corporate Governance and Code of Practices" as an enabling methodology to further strengthen management and decision-making process. We believe in leveraging the resources to translate dreams into opportunities and opportunities into reality; to infuse people with a vision which sparks dynamism and entrepreneurship; to create a system of succession which combines stability with flexibility and continuity with change.

Your Company confirm the compliance of Corporate Governance as contained in Clause 49 of the Listing Agreement, details of which are given below:

2. Board of Directors:

a) Composition of the Board:

The Board comprises of three executive and five independent directors including a women director as on 31 March 2015. The Company is having majority of independent directors on the Board.

Composition of the Board, number of directorship held, chairmanship & membership of the committees and shareholding in Company are as given below:

Name of the Director	Category	No. of Director-ship held #	No. of Committees@		Share-holding in Company
			Chairman-ship	Member-ships	
Dr M A Zahir (Chairman)	Independent	9	3	3	--
Mr Varinder Gupta	Managing Director	4	--	2	11,96,965
Mr Chandra Mohan	Independent	7	--	4	--
Mr Yogesh Goel	Independent	1	--	--	--
Mr Ravi Pratap Singh	Independent	1	--	1	--
Mr Vijay Singla	Director (Works)	2	--	1	--
Mr Vijay Kumar Garg	Joint Managing Director	1	--	--	--
Dr Sandhya Mehta	Independent	1	--	1	--

including the company and does not include private company which is either holding or subsidiary company of public company .

@ Board Committees for this purpose includes Audit and Risk Management Committee and Stakeholders' Relationship Committee only

Notes: There is no inter-se relationship between the directors

b) Change in directorships of the Company :

Dr M A Zahir, Mr Chandra Mohan, Mr Yogesh Goel and Mr Ravi Pratap Singh were appointed as Independent Directors for a term of five years upto the conclusion of thirty second Annual General Meeting of the Company. Dr Sandhya Mehta was appointed as Independent Director w.e.f. 22 August 2014 for a term of five years upto 21 August 2019. The members at Annual General Meeting held on 30 September 2014 approved their appointment as Independent Directors of the Company.

Mr Vikas Gupta was appointed as Additional and Executive Director w.e.f. 29 May 2015 for a period of five years, liable to retire by rotation subject to the approval of the members and Central Government.

Mr Varinder Gupta was re-appointed as Managing Director of the Company w.e.f. 01 September 2015 for a period of three years, subject to the approval of the members and Central Government.

As per the Companies Act, 2013, one-third of the Non-Executive Directors retire by rotation and, if eligible, seek re-appointment at the Annual General Meeting of shareholders. Mr Vijay Singla will retire at the ensuing Annual General Meeting and being eligible, seek re-appointment. The Board has recommended the re-appointment of the retiring Director.

The detailed profiles of these Directors and particulars of experience, attributes or skills that qualify the candidates for Board membership are provided in the Notice convening the Annual General Meeting.

c) Attendance of Directors at the Board Meetings and last Annual General Meeting:

During the financial year 2014-15, the Board met 9 (nine) times on 21 May 2014, 30 May 2014, 20 June 2014, 14 August 2014, 22 August 2014, 29 October 2014, 28 November 2014, 31 December 2014 and 13 February 2015. There was no gap of more than four months between any two consecutive meetings. Attendance of the directors at Board Meetings and previous Annual General Meeting (AGM) held on 30 September 2014 is as given below:

Name of the Director	Board Meetings Attended	Attendance at last AGM
Dr M A Zahir	7	Yes
Mr Varinder Gupta	8	No
Mr Chandra Mohan	6	No
Mr Yogesh Goel	5	No
Mr Ravi Pratap Singh	1	No
Mr Vijay Singla	9	No
Mr Vijay Kumar Garg	8	Yes
Dr Sandhya Mehta	3	Yes

3. Audit and Risk Management Committee

Audit and Risk Management Committee consists of four directors, three being Independent Directors viz. Dr M A Zahir (Chairman), Mr Ravi Pratap Singh, Dr Sandhya Mehta and one executive viz. Mr Varinder Gupta. Statutory Auditors, Internal Auditors and Finance head are invites on the Committee. Company Secretary acts as Secretary to the Committee. The Committee was reconstituted on 29 October 2014 taking on the Committee in place of Mr Yogesh Goel and Mr Vijay Singla, Dr Sandhya Mehta and Mr Varinder Gupta as its members.

The role of the Audit and Risk Management Committee is in accordance with the provisions of Clause 49 of the Listing Agreement and the terms of reference specified under Section 177

of the Companies Act, 2013. Primary objective of the Committee is to monitor and provide effective supervision of management's financial reporting process with a view to ensure accurate, timely and proper disclosures, transparency, integrity & quality of financial reporting and minimisation of risk.

During the year 2014-2015, Audit and Risk Management Committee met four times on 30 May 2014, 14 August 2014, 28 November 2014 and 13 February 2015. There was no gap of more than four months between any two consecutive meetings. Attendance record of Audit and Risk Management Committee members is given below:

Name of the Members	No. of Meetings	
	Held*	Attended
Dr M A Zahir (Chairman)	4	3
Mr Ravi Pratap Singh	4	1
Dr Sandhya Mehta	2	2
Mr Varinder Gupta	2	2
Mr Yogesh Goel	2	2
Mr Vijay Singla	2	2

Note: * The meetings held during their tenure as member of the committee.

4. Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of four directors, all being Independent Directors viz. Mr Chandra Mohan (Chairman), Dr M A Zahir, Dr Sandhya Mehta and Mr Ravi Pratap Singh as on 31 March 2015. The Committee was reconstituted on 22 August 2014 consisting of Mr Chandra Mohan as Chairman and Dr M A Zahir, Mr Ravi Pratap Singh and Dr Sandhya Mehta as its members and renamed as Nomination and Remuneration Committee. Terms of reference of Committee is in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year, one meeting was held on 22 August 2014 which was attended by Mr Chandra Mohan (Chairman) and Dr M A Zahir.

a) Remuneration Policy and details of Remuneration of Directors:

1) **Executive Directors:** The Company pays remuneration to its Managing Director and Executive Directors as approved by Nomination and Remuneration Committee, Board of Directors and Members of the Company. Detail of remuneration paid to the Managing Director and the Executive Directors during the financial year 2014-2015 is given below:

(Amount in ₹)

Name	Position	Salary	Commission	Contribution to Provident & other Funds	Other perquisites & allowances	Total
Mr Varinder Gupta	Managing Director	1920000	--	230400	2649600	4800000
Mr Vijay Kumar Garg	Joint Managing Director	1680000	--	201600	2318400	4200000
Mr Vijay Singla	Director (Works)	1440000	--	172800	1987200	3600000

2) **Independent Directors:** Independent Directors have not paid any remuneration except sitting fees @ ₹ 7500/- for attending each Board Meeting and ₹ 5000/- for attending each Committee Meeting. Detail of sitting fees paid during the year 2014- 2015 is given below:

(Amount in ₹)

Name of Directors	Fee paid for Board Meetings	Fees paid for Committee Meetings*	Total Fee Paid
Dr M A Zahir	52,500	65,000	1,17,500
Mr Chandra Mohan	45,000	10,000	55,000
Mr Yogesh Goel	37,500	10,000	47,500
Dr Sandhya Mehta	22,500	15,000	37,500
Mr Ravi Pratap Singh	7,500	10,000	17,500
TOTAL	1,65,000	1,10,000	2,75,000

* The fees paid for Committees includes Audit & Risk Management Committee, Banking & Finance Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Meeting of Independent Director's and Allotment Committee.

During the year 2014-15, the Company did not advance any loan to any of its directors except advance for travel or other purposes to discharge official duties in the normal course of business. There is no provision of any severance fee payable to any director on cessation of directorship of the Company.

During the current year Company has increased the sitting fee of non-executive/independent director to ₹ 10,000/- for attending a board meeting and ₹ 7,500/- for attending a committee meeting.

5. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee consists of three Directors viz., Dr M A Zahir (Chairman), Mr Varinder Gupta and Mr Vijay Singla and Dr M A Zahir, non-executive director is heading the committee, to specifically look into the redressal of Investors' complaints as on 31 March 2015. During the year, one meeting was held on 14 August 2014 which was attended by all the members.

Mr Krishan Singla, Vice President and Company Secretary, is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges in India. Any investor / shareholder of the Company can contact him on the matters related with Company at 85, Industrial Area, 'A', Ludhiana, Phone: +91-161-2225531-35, Fax: +91-161- 2608784 and e-mail: **krishan@iolcp.com and investor@iolcp.com**

Shareholders' complaints received, resolved and pending:

Detail of investors' complaints/queries received and resolved during the year 2014-15 are as under:

Sr. No.	Nature of complaints / queries	No. of complaints / queries during the year		
		Received	Attended	Pending
1.	Transfer/Transmission of Shares	3	3	NIL
2.	Dividend	-	-	-
3.	Loss/Issue of duplicate shares certificate	14	14	NIL
4.	SEBI/Stock Exchange	-	-	-
5.	Change of Company Name	14	14	NIL
6.	Change of Address	26	26	NIL
7.	Split/Consolidation	-	-	-
8.	Others	20	20	NIL

6. Meetings of Committee of Independent Directors

The Company's Independent Directors are required to meet at least once in every financial year without presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs, to review the performance of executive directors etc. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

During the year under review, the Independent Directors met on 30 March 2015, *inter alia*, to discuss:

- Evaluation of the performance of Non-Independent Directors and The Board as a whole;
- Evaluation of the performance of the Chairman of the Company
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors except Mr. Yogesh Goel attended the Meeting.

7. Other Committees

Besides the above three Committees, The Board has delegated banking and finance matters to Banking and Finance Committee; allotment of warrants/shares/debentures/other securities to Allotment Committee.

Detail of meetings of abovesaid committees held during the financial year 2014-15 is as under:

Name of Committees	No. of Meetings held	Date of Meeting
Banking and Finance Committee	3	31 July 2014, 07 March 2015, 21 March 2015
Allotment Committee	5	21 June 2014, 04 July 2014, 13 November 2014, 14 November 2014, 18 November 2014

8. General body Meetings:

a) Annual General Meetings/ Extra-ordinary General Meetings

Last three Annual General Meetings were held at the Registered Office of the Company at Trident Complex, Raikot Road, Barnala as per details given below:

Meeting	Date	Day	Time/ Location	Details of Special Resolutions passed
27th AGM	30 September 2014	Tuesday	11:00 AM at Registered Office	1. Borrowing powers of the Company. 2. Creation of charges on the immovable/ movable assets of the Company.
26th AGM	28 September 2013	Saturday	11:30 AM at Registered Office	1. Appointment of Mr Vijay Kumar Garg as Additional Director of the Company. 2. Appointment of Mr Vijay Kumar Garg as Joint Managing Director of the Company. 3. Revision of Remuneration of Mr Vijay Singla, Director (Works).
25th AGM	29 September 2012	Saturday	10:00 AM at Registered Office	1. Appointment of Mr Narender Kumar Pundir as Director (Commercial) of the Company. 2. Re-appointment of Mr Varinder Gupta as Managing Director. 3. Amending the Articles of Association of the Company. 4. Issue of equity share on preferential basis. 5. Issue of Preference Shares.
Extra-Ordinary General Meeting	20 June 2014	Friday	11.00 AM at Registered Office	1. Amending the Memorandum of Association of the Company 2. Redemption of 1% Non Cumulative Redeemable Preference Shares issued to the promoter group companies and 7% Non Cumulative Redeemable Preference Shares issued to non promoters by issuing equity shares of the Company by issuing equity shares of the Company 3. Issue of equity shares/warrants on preferential basis

During the year under review, no special resolution has been passed through the exercise of postal ballot.

9. Disclosures

a) Related Party Transactions

There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its directors or promoters that may have potential conflict with the interests of the Company at large except details of transactions annexed to the Balance Sheet. All details relating to financial and commercial transactions, where directors may have a potential interest are provided to the Board and interested directors neither participate in the discussion nor do they vote on such matters.

b) Compliance made by the Company

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital markets and no penalties or strictures have been imposed on the Company by any Stock Exchange, SEBI or any other Statutory Authority relating to the above.

c) Vigil Mechanism

The Company has whistle blower policy which acts as vigil mechanism and provides an opportunity to employees to access in good faith, to Audit and Risk Management Committee, in case they observe unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees. It is affirmed that no personnel has been denied access to Audit and Risk Management Committee during the year.

d) Compliance with mandatory requirements

The Company has complied with all the applicable mandatory requirements of the Clause 49 of the listing Agreement

1) Code of Conduct for Directors and Senior Management

The "Code of Conduct for Directors and Senior Management" has been adopted by the Company for

its Board Members and senior management of the Company. Code of Conduct is available on the website of the Company www.iolcp.com. All Board Members and senior management personnel affirmed the compliance with the said code. A certificate signed by Managing Director as required under Clause 49(I)(D)(ii) affirming compliance of said code is given in this Annual Report.

2) Management Discussion and Analysis Report

Management Discussion and Analysis Report has been included in this Annual Report and includes discussion on the matters specified in the Clause 49 of the Listing Agreement.

3) Selection of Independent Directors

The Nomination and Remuneration Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decision.

None of the directors serve as Independent Director in more than seven listed companies and none of the Executive or Whole-time Directors serve as Independent Director on any listed company

As required by Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Director's is available on the Company's website and can be accessed at *http:/ www.iolcp.com/mycgi/iolcp-com/upload_file/Draft_Appointment%20Letter%20(1).pdf*

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

4) Familiarisation Programme for Independent Directors

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at www.iolcp.com

5) Board Evaluation

The Nomination and Remuneration Committee has approved a Policy for evaluation of the Board, its Committees and Independent Directors and the same has been approved by the Board. The process for evaluation of Independent director/ Board/ Committee is given in the Board's Report.

6) Compensation Policy for Board and Senior Management

The Board has approved the Nomination and Remuneration Policy for Directors, KMP and all other employees of the Company. Nomination and Remuneration Policy is annexed to the Board's Report.

7) Holding and Subsidiary Companies

The Company does not have any holding or subsidiary company.

10. Means of Communication:

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end:

a) Quarterly/Half Yearly/Annual Results: Quarterly, half yearly and annual results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board.

b) Publication of Quarterly/Half Yearly/Annual Results: Quarterly, half yearly and annual results of the Company are published in the prescribed Performa within 48 hours of the conclusion of the meeting of the Board atleast in one english newspaper circulating in the whole or substantially the whole of India and in one vernacular newspaper of the State of Punjab where the Registered Office of the Company is situated.

Quarterly financial results during the financial year 2014-15 were published as detailed below:

Quarter ended	Date of Board Meeting	Date of Publication	Name of the Newspapers
30 June 2014	14 August 2014	15 August 2014	Financial Express, Punjabi Jagran & Economics Times,
30 September 2014	28 November 2014	29 November 2014	Punjabi Jagran & Financial Express
31 December 2014	13 February 2015	14 February 2015	Punjabi Jagran & Financial Express
31 March 2015	29 May 2015	30 May 2015	Punjabi Jagran & Financial Express

These results and other press releases are sent to the Stock Exchanges as well as displayed on Company's website *www.iolcp.com* at the time of its release to the media.

c) NSE Electronic Application Processing System (NEAPS): NEAPS is a web based application designed by NSE for corporate. The Shareholding Pattern, Corporate Governance Report and Corporate's Announcements etc. are also filed electronically on NEAPS.

d) BSE Listing Centre (http://listing.bseindia.com/): BSE Listing Centre is a web based application designed by BSE for corporate. The Shareholding pattern, Corporate Governance Report and Corporate's Announcements etc. are also filed electronically on BSE Listing Centre.

e) E-mail: Quarterly/half yearly /annual results/ annual reports are also send to the members & investors on their e-mail Ids registered with the Company.

11. General Shareholders Information

Following information would be useful to the members:

a) **Annual General Meeting** of the Company will be held on Tuesday, 29 September 2015 at 11:00 AM at the Registered Office of the Company at Trident Complex, Raikot Road, Barnala, Punjab.

b) **Financial Calendar:** Last financial year of the Company was of twelve months from 01 April 2014 to 31 March 2015. Tentative financial calendar of the Company for the year 2015-16 shall be as follow:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 June 2015	During August 2015
Financial Results for the quarter/half year ending 30 September 2015	During November 2015
Financial Results for the quarter ending 31 December 2015	During February 2016
Financial Results for the quarter ending 31 March 2016	During May 2016

c) **Date of Book Closure**

Tuesday, 22 September 2015 to Tuesday, 29 September 2015 (both days inclusive).

d) **Shares of the Company are listed on the following Stock Exchange**

Name and Address of the Stock Exchange	Stock Code
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	IOLCP
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	524164

The Company has made all the compliances of Listing Agreement including payment of annual listing fees.

e) **Market Price data**

Monthly high and low prices of equity shares of IOL Chemicals and Pharmaceuticals Limited at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) are as follow:

(in ₹)

Financial Year 2014-15	NSE			
	Share Price		NIFTY	
	High	Low	High	Low
April 2014	22.50	19.25	6,870	6,650
May 2014	41.00	19.50	7,563	6,639
June 2014	60.60	38.00	7,700	7,239
July 2014	51.65	42.00	7,841	7,422
August 2014	63.45	42.10	7,968	7,540
September 2014	64.55	58.35	8,180	7,842
October 2014	63.10	58.00	8,331	7,724
November 2014	77.10	49.20	8,617	8,290
December 2014	49.95	39.90	8,627	7,961
January 2015	55.50	40.75	8,997	8,065
February 2015	52.15	33.30	8,941	8,470
March 2015	40.00	24.00	9,119	8,269

Source: nseindia.com

(in ₹)

Financial Year 2014-15	BSE			
	Share Price		BSE SENSEX	
	High	Low	High	Low
April 2014	22.50	19.00	22,939	22,197
May 2014	41.45	19.10	25,376	22,277
June 2014	60.60	37.50	25,725	24,270
July 2014	51.60	42.20	26,300	24,892
August 2014	63.50	44.00	26,674	25,233
September 2014	64.45	58.50	27,355	26,220
October 2014	63.20	58.50	27,894	25,911
November 2014	76.80	48.90	28,822	27,740
December 2014	51.30	39.85	28,810	26,469
January 2015	56.15	40.65	29,844	26,776
February 2015	51.90	33.35	29,560	28,044
March 2015	39.00	24.50	30,025	27,248

Source: bseindia.com

f) **Registrar and Share Transfer Agents**

Alankit Assignments Limited,
(Unit: IOL Chemicals and Pharmaceuticals Limited)
"Alankit House", 2E/21, Jhandewalan Extension,
New Delhi - 110055
Phone : +91-11-23541234, 42541234
Fax : +91-11-42541967
E mail : rta@alankit.com

g) **Distribution of Shareholding**

The Distribution Schedule of the Company as on 31 March 2015 is as follow:

Range No. of Shares	Shareholders		Shares	
	Number	% age of total holders	Number	% age of total capital
Upto 5000	8,229	89.94	11,23,852	2.36
5001 to 10000	417	4.56	3,54,423	0.74
10001 to 20000	211	2.31	3,25,296	0.68
20001 to 30000	62	0.68	1,61,557	0.34
30001 to 40000	44	0.48	1,61,526	0.34
40001 to 50000	38	0.41	1,82,071	0.38
50001 to 100000	66	0.72	4,90,184	1.03
100001 and Above	82	0.90	4,48,56,593	94.13
Total	**9,149**	**100.00**	**4,76,55,502**	**100.00**

h) **Shareholding Pattern:**

The shareholding pattern of the Company as on 31 March 2015 is as follow:

Category	As on 31 March 2015			As on 31 March 2014		
	Share-holders	Shares	% age	Share-holders	Shares	% age
Promoter						
Indians	5	2,24,36,966	47.08	6	1,70,38,553	59.13
Foreign	-	-	-	-	-	-
Sub – total	5	2,24,36,966	47.08	6	1,70,38,553	59.13
Non-Promoters						
Financial Institutions/ Mutual Funds	5	8,19,579	1.72	5	3,08,365	1.07
Bodies Corporate	215	78,65,915	16.51	164	43,78,602	15.20
Individuals	8,896	76,47,127	16.05	9,118	31,87,465	11.07
NRI	25	27,327	0.06	32	95,515	0.33
Foreign Companies	2	88,58,588	18.59	1	38,06,664	13.20
Sub –total	9,143	2,52,18,536	52.92	9,320	1,17,76,611	40.87
Total	**9,148**	**4,76,55,502**	**100**	**9,326**	**2,88,15,164**	**100**

i) Dematerialisation of Shares and Transfer of Shares:

The Company's shares are compulsorily traded in dematerialised form. The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for demat facility.

Particulars of shares	Equity shares of ₹ 10/- each		Members	
	Number	% of Total	Number	% of Total
Dematerialised form				
NSDL	4,01,70,513	84.29 %	2,699	29.50 %
CDSL	67,82,868	14.23 %	1,688	18.45 %
Sub Total	4,69,53,381	98.52 %	4,387	47.95 %
Physical Form	7,02,121	1.48 %	4,762	52.05 %
Total	**4,76,55,502**	**100.00 %**	**9,149**	**100.00%**

j) Outstanding GDR/ADR/Warrants/Convertible Instrument

Company has no outstanding GDR/ADR/ warrants as on 31 March 2015.

k) Designated e-mail id for investors

In terms of Clause 47(f) of the listing agreement, the designated E-mail address for investor queries is investor@iolcp.com

l) Legal proceeding related to the Investors

There are no legal proceedings against the Company or by the Company by the Investors.

m) Reconciliation of Share Capital Audit

M/s B. K. Gupta & Associates, Company Secretaries, carried out a reconciliation of share capital audit to reconcile total admitted capital with NSDL & CDSL, total issued and listed capital. Reconciliation of share capital Audit report for quarter ended 31 March 2015 confirms that total admitted capital with both the depositories, NSDL & CDSL, total issued and listed capital are same and no case is pending for dematerialisation for more than 21 days as on that date.

n) Green Initiative for Paperless Communications:

To support the "Green Initiative" taken by the MCA, to contribute towards greener environment and to receive through electronic mode all documents, Notice(s), including Balance Sheet (Annual Reports) and other communications of the Company, Shareholders should register their e-mail addresses.

Shareholders holding shares in demat mode can register their e-mail address/change their e-mail address with their DP. Shareholders holding shares in physical form register their e-mail address/change their e-mail with our RTA i.e Alankit Assignments Limited,(Unit: IOL Chemicals and Pharmaceuticals Limited) "Alankit House", 2E/21, Jhandewalan Extension, New Delhi - 110055 or register their e-mail ID at investor@iolcp.com and/or register themselves at company's website www.iolcp.com to enable Company to provide Notice(s), Annual Report etc. under Section 136 of the Companies Act, 2013 and other Information through Electronic mode.

o) Plant Location

Village Fatehgarh Chhana, Mansa Road, Barnala-148 001.
Phone : +91-1679-285285-86
Fax : +91-1679-285292

p) Address for Correspondence

For general correspondence:
Vice President and Company Secretary
IOL Chemicals and Pharmaceuticals Limited
85, Industrial Area 'A', Ludhiana - 141 003.
Phone : +91-161-2225531-35
Fax : +91-161-2608784
E-mail : investor@iolcp.com,

For share transfer/ dematerialisation/ change of address etc:
Alankit Assignments Limited,
(Unit: IOL Chemicals and Pharmaceuticals Limited)
"Alankit House",
2E/21, Jhandewalan Extension, New Delhi - 110055
Phone : +91-11-23541234, 42541234
Fax : +91-11-42541967
E mail : rta@alankit.com

q) Address of regulatory authorities/ stock exchange

National Stock Exchange of India Limited (NSE)
Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051
Phone : +91-22- 26598100 - 8114
Fax : +91-22- 26598120

BSE Limited (BSE)
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai - 400001
Phone : +91-22-22721233/4
Fax : +91-22-22721919

Securities and Exchange Board of India
Head Office : Plot No.C4-A,
'G' Block,Bandra Kurla Complex, Bandra (East),
Mumbai 400051
Tel : +91-22-26449000 / 40459000
Fax : +91-22-26449016-20 / 40459016-20
E-mail : sebi@sebi.gov.in

r) Address of Depositories

National Securities Depository Limited
Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound,
Lower Parel, Mumbai - 400 013
Tel : +91-22-2499 4200 (60 lines)
Fax : +91-22-2497 2993/ 2497 6351
Email : info@nsdl.co.in

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers,
16th Floor, Dalal Street
Mumbai - 400 001
Phone : +91-22-22723333
Fax : +91-22-22723199 / 22722072
Email : investors@cdslindia.com

12. CEO and CFO Certificate

Certificate from the Managing Director (CEO) and Chief Financial Officer (CFO) under Clause 49 (IX) of Listing Agreement is given in this Annual Report.

13. Auditor's Certificate on Compliance

Certificate from the Statutory Auditors confirming compliance of Clause 49 (XI) is given in this Annual Report.

Members are requested to intimate their e-mail Id for quick correspondence to the Depository Participants / *investor@iolcp.com* and/or register themselves at Company's website *www.iolcp.com*

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, Varinder Gupta, Managing Director and Rakesh Mahajan, Chief Financial Officer (CFO) of IOL Chemicals and Pharmaceuticals Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31 March 2015 and that to the best of our knowledge and belief :
   a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit & Risk Management Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
4. We have indicated to the Auditors and the Audit & Risk Management Committee
   a) significant changes in internal controls during the year;
   b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
   c) instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees who have a significant role in the Company's internal controls system.

	Sd/-	Sd/-
Place : Ludhiana	Varinder Gupta	Rakesh Mahajan
Date : 29 May 2015	Managing Director	Chief Financial Officer (CFO)
	DIN: 00044068	

Auditors' Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To
The Members
IOL Chemicals and Pharmaceuticals Limited

We have examined the compliance of conditions of Corporate Governance by IOL Chemicals and Pharmaceuticals Limited ('The Company') for the year ended on 31 March 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock exchanges.

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

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

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

For S.C. VASUDEVA & CO.
Chartered Accountants
Regn. No. 000235N

Sd/-
(Sanjiv Mohan)
Partner
M. No. 086066

Place : Ludhiana
Dated : 13 August 2015

Declaration under Clause 49 (II)(E)

We hereby declare that all the board members and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31 March 2015.

For and on behalf of the Board

Sd/-
Varinder Gupta
Managing Director
DIN: 00044068

Place : Ludhiana
Dated : 13 August 2015

Independent Auditor's Report
To the Members of
IOL Chemicals and Pharmaceuticals Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of IOL Chemicals and Pharmaceuticals Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

b. In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and

c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure, which forms part of this report, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

   d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e. On the basis of written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of sub-Section (2) of Section 164 of the Act; and

   f. 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, we have to state that in our opinion and to the best of our information and according to explanations given to us:

      (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

      (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

      (iii) There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

FOR S. C. VASUDEVA & CO.
Chartered Accountants
Firm Reg. No.000235N
(SANJIV MOHAN)
Partner
M. No. 086066

Place: Ludhiana
Dated: 29th May, 2015

Annexure to the Independent Auditor's Report (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of even date)

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

(b) According to the information and explanations given to us, the fixed assets of the Company have been physically verified by the management during the year. No material discrepancies were noticed on such physical verification. In our opinion the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and nature of its business.

(ii)(a) According to the information and explanations given to us, the inventories have been physically verified by the management at the end of the year. In our opinion the frequency of verification is reasonable.

(b) Based on information and explanations given to us and the records produced to us, in our view, the procedures of physical verification of inventories followed by the management during the year are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventories. As explained to us, no discrepancies were noticed on physical verification of inventory as compared to the book records.

(iii) According to the information and explanations given to us and based on such tests which we considered necessary, we report that the Company has not granted any loans, secured or unsecured to firms, companies, or other parties covered in the register maintained under Section 189 of the Companies Act. Therefore the provisions of paragraph (iii) (a) and (b) of the above order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system, considered adequate, commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and for to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.

(v) According to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76, other relevant provisions of the Companies Act and the rules framed there under. According to the information and explanations given to us, no order under the aforesaid Sections has been passed by the Company Law Board or the Reserve Bank of India or any Court or any other Tribunal on the Company.

(vi) We have broadly reviewed the cost records maintained by company pursuant to the sub- Section (1) of Section 148 of the Company Act, specified by the Central Government and are of opinion that prima facie, such account and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii)(a) According to the information and explanations given to us and on the basis of the records of the Company examined by us, in our opinion, the Company has been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts in respect of statutory dues payable were outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) According to the records of the Company, the disputed statutory dues that have not been deposited on account of matters pending before the appellate authorities in respect of value added tax are given below:

Sr. No.	Name of the Statute	Nature of Dues	Period to which the amount relates	Disputed Amount (Rs)	Forum where the dispute is pending
1.	Punjab Vat Act, 2005	Value Added Tax	2006-2007	17,21,622	Assistant Excise and Taxation Commissioner, Ludhiana
2.	Punjab Vat Act, 2005	Value Added Tax	2009-2010	11,56,914	Deputy Excise and Taxation Commissioner, Ludhiana

(c) According to the information and explanations given to us, there was no amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

(viii) In our opinion and according to the information and explanations given to us, the Company does not have accumulated losses. The company has incurred ₹ 46.53 Crore cash losses during the financial year covered by our audit and has not incurred any cash losses in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not issued any debentures.

(x) In accordance with the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) In our opinion and according to the information and explanations given to us, the term loans taken during the year by the Company have been applied for the purpose for which they were raised.

(xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR S. C. VASUDEVA & CO.
Chartered Accountants
Firm Reg. No.000235N

Sd/-
(SANJIV MOHAN)
Partner
M. No. 086066

Place: Ludhiana
Dated: 29th May 2015

BALANCE SHEET AS AT 31 MARCH 2015

	Particulars	Note No.	As at 31 March 2015 ₹	As at 31 March 2014 ₹
I	**EQUITY AND LIABILITIES**			
	(1) Shareholders' funds			
	(a) Share capital	3	**47,65,55,020**	48,82,51,640
	(b) Reserves and surplus	4	**1,53,55,95,577**	1,60,42,48,689
	(c) Money received against share warrants		**5,98,50,000**	-
			2,07,20,00,597	2,09,25,00,329
	(2) Non current liabilities			
	(a) Long term borrowings	5	**2,77,09,76,077**	2,20,41,05,029
	(b) Deferred tax liabilities (Net)	6	**38,33,057**	12,13,88,196
	(c) Other long term liabilities	7	**8,08,88,458**	22,62,87,190
	(d) Long term provisions	8	**29,77,270**	30,23,802
			2,85,86,74,862	2,55,48,04,217
	(3) Current Liabilities			
	(a) Short term borrowings	9	**1,20,44,33,472**	96,95,67,567
	(b) Trade payables	10	**70,24,83,454**	1,20,35,52,482
	(c) Other current liabilities	11	**17,81,11,939**	58,57,02,593
	(d) Short term provisions	12	**3,64,561**	48,97,011
			2,08,53,93,426	2,76,37,19,653
	TOTAL		**7,01,60,68,885**	7,41,10,24,199
II	**ASSETS**			
	(1) Non-Current Assets			
	(a) Fixed assets			
	(i) Tangible assets	13	**4,02,52,62,962**	4,10,35,09,962
	(ii) Intangible assets		**29,41,230**	25,29,191
	(iii) Capital work in progress		**4,20,79,330**	33,05,81,846
			4,07,02,83,522	4,43,66,20,999
	(b) Non-current investments	14	**3,99,900**	-
	(c) Deferred tax assets (Net)		**-**	-
	(d) Long-term loans and advances	15	**10,76,22,240**	13,10,58,154
	(e) Other non current assets	16	**29,00,000**	3,61,02,647
			4,18,12,05,662	4,60,37,81,800
	(2) Current Assets			
	(a) Current investments	17	**99,900**	-
	(b) Inventories	18	**2,13,42,43,448**	1,92,22,61,119
	(c) Trade receivables	19	**32,67,18,998**	49,25,61,362
	(d) Cash and bank balances	20	**12,70,12,428**	11,44,75,216
	(e) Short term loans and advances	21	**24,67,88,449**	27,79,44,702
			2,83,48,63,223	2,80,72,42,399
	TOTAL		**7,01,60,68,885**	7,41,10,24,199

Accompanying notes forming part of the financial statements

As per our report of even date attached
For S.C. VASUDEVA & CO.
Chartered Accountants
Firm Regn. No.000235N

For and on behalf of the board of directors

Sd/-
(Sanjiv Mohan)
Partner
M.No.86066

Sd/-
Varinder Gupta
Managing Director
DIN-00044068

Sd/-
Vijay Kumar Garg
Joint Managing Director
DIN-06510248

Sd/-
Vijay Singla
Director (Works)
DIN-03577178

Sd/-
Krishan Singla
Vice President and Company Secretary

Sd/-
Rakesh Mahajan
Chief Financial Officer

Place : Ludhiana
Date : 29 May 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2015

	Particulars	Note No.	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
I	Revenue from operations (Gross)	22	**4,25,70,48,840**	6,24,72,87,792
	Less: excise duty		**40,97,95,372**	61,22,74,969
	Revenue from operations (Net)		**3,84,72,53,468**	5,63,50,12,823
II	Other income	23	**1,31,65,677**	1,30,66,792
III	**Total revenue (I+II)**		**3,86,04,19,145**	5,64,80,79,615
IV	**Expenses:**			
	(a) Cost of material consumed	24	**3,00,85,21,906**	3,97,91,52,068
	(b) Purchase of stock-in-trade		**-**	-
	(c) Changes in inventories of finished goods, work in progress and stock in trade	25	**(21,62,42,550)**	(27,99,02,057)
	(d) Employee benefit expense	26	**24,71,84,934**	27,07,69,753
	(e) Finance cost	27	**59,10,53,784**	60,34,39,027
	(f) Depreciation and amortization expense	13	**28,91,05,473**	31,63,02,933
	(h) Other expenses	28	**69,51,75,732**	70,74,94,833
	Total expenses		**4,61,47,99,279**	5,59,72,56,557
V	Profit before exceptional and extraordinary items and tax (III-IV)		**(75,43,80,134)**	5,08,23,058
VI	Exceptional items		**-**	-
VII	Profit before extraordinary items and tax (V±VI)		**(75,43,80,134)**	5,08,23,058
VIII	Extraordinary items		**-**	-
IX	Profit before tax (VII±VIII)		**(75,43,80,134)**	5,08,23,058
X	Tax expense			
	(a) Current tax		**-**	1,01,68,550
	(b) Tax of earlier year		**12,880**	84,230
	(c) MAT credit entitlement		**-**	(1,01,68,550)
	(d) MAT credit entitlement of earlier years w/back		**1,79,51,276**	-
	(e) Deferred Tax		**(10,58,37,228)**	1,77,44,703
	Total tax expense		**(8,78,73,072)**	1,78,28,933
XI	Profit for the year (IX-X)		**(66,65,07,062)**	3,29,94,125
XII	Earnings per equity share of ₹10/- each	39		
	- Basic		**(16.72)**	1.21
	- Diluted		**(16.63)**	1.21
	- Cash		**(11.67)**	13.11
	Accompanying notes forming part of the financial statements			

As per our report of even date attached
For S.C. VASUDEVA & CO.
Chartered Accountants
Firm Regn. No.000235N

For and on behalf of the board of directors

Sd/-
(Sanjiv Mohan)
Partner
M.No.86066

Sd/-
Varinder Gupta
Managing Director
DIN-00044068

Sd/-
Vijay Kumar Garg
Joint Managing Director
DIN-06510248

Sd/-
Vijay Singla
Director (Works)
DIN-03577178

Sd/-
Krishan Singla
Vice President and Company Secretary

Sd/-
Rakesh Mahajan
Chief Financial Officer

Place : Ludhiana
Date : 29 May 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

Particulars	31 March 2015 ₹	31 March 2014 ₹
Cash flow from operating activities		
Net profit before extraordinary items tax	**(75,43,80,134)**	5,08,23,058
Adjustments for:		
Depreciation and amortisation	**28,91,05,473**	31,63,02,933
Loss /(Profit) on sale of fixed assets	**(1,79,341)**	(2,09,372)
Loss on discard of fixed assets	**7,336**	57,764
Interest expense	**54,09,03,848**	56,02,04,866
Interest income	**(1,24,91,546)**	(1,25,71,330)
Operating profit before working capital changes	**6,29,65,636**	91,46,07,919
Movement in working capital:		
Increase/(Decrease) in trade payables and other liabilities	**(52,02,25,947)**	18,46,87,875
Decrease/(Increase) in trade and other receivables	**20,38,72,052**	(2,03,08,516)
Decrease/(Increase) in inventories	**(21,19,82,329)**	(28,75,18,764)
Cash generated from/(used in) operations	**(46,53,70,588)**	79,14,68,514
Direct taxes paid (net of refunds)	**(42,32,188)**	(74,51,265)
Net cash flow from/(used in) operating activities (A)	**(46,96,02,776)**	78,40,17,249
Cash flow from investing activities		
Purchase of fixed assets including intangible assets	**(5,90,88,175)**	(13,65,67,191)
Proceeds from sale of fixed assets	**5,55,000**	11,81,430
Investment	**(4,99,800)**	-
Interest received	**1,11,02,749**	1,41,35,970
Net cash flow from/(used in) investing activities (B)	**(4,79,30,226)**	(12,12,49,791)
Cash flow from financing activities		
Proceeds from issuance of share capital	**22,22,49,923**	35,78,92,000
Proceeds from long term borrowings (net)	**46,21,18,369**	(44,96,36,611)
Proceeds from short term borrowing	**23,48,65,905**	(20,12,514)
Interest paid	**(42,23,66,630)**	(56,29,93,872)
Net cash flow from/(used in) financing activities (C)	**49,68,67,567**	(65,67,50,997)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(2,06,65,435)**	60,16,461
Cash and cash equivalents at the beginning of the period	**15,05,77,863**	14,45,61,402
Cash and cash equivalents at the end of the period	**12,99,12,428**	15,05,77,863
Components of cash and cash equivalents		
Cash on hand	**75,23,212**	33,96,541
Balances with banks on current accounts	**63,13,823**	42,86,500
Deposits with maturity for less than 12 months	**11,31,75,393**	10,67,92,175
Deposits with maturity for more than 12 months	**29,00,000**	3,61,02,647
Total cash and cash equivalents (note 20)	**12,99,12,428**	15,05,77,863
Accompanying notes forming part of the financial statements		

As per our report of even date attached
For S.C. VASUDEVA & CO.
Chartered Accountants
Firm Regn. No.000235N

For and on behalf of the board of directors

Sd/-
(Sanjiv Mohan)
Partner
M.No.86066

Sd/-
Varinder Gupta
Managing Director
DIN-00044068

Sd/-
Vijay Kumar Garg
Joint Managing Director
DIN-06510248

Sd/-
Vijay Singla
Director (Works)
DIN-03577178

Sd/-
Krishan Singla
Vice President
and Company Secretary

Sd/-
Rakesh Mahajan
Chief Financial Officer

Place : Ludhiana
Date : 29 May 2015

Notes to financial statements for the year ended 31 March 2015

1. Corporate information

IOL Chemicals and Pharmaceuticals Limited (The Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 29th of September 1986. Its shares are listed on two stock exchanges in India. The company is engaged in the manufacturing and selling of Organic Chemicals and Bulk Drugs. The company caters to both domestic and international market.

2. Significant accounting policies and notes on accounts

a. Basis of preparation of financial statements:

The financial statements are prepared on accrual basis under the historical cost convention in accordance with the accounting standards referred to in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014.

b. Use of estimates

The preparation of financial statements, in conformity with the generally accepted accounting principles, require estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results known materialise.

c. Revenue Recognition

i) Sale:

Sales comprise sale of goods and export incentives. Revenue from sale of goods is recognised:

a) when all significant risks and rewards of ownership is transferred to the buyer and the company retains no effective control of the goods transferred to a degree usually associated with ownership; and

b) no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods.

ii) Export Incentives

Revenue in respect of export incentives is recognised on post export basis.

iii) Dividend

Dividend income from investment is recognised when the right to receive the payment is established.

iv) Interest

Revenue from interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

v) Insurance and other claims

Revenue in respect of claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

d. Employee Benefits

a) Short Term Employee Benefits:

Short Term Employee Benefits are recognised as an expense on an undiscounted basis in the statement of profit and loss for the year in which the related service is rendered.

b) Post Employment Benefits:

i) Defined Contribution Plans:

Provident Fund:

The Employer's Contributions to provident fund are made in accordance with the provisions of the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and is recognised as an expense in the statement of profit and loss.

ii) Defined Benefit Plans:

Gratuity:

The Group Gratuity Cash Accumulation Scheme, managed by Life Insurance Corporation of India is a defined benefit plan. The liability for gratuity is provided on basis of actuarial valuation carried out by an independent actuary as at the Balance Sheet date. The Present Value of the company's obligation is determined on the basis of actuarial valuation at the year end using the projected unit credit method and the fair value of plan assets is reduced from the gross obligations under the gratuity scheme to recognize the obligation on a net basis.

c) Leave encashment:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

d) The actuarial gain or loss:

The actuarial gain or loss is recognised in statement of profit and loss in the period in which they occur.

e. Tangible fixed assets

a) Fixed assets are stated at historical cost less accumulated depreciation.

b) The cost of fixed asset comprises of its purchase price and any attributable expenditure (directly or indirectly) for bringing the asset to its working condition for its intended use.

c) The exchange differences arising on reinstatement/ settlement of long term foreign currency borrowings related to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of these assets.

d) Expenditure incurred on renovation/modernisation of the existing fixed assets is added to the book value of these assets where such renovation/modernisation increases the future benefit from them beyond their previously assessed standard of performance.

f. Intangible assets

Intangible assets are stated at cost less accumulated amount of amortisation.

g. Depreciation on tangible fixed assets

i) Depreciation on tangible fixed assets is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013.

ii) Depreciation on assets costing ₹ 5,000/- or below is charged @ 100% per annum.

iii) The lease hold land is amortised over the lease period, i.e. 99 years.

iv) Addition or deduction to the fixed assets arising from exchange rate variation is depreciated over the residual life of the respective fixed assets.

v) The Intangible fixed assets acquired prior to 1st April 2014 are amortised over the revised useful life of the assets based on the indicative useful life of the assets mandated by Schedule II to the Companies Act, 2013.

h. Amortisation

Intangible assets are amortised on straight line method. These assets are amortised over their estimated useful life.

i. Investments

Long term investments are carried at cost less provisions, if any, for diminution in the value of such investments, which is other than temporary. Current Investments are carried at lower of cost and fair value.

j. Inventories

Inventories are valued at cost or net realisable value which ever is lower. The cost in respect of various items of inventories is computed as under:

a)	Raw Material	First in First out method plus direct expenses
b)	Stores and Spares	Weighted Average method plus direct expenses
c)	Work-in-progress	Cost of material plus appropriate share of overheads thereon at different stage of completion.
d)	Finished Goods	Cost of material plus conversion cost, packing cost, excise duty and other overheads incurred to bring the goods to their present conditions and location.
e)	Material in Transit	Actual cost plus direct expenses to the extent incurred.

k. Cenvat Credit

Cenvat credit on excise duty/service tax paid on inputs, capital assets and input services is recognised in accordance with the Cenvat Credit Rules, 2004.

l. Government Grants and Subsidies

Government grants available to the company are recognised when there is a reasonable assurance of compliance with the conditions attached to such grants and when benefits in respect thereof have been earned and it is reasonably certain that the ultimate collection will be made. Government subsidy in the nature of promoter's contribution is credited to capital reserve. Government subsidy related to specific fixed assets is deducted from the gross value of the assets concerned.

m. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as a part of cost of such asset. Qualifying asset is one that takes substantial period of time to get ready for its intended use. All other borrowing costs are recognised as expenditure in the period in which these are incurred.

n. Segment information

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial of the enterprise as a whole.

o. Operating lease

Assets acquired on leases wherein a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals paid for such leases are recognised as an expense on systematic basis over the term of lease.

p. Foreign currency transactions

a. Foreign currency transactions are recorded on initial recognition in the reporting currency by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency, at the date of transaction.

b. Foreign currency monetary items are reported using the closing rate. Exchange differences arising on the settlement of monetary items or on reporting the same at rate different from those at which these were initially recorded during the period or reported in previous financial statement are recognised as income or expense in the period in which they arise except in case of long term liabilities which relate to acquisition of fixed assets, these exchange differences are adjusted to the carrying cost of such fixed assets.

c. The premium or discount arising at the inception of a forward exchange contracts is amortised as an expense or income over the life of the contract. Exchange difference on such contract is recognised in the statement of profit and loss in the reported period in which the exchange rate changes profit or loss arising on cancellation or renewal of such contracts is recognised as income or expense in the period in which they arise.

q. Accounting for taxes on income

Provision for taxation for the year comprises of current tax and deferred tax. Current tax is amount of Income-tax determined to be payable in accordance with the provisions of Income tax Act 1961. Deferred Tax is the tax effect of timing differences between taxable income and accounting income for the period that originate in one period and are capable of reversal in one or more subsequent periods.

r. Earning Per Share

Basic Earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

s. Impairment of fixed assets

At each Balance Sheet date an assessment is made whether any indication exists that an asset has been impaired, if any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

t. Cash flow statement

The cash flow statement has been in accordance with the Accounting Standard (AS) – 3 "Cash flow statements" issued by the Companies (Accounting Standard) Rules, 2006.

u. Provisions and Contingent Liabilities

i. Provisions are recognised (for liabilities that can be measured by using substantial degree of estimate) when;

a) the company has a present obligation as a result of a past event:

b) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and

c) the amount of the obligation can be reliably estimated.

ii. Contingent liability is disclosed in case there is:

a)(i) Possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the enterprise; or

(ii) a reliable estimate of the amount of the obligation cannot be made.

b) a present obligation arising from a past event but is not recognised

(i) when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) a reliable estimate of the amount of the obligation cannot be made.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

3 Share Capital

	Particulars	As at 31 March 2015		As at 31 March 2014	
		Number of shares	₹	Number of shares	₹
a)	**Authorised**				
	Equity shares of ₹ 10/- each (par value)	**5,80,00,000**	**58,00,00,000**	3,20,00,000	32,00,00,000
	Non cumulative preference shares ₹ 10/- each (par value)	**2,20,00,000**	**22,00,00,000**	2,20,00,000	22,00,00,000
		8,00,00,000	**80,00,00,000**	5,40,00,000	54,00,00,000
b)	**Issued and subscribed**				
	Equity shares of ₹ 10/- each	**4,76,55,502**	**47,65,55,020**	2,88,15,164	28,81,51,640
	7% Non cumulative preference shares ₹ 10/- each	**-**	**-**	50,00,000	5,00,00,000
	1% Non cumulative preference shares ₹ 10/- each	**-**	**-**	1,50,10,000	15,01,00,000
		4,76,55,502	**47,65,55,020**	4,88,25,164	48,82,51,640
c)	**Paid up**				
	Equity shares of ₹ 10/- each	**4,76,55,502**	**47,65,55,020**	2,88,15,164	28,81,51,640
	7% Non cumulative preference shares ₹ 10/- each	**-**	**-**	50,00,000	5,00,00,000
	1% Non cumulative preference shares ₹ 10/- each	**-**	**-**	1,50,10,000	15,01,00,000
		4,76,55,502	**47,65,55,020**	4,88,25,164	48,82,51,640

a. Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31 March 2015		As at 31 March 2014	
	Number of shares	₹	Number of shares	₹
At the beginning of the reporting period	**2,88,15,164**	**28,81,51,640**	2,88,15,164	28,81,51,640
Add: Issued during the year	**1,88,40,338**	**18,84,03,380**	-	-
Outstanding at the end of the reporting period	**4,76,55,502**	**47,65,55,020**	2,88,15,164	28,81,51,640

Preference Shares	As at 31 March 2015		As at 31 March 2014	
	Number of shares	₹	Number of shares	₹
At the beginning of the reporting period	**2,00,10,000**	**20,01,00,000**	50,00,000	5,00,00,000
Add: Issued during the year	**-**	**-**	1,50,10,000	15,01,00,000
Less: Converted into equity share capital during the year	**2,00,10,000**	**20,01,00,000**		
Outstanding at the end of the reporting period	**-**	**-**	2,00,10,000	20,01,00,000

b. Terms/rights attached to equity shares

The company presently has one class of equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The company has not declared dividend during the year ended March 31, 2015.

Increase in equity share capital

The Company has issued 22,00,000 equity shares on 21 June 2014 and 11,50,000 equity shares on 04 July 2014 of face value of ₹10/- each at a premium of ₹18/- per share aggregating to ₹9.38 Crore to Non Promoters.

The Company has issued 58,93,911 equity shares of face value of ₹10/- each at a premium of ₹67/- per share aggregating to ₹45.38 Crore on 28 November 2014 to FCCB holders by conversion of Foreign currency convertible bonds (FCCB) into equity.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

c. Terms/rights attached to Preference shares

7% Non-Cumulative Preference Shares 50,00,000 of ₹ 10/- each

The company has converted 50,00,000, 7% non-cumulative redeemable Preference Shares of ₹10/- each into 17,85,714 equity shares of face value of ₹10/- each at a premium of ₹18/- per share aggregating to ₹5 Crore on 21 June 2014 in accordance with the terms and conditions of the preference shares. The earliest date of redemption of these preference shares was 30 June 2015.

1% Non-Cumulative Preference shares 1,50,10,000 of ₹10 each

The company has converted 1,50,10,000 1% non-cumulative redeemable Preference Shares of ₹10/- each into 53,60,713 equity shares of face value of ₹10/- each at a premium of ₹18/- per share aggregating to ₹15.01 Crore on 21 June 2014 in accordance with the terms and conditions of the preference shares. These preference shares were redeemable at par on expiry of 10 years from the date of allotment i.e. 5 November 2013

d. Terms/rights attached to Share warrants

The company has allotted 1,10,00,000 Share warrants to non-promoter company with an option to subscribe to an equity share of face value of ₹10/- at a premium of ₹18/- per share within the period of 18 months from the date of allotment of warrants i.e. 4 July 2014.

The company had received 25% of the price of equity shares at the time of allotment of share warrants and balance will be received at the time of exercising option to subscribe to equity shares by the share warrant holder. In the absence of exercise of options within the prescribed period of 18 months, the payment made at the time of allotment of share warrants will be forfeited.

Out of above on receipt of balance payment against 24,50,000 share warrants and exercise of option by the share warrant holder, the Company has allotted 24,50,000 equity shares of face value of ₹10/- each at a premium of ₹18/- per share aggregating to ₹6.86 Crore during the month of November 2014.

Consequent upon the issue of equity shares of 1,88,40,338 (inaggregate) the total paid-up as stated in para (b), (c), and (d) above the share capital of the Company stands increased to 4,76,55,502 fully paid equity shares of ₹ 10/- each.

e. Details of shares held by holding company or the ultimate holding company or their subsidiaries and associates

There is no holding company of the company and therefore no subsidiary/ associate of holding /ultimate holding Company.

f. Aggregate number and class of shares alloted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the balance date:

	Aggregate number of shares As at 31 March 2015	Aggregate number of shares As at 31 March 2014
Equity Shares alloted as fully paid up pursuant to contract (s)	–	–
without payment being received in cash	–	–
Equity Shares alloted as fully paid up by way of bonus shares	–	–
Equity Shares bought back by the Company	–	–
	–	–

g. Detail of shares held by each shareholder holding more than 5% shares

	Class of share / Name of the shareholder	**As at 31 March 2015**		As at 31 March 2014	
		Number of shares held	**% shareholding**	Number of shares held	% shareholding
a)	**Equity shares**				
i)	Mayadevi Polycot Limited	**1,00,06,323**	**21.00%**	1,00,06,323	34.73%
ii)	NM Merchantiles Limited	**50,75,571**	**10.65%**	33,84,500	11.75%
iii)	IndiaSTAR (Mauritius) Limited	**88,58,588**	**18.59%**	38,06,664	13.21%
iv)	NCG Enterprises Limited	**32,84,393**	**6.89%**	-	-
v)	IOL Lifesciences Limited	**28,73,714**	**6.03%**	-	-
vi)	Innova Merchantiles Limited	**24,50,000**	**5.14%**	-	-
vii)	G Consultants and Febricators Limited	**-**		15,00,000	5.21%
b)	**Preference shares**				
	7% non-cumulative preference shares				
	Trident Limited	**-**	**-**	50,00,000	100.00%
	1% non-cumulative preference shares				
i)	NM Merchantiles Limited	**-**	**-**	47,35,000	31.55%
ii)	IOL Lifesciences Limited	**-**	**-**	42,65,000	28.41%
iii)	NCG Enterprises Limited	**-**	**-**	60,10,000	40.04%

h. Foreign Currency Convertible Bonds

The company has converted zero coupon unsecured foreign currency convertible bonds (FCCB) aggregating to US $ 7 Million into equity shares as on 28 November 2014 as per terms of Foreign Currency Convertible Bonds issued on 28 May 2010.

4 Reserves and surplus

Particulars	**As at 31 March 2015 ₹**	As at 31 March 2014 ₹
a) Capital reserves		
Balance as per the last financial statements	**11,91,00,651**	11,91,00,651
b) Securities premium reserve		
Balance as per the last financial statements	**99,17,76,637**	83,89,55,759
Add: Share premium received during the year	**62,79,27,723**	18,11,52,000
Less: Utilised for providing for the premium payable on redemption of Zero Coupon Foreign Currency Convertible Bonds {(net of fluctuation in foreign currency of ₹1,04,86,387/-) (Previous year Nil)}	**38,69,650**	2,83,31,122
Closing Balance	**1,61,58,34,710**	99,17,76,637
c) Surplus i.e. balance in statement of profit and loss		
Balance as per the last financial statements	**49,33,71,401**	46,03,77,276
Add: Profit/(Loss) for the year transferred from statement of profit and loss	**(66,65,07,062)**	3,29,94,125
Less: Adjustment of carrying amount of tangible assets (Refer note no. 41) (transitional provisions)	**2,62,04,123**	-
Net surplus in the statement of profit and loss	**(19,93,39,784)**	49,33,71,401
	1,53,55,95,577	1,60,42,48,689

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

5 Long term borrowings

Particulars	As at 31 March 2015			As at 31 March 2014		
	Total Outstanding ₹	Current Maturities ₹	Net long term borrowings ₹	Total Outstanding ₹	Current Maturities ₹	Net long term borrowings ₹
a) Term Loans (secured)						
i) From banks	**2,29,34,36,807**	**1,99,71,528**	**2,27,34,65,279**	1,77,24,18,454	37,03,33,024	1,40,20,85,430
ii) From financial institutions	**25,84,99,791**	**21,43,344**	**25,63,56,447**	25,51,85,713	2,28,57,143	23,23,28,570
iii) From others	**1,31,94,486**	**46,21,464**	**85,73,022**	74,75,677	27,59,956	47,15,721
Total secured borrowings	**2,56,51,31,084**	**2,67,36,336**	**2,53,83,94,748**	2,03,50,79,844	39,59,50,123	1,63,91,29,721
b) Other loans and advances (unsecured)						
Foreign Currency Convertible Bonds	**-**	**-**	**-**	42,06,98,600	-	42,06,98,600
From others	**55,16,833**	**26,06,861**	**29,09,972**	-	-	-
c) From related parties	**22,96,71,357**	**-**	**22,96,71,357**	14,42,76,708	-	14,42,76,708
Total unsecured borrowings	**23,51,88,190**	**26,06,861**	**23,25,81,329**	56,49,75,308	-	56,49,75,308
Total	**2,80,03,19,274**	**2,93,43,197**	**2,77,09,76,077**	2,60,00,55,152	39,59,50,123	2,20,41,05,029

a. Details of security for term loans

1 Term loans from banks and financial institutions are secured by way of equitable mortgage of all present and future immovable properties of the company ranking pari-passu charge by way of hypothecation of all the Company's movable properties, save and except Book Debts but including movable machinery, spares, tools and accessories both present and future subject to prior charges created / to be created in favour of the Company's Bankers on specified movable properties for securing borrowings for working capital requirements.

2 Further, the term loans from banks and financial institutions are secured by second pari-passu charge on all current assets present and future and the personal guarantee of the Managing Director of the company.

3 Term loan from others are secured by hypothecation of vehicles purchased against these loans.

b. Terms of repayment of term loans from banks* Financial Institutions

Particulars	Principal balance outstanding as at 31.03.2015	Principal balance outstanding as at 31.03.2014	Repayment Period (years)	Instalments outstanding as on 31.03.2015	
Term Loans from Banks				No	Periodicity
Punjab National Bank:	**1,42,62,61,632**	1,11,12,52,177	6.5 to 9.5 Years	24 to 36	Quarterly
Allahabad Bank:	**55,27,52,744**	36,13,86,584	6.5 to 9.5 Years	24 to 36	Quarterly
State Bank of India	**9,87,36,390**	11,59,46,360	6.5 to 9.5 Years	24 to 36	Quarterly
Oriental Bank of Commerce:	**21,56,86,041**	18,38,33,333	6.5 to 9.5 Years	24 to 36	Quarterly
Term Loans from Financial Institutions					
Export-Import Bank of India:	**25,84,99,791**	25,51,85,713	6.5 to 9.5 Years	24 to 36	Quarterly
Term Loans from others					
Kotak Mahindra Prime Limited	**3,17,822**	5,37,757	4Y-10M	15	Monthly
Tata Capital Limited	**59,46,725**	69,37,920	3 Years	9 to 31	Monthly
HDFC Bank Ltd.	**5,32,501**	-	3	32	Monthly
AXIS Bank Ltd.	**63,97,438**	-	5	59	Monthly
Total Term Loans	**2,56,51,31,084**	2,03,50,79,844			

* Figures of term loans stated above in para (b) includes current maturities of long term debt shown separately in note 12. Term loans from Banks / Financial institutions carries interest @ 11.50% P.A.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

c. Varinder Foundation a related party alongwith company as co-applicant borrowed a sum of ₹10 Crore from Corporation Bank on behalf of the company, to meet the additional working capital requirements of the company. The said loan is shown under the head unsecured loan, from related party.

Security of such loan to bank is provided by the said party.

d. Foreign Currency Convertible Bonds at the beginning and at the end of the reporting period

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Balance as per the last financial statements	**42,06,98,600**	38,07,25,100
Add: Provision for currency exchange rate fluctuation at the end of reporting period	**-**	3,99,73,500
Less : Provision for currency exchange rate fluctuation of earlier years w/back	**8,77,08,600**	-
Less: Converted into equity capital	**33,29,90,000**	-
Outstanding at the end of the reporting period	**-**	42,06,98,600

e. Terms of repayment of Foreign Currency Convertible Bonds

Foreign Currency Convertible Bonds has been converted into equity share capital on 28 November 2014 at a premium of 36.29% of their principal amount as per terms of offering.

6 Deferred tax liabilities (Net)

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting period	**60,63,76,044**	63,99,91,434
Deferred tax assets		
Unabsorbed depreciation (to the extent covered in DTL)	**60,25,42,987**	51,86,03,238
Net deferred tax (assets) / liability	**38,33,057**	12,13,88,196

7 Other long term liabilities

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Long term trade deposits	**8,08,88,458**	9,90,09,110
Other long term liability (Premium on Foreign Currency Convertible Bonds)	**-**	12,72,78,080
	8,08,88,458	22,62,87,190

8 Long term provisions

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Provision for employee benefits:		
- Leave encashment	**24,77,738**	19,72,977
- Gratuity	**-**	5,20,010
- Medical leave	**4,99,532**	5,30,815
	29,77,270	30,23,802

9 Short term borrowings

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Loan repayable on demand		
- From Banks (secured)	**1,20,44,33,472**	94,45,67,567
- From Banks (unsecured)	**-**	2,50,00,000
	1,20,44,33,472	96,95,67,567

Details of security

Loans repayable on demand from banks are secured by way of first pari-passu charge on all present and future finished goods, work-in-progress, raw materials, stores and spares, book debts and second pari-passu charge on fixed assets and further secured by personal guarantee of the Managing Director.

Terms:-

1 Working capital borrowings from banks are repayable on demand.

2 Working capital borrowings from bank carries interest @ 11% P.A.

10 Trade Payable

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Trade payables		
- Acceptances	**64,68,41,200**	1,04,77,53,531
- Other than Acceptances	**5,56,42,254**	15,57,98,951
	70,24,83,454	1,20,35,52,482

11 Other current liabilities

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Current maturities of long term borrowings	**2,93,43,197**	39,59,50,123
Interest accrued but not due on borrowings	**20,83,023**	2,42,69,506
Others payables		
-Statutory remittances*	**50,74,827**	56,70,281
-Dues to Employees	**4,29,70,449**	4,09,28,804
-Expenses payable	**2,48,19,635**	3,98,49,595
(a)	**10,42,91,131**	50,66,68,309
Payable on purchase of capital goods (b)	**7,38,20,808**	7,90,34,284
Total (a+b)	**17,81,11,939**	58,57,02,593

* Statutory remittance includes contribution to provident fund and ESIC, punjab labour welfare fund, tax deducted at source, excise duty, VAT, service tax etc.

12 Short term provisions

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Provision for employee benefits:		
- Leave encashment	**2,07,226**	2,18,640
- Gratuity	**1,57,335**	4,59,063
Provision for Current tax Net of advance tax Nil (Previous year ₹ 45,00,000/-)	**-**	42,19,308
	3,64,561	48,97,011

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

13 FIXED ASSETS

Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	Balance as at 1 April 2014	Additions	Disposals	Adjustments	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments	Balance as at 31 March 2015	Balance as at 31 March 2015	Balance as at 31 March 2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Tangible Assets												
Freehold Land	9,49,69,953	-	-	-	**9,49,69,953**	-	-	-	-	**-**	**9,49,69,953**	9,49,69,953
Leasehold Land	25,24,273	-	-	-	**25,24,273**	6,31,069	43,522	-	-	**6,74,591**	**18,49,682**	18,93,204
Buildings	53,32,34,427	1,67,11,243	-	-	**54,99,45,670**	8,13,50,964	2,17,50,899	-	1,42,09,806	**11,73,11,669**	**43,26,34,001**	45,18,83,463
Plant and Machinery	5,02,50,87,898	28,71,14,799	40,874	(7,11,16,426)	**5,24,10,45,397**	1,49,01,02,314	26,26,88,693	40,874	2,35,87,962	**1,77,63,38,095**	**3,46,47,07,302**	3,53,49,85,584
Office Equipments	83,95,863	13,65,972	-	-	**97,61,835**	38,36,536	9,69,715	-	-	**48,06,251**	**49,55,584**	45,59,327
Furniture and Fixtures	87,62,503	38,01,286	-	-	**1,25,63,789**	49,50,596	7,06,621	-	1,21,875	**57,79,092**	**67,84,697**	38,11,907
Vehicles	1,60,19,871	1,07,98,435	13,39,522	-	**2,54,78,784**	46,13,347	24,57,821	9,56,527	2,400	**61,17,041**	**1,93,61,743**	1,14,06,524
	5,68,89,94,788	31,97,91,735	13,80,396	(7,11,16,426)	**5,93,62,89,701**	1,58,54,84,826	28,86,17,271	9,97,401	3,79,22,043	**1,91,10,26,739**	**4,02,52,62,962**	4,10,35,09,962
Intangible Assets												
Computer Softwares	56,66,649	9,00,241	-		**65,66,890**	31,37,458	4,88,202	-	-	**36,25,660**	**29,41,230**	25,29,191
Total	5,69,46,61,437	32,06,91,976	13,80,396	(7,11,16,426)	**5,94,28,56,591**	1,58,86,22,284	28,91,05,473	9,97,401	3,79,22,043	**1,91,46,52,399**	**4,02,82,04,192**	4,10,60,39,153
Previous year												
Tangible Assets	5,57,44,78,351	11,93,02,156	24,37,273	(23,48,446)	**5,68,89,94,788**	1,27,14,31,579	31,59,79,554	14,07,451	(5,18,856)	**1,58,54,84,826**	**4,10,35,09,962**	
Intangible Assets	39,12,589	17,54,060	-		**56,66,649**	28,14,079	3,23,379	-	-	**31,37,458**	**25,29,191**	
Total previous year	5,57,83,90,940	12,10,56,216	24,37,273	(23,48,446)	**5,69,46,61,437**	1,27,42,45,658	31,63,02,933	14,07,451	(5,18,856)	**1,58,86,22,284**	**4,10,60,39,153**	

Other adjustment represents the carrying amount of ₹ 3,79,22,043/- on those tangible fixed assets acquired prior to 1st April 2014 and the revised remaining useful life of those assets as per Schedule II to the Companies Act 2013 is NIL as on beginning of the financial year.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

14 Non-current investments (Long term investments)

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Investment in mutual funds (quoted) 20,000 (Previous year: Nil) units of ₹ 10/- each of Principal PNB fixed maturity plan- series B16-1094 days-Regular plan	**2,00,000**	-
1448.551 (Previous year: Nil) units of ₹ 138/- each of PNB Principal tax savings fund-Regular plan growth	**1,99,900**	-
	3,99,900	-
1. Aggregate amount of quoted investments	**3,99,900**	-
2. Aggregate market value of quoted investment	**4,22,282**	-
3. Aggregate provision for diminution in value of investments	**-**	-

15 Long term loans and advances

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
(Unsecured considered good)		
Capital advances	**52,89,056**	1,18,91,133
Security deposit		
PSPCL	**1,17,050**	1,17,050
Others	**14,39,590**	13,00,824
Prepaid expenses	**1,45,320**	2,33,087
Balances with Government department	**29,29,754**	18,63,314
MAT credit entitlement	**9,77,01,470**	11,56,52,746
	10,76,22,240	13,10,58,154

16 Other non current assets

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Others		
- Bank Balances (non current) (refer note no.20)	**29,00,000**	3,61,02,647
	29,00,000	3,61,02,647

17 Current investments (Valued at lower of cost and fair value)

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Investment in mutual funds (quoted) 1139.890 (Previous year: Nil) units of ₹ 87.64/- each of PNB Principal growth fund- Regular plan growth	**99,900**	-
	99,900	-
1. Aggregate amount of quoted investments	**99,900**	-
2. Aggregate market value of quoted investment	**1,08,027**	-
3. Aggregate provision for diminution in value of investments	**-**	-

18 Inventories (At lower of cost and net realisable value)

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Raw Material {includes in transit ₹ 3,78,97,307 (Previous Year ₹ 3,12,89,724)}	**9,02,97,272**	10,00,45,941
Work in Progress	**1,81,83,29,487**	1,61,23,22,611
Finished Goods	**5,36,48,369**	4,34,12,695
Stores and Spares	**17,19,68,320**	16,64,79,872
	2,13,42,43,448	1,92,22,61,119

19 Trade receivables

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Trade receivable outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, Considered Good	**1,20,46,098**	1,37,05,460
- Doubtful	**28,20,820**	10,19,433
Less: Allowance for doubtful trade receivables	**(28,20,820)**	(10,19,433)
	1,20,46,098	1,37,05,460
Other trade receivables		
- Unsecured, Considered Good	**31,46,72,900**	47,88,55,902
	32,67,18,998	49,25,61,362

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

20 Cash and bank balances

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
i) Cash and cash equivalents		
a) Balances with banks		
- In current accounts	**63,13,823**	42,86,500
- In deposit accounts with maturity of less than three months	**-**	-
- In deposit accounts with maturity more than three months but less than twelve months	**-**	-
b) Cash on hand	**75,23,212**	33,96,541
ii) Balances with banks to the extent held as margin money		
- In deposit accounts with maturity of less than three months	**2,02,89,256**	2,45,10,861
- In deposit accounts with maturity more than three months but less than twelve months	**9,28,86,137**	8,22,81,314
- In deposit accounts with more than twelve months maturity	**29,00,000**	3,61,02,647
	12,99,12,428	15,05,77,863
Amount disclosed under non-current assets (note 16)	**(29,00,000)**	(3,61,02,647)
	12,70,12,428	11,44,75,216

21 Short term loans and advances

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Unsecured, considered good		
Others:		
- Loans and advances to employees	**9,62,506**	7,25,122
- Prepaid expenses	**1,86,95,426**	2,39,09,111
- Interest receivables	**62,41,693**	48,52,896
- Other recoverable :		
- Balance with government department	**22,08,88,824**	24,57,62,350
- Others	**-**	26,95,223
	24,67,88,449	27,79,44,702

22 Revenue from operations

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
(a) Sale of products	**4,22,14,80,630**	6,18,60,72,939
(b) Other operating revenue		
(i) Export incentives	**2,33,19,543**	4,10,23,420
(ii) Miscellaneous sales	**1,22,48,667**	2,01,91,433
Revenue from operations (Gross)	**4,25,70,48,840**	6,24,72,87,792
Less: Excise Duty related to sales	**40,97,95,372**	61,22,74,969
Revenue from operations (Net)	**3,84,72,53,468**	5,63,50,12,823
Detail of products sold		
- Chemicals	**1,78,73,76,042**	2,89,68,52,603
- Drug Intermediates	**11,42,86,690**	27,94,34,283
- Bulk Drugs	**2,15,61,34,190**	2,80,97,24,555
- Others	**16,36,83,708**	20,00,61,498
	4,22,14,80,630	6,18,60,72,939

23 Other income

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Interest income (Gross)		
- From bank deposits	**1,24,91,546**	1,25,71,330
TDS ₹ 12,49,936/- (Previous year ₹ 12,59,403/-)		
Net gain on fixed assets sold	**1,79,341**	2,09,372
Rent received	**1,80,000**	1,80,000
Miscellaneous	**3,14,790**	106,090
	1,31,65,677	1,30,66,792

24 Cost of material consumed

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Acetic Acid	**97,32,31,696**	1,34,90,51,351
Specially Denatured Spirit	**66,00,28,807**	92,62,51,080
Sodium Di Chromate	**23,29,09,757**	28,04,67,517
Toluene	**21,44,14,399**	33,28,00,189
Aluminium Chloride	**14,61,98,954**	15,42,12,119
Propylene Gas	**12,45,71,393**	22,29,91,592
Sodium Metal	**12,36,76,995**	15,87,77,062
Iso-Propyl Alcohal	**11,81,67,169**	13,20,12,631
Acetic Anhydride	**6,53,68,592**	-
Caustic Soda Lye	**5,70,22,641**	5,51,23,411
Hexane	**5,09,35,094**	7,26,15,665
Sulphuric Acid	**3,54,09,571**	3,48,78,639
Potassium Carbonate	**2,33,60,327**	3,85,45,481
Acetone	**2,33,07,810**	2,98,30,092
Cholrine	**2,10,90,044**	2,73,78,977
Others	**13,88,28,657**	16,42,16,262
	3,00,85,21,906	3,97,91,52,068

25 Changes in inventories of finished goods, work-in-progress and stock in trade

Particulars	For the year ended 31 March 2015		For the year ended 31 March 2014	
Inventories at the beginning of the year				
Work-in-progress	**1,61,23,22,611**		1,29,69,12,806	
Finished goods	**4,34,12,695**	**1,65,57,35,306**	7,89,20,443	1,37,58,33,249
Inventories at the end of the year				
Work-in-progress	**1,81,83,29,487**		1,61,23,22,611	
Finished goods	**5,36,48,369**	**1,87,19,77,856**	4,34,12,695	1,65,57,35,306
		(21,62,42,550)		(27,99,02,057)

Detail of inventory				
Work in progress		**Value**		Value
- Chemicals		**47,74,04,305**		53,85,34,783
- Drug Intermediates		**2,46,96,208**		11,74,83,767
- Bulk Drugs		**1,31,62,28,974**		95,63,04,061
		1,81,83,29,487		1,61,23,22,611

Finished goods	**Qty (Kgs)**	**Value**	Qty (Kgs)	Value
- Chemicals	**1,49,656**	**1,02,98,777**	1,95,044	1,27,32,252
- Drug Intermediates	**99,615**	**1,39,57,404**	1,04,533	74,75,828
- Bulk Drugs	**50,611**	**2,63,67,400**	43,459	2,05,00,465
- Others		**30,24,788**		27,04,150
		5,36,48,369		4,34,12,695

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

26 Employees benefit expense

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Salaries and Wages	**22,46,00,441**	24,27,61,574
Contribution to provident and other funds	**1,88,98,376**	2,39,41,945
Staff welfare expenses	**36,86,117**	40,66,234
	24,71,84,934	27,07,69,753

27 Finance Cost

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
a) Interest expense on:		
i) Borrowings	**41,02,34,792**	41,80,85,627
ii) Others	**13,06,69,056**	14,21,19,239
b) Other borrowing costs	**5,01,49,936**	4,32,34,161
	59,10,53,784	60,34,39,027

28 Other expenses

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Power and Fuel	**48,57,87,246**	45,27,17,738
Consumption of stores and spares	**3,79,16,338**	5,57,25,155
Repairs to Plant and Machinery	**52,23,067**	60,47,537
Rent	**10,04,360**	15,15,244
Insurance	**82,42,883**	1,27,88,885
Auditor's Remuneration	**6,94,717**	5,41,183
Rates and Taxes	**41,00,119**	18,71,142
Repairs to Building	**23,73,772**	27,96,910
Net loss on fixed assets sold/ discarded	**7,336**	57,764
Prior Period Expenses (net)	**5,14,674**	3,58,795
Allowances for Doubtful Debts	**63,37,510**	-
Increase/(decrease) In excise duty on inventory	**11,85,382**	(39,05,976)
Freight outward	**6,39,27,561**	11,26,89,865
Miscellaneous	**7,78,60,767**	6,42,90,591
	69,51,75,732	70,74,94,833

29 Contingent liabilities and provisions (to the extent not provided for) (No cash outflow is expected)

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
I Contingent liabilities		
i Claims not acknowledged as debts	**30,05,040**	18,37,762
ii Letter of Credit outstanding	**1,19,75,000**	1,49,07,494
iii Bills discounted with bankers against irrevocable letter of credit	**-**	7,06,31,239
iv Bank Guarantee issued in favour of others	**16,50,000**	13,00,000
	1,66,30,040	8,86,76,495
II Commitments		
i Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances)	**2,27,59,425**	3,16,16,391
ii Export obligations under Advance Authorisation/Duty Free Import Authorisation #	**52,79,69,398**	55,28,94,762
	55,07,28,823	58,45,11,153

During the year, the company has executed bonds for an aggregate amount of NIL (Previous Year ₹ 3,93,60,300) in favour of The President of India under sub section (I) of the section 142 of the Custom Act 1962 for fulfillment of the obligation under the said Act.

30 The company has contested the additional demands in respect of value added tax amounting to ₹ 38.45 lacs (Previous years ₹ 23.03 lacs). As against this, a sum of ₹ 9.67 lacs (Previous year ₹ 5.81 lacs) is deposited under protest and has been included under Note 15 'Long Term Loans and Advances'. The company has filed appeals/petitions with the appellate authorities and is advised that the demands are not in accordance with the law. Pending decision thereof, no provision has been made in books of account.

31 Prior period items are as follows:-

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
a) Prior period income:		
i) - Export Incentives	**826**	-
ii) - Interest	**-**	51,348
iii) - Others	**33,852**	-
iv) - Rebate & Discount	**-**	74,428
	34,678	1,25,776
b) Prior period expenses:		
i) - Travelling expense	**-**	35,278
ii) - Business promotion	**5,800**	38,480
iii) - Staff welfare expense	**-**	6,970
iv) - Professional fee	**500**	1,000
v) - Fee and Taxes	**-**	33,850
vi) - Freight	**52,513**	56,250
vii) - Repair & Maintenance (P&M)	**56,052**	3,01,009
viii) - Others	**4,34,487**	11,734
	5,49,352	4,84,571
Perior period items (Net)	**(5,14,674)**	(3,58,795)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

32 Employee Benefits

The summarized position of post-employment benefits and long term employee benefits recognized in the profit and loss account and Balance Sheet in accordance with AS (15) is as under:-

I Gratuity and Leave Encashment (Funded)

		Gratuity (Funded)		Leave Encashment (Funded)	
		31 March 2015	31 March 2014	**31 March 2015**	31 March 2014
		₹	₹	₹	₹
a)	**Benefit recognised in the statement of profit and loss**				
	Current service cost	**31,37,438**	33,05,556	**14,47,866**	17,08,396
	Interest cost on benefit obligation	**21,96,037**	15,34,913	**7,80,346**	5,54,697
	Expected return on plan assets	**(21,10,368)**	(16,74,484)	**(5,88,579)**	(5,09,272)
	Net actuarial (gain)/loss recognised in the year	**(20,59,801)**	22,55,933	**(4,37,771)**	7,19,636
	Net benefit expense	**11,63,306**	54,21,918	**12,01,862**	24,73,457
b)	**Amount recognised in the Balance Sheet**				
	Present value of the defined benefit obligation	**2,63,13,945**	2,50,97,562	**87,77,955**	89,18,236
	Fair value of plan assets	**2,61,56,610**	2,41,18,489	**60,92,991**	67,26,619
	Net asset/(liability)	**(1,57,335)**	(9,79,073)	**(26,84,964)**	(21,91,617)
c)	**Changes in the present value of the obligation**				
	Opening defined benefit obligation	**2,50,97,562**	1,91,86,418	**89,18,236**	69,33,707
	Acquisition adjustment	**-**	-	**-**	-
	Current service cost	**31,37,438**	33,05,556	**14,47,866**	17,08,396
	Interest cost	**21,96,037**	15,34,913	**7,80,346**	5,54,697
	Benefits paid	**(21,40,198)**	(13,54,178)	**(19,06,904)**	(10,20,110)
	Actuarial (gain)/loss	**(19,76,894)**	24,24,853	**(4,61,589)**	7,41,546
	Closing defined benefit obligation	**2,63,13,945**	2,50,97,562	**87,77,955**	89,18,236
d)	**Changes in the fair value of plan assets**				
	Opening fair value of plan assets	**2,41,18,489**	1,91,36,959	**67,26,619**	58,20,253
	Expected return	**21,10,368**	16,74,484	**5,88,579**	5,09,272
	Contribution by employee	**20,19,825**	44,97,743	**8,04,540**	14,01,624
	Benefits paid	**(21,40,198)**	(13,54,178)	**(19,06,904)**	(10,20,110)
	Charges deducted	**(34,781)**	(5,439)	**(96,025)**	(6,330)
	Actuarial gain/(loss)	**82,907**	1,68,920	**(23,818)**	21,910
	Closing fair value of plan assets	**2,61,56,610**	2,41,18,489	**60,92,991**	67,26,619
e)	**The major categories of plan assets as a percentage of the fair value of total plan assets**				
	Investment with the insurer	**100%**	100%	**100%**	100%
f)	**Principal actuarial assumptions at the Balance Sheet date (expressed as weighted average)**				
	Discount rate (per annum)	**7.75%**	8.75%	**7.75%**	8.75%
	Rate of increase in compensation levels (per annum)	**5.75%**	6.75%	**5.75%**	6.75%
	Rate of return on plan assets (per annum)	**8.75%**	8.75%	**8.75%**	8.75%
	Expected average remaining working lives of employees (years)	**24.93**	25.79	**24.93**	25.79
	Method used	**Projected Unit Credit**		**Projected Unit Credit**	

g) The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) The financial assumptions considered for the calculations are as under:-

i Discount Rate: The discount rate has been chosen as 7.75% on long-term basis as desired by the company.

ii Salary Increases: Salary Increase rate has been chosen as 5.75% on long-term basis as desired by the company.

iii Expected Rate of Return: In case of gratuity, the actual return has been taken.

i) The plan assets are maintained with Life Insurance Corporation of India (LIC). The detail of investments maintained by LIC have not been furnished to the Company. The same have therefore not been disclosed.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

j) Short term employee's benefits includes in the present value of obligation

	Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
i	Short term leave encashment liability	**2,07,226**	2,18,640
ii	Contribution to gratuity liability	**1,57,335**	4,59,063

	Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
II	**Medical leave liability (unfunded)**		
a)	**Benefit recognised in the statement of profit and loss**		
	Current service cost	**73,282**	99,517
	Interest cost on benefit obligation	**46,446**	30,625
	Expected return on plan assets	**-**	-
	Net actuarial (gain)/loss recognised in the year	**(1,51,011)**	17,858
	Net benefit expense	**(31,283)**	1,48,000
b)	**Amount recognised in the Balance Sheet**		
	Present value of the defined benefit obligation	**4,99,532**	5,30,815
	Fair value of plan assets	**-**	-
	Plant net asset/(liability)	**(4,99,532)**	(5,30,815)
c)	**Changes in the present value of the obligation**		
	Opening defined benefit obligation	**5,30,815**	3,82,815
	Current service cost	**73,282**	99,517
	Interest cost	**46,446**	30,625
	Benefits paid	**-**	-
	Actuarial (gain)/loss	**(1,51,011)**	17,858
	Closing defined benefit obligation	**4,99,532**	5,30,815
d)	**Changes in the fair value of plan assets**		
	Opening fair value of plan assets	**–**	–
	Expected return	**–**	–
	Contribution by employee	**–**	–
	Benefits paid	**–**	–
	Actuarial gain/(loss)	**–**	–
	Closing fair value of plan assets	**–**	–

e) The major categories of plan assets as a percentage of the fair value of total plan assets:

Not applicable since unfunded

f) Principal actuarial assumptions at the Balance Sheet date (expressed as weighted average)

Particulars	31 March 2015 ₹	31 March 2014 ₹
Discount rate (per annum)	**7.75%**	8.75%
Rate of increase in compensation levels (per annum)	**5.75%**	6.75%
Rate of return on plan assets (per annum)	**N.A.**	N.A.
Expected average remaining working lives of employees (years)	**24.93**	25.79
Method used	**Projected Unit Credit**	Projected Unit Credit

g) The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) The company has recognized an expense of ₹ 1,42,21,508/- (Previous year ₹ 1,47,72,853/-) in respect of Contribution to Provident Fund.

33 The company has charged ₹ 1,43,56,037/- (Gross) (Previous year ₹ 2,83,31,122/-)(Gross) premium on Foreign Currency Convertible Bonds directly to the Security Premium Account in accordance with the provisions of Section 52 of the Companies Act, 2013. No tax benefits have been reduced from the amount of premium on FCCB as the company has converted the said amount into equity shares in terms of offer of FCCB.

34 ₹ 79.94 lacs (previous year ₹ 115.38 lacs) being amount of borrowing cost have been capitalized during the year.

35 The related party disclosures as per Accounting Standard - 18 prescribed by the Companies (Accounting Standard) Rules, 2006.

a)	Enterprises over which Key Management Personnel (KMP) and relative of such personnel is able to exercise significant influence or control:	NM Mercantiles Limited	
		Mayadevi Polycot Limited *	
		NCG Enterprises Limited	
		Varinder Foundation	
		Towels India	
		True Value Traders Limited	
b)	Key Management Personnel:	Mr. Varinder Gupta	Managing Director
		Mr. Vijay Singla	Director (Works)
		Mr. Vijay Kumar Garg	Joint Managing Director
		Mr. Rakesh Mahajan	Chief Financial Officier
		Mr. Krishan Singla	Vice President and Company Secretary
c)	Relative of Key Management Personnel:	Mr Vikas Gupta	

* Enterprise having significant influence over the company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Description of the nature of transactions with the related parties: (₹ in lacs)

Particulars	Enterprises over which KMP is able to exercise significant influence or control		Key Management Personnel (KMP)		Relatives of KMP	
	Period ended March 15	Year ended March 14	**Period ended March 15**	Year ended March 14	**Period ended March 15**	Year ended March 14
Sales and services	10.85	-			-	-
Purchase and receiving of services	459.71	25.45	-	-	-	-
Managerial Remuneration	-	-	182.40	182.40	-	-
Rent received	-	-	1.80	1.80	-	-
Loan taken (including opening balance)	2,295.00	3,968.50	2.77	2.77	-	-
Loan Repayment	1.05	-	-	-	-	-
Adjustment	-	2,528.50				
Closing Balance	2,293.95	1,440.00	2.77	2.77	-	-
Salary	-	-	-	-	5.78	4.08

The related party relationship is as identified by the Company and relied upon by the auditors.

36 Remuneration paid to whole time directors is the minimum remuneration payable in case of no profit or inadequate profits as approved by the Central Government and by the shareholders.

37 Segment information

Segment information as required by Accounting Standard (AS)-17 on "Segment Reporting" issued by Companies (Accounting Standards) Rules 2006, has been complied on the basis of the financial statements and is disclosed in the notes to accounts forming part of the financial statements in accordance with the above standard.

The business segments have been identified based on the nature and class of the product and services, their customers and assessment of differential risks and returns and financial reporting system within the company. Secondary information is reported geographically.

The operating businesses are organized and managed separately according to the nature of the products produced, with each segment representing a strategic business unit that offers different products and serves different markets.

The "Chemicals" segment produces and sells Ethyl Acetate, Acetic Anhydride, Acetyl Chloride, Mono Chloro Acetic Acid and Iso Butyl benzene.

The "Drugs" segment produces and sells various API's viz. Ibuprofen, Metformin, etc.

Segment accounting policies: In addition to the significant accounting policies, applicable to the business the accounting policies in relation to segment accounting are as under:

i. Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consists principally of cash, debtors, inventories and fixed assets, net of allowances and provisions, which are reported as direct off set in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities.

ii. Segment revenue and expenses:

Joint revenue and expenses of segment are allocated amongst them on reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

iii. Inter segment sales:

Inter segment sales are eliminated in consolidation.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

(₹ in lacs)

Particulars	Chemicals		Drugs		Unallocated		Eliminations		Total	
	Current Year	Previous Year	**Current Year**	Previous Year	**Current Year**	Previous Year	**Current Year**	Previous Year	**Current Year**	Previous Year
Segment Revenue										
External Sales	**17,252.95**	28,664.86	**21,092.56**	27,502.84	**127.03**	182.43			**38,472.54**	56,350.13
Inter Segment transfer	**7,395.64**	8,064.18	**-**	-	**-**	-	**(7,395.64)**	(8,064.18)	**-**	-
Other Income	**-**	-	**-**	-	**131.66**	130.67			**131.66**	130.67
Total Revenue	**24,648.59**	36,729.04	**21,092.56**	27,502.84	**258.69**	313.10	**(7,395.64)**	(8,064.18)	**38,604.20**	56,480.80
Segment Results	**(5,045.33)**	71.69	**3,182.53**	6,246.95	**-**	-			**(1,862.80)**	6,318.64
Unallocated Income (net of unallocated Expenses)	**-**	-	**-**	-	**-**	-			**(229.52)**	(223.98)
Profit before tax and interest	**-**	-	**-**	-	**-**	-			**(1,633.28)**	6,542.62
Interest	**-**	-	**-**	-	**-**	-			**5,910.54**	6,034.39
Profit and Loss Before Tax	**-**	-	**-**	-	**-**	-			**(7,543.82)**	508.23
Other Information										
Segment Assets	**29,959.60**	34,730.09	**36,324.78**	35,050.07	**-**	-			**66,284.38**	69,780.16
Unallocated assets including capital work in progress	**-**	-	**-**	-	**3,876.32**	4,330.08			**3,876.32**	4,330.08
Total Assets	**29,959.60**	34,730.09	**36,324.78**	35,050.07	**3,876.32**	4,330.08			**70,160.70**	74,110.24
Segment Liabilities	**21,209.05**	24,277.83	**25,284.05**	23,700.58	**-**	-			**46,493.10**	47,978.41
Unallocated Liabilities	**-**	-	**-**	-	**2,909.25**	3,992.95			**2,909.25**	3,992.95
Total Liabilities	**21,209.05**	24,277.83	**25,284.05**	23,700.58	**2,909.25**	3,992.95			**49,402.35**	51,971.36
Capital Expenditure	**1.54**	384.78	**130.32**	889.13	**190.04**	91.76			**321.90**	1,365.67
Depreciation & Amortisation	**1,750.51**	1,526.66	**1,004.98**	1,589.22	**135.56**	47.15			**2,891.05**	3,163.03

Detail of secondary segment

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Export Turnover	**9,216.69**	15,581.72
Domestic Turnover	**33,353.80**	46,891.16
Total	**42,570.49**	62,472.88

38 Leases:

The company has leased facilities under cancellable and non-cancellable operating leases arrangements with a lease term ranging from one to five years, which are subject to renewal at mutual consent thereafter. The cancellable arrangements can be terminated by either party after giving due notice. The lease rent expenses recognized during the year amounts to ₹ 10,04,360/- (previous year ₹ 15,15,244/-). The future minimum lease payments in respect of the non-cancellable operating leases as at 31st March 2015 are:

	Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
a)	Not later than one year	**9,06,960**	15,69,360
b)	Later than one year but not later than five years	**14,48,743**	55,23,943
c)	later than five years	**18,49,454**	2,77,91,630
		42,05,157	3,48,84,933

39 Earnings per share

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
Total operations for the year		
Net profit after tax attributable to equity shareholders	**(66,65,07,062)**	3,29,94,125
Weighted average number of basic equity shares	**3,98,63,603**	2,72,24,063
Weighted average number of dilutive equity shares	**4,00,72,140**	2,72,24,063
Basic earning per share (₹)	**(16.72)**	1.21
Diluted earning per share (₹)	**(16.63)**	1.21
Face value per equity share (₹)	**10.00**	10.00

40 Amortisation of intangible assets

Softwares have been amortised on estimated life of six years.

41 Depreciation for the year has been provided on Straight Line Method on the basis of useful lives specified in the Schedule-II of the Companies Act, 2013 as against the amount of depreciation calculated on the basis of rates of depreciation in respect of various assets contained in Schedule XIV to the Companies Act, 1956.

In view of this change, carrying amounts of various tangible fixed assets as at 1st April, 2014 after retaining the residual value an amount of ₹ 262.04 lacs has been recognized in the opening balance of retained earning net of deferred tax of ₹ 117.18 lacs where the useful life of an asset is Nil. In other cases, the carrying amounts as

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

at 1st April, 2014 have been depreciated over the revised remaining useful life of the asset as per Schedule II. The depreciation for the year is lower to the extent of ₹ 229.17 lacs on account of this change and accordingly the loss for the year is lower by ₹ 229.17 lacs.

42 In accordance with the Accounting Standard 28 "On Impairment of Assets" the company has assessed on the balance sheet date whether there are any indications (as listed in paragraph 8 to 10 of the Standard) with regard to the impairment of any of the assets. Based on such assessment, it has been ascertained that no potential loss is present and therefore formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

43 Auditor's Remunerations

Particulars	For the year ended 31 March 2015 ₹	For the year ended 31 March 2014 ₹
Audit fee	**3,50,000**	2,85,000
Tax audit fee	**80,000**	75,000
Limited review	**90,000**	60,000
In other capacity:		
Company law and other matters	**1,44,000**	88,500
Reimbursement of expenses	**30,717**	32,683
	6,94,717	5,41,183

44 The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	**12,13,915**	12,45,585
Interest due on above	**24,713**	-
	12,38,628	12,45,585
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**–**	–
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	**–**	–
The amount of interest accrued and remaining unpaid at the end of accounting year	**24,713**	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	**–**	–

45 Excise duty of ₹ 11,85,380 (Previous year ₹ (39,05,976) related to the difference between the closing inventory and opening inventory has been recoganised in statement of profit and loss and shown under head Other expenses. (Refer note no.28)

46 Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act 2013 regarding Corporate Social Responsibility activity is not applicable to the company.

47 The company uses forward contracts to hedge its risk associated with fluctuation in foreign currency relating to foreign currency assets and liabilities. The use of the aforsaid financial instruments is governed by the company's overall strategy. The company does not use forward contracts for speculative purposes. The details of the outstanding forward contracts as at 31 March, 2015 is as under:

a) Category wise quantitative data

Particulars	Current year No. of Contratcs	Current year Amount in Foreign Currency	Previous year No. of Contratcs	Previous year Amount in Foreign Currency
Forward contracts against imports (USD)	**1**	**2,37,420**	–	–

b) Detail of foreign currency exposure that has not been hedged by a derivative instrument or otherwise is given below.

Particulars	As at 31 March 2015 USD	As at 31 March 2015 EURO	As at 31 March 2014 USD	As at 31 March 2014 EURO
Against Imports Creditors)	**-**	**-**	44,640	-
Against Exports (Debtors)	**7,96,400**	**-**	3,56,472	-
Against Foreign Currency Convertible	**-**	**-**	91,17,779	-

48 The information required by the paragraph 5 of general instructions for preparation of the Statement of Profit and Loss as per Schedule III of the Companies Act, 2013:

a) CIF value of imports

Particulars	31 March 2015 ₹	31 March 2014 ₹
Raw Material	**26,51,617**	6,04,34,316
Capital Goods	**-**	-
	26,51,617	6,04,34,316

b) Expenditure in foreign currency

Particulars	31 March 2015 ₹	31 March 2014 ₹
Travelling	**2,18,659**	1,85,439
Commission	**23,81,901**	30,77,233
Others	**1,48,32,911**	57,12,228
	1,74,33,471	89,74,900

c) Imported and indigenous raw material, components and spare parts consumed

Particulars	31 March 2015 % of total consumption	31 March 2015 ₹	31 March 2014 % of total consumption	31 March 2014 ₹
Raw material				
Imported	**0.17%**	**51,12,337**	2.08%	8,27,82,877
Indigenous	**99.83%**	**3,00,34,09,569**	97.92%	3,90,38,19,683
Cost of material consumed	**100.00%**	**3,00,85,21,906**	100.00%	3,98,66,02,560
Stores and Spares				
Imported	**-**	**-**	-	-
Indigenous	**100%**	**3,79,16,338**	100%	5,57,25,155
Total stores and spares	**100%**	**3,79,16,338**	100%	5,57,25,155

d) Earnings in foreign currency

Particulars	31 March 2015 ₹	31 March 2014 ₹
FOB value of exports	**65,72,89,917**	1,26,28,27,492

49 Debt restructuring

The operations of the company adversely impacted during the year on account of damped economic sentiments, batch losses/ quality issues of Ibuprofen intermediate, working capital gap and change in economies of chemical business. On account of losses incurred due to these factors, the company faced the stretched liquidity during the period. In order to correct the scenario, the company has requested its lenders for overall restructuring of its debts through Joint Lender Forum (JLF) with cut-off date as on September 01, 2014.

Accordingly, the lenders has sanctioned the comprehensive restrucruring of all debts of the company. The restructuring of facilities included restructuring of repayment schedule, interest funding, reduction in interest rates, sanction of working capital term loans. The Master Restructuring Agreement (MRA) between the Borrowers and the JLF Lenders has been executed on March 23, 2015. The impact in terms of the sanctioned restructuring has been given effect in financial statements with effect from the cut-off date being September 01, 2014.

Interest has been accounted for based upon terms of restrucuring of facilities sanctioned by the respective lenders. The Funded Interest Term Loans (FITLs) has been created on certain credit facilities. Other conditions as stipulated under the scheme are being complied with.

50 Figures in bracket indicate deductions.

51 Previous year figures have been regrouped/recasted/rearranged wherever necessary to confirm to its classification of the current year.

52 Figures have been rounded off to the nearest rupee.

As per our report of even date attached
For S.C. VASUDEVA & CO.
Chartered Accountants
Firm Regn. No.000235N

Sd/-
(Sanjiv Mohan)
Partner
M.No.86066

For and on behalf of the board of directors

Sd/-
Varinder Gupta
Managing Director
DIN-00044068

Sd/-
Vijay Kumar Garg
Joint Managing Director
DIN-06510248

Sd/-
Vijay Singla
Director (Works)
DIN-03577178

Sd/-
Krishan Singla
Vice President and Company Secretary

Sd/-
Rakesh Mahajan
Chief Financial Officer

Place : Ludhiana
Date : 29 May 2015

IOL CHEMICALS AND PHARMACEUTICALS LIMITED

Regd. Office : Trident Complex, Raikot Road, Barnala - 148 101 (Punjab)
CIN: L24116PB1986PLC007030

PROXY FORM

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

Name of the Company: IOL Chemicals and Pharmaceuticals Limited
Registered Office: Trident Complex, Raikot Road, Barnala- 148101 (Punjab)

Name of member (s):	
Registered Address:	
E-mail id:	
Folio No/Client ID:	DP ID:

I/We, being the member(s) of IOL Chemicals and Pharmaceuticals Limited, holding _____ shares, hereby appoint.

1.	Name:	
	Address:	
	E-mail Id:	Signature: _____, or failing him

2.	Name:	
	Address:	
	E-mail Id:	Signature: _____, or failing him

3.	Name:	
	Address:	
	E-mail Id:	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 28th Annual General Meeting of the Company to be held on Tuesday 29th day of September 2015 at 11:00 AM at the Registered Office of the Company situated at Trident Complex, Raikot Road, Barnala-148101 (Punjab) any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. _____ 2. _____ 3. _____

4. _____ 5. _____ 6. _____

7. _____ 8. _____ 9. _____

Affix Re 1/- Revenue Stamp

Signed this _____day of _____, 2015

Signature of Shareholder:_____ Signature of Proxy holder(s): _____

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

IOL CHEMICALS AND PHARMACEUTICALS LIMITED

Regd. Office : Trident Complex, Raikot Road, Barnala - 148 101 (Punjab)
CIN: L24116PB1986PLC007030

ATTENDANCE SLIP

Only Shareholders or the proxies will be allowed to attend the meeting

DP ID:		L.F. No.:	
Client ID:		No. of shares held:	

I hereby record my presence at the 28th Annual General Meeting of the Company to be held on Tuesday 29th day of September 2015 at 11:00 AM at the Registered Office of the Company situated at Trident Complex, Raikot Road, Barnala- 148101 (Punjab).

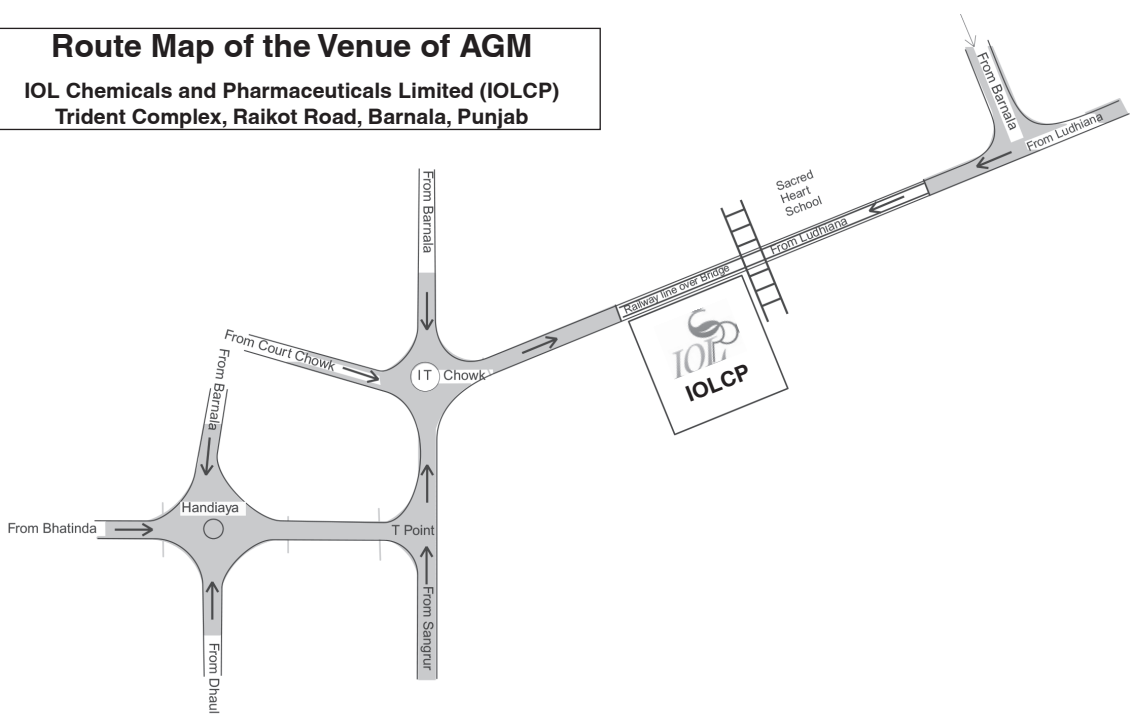
Name of the Shareholder/Proxy holder : _____ _____

(in capital letters) Signature

NOTE: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Route Map of the Venue of AGM

IOL Chemicals and Pharmaceuticals Limited (IOLCP)
Trident Complex, Raikot Road, Barnala, Punjab



IOL Chemicals and Pharmaceuticals Limited
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