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Board of Directors



Ind-Swift Limited

...Because Life is Precious

Mr. S. R. Mehta
Chairman

Mr. N. R. Munjal
Vice Chairman

Dr. Gopal Munjal
Managing Director & CEO

Dr. V. R. Mehta
Joint Managing Director

Mr. Himanshu Jain
Director

Mr. Rishav Mehta
Director

Mr. K.M.S. Nambiar
Director

Dr. R. S. Bedi
Director

Dr. H. P. S. Chawla
Director

Dr. S. K. Mathur
Director

Mr. S. P. Sharma
Additional Director

Mr. Atul Saxena
(Nominee IFC)

Vice President (Finance)
Mr. Amit Tarafder

Company Secretary
Mr. R.K. Sood

Auditors
J. K. Jain & Associates
Chartered Accountants

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

Legal Advisors
P. K. Goklaney & Company
Advocates

38, Sector 16-A, Chandigarh

Bankers

Punjab National Bank
Sector 28, Chandigarh.

State Bank Of India
Industrial Estate Branch
Industrial Area-I, Chandigarh.

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

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

Registrar & Share Transfer Agents
M/S Alankit Assignments Ltd.
2E/21, Jhandewalan
Extension,
New Delhi-110 055

Works

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

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

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

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

Village Jawaharpur,
Teh. Dera Bassi (Punjab).

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

A research driven forward looking pharmaceutical company having a product range of finished dosage forms & herbal products with a strong network presence globally in around 50 countries



Managing Director & CEO's Message

"In order to sustain, stabilize and move ahead, we need to be with the flow of the current scenario. Reshuffling and restructuring in line with the demand of existing situation like Global Economic Scenario coupled with cut throat competition, respective fluctuations and volatility of the market - innovative ideas, dynamic approach and sustainable growth strategies are imperative."



Dr. Gopal Munjal
Managing Director & CEO

Dear shareholders,

After sustaining the business challenges for over two decades now, your company has come a long way where it has marked a place for itself in the Indian Pharma space and slowly with our rising exports we are ready to make our mark in the export markets too. The road ahead is marked with lot more challenges as we have to face the external forces like depressed economic condition, depreciating rupee and intense competition and also to face the internal factors like pressures on EBIDTA, piling stocks and rising interest costs.

All this has forced the corporates across the World to re-look and re-size their strategies and Ind-Swift was not different as we too have to re-view our financial model and have to accede to the pressure built in by the rising interest costs and liquidation of the stocks at lower prices leading to lower EBIDTA margins. Resultantly as a prudent financial strategy, your Company went in for financial restructuring with the support of its bankers.

On the operations front, as part of its strategic business decision, your Company had shifted its domestic marketing & sales activities to Mumbai a couple of years back specifically to be better placed geographically. We have now a well established marketing & sales setup in Mumbai connecting the desired web through out the country. We have increased the field force strength from 830 to 2500 almost 3 times more in the last 1 & ½ Years along with strong retailer base of 5 lakhs retailers, 3200 stockiests and more than 50 C&F agents catering to over 65 lakh customers.

The Company is in constant endeavour to expand its business activities multifariously by way of diversification to other segments, product portfolios etc., besides the existing portfolio over 750 products with high growth therapeutic segments like cardiology, diabetology, anti-depressant, anti-allergic, anti-infective, neurology, oncology etc.

Your Company is also contemplating to further add-up new divisions like nutraceutical and OTC due to the ever-increasing demand to manage changed and challenging life-style disorders and related diseases.

Meanwhile, in the International Market, since the last 5 years the Company has already firmed its strong presence exporting to more than 50 countries through its Global Business Unit and also filed more than 1000 dossiers in several countries, out of which 257 dossiers have already got registered. Your Company, besides involved in CRAMS (Contract Research & Manufacturing Services) has also initiated Business negotiations in Countries like Russia, Philippines, Taiwan, Afghanistan, Malaysia, Costa Rica, Panama, Honduras, Venezuela, Peru, Guyana, Jamaica, Serbia etc.

The period under review is marked by a major success globally as we launched Atorvastatin Tablets in UK on the very first day of its Global Launch in collaboration with Worckhadt UK.

The Company strong R&D has resulted in technology transfer for about 100 products from site variance from Europe, Canada and Australia to Global Business unit. Further the R&D is working few co-development projects for blockbuster molecules with major generic companies of EU and Canada.

The future looks bright and holds an opportunity to excel in each field. With the support of our ardent work force, I am confident that together we will face the challenges and reap the dividends too.



SERVICE TO HUMANITY

“ We are making honest efforts to help the society with continuous efforts towards making their lives healthier and happier through organising, doing various innovative noble programmes & activities ”



At Ind-Swift we are fully conscious about our responsibility towards society. We are just not limited to business, but we strongly believe in giving back to society what we have got from it. We at Ind-Swift make honest efforts to help sections of the society who struggle for basic amenities. Our continuous efforts are towards making a healthier happier World through various programmes and activities. We facilitate and channelize all our activities by designing an annual calendar focusing on the need and requirement of the various segments of the society. Ind-Swift carries out all its activities through a charitable trust, Swift Fundamental Research & Education Society (SFRES). We at Ind-Swift have always believed “Life is precious”, every life on this planet is precious so we take utmost care in our business processes, by following ethical business practices.

Vision:

To make honest and sincere efforts to help the weaker section of society, and make them self dependent and educated, thus making this World a healthier and happier place.

Environment Protection :

Ind-Swift, strongly believes in environmentalism i.e. concern for the preservation, restoration or improvement of



the natural environment such as the conservation of natural resources, prevention of pollution etc.

Therefore we ensure:

- To use innovative method & technology in such a way so as to have the highest standards of safety, environment and health
- To reduce hazardous waste contents in air, water and land through various effective processes.
- To continuously invest in up gradation and growth of our facilities and manufacturing capabilities so as to ensure better environmental practices.
- To reduce the possibility of accident, loss of life, damage to machinery or property by providing regular training to the employees.
- To strictly adhere to CGMP (Current good manufacturing practices) and FDA (Food & Drug administration) guidelines for manufacturing processes. .
- **Our Target is to:**
 - Reduce energy consumption by 15-20%
 - Reduce consumption of paper by 50%
 - Tree plantations drives
 - Rain water harvesting to fulfil major water needs
- **Education:** We at Ind-Swift understand the role and significance of education in development of our society. A nation can only develop , when its citizen are educated, because education is the only means by which one’s potential can be used to the maximum extent. Contributing towards the vision of former President A.P.J Abdul Kalam we have taken a small initiative through various programmes and activities, to contribute towards the vision of Dr.A.P.J Abdul Kalam.
 - **Adult Education Program:** We provide education to adults, under this program many adults are enrolled and provided basic education, so that they can face the challenges of life in a stronger and efficient way, raise

“ We understand the role and significance of education in development of our society. A nation can only develop, when its citizen are educated ”

Ind-Swift Limited
....because life is precious.



Corporate Social Responsibility

“We strongly believe that health and education to all is the most important right for any individual”

the level of personal living, create and assist change in society. We have covered many villages under this education program, and with the unflinching efforts and support of our voluntary team members we are poised to cover more demographic areas and spread awareness for education in future. Apart from this we also motivate and sponsor many of our employees to pursue higher education.



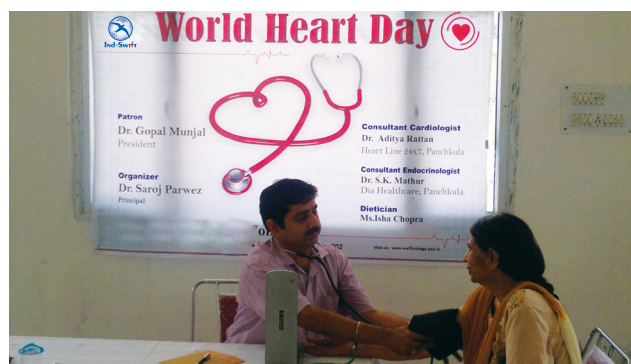
- **Female Education Program:** “If you educate a man you educate an individual, but if you educate a woman you educate a family (nation).” Women education is the most important concern of today. Women play a very significant role in overall development and progress of any country. Thus education to women is the foremost concern and requires immediate action. Though time is changing now, our society is becoming more aware and acceptable toward female empowerment and education, still the battle is half won, as there are many segments of society who are strongly against women education, and do not want females to be educated and self dependent. We must keep this battle on till we attain 100 % literacy and self dependent females. We have especially SPONSORED various special categories of scholarships to encourage girl child education some of them are:
 - Single Girl Child
 - Disabled and Physically handicapped
 - Meritorious Student
 - Low Income
 - Freedom Fighters

With the help of these various schemes and scholarships we continuously motivate and encourage the girl child and their respective families to pursue education.



Dr. G. Munjal (MD & CEO Ind-Swift) with students of Insititute of Blind

- **Healthcare:** Being a pharmaceutical group it is our constant endeavour to provide innovative, safe, and affordable medicines to the society. Our unflinching efforts, support and dedication is towards the service of humanity. By consistently working on innovative, new therapies we would like to contribute to safe, healthy and a happier world.
- **Free Distribution of Medicines:** We regularly donate free medicines and health care products to weaker sections of society as we strongly believe that health and education to all is the most important right for any individual. We have been regularly giving free medicines to various government hospitals, in rural areas and various medical camps.
- **Free Medical Health Camps:** Another activity under health care that we conduct and organize medical camps in various remote villages, which do not have access to medical facilities. We have successfully organised various free eye check up campaigns, free medical checks up, pulse polio and diabetes awareness campaigns, and now have made it a regular practice to organize such camps after analysing the need.



Free Medical Camp by Ind-Swift

- **Community Services:** Apart from the above activities and programmes we also regularly organize blood donation camps, mass marriages for BPL(Below poverty line) families. Ind-Swift has also proposed financial support for education of visually impaired an further absorption of them in Ind-Swift Group.



Management Discussion & Analysis Report

Overall Scenario

The global pharmaceutical industry witnessed a growth of around 7% in 2011 compared to around 5% in 2010 with a market size of US \$ 880 billion. The global pharmaceutical industry has been shifting its focus on developing countries and generic products. The US is the largest pharmaceutical market globally. It is also the largest generic market with a sizable generic substitution.

According to IMS Health, the Indian pharmaceutical industry is estimated to be around US\$ 12 billion, growing at 9% annually. Indian pharmaceutical products are exported around the globe including highly regulated markets of USA, Europe, Japan, Africa and Australia. The Indian pharmaceutical industry is viewed as an intellectual industry and investment in research and development is enhanced. Ranking 4th in terms of volume and 13th in terms of value in global pharmaceutical markets, India's pharmaceutical industry is growing at a fast pace and attracting attention and investments from global pharmaceutical majors. India is also increasingly emerging as one of the most globally preferred outsourcing destination for pharmaceutical. This trend can be largely attributed to India's inherent competencies in terms of manufacturing cost, vast pool of medical professionals, diverse patient pool, and strong support from auxiliary industries etc. Indian pharmaceutical industry is now broadening the scope of its service offerings by providing a wide range of services spanning the entire pharmaceutical value chain. The future outlook for the pharmaceutical sector seems to be extremely positive. A number of acquisitions by the Indian pharmaceutical companies outside, particularly in the US and Europe, are helping Indian players to make their presence felt at the global level.

Opportunities & Threats

The major strengths, weaknesses, opportunities & threats of the Indian pharmaceutical market is as under:-

Strengths

- Excellent chemistry and process re-engineering skills
- Massive pharmaceutical market growth potential
- Strong local manufacturing sector with leading domestic players establishing a notable international presence.

- Long established international trading patterns mainly with western Europe and the US.
- Growing number of market approval and accreditations.

Weaknesses

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

Opportunities

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

Threats

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

Outlook

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

Internal Control systems

The company maintains a system of well established policies and procedures for internal control of operations and activities, and these are continually reviewed for effectiveness. The internal con-



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

Human Resources

Human resource management is a key focus area for the company and the company has been making constant endeavour to attract and retain the best talent. The company invests in the training and development needs of its employees through tailor made programs and extensive workshops. Focused initiatives were undertaken to improve HR process tools and techniques.

Outlook on Threats, Risks and Concerns

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

cal Industry. Also, the Drug pricing policy of the Government has a direct bearing on the prices of products and product margins.

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. The management accepts responsibility for the integrity and objectivity of these financial statements as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. This report may also contain certain statements that the company believes are or may be considered to be 'forward looking statements' which are subject to certain risks and uncertainties.



Director's Report

Dear shareholders

The Board of Directors of the Company has pleasure in presenting the 26th Annual Report of the Company for the 15 months that ended on 30th June 2012

Financial Results

The Financial performance of the Company for the 15 months that ended on 30th June 2012 is summarized as below:

(Rs. in Lacs)		
Particulars	Period ending 30th June 2012 (15months period)	Year ending 31st March 2011
Sales and other income	161978.84	89704.48
Profit before interest and depreciation	12036.57	13196.35
Interest	12096.70	7164.09
Depreciation	2324.93	1551.39
Profit before tax	-2385.06	4480.87
Provision for tax	0.00	879.83
Mat Credit Entitelment	0.00	(879.83)
Provision for deferred tax	-283.54	147.21
Excess Provision for the Previous Year Tax	0.00	11.50
Profit after tax available for appropriation	-2101.52	4345.16
Appropriations		
General Reserves	0.00	1500.00
Proposed Dividend on Equity Shares	0.00	156.12
Proposed Dividend on Pref. Shares	0.00	0.23
Tax on distributed Profit	0.00	25.97
Balance trf. to balance sheet	-2101.52	2662.84
Balance b/f from earlier years	15146.09	12483.25
Profit c/f to balance sheet	13044.57	15146.09

Performance Review

To reflect on the consolidated financial statements of merged entities in view of proposed merger of Dashmesh Medicare Pvt. Ltd. & Essix Bio-Sciences Ltd. with Company, the financial year of the company was extended to end on 30th June 2012 instead of 31st March 2012. As a result, the current reporting period is for 15 months i.e. from 1st April 2011 to 30th June 2012. The Registrar of Companies, Punjab & Chandigarh vide its letter dated 11/09/2012 has approved the extension of time for holding the Annual General Meeting. However, the merger proposal suffered a huge setback due to devastating fire at the manufacturing facilities of Dashmesh Medicare Pvt. Ltd.

During the 1st Quarter of the financial year 2012-13 ended on 30th September 2012, the Income from operations was Rs. 163.56 crore compared to Rs.243.16 crore during the same period last year. The net loss during the quarter was Rs.27.33 crore as compared to net profit of Rs. 11.18 crore during the same period last year.

Corporate Debt Restructuring(CDR)

Due to reduction in EBITDA margins, high finance costs and slow movement of finished stocks, the cash flow of the company suffered a huge setback and the company has incurred a net loss of Rs. 21.02 crore during the period under review. The company decided to make reference to the Corporate Debt Restructuring (CDR) cell through Punjab National Bank for financial re-structuring of the debts of the company. The proposal is under consideration of the CDR cell and the same will be implemented as per the approval of the cell.



Merger Proposal

During the period under review, the company had made an application to the hona'ble Punjab & Haryana High Court, Chandigarh for the merger of Dashmesh Medicare Pvt. Ltd and Essix Biosciences Ltd with the company. The scheme of merger was approved by the stakeholders at their respective meetings held on 8th April 2012. However, a devastating fire occurred in the manufacturing facilities of Dashmesh Medicare Pvt. Ltd which totally destroyed the asset base of the company. Hence, in the larger interests of the company and its stakeholders, the Board of Directors of the company decided to withdraw the merger petition from the court.

Changes in Capital Structure

During the period under review, the company has converted 40,00,000 Zero coupon convertible Warrants into equal number of Equity shares of Rs. 2/- each at a premium of Rs.38/- per share as per terms of issue of warrants to promoter's entities. With this effect, the paid up capital of the company has increased to Rs. 923.57 Lacs.

Dividend

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

Unclaimed Dividend

The Company has deposited the unclaimed/unpaid dividend for the year 2003-2004 into Investor Education and Protection fund u/s 205-C of the Companies Act, 1956.

Global Business Unit

The Global Business Unit (GBU) of the company has emerged as an integrated pharmaceutical unit involved in developing, manufacturing and marketing its wide range of quality products across the globe. The year was focused on thrust in sales, commitment to new business operations, additional regulatory approvals of products and manufacturing base, pathways of venturing into new markets, team adherence and consolidation of portfolio. GBU today partners with the leading generic players across the globe. The commitment to Supply Chain Excellence, Cost Competitiveness and a Total Quality Management program has allowed GBU to be referred to as a 'Supplier of Choice' on all occasions.

The company added another feather in its cap by launching generic formulation of the world's best selling drug **Atorvastatin** in UK in collaboration with Wockhardt UK Ltd. on the very first day of its patent expiry. The product was manufactured and supplied from the GBU. The ventures with some of our customers brought into foray the benefits of backward integration and consolidation of business with a value added delivery from GBU. The development of new products is also now targeted in this direction for an alliance that is beneficial to all the business partners. Accreditation of GBU's state-of-the-art manufacturing site was received from ANVISA, Brazil. Four new countries namely Moldova, Singapore, Ethiopia and Lesotho were added this year for commercial supplies. We are also focusing on the markets of Gulf Co-ordination Council (GCC), Russia, Brazil, Mexico, Africa, CIS countries, South-East Asia & Iraq for future supplies.

Domestic Business

The company has around 2500 marketing field force, working pan India, along with strong retailer base of 5 lakh retailers, 3200 stockists and 50 plus C&F agents. We have a strong prescribing doctors base from gynaecology, paediatrics, cardiology, diabetics, dermatology, ENT, dentistry, neuropsychiatry, gastroenterology, urology speciality and personal health care. The company has a strong portfolio of over 750 pharmaceutical products with presence in high growth therapeutic segments. The Company markets its products in the domestic market through its seven divisions viz:- GENERIC, ONCRIT, Q-DEN, MEGASWIFT, GYNOSWIFT, and CARDIA SWIFT. We have a well knit distribution network covering the whole country. The Company has already established firm roots in the domestic markets and also stabilized its marketing activities from Mumbai Though at present the market is a little volatile due to various reasons, the Company is putting forward its efforts and hopes to have a bright future in the years ahead.

New Division

During the year, the Company Diversified into the Dairy Business by launching a new division. The products of this division are marketed under the brand name "All Natural". We have received good response from the market for the product of the division.



Research and development

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

Directors

Dr. N.D.Aggarwal and Mrs. Nirmal Aggarwal resigned from the Board w.e.f. 08-02-2012. The Board places on record its appreciation to the contributions made by them during their tenure as Director.

The IFCI nominated Mr. S.P. Sharma as its nominee on the Board of Directors of the company and he was co-opted as Director by the Board w.e.f. 08-02-2012. His nomination was withdrawn by the IFCI w.e.f. 18-09-2012 and Mr. Atul Saxena was nominated by the IFCI as its nominee on the Board, who was co-opted as nominee director by the Board of Directors of the company in its meeting held on 7th November 2012.

Mr. S.P. Sharma was appointed as Additional Director of the company w.e.f. 7th November 2012. He holds office upto the ensuing Annual General Meeting of the company. The resolution for his appointment as Director is being moved at the ensuing Annual General Meeting. The Board recommends appointment of Mr. S.P. Sharma as Director of the company.

Mr. K.M.S.Nambiar, Dr. R.S.Bedi, and Dr. H.P.S.Chawla Directors of the company are retiring by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Director's Responsibility Statement

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to director's responsibility statement, your directors confirm:

- (i) That in the preparation of the accounts for the 15 months that ended 30th June 2012, the applicable accounting standards have been followed along with proper explanation to material departure, if any;
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 net profit or loss of the company for the year under review;
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of companies Act 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the directors have prepared the accounts for the 15 months ended 30th June 2012 on going concern basis.

Auditors

M/s J.K.Jain & Associates, Chartered Accountants, Chandigarh, statutory auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

The Auditor's Report is self-explanatory and does not require any explanation by the Board.

Cost Audit

Pursuant to the provisions of section 233B of the Companies Act, 1956 read with General Circular No. 15/2011 dated April 11, 2011, M/s V. Kumar & Associates, Cost Accountants has been re-appointed as Cost Auditors to conduct Cost Audit of the company for the year 2012-13.

Energy, Technology and Foreign Exchange

Information required under section 217(1)(e) of the companies Act 1956, read with Companies (Disclosure of Particulars in the report of Directors) Rules, 1988 with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed and forms a part of this report.



Personnel

The information under section 217(2A) of The Companies Act, 1956 is enclosed as per Annexure 'B'. The employer – employees' relations remained cordial throughout the year at all locations.

Fixed Deposits

The aggregate amount of fixed deposits as on 30th June 2012 was Rs.99.90 crores (previous year Rs. 63.89 crores). There was no default in repayment of principal as well as interest in relation to deposits. Further, there is no unclaimed or unpaid amount in relation to deposits.

Listing

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

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

The listing fee for the concerned year has been paid to the respective Stock Exchanges.

Depository System

The shares of the Company are being traded in compulsory de-materialized form. The Company has ensured connectivity with both the depositories i.e.. NSDL and CDSL.

Corporate Governance

A detailed report on Corporate Governance is annexed herewith and forms a part of this Report.

Acknowledgment

Yours directors would like to express their grateful appreciation for the assistance and co-operation received from the Bankers and government authorities and also thank the shareholders for the confidence reposed by them in the Company and look forward to their valuable support for the future plans of the Company. Directors also thank its distributors, agents, stockiest, retail traders, medical professionals, employees and customers for their continued patronage of the company products.

On behalf of the Board of Directors

Place: Chandigarh

Dated: 26-11-2012

Chairman



Annexures to the Directors Report

ANNEXURE A

Statement of particulars under the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988

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

FORM A

Disclosure of particulars with respect to energy conservation

A. Power & Fuel Consumption	2011-12 (15 months)	2010-11
1. Electricity		
a) Purchased		
Units	16075199	8596788
Total Amount	69281446	41005679
Rate/ Unit (Rs.)	4.31	4.77
b) Own generation		
i) Units through diesel generator	2721959	3328939
Units per litre of diesel oil	3.63	5.71
Cost per unit(Rs.)	7.48	6.62
ii) Through steam turbine/ generator	N.A	N.A
2. Coal	N.A	N.A
3. Furnace Oil consumption per unit of production	NIL	10 unit/ltr
4. Others/ Internal Generation	N.A	N.A.
B. Consumption per unit of production		
Injection eye and ear drops	0.049 unit/ml	0.006 unit/ml
Tablets and Capsules	0.07 unit/100tab & caps	0.06unit/100tab & caps
Ointments	0.03unit/per tube	0.02unit/per tube

FORM B

B. Technology Absorption

I) Research and development (R&D)

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

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



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

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

Future plan of Action

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

(a) Capital	23626465
(b) Recurring	56931583
(c) Total	80558048
(d) Total R&D expenditure as a percentage of total turnover	0.51%

1. Expenditure on R&D.

II) Technology absorption, adaptation and innovation.

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



Foreign Exchange Earning and Outgo

FOB Value of Exports	US\$ 22021588.81	1129042371	
	EURO 6468618.24	426162370	
	GBP 3675084.35	289259107	
	CAD 533649.47	25158816	
	AUD 2288765.13	117063145	1986685809
Technology Transfer Fees	US\$ 1060000.00	48057500	
	EURO 322665.70	20966017	
	GBP 20000.00	1527000	70550517
Other Income	USD 704.00	34778	
	EURO 76405.32	4644328	
	GBP 16705.00	1196895	5876001
Expenditure in foreign exchange			
on tour and travels	US\$ 40983.59	2169152	
	EURO 19596.81	1101582	
	GBP 829.80	63108	3333842
Import Material	US \$ 19365369.58	969643082	
	EURO 1247750.43	84946252	
	GBP 7439.66	514838	1055104172
Import Equipment	US \$ 1365871.50	63772415	
	EURO 8827.37	593379	64365794

For and On behalf of the Board

Place: Chandigarh
Dated: 26-11-2012

Chairman

ANNEXURE `B`

The statement pursuant to section 217(2A) of The Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 and forming part of Director's Report:

Name	Designation/ nature of Duties	Age	Qualifications	Total Experience	Date of commencement of appointment	Gross Remuneration Rs. in lacs	Previous Employment held
Mr. S.R. Mehta	Chairman	56	B.sc	33yrs	06.06.1986	150.00	Synthico Formulation Pvt. Ltd (Area Manager)
Dr. Gopal Munjhal	Mg. Director & CEO	53	Medical Graduate	28 Yrs.	11.12.1986	150.00	Nil
Dr. V.R.Mehta	Jt. Mg. Director	55	M.sc	33 yrs	30.9.1993	150.00	Rallis India (Sales Officer)

For and On behalf of the Board of Directors

Place: Chandigarh
Dated: 26-11-2012

Chairman



Report on Corporate Governance

Ind-Swift philosophy on code of governance

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

Board of Directors

The Board of Directors of your company consists of twelve directors who have a rich experience in their respective fields. Out of these, three are Promoter/ Executive Directors, three are Promoter/ Non-Executive Directors and remaining six, including Nominee Director are independent directors. The Chairman of Board is an Executive Director. The detail of composition of Board of Directors is given below:

Sr. No	Name	Designation	Promoter /Non-Promoter/Independent/ Executive/ Non-Executive	No. of Other Directorships	No. of Committee Memberships	Shareholding (No. of Shares)
1	Mr. S.R.Mehta	Chairman	Promoter/Executive	04	03	607300
2	Dr. G. Munjal	Managing Director & CEO	Promoter/Executive	04	nil	645770
3	Dr. V.R.Mehta	Jt. Managing Director	Promoter/Executive	02	01	492790
4	Mr. Himanshu Jain	Director	Promoter/Non-Executive	04	02	495300
5	Mr.N.R.Munjal	Director	Promoter/Non-Executive	04	03	611700
6	Mr. Rishav Mehta	Director	Promoter/Non-Executive	02	NIL	73400
7	Mr. K.M.S.Nambiar	Director	Non-Executive/Non promoter/Independent	01	07	NIL
8	Dr.R.S.Bedi	Director	Non-Executive/Non promoter/Independent	01	01	NIL
9	Dr. N. D. Aggarwal	Director	Non-Executive/Non promoter/Independent	NIL	02	NIL
10	Mrs.Nirmal Aggarwal	Director	Non-Executive/Non promoter/Independent	NIL	NIL	NIL
11	Dr. H.P.S.Chalwla	Director	Non-Executive/Non promoter/Independent	02	NIL	NIL
12	Dr. S.K.Mathur	Director	Non-Executive/Non promoter/Independent	NIL	01	NIL
13	Mr. S.P.Sharma	Additional Director	Non-Executive/Non promoter/Independent	NIL	NIL	NIL
14	Mr. Atul Saxena	Director	Nominee(IFCI)	01	02	NIL



NOTES

- The Directorship mentioned above excludes private limited Companies, foreign Companies and section 25 Companies.
- Mr. K.M.S Nambiar holds position as chairman in 5 committees.
- Dr. N.D.Aggarwal and Mrs. Nirmal Aggarwal resigned from the Board of Directors on 08-02-2012 due to pre-occupations.
- Mr. S.P. Sharma was nominated by IFCI as its' Nominee on the Board of Directors on 08-02-2012. His Nomination was withdrawn by the IFCI on dated 18th Sept. 2012 and Mr. Atul Saxena was nominated as Nominee Director by the IFCI on the Board of Directors of the Company.
- Mr. S.P. Sharma was appointed as Additional Director on 7th November 2012.

None of the Directors holds the office of Directorship in more than fifteen Companies and membership in more than ten committees of the board and chairmanship of more than five committees. The details of Board Meetings held during 1st April 2011 to 30th June 2012 are as follows:-

Date of Meeting	Place	No. of Directors present
12-05-2011	Chandigarh	8
10-08-2011	Chandigarh	10
31-08-2011	Chandigarh	9
14-11-2011	Chandigarh	9
08-02-2012	Chandigarh	9
15-05-2012	Chandigarh	10

The attendance of Directors at Board meetings and the last annual general meeting is as under:-

Sr. No	Name	Nos. of Board meeting attended	Whether Last Annual general meeting held on 26 th September, 2011	Membership of Committees		
				Audit	STC	RC
1.	Dr. G. Munjal	5	Yes			
2.	Mr.S.R. Mehta	6	Yes			
3.	Dr. V.R.Mehta	5	Yes		Yes	
4.	Mr. Himanshu Jain	6	Yes		Yes	
5.	Mr.N.R.Munjal	6	Yes			Yes
6.	Mr. Rishav Mehta	5	Yes			
7.	Mr. K.M.S.Nambiar	5	Yes	Yes		Yes
8.	Dr.R.S.Bedi	3	Yes	Yes		
9.	Dr. N. D. Aggarwal	4	Yes	Yes		Yes
10.	Mrs. Nirmal Aggarwal	4	Yes			
11.	Dr. H.PS.Chalwla	4	Yes			
12.	Dr. S.K.Mathur	Nil	Yes		Yes	
13.	Mr. S.P.Sharma	2	No	Yes		Yes

Re-appointment of Directors

Mr. K.M.S.Nambiar, Dr. R.S.Bedi and Dr. H.PS Chawla Directors are retiring by rotation in the forthcoming AGM. The required information regarding these directors is given with the notice of the Annual General Meeting.



Code of Conduct

The Board of Directors have approved and adopted Code of Conduct for Board members and senior management. The Managing Director has affirmed that each Board Member and Senior Management acknowledged the receipt of the code of conduct and has affirmed compliance with this code.

The company has also adopted a code of conduct for prevention of Insider Trading. All the Directors, senior management, and other employees who have access to the unpublished price sensitive information of the company are governed by this code. During the period under review, there has been adequate compliance with the said code.

Audit Committee

The Audit committee of the Company consists of three Directors and all of them are independent and non-executive Directors. Dr. Gopal Munjal, MD &CEO is permanent special invitee to the committee. The Chairman of Audit Committee, Mr. K.M.S. Nambiar is a Fellow member of the Institute of Company Secretaries of India and has rich experience of financial matters and management. Six meetings of Audit Committee were held during the period 1ST April 2011 to 30th June 2012. The constitution of audit committee and attendance of each member are as under:-

Name of Directors	Category	Designation	Nos. of meetings attended
Mr.K.M.S. Nambiar	Non-Executive and Non Promoter	Chairman	6
Dr. N.D.Aggarwal*	Non-Executive and Non Promoter	Member	4
Dr. R.S.Bedi	Non-Executive and Non Promoter	Member	4
Mr. S.P.Sharma	Nominee IFCI	Member	2

* Dr. N.D.Aggarwal has resigned from the Board of Directors/ Audit Committee w.e.f. 8th February 2012.

The Company Secretary of the company acts as Secretary to the Committee. The terms of reference of the audit committee have been approved by the Board and include the following:

1. To review the quarterly and yearly financial statements before being submitted to the Board.
2. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To review, act and report to the Board of Directors with respect to various auditing and accounting matters, including recommendations for appointment of independent auditors, the scope of annual audits.
4. To hold periodical discussions with statutory auditors on the scope and content of audit
5. To discuss with the auditors any significant findings and follow up thereon.
6. To review the company's financial and risk management policies.
7. To ensure compliance of internal control system.
8. To consider such other matter as may be required by the Board; and
9. To do and to ensure compliance of all other matters specified under clause 49 of the listing agreement.

Share transfer/Shareholder's Grievance Committee

During period 1ST April 2011 to 30th June 2012, Share Transfer/Shareholder Grievance Committee meetings were held on fortnightly basis to consider share transfer and Investor grievances matters. the members of the committee are as follows:-

Name	Category	Designation
Dr. S.K. Mathur	Non-Promoter and Non Executive	Chairman
Dr. V. R. Mehta	Promoter and Executive	Member
Mr. Himanshu Jain	Promoter and Non-Executive	Member

The Company Secretary of the company acts as Secretary to the Committee.



Remuneration of directors

The remuneration of Directors is recommended by the remuneration committee. The company pays remuneration by way of Salary, perquisites and allowances to its' Executive Directors as approved by the shareholders. The details of remuneration paid to Executive Directors during 1st April 2011 to 30th June 2012 are as under:-

(Amount in Rs.)

Name of Director	Designation	Salary*	Bonus	Commission	Total	Service contract/ Notice period / Severance Fees
Mr. S.R.Mehta	Chairman	15,000,000	Nil	Nil	15,000,000	Terms of office till 31 st March 2013. No notice period or severance fees.
Dr. Gopal Munjal	Managing Director & CEO	15,000,000	Nil	Nil	15,000,000	Terms of office till 31 st March 2013. No notice period or severance fees.
Dr. V.R.Mehta	Joint Managing Director	15,000,000	Nil	Nil	15,000,000	Terms of office till 31 st March 2013. No notice period or severance fees.

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

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

The Executive Directors were paid remuneration as approved by the shareholders in the Annual General Meeting held on 26th September 2008. No options under the ESOP were granted to the Executive Directors.

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

Non-Executive Directors' compensation and disclosures

Apart from receiving sitting fees for attending the meetings of the Board/Committees, there are no pecuniary relationships or transactions between the company and independent directors. The details of sitting fees paid to the Independent Directors during period under review is given below:-

(In Rs.)

Name	Designation	Business relationship with company	Sitting Fees	Other expenses	Total
Dr. N.D.Aggarwal	Independent Director	Nil	8000	Nil	8000
Mrs. Nirmal Aggarwal	Independent Director	Nil	4000	Nil	4000
Mr. K.M.S.Nambiar	Independent Director	Nil	12000	Nil	12000
Dr. R.S.Bedi	Independent Director	Nil	8000	Nil	8000
Dr. H.P.S.Chawla	Independent Director	Nil	3000	Nil	3000
Mr.S.P.Sharma	Independent Director	nil	3000	Nil	3000



Remuneration Committee

Though Company is not mandatory required to form remuneration Committee, however as a gesture of good Corporate Governance a remuneration committee has been constituted. The members of the committee are as under:-

Name	Category	Designation
Mr. K.M.S. Nambiar	Non-Promoter and Non-Executive	Chairman
Dr. N.D. Aggarwal*	Non-Promoter and Non-Executive	Member
Mr. N.R.Munjal	Promoter and Non-Executive	Member
Mr. S.P.Sharma	Non-Promoter and Non-Executive	Member
Mr. Atul Saxena	Nomminee (IFCI)	Member

* Mr N.D. Aggarwal has resigned from the Board of Directors/Remuneration Committee w.e.f 8th February 2012

The terms of appointment of whole time directors are governed by resolution of Board of Directors and shareholders and rules applicable to the company. There was one meeting held during the period under review.

General body meetings

Details of last three Annual General Meetings:

Financial Year	Annual General Meeting	Date	Time	Venue	No. of Special Resolutions
2010-11	25 th AGM	26 th September 2011	11.00 a.m.	PHD Chamber , Sector 31, Chandigarh	3
2009-10	24 th AGM	30 th September 2010	10.00 a.m.	PHD Chamber , Sector 31, Chandigarh	3
2008-09	23 rd AGM	24 th September 2009	11.00 a.m	PHD Chamber , Sector 31, Chandigarh	1

- In the AGM held on 24-09-2009, one resolution regarding preferential allotment of 40,00,000 Zero Coupon Convertible Warrants was passed.
- In the AGM held on 30-9-2010, three special resolutions viz. appointment of Sh. Rishav Mehta as Director, Increase of Authorised Capital, and preferential allotment of 80,00,000 Zero Coupon Convertible warrants were passed.
- In the AGM held on 26-09-2011, three special resolutions viz revision in terms of appointments of Sh. S.R.Mehta, Dr. Gopal Munjal and Dr. V.R.Mehta were passed.

Declaration as required under Clause 49 of the Listing Agreement

As provided under Clause 49 of the Listing Agreement with the stock exchanges, The Board of Directors and the senior management personnel have affirmed with the code of conduct and ethics for the period ended 30th June 2012.

Sd/-
Dr. Gopal Munjal
Managing Director & CEO

CEO/CFO Certification under clause 49 of the Listing Agreement

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



Disclosures

- There were no transactions of material nature with the promoters, directors, management or their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.
- Transactions with the related parties are disclosed in Note No. 37 to Notes on Financial Statements (Annexure A & B) in the attached balance Sheet.
- The company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of Directors periodically revise the risk management framework of the company.
- The company has complied with all mandatory requirements as laid down by the clause 49 of the listing agreement. The non-mandatory requirements complied with have been disclosed at relevant places.
- During the last three years, no penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on matters related to capital markets. There has been no instance of non-compliance by the company on any matter related to capital markets. The Company has complied with all the applicable laws whichever applies to the company.
- There has not been any significant changes in the accounting policies during the period under review.

Means of communication

The Company has adopted following means of communication:

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

Management Discussion and Analysis Report

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

General Shareholder information

A. 26th Annual General Meeting

Date:	24th December 2012
Time:	10.00 a.m.
Venue:	Bal Bhawan, Sector 23, Chandigarh.

B. Financial Calendar :

Financial reporting for the financial year 2012-13 for

- Quarter ending
30 September 2012
Adopted on 7th November 2012
- Quarter ending
31 December 2012
By 15th February 2013
- Quarter ending
31 March 2013
By 15th May 2013



- Annual General Meeting for the year ending 31 March 2013

By September 2013.

Date of book closure:

From 20-12-2012 to 24-12-2012
(Both days inclusive)

C. Dividend payment date:

nil

D. Equity Shares Details

Stock Code

BSE: 524652

NSE: INDSWFTLTD

Company's ISIN No.

INE788B01028

Monthly Share Price movement:

The high and low prices of the company's share (of Rs. 2/-each) at BSE on monthly basis from April 2011 to June 2012 are as under:

Month	High (Rs.)	Low (Rs.)	Volume of shares
April 2011	40.00	30.50	15635719
May 2011	33.50	29.35	6439914
June 2011	33.05	29.25	8749945
July 2011	33.70	29.70	10352700
August 2011	33.00	23.40	11150423
September 2011	34.90	24.30	17834419
October 2011	32.55	29.00	5766270
November 2011	33.20	24.10	13428793
December 2011	26.75	23.25	3682398
January 2012	30.50	23.15	15568252
February 2012	33.90	27.30	19648073
March 2012	28.90	25.60	7965537
April 2012	30.95	26.35	11430453
May 2012	28.25	23.15	7860549
June 2012	24.20	17.80	13861785

Source: BSE website

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

Alankit Assignments Limited (Unit: Ind-Swift Limited)

2-E/21, Jhandewalan Extension, New Delhi - 110055

Tel: - +91-11-51540060-63, Fax: - + 91-11-51540064

E-mail: alankit@alankit.com

f. Share Transfer System (Physical Shares)

- The Share Transfer/shareholders Grievance Committee approves the transfer and transmission of shares, issue of duplicate share certificates and related matters. The transfers received are processed within 15 days of the receipt of the same subject



to the transfer document being complete and valid in all respects. The Committee also monitors the redressal of Investor's grievances. As on 30th June, 2012, there were no shares pending for transfer.

- The practicing Company Secretary appointed by the Board is conducting Share Capital Audit of the Company on quarterly basis and report is being filed with the stock exchanges.
- M/s Alankit Assignments Ltd., Registrar and Transfer Agent appointed by the Company have adequate infrastructure to carry out the share transfer, transmission and other related assignments.
- The Company has during the year under review received 29 complaints from shareholders and all the complaints have been duly settled. There was no unsettled complaint as on 30th June, 2012.

g. Distribution of shareholding: as on 30th June 2012

Shareholding of Nominal value of (Rs.)	Nos. of share-holders	Percentage	Share Amount	Percentage
Up to 5000	15153	93.42	13118958	14.20
5001 to 10000	545	3.36	4135048	4.48
10001 to 20000	277	1.71	4084436	4.42
20001 to 30000	74	0.45	1870098	2.03
30001 to 40000	55	0.34	1986668	2.15
40001 to 50000	19	0.12	861038	0.93
50001 to 100000	39	0.24	2726798	2.95
100001 and above	58	0.36	63573696	68.84
TOTAL	16220	100.00	92356740	100.00

h. Shareholding pattern as on 30th June 2012

Category	No. of shares	Percentage
Promoters/Promoters group	22388306	48.48
Mutual Funds & FIs	1706109	3.69
Bodies Corporate	7633524	16.53
NRI's/OCB's/FII	291133	0.63
Public	14159298	30.67
Total	46178370	100.00

i. Dematerialization of Shares

The shares of the Company are being traded in compulsory de-materialised form. The Company has ensured connectivity with both the depositories i.e National Securities Depository Limited and the Central Depository Services (India) Limited. As on 30th June 2012, 39929275 equity shares of the company, forming 86.47 % of the share capital of the company, stand dematerialized.

Mode of Shares	Number of Shares	%age
Physical	6249095	13.53
NSDL	34056390	73.75
CDSL	5872885	12.72
Total	46178370	100.00



- j. Registered office** Ind-Swift Limited
781, Industrial Area-II,
Chandigarh – 160002
Ph.: 0172-2638781, 2638782, 2638786
Fax: 0172-2652242
Website: www.indswift.com
- k. Company Secretary & Compliance officer** Mr. R.K.Sood
781, Industrial Area-II,
Chandigarh – 160002
e-mail: companysec@indswift.com
- l. Plant Locations:**
- 123, Industrial Area, Phase-I, Panchkula – 134109 (Haryana)
 - Plot No. 23, Sector – 2, Parwanoo (H.P.)(Unit-1)
 - Plot No. 17-B, Sector-2, Parwanoo (H.P.)(Unit-II)
 - Village Malku Majra, Baddi(H.P.)(Unit III & IV)
 - Village Jawaharpur, Teh. Derabassi, (Punjab)
 - Industrial Growth Centre, Sambha, Jammu(J&K)

Auditor's Report on Corporate Governance

The Members

M/s Ind - Swift Ltd.

Chandigarh.

We have examined the compliance of conditions of Corporate Governance by **M/s Ind Swift Ltd.** for the period 1st April 2011 to 30th June 2012 as stipulated in Clause 49 of the Listing Agreement of the said company, with Stock Exchange (s).

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

In our opinion and to the best of our information and according to explanation given to us by the Directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

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

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

Place: Chandigarh

Date : 26-11-2012

Sd/-
(J. K. Jain)
Partner
Membership No. 083140



Auditor's Report

The Members

Ind-Swift Limited

Chandigarh.

1. We have audited the attached balance sheet of M/s Ind-Swift Limited as on 30th June 2012 and also the Statement of Profit and Loss Account and the Cash Flow Statement of the Company for the 15 month period the ended on the same date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by Companies (Auditor's Report) Order, 2003, and as amended by Companies (Auditors Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the annexure referred to in paragraph (3) above:-
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary the for purpose of our audit.
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
 - c. The Balance Sheet and Statement of Profit and Loss Account and Cash Flow Statement referred to in this Report are in agreement with the books of accounts.
 - d. In our opinion the statement of Profit and Loss Account and Balance Sheet and cash flow statements comply with the requirements of the accounting standards referred to in Sub Section (3c) of Section 211 of the Companies Act 1956.
 - e. During the course of our Audit, we have not come across any such observation which has any adverse effect on the functioning of the Company.
 - f. Pursuant to the provisions of sub section (1)(g) of section 274 of the Companies Act 1956, we report as under :

On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 30th June, 2012 from being appointed as a Director of the Company in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
 - g. In our opinion and to the best of our information and according to the explanations given to us, the said statement of accounts read with and subject to notes thereon, give the information required by the Companies Act,1956 in the manner as required and give a true and fair view:-
 - a) In case of the Balance Sheet, of the state of affairs of the Company as at 30th June,2012
 - b) In the case of the Statement of Profit and Loss Account, of the loss for the period ended on 30th June 2012 and
 - c) In the case of Cash flow Statement, of the Cash Flow of the Company for the period ended on that date.

For J.K. JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS

Place: Chandigarh
Date: 28-08-2012

(J.K. JAIN)
Partner
Membership No. 083140



Annexure To The Auditor's Report

(Referred to in Para (3) of our Report 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 information and explanations given to us, the Company has a system of physical verification of all its fixed assets once in a year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No serious discrepancies were noticed on such verification.
(c) During the period, Company has no disposed off any substantial/major part of fixed assets.
- (ii) (a) As explained to us, the stocks of stores, spare parts, raw materials and finished goods have been physically verified by the management at regular intervals during the period.
(b) In our opinion and according to information & explanations given to us, the Procedure of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion & according to the information & explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of its inventory. The discrepancies noticed on physical verification of stocks of stores, spare parts, raw material and finished goods were not significant in relation to the operations of the Company and the same have been properly dealt with in the books of accounts.
- (iii) (a) According to the information and explanation given to us, the Company has granted loans, secured or unsecured to Companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956. As regards the loan given, Company has granted loan to parties and the balance outstanding as on 30th June ,2012 of Balance Sheet is Rs. 5592.24 lacs.
(b) According to the information & explanations given to us, the loans granted are unsecured and in our opinion, the terms & conditions of loans granted, are not prima facie prejudicial to the interests of the Company except the fact that the rate of interest charged on loans to sister concern i.e. Swift fundamental research & education society, at a lower rate of 12% p.a".
(c) According to the information & explanations given to us, the Company as well as the parties to whom loan have been given are regular in repayment of principal amount and payment of interest as stipulated.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for the sale of goods.
- (v) In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
(a) To the best of our knowledge and belief and according to the information and explanations given to us, the transactions that needed to be entered into the register have been so entered.
(b) According to the information and explanations given to us, the transactions exceeding Rs,5,00,000/- (Rupees five lacs only) have been made at prices, which are prima facie, reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with the directions issued by the Reserve Bank of India and provisions of Section 58A & 58AA of the Companies Act,1956 and the rules framed thereunder with regard to the deposits accepted from the public.
- (vii) In our opinion, Internal Audit System followed by the management is commensurate with the size of the Company and nature of its business.
- (viii) The Company is required to maintain cost records under section 209 (1)(d) of the Companies Act , 1956 for the products of the Company and according to the information & explanations given to us , the Company has maintained proper records as prescribed by the Central Government but we have not carried out the examination of these records.



- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to it. We are informed that there are no undisputed statutory dues as at the year end outstanding for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed dues of Income Tax, FBT, Wealth Tax, Sales Tax, Custom Duty and Excise Duty and cess matters.
- (x) The Company does not have accumulated losses as at the end of the financial year 30th June, 2012. Further the Company has not incurred any cash losses during the 15 month financial period ended June 30, 2012 and in the preceding financial year ended March 31, 2011.
- (xi) According to the records of the Company examined by us and the information and explanations given to us, the Company during the period has not defaulted in repayment of dues to financial institutions or banks.
- (xii) According to the information & explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute as specified under paragraph 4 (xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion and according to the information & explanations given to us, the Company has maintained proper records of the transactions relating to dealing in shares, securities & other investments & also entries have been made therein timely. Also all the shares, securities etc. have been held by the Company in its own name.
- (xv) In our opinion and according to the information & explanations given to us, the terms and conditions on which the Company has given guarantees during the year for loans taken by others from banks or financial institutions are prima facie not prejudicial to the interest of the Company.
- (xvi) In our opinion and according to the explanations given to us, the term loans taken during the year have been applied for the purpose for which they were obtained.
- (xvii) According to the information & explanations given to us and on overall examination of the balance sheet of the Company, we report that short term funds have not been used to finance long term investments and vice versa.
- (xviii) The Company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the period and the price at which shares have been issued is not prejudicial to the interest of the Company.
- (xix) During the period, since the Company has not issued any debentures, paragraph 4 (xix) of the Order is not applicable.
- (xx) During the period, since the Company has not raised any money by way of public issue, paragraph 4 (xx) of the Order is not applicable.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit for the period ended June, 30th 2012.

For J.K. JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS

Place: Chandigarh
Date: 28-08-2012

(J.K. JAIN)
Partner
Membership No. 083140



Balance Sheet

As at 30-06-2012

			(Rs. In Lacs.)	
PARTICULARS	NOTE NO	AS AT 30-06-2012	AS AT 31-03-2011	
I. EQUITY AND LIABILITIES				
Shareholder's Funds				
a) Share Capital	1	2,343.57	2,263.57	
b) Reserves and Surplus	2	29,464.34	30,017.29	
c) Money received against share warrants		300.00	700.00	
Total (A)		32,107.91	32,980.86	
Non-Current Liabilities				
a) Long -term borrowings	3	27,259.40	16,728.03	
b) Defferred Tax Liability (Net)	4	2,129.60	2,413.14	
c) Other Long term Liabilities	5	678.25	689.30	
d) Long term provisions	6	61.18	46.03	
Total (B)		30,128.43	19,876.50	
Current Liabilities				
a) Short-term borrowings	7	44,613.25	34,174.18	
b) Trade Payables	8	33,442.60	20,797.49	
c) Other Current Liabilities	9	16,523.96	14,827.82	
d) Short-term provisions	10	-	1,062.14	
Total (C)		94,579.81	70,861.63	
GRAND TOTAL (A+B+C)		156,816.15	123,718.99	
II. ASSETS				
Non-current assets				
a) Fixed Assets	11			
(i) Tangible Assets		37,171.79	18,888.69	
(ii) Intangible assets		2,450.54	1,606.20	
(iii) Capital Work in Progress		4,626.13	12,190.29	
(iv) Intangible assets under Development		306.35	169.86	
Total (D)		44,554.81	32,855.04	
b) Non-current Investments	12	4,557.48	4,557.48	
c) Long-term Loans and advances	13	3,550.38	4,183.39	
d) Other non-current assets	14	5,535.23	1,549.14	
Total (E)		13,643.09	10,290.01	



Balance Sheet

As at 30-06-2012

PARTICULARS	NOTE NO	(Rs. In Lacs.)	
		AS AT 30-06-2012	AS AT 31-03-2011
CURRENT ASSETS			
Inventories	15	36,553.35	47,174.50
Trade Receivable	16	45,027.48	23,162.40
Cash and Cash equivalents	17	4,559.86	3,678.07
Short-term loans and advances	18	8,483.10	2,923.82
Other Current Assets	19	3,994.46	3,635.15
Total (F)		98,618.25	80,573.94
GRAND TOTAL (D+E+F)		156,816.15	123,718.99
SIGNIFICANT ACCOUNTING POLICIES			
NOTES ON FINANCIAL STATEMENTS	1-37		

for and on behalf of the Board

A.K. TARAFDER
Vice President (Finance)

RAMAN K. SOOD
Company Secretary

S.R. MEHTA
Chairman

G. MUNJAL
Managing Director & CEO

AUDITOR'S REPORT
As per separate report of even date

N.R. MUNJAL
Vice Chairman

V.R. MEHTA
Jt. Managing Director

For J.K. JAIN & ASSOCIATES
Chartered Accountants

RISHAV MEHTA
Director

HIMANSHU JAIN
Director

J.K. JAIN
Partner
Membership No. 083140

K.M.S. NAMBIAR
Director

R.S. BEDI
Director

H.P.S. CHAWLA
Director

S.K. MATHUR
Director

Place: Chandigarh
Date : 28.08.2012

S.P. SHARMA
Nominee Director



Statement of Profit & Loss Account

For the Period 1st April 2011 to 30th June 2012

PARTICULARS	NOTE NO	PERIOD ENDED 30-06-2012	(Rs. In Lacs.)
			YEAR ENDED 31-03-2011
INCOME			
Revenue from operations	20	159,046.56	87,647.15
Other Income	21	2,932.28	2,057.33
TOTAL REVENUE (A)		161,978.84	89,704.48
EXPENDITURE			
Cost of Material Consumed	22	121,257.34	78,479.29
Changes in inventories of Finished Goods	23	14,476.39	(11,092.57)
Work-in-Progress			
Employee Benefits Expenses	24	3,948.08	2,646.90
Financial Cost	25	12,096.70	7,164.10
Depreciation/Amortisation	11	2,324.93	1,551.39
Other Expenses	26	10,260.46	6,474.50
TOTAL EXPENSES (B)		164,363.90	85,223.61
Profit/Loss Before Tax (A-B)		(2,385.06)	4,480.87
Tax Expenses			
Provision for Tax		-	879.83
Mat Credit Entitlement		-	(879.83)
Provision for Defferred Tax (Net)		(283.54)	147.21
Add Income Tax for Previous Year Adjusted		-	11.50
Profit (Loss) for the period		(2,101.52)	4,345.17
Basic Earning per Share		-4.84	11.13
Diluted Earning per Share		-4.27	10.87
Nominal Value per Share		2.00	2.00

for and on behalf of the Board

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S.K. MATHUR
Director

Place: Chandigarh
Date : 28.08.2012

S.P. SHARMA
Nominee Director



Cash Flow Statement

	For the Period Ended on	
	(Rs. in lacs) 30.06.2012	(Rs. in lacs) 31.03.2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	-2385.06	4480.87
Adjustment for Non Cash & Non Operating Items		
i) Misc. Expenditure Written off	940.24	668.53
ii) Depreciation/Amortisation	2152.54	1551.39
iii) Interest Income	(1056.02)	(85.51)
iv) Bad Debts Written off	-	503.28
v) Loss on Sale of Assets	563.95	7.17
vi) Dividend Income	(97.35)	(66.28)
vii) Interest Paid	12070.87	6124.94
viii) Profit on Sale of Assets	(2.47)	(0.87)
ix) Impairment of Assets	286.31	-
x) Exchange Loss	25.83	-
Operating Profit before Working Capital Changes	12498.84	13183.52
Adjustment for Current Items		
i) Increase/ (Decrease) in current Liabilities	13465.53	7743.22
ii) (Increase)/Decrease in current Loan & Advances	(4578.02)	(226.49)
iii) (Increase)/Decrease in Trade Receivable	(21890.91)	(4190.85)
iv) (Increase)/Decrease in Inventory	10621.14	(10277.23)
v) (Increase)/Decrease in other current Assets	(359.30)	-
Cash Flow from Operating Activities before Taxes	9757.28	6232.17
Taxes Paid		
i) Income Tax Paid	348.26	(245.81)
Net Operating Activities (A)	9409.02	5986.36
B. Cash Flow from Investing Activities		
i) Dividend Received	97.35	66.28
ii) Subsidy Received	28.58	(14.06)
iii) Interest Received	1056.02	85.51
iv) Net Increase in Investments	-	(1147.49)
v) Net Purchase of Fixed Assets (Including Capital WIP)	(14700.09)	(8034.25)
vi) Increase in Misc. Expenditure	(4926.33)	(611.06)
Net Cash used in Investing activities (B)	-18444.47	-9655.07



	For the Period Ended on	
	(Rs. in lacs) 30.06.2012	(Rs. in lacs) 31.03.2011
C. Cash Flow from Financing Activities		
i) Interest Paid	(12070.87)	(6124.94)
ii) Dividend Paid	(182.32)	(181.82)
iii) Increase in Unsecured Loans	3374.85	640.72
iv) Increase in Secured Loans	17595.58	7342.63
v) Proceed from Share Warrents	1200.00	-
vi) Proceed from Advance against Share Capital	-	430.00
Net Cash Flow from Financing Activities (C)	9917.24	2106.59
Net increase in Cash or Cash Equivalents (A+B+C)	881.79	-1562.12
Add : Opening Balance of Cash & Equivalents	3678.07	5240.19
Closing Balance of Cash & Cash Equivalents	4559.86	3678.07

for and on behalf of the Board

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Vice President (Finance)

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Company Secretary

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Chairman

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Managing Director & CEO

AUDITOR'S REPORT
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Director

H.P.S. CHAWLA
Director

S.K. MATHUR
Director

Place: Chandigarh
Date : 28.08.2012

S.P. SHARMA
Nominee Director



Significant Accounting Policies

1. Accounting Convention:

The Financial statements are prepared in accordance with applicable Accounting Standards in India. A summary of important Accounting Policies, which have been applied consistently, is set out below. Accounting Policies comprises Accounting Standards specified by the Central Government u/s 211 (3C) of the Companies Act 1956, other pronouncements of The Institute of Chartered Accountant of India and Guidelines issued by SEBI. The Financial Statement have also been prepared in accordance with relevant presentational requirements of the Companies Act 1956. The Financial Statements are rounded off to the nearest in Lacs.

2. Basis of Accounting:

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

3. Use of Estimates

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

4. Fixed Assets and Depreciation

- a. All fixed assets are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, fees and incidental expenses to bring the assets to its present condition and location and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.
- b. The Company is following the straight line method of depreciation at the rates as specified in schedule XIV of the Companies Act, 1956.

Depreciation is calculated on a pro-rata basis from the date of additions, except in the case of assets costing up to Rs.5000/- each, where each such asset is fully depreciated in the year of purchase.

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

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

5. Inventories are valued as under:-

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



6. Investments

Investments are classified into current and long term Investments.

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

7. Revenue Recognition

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

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

8. Foreign Exchange Transactions

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

9. Borrowing Costs:

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

10. Employee Benefits:

a) Short term Employee Benefits:

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

b) Defined Contribution Plans:

- 11. (a) **Current tax:** Provision is made for income tax, based on the liability as computed after taking credit for allowances and exemptions. Adjustments in books are made only after the completion of the assessment.



(b) **Deferred Tax** : Consequent to the Accounting Standard –22 “ Accounting for taxes on income ” becoming mandatory the differences that result between the profit offered for income tax and the profit as per the financial statement are identified and thereafter a deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another.

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

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

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

12. Provisions, Contingent Liabilities and Contingent Assets

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

13. Government Grant

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

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

14. Intangible Assets

(a) Intangible Assets are recognised only if they meet the recognition criteria as laid by Accounting Standard (AS) 26 on “Intangible assets”.

(b) Intangible assets are measured at cost and amortised over their useful life.

(c) Expenditure on Research phase is recognised as an expense when it is incurred.

(d) Expenditure on development phase is recognised as an Intangible Asset only if it meets the recognition criteria as laid by AS 26 on Intangible Assets. These assets are amortised over the useful period of life starting from the year when the asset first meets the recognition criteria.

14 A. Seed Marketing Expenses

AS 26 on ‘Intangible Assets’ required certain expenses to be treated as intangible assets while all other expenses of revenue nature other than specified should be recognized as revenue expenses in the year when it is incurred.

But in view of the past practice followed by the Company and typical nature of pharmaceutical business, we continue with the policy of Deferment of Seed Marketing Expenditure. These deferred expenses shall be amortised in subsequent five equal annual instalments.



15. Impairment of Assets

An Asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which as asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

16. Leases:

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

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



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

PARTICULARS	(Rs. In Lacs.)	
	AS AT 30-06-2012	AS AT 31-03-2011
NO-'1'		
SHARE HOLDER'S FUNDS		
SHARE CAPITAL		
AUTHORISED		
7,50,00,000 (P/Y- 7,50,00,000)	1,500.00	1,500.00
Equity Shares of Rs. 2/- Each		
25,00,000(P/Y-25,00,000)Cumulative Preference Share of Rs. 100/- Each	2,500.00	2,500.00
	4,000.00	4,000.00
ISSUED, SUBSCRIBED & PAID UP		
4,61,78,370 Equity Shares (P/Y 4,21,78370)		
of Rs.2/- Each Fully Paid up in Cash	923.57	843.57
14,20,000 Cumulative Redeemable Preference Shares (P/Y 14,20,000) of Rs.100/- each Fully Paid	1,420.00	1,420.00
	2,343.57	2,263.57

1.1 Reconciliation of Equity & Pref. Shares as on 30.06.12				
Particulars	2011-12		2010-11	
	No of Shares		No of Shares	
	Equity	Preference	Equity	Preference
Opening Balance	42178370	1420000	37178370	Nil
Add: No of Shares Issued	4000000	Nil	5000000	1420000
Closing Balance	46178370	1420000	42178370	1420000

1.2. The Company had issued 8000000 Share Warrants of Rs.10/-each on 11.02.2011. Out of these, 1000000 warrants have been converted in 1000000 Equity Shares on 26.03.11.and 4000000 Warrants have been converted into 4000000 Equity Shares issued @ Rs.40/-per share (including Premium Rs.38/-per share). The remaining 3000000 share warrants are due for conversion into equity shares by 11.08.2012.

1.3. No. of shareholders holding 5% or more of share capital

Name Of Shareholder	As on 30-06-2012		As on 31-03-2011	
	No. of Shares	% age	No. of Shares	% age
Essix Biosciences Limited	9064721	19.63	9064721	21.49

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



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. In Lacs.)	
PARTICULARS		AS AT 30-06-2012	AS AT 31-03-2011
NO-'2'			
RESERVES & SURPLUS			
General Reserve			
Opening Balance :	10,453.19		
Addition During the Year :	-	10,453.19	10,453.19
Capital Reserve			
Opening Balance:	67.91		
Less: Amortised during the year:	1.43		
Add: Addition during the year (Capital Subsidy)	30.00	96.48	67.91
Securities Premium			
Opening Balance:	4,350.10		
Add: Securities Premium Credited on Share Issue	1,520.00	5,870.10	4,350.10
Surplus in Profit & Loss Account			
Profit b/f from previous year	15,146.09		12,483.24
Add: Current Year Profit/Loss	(2,101.52)		4,345.17
Proposed Dividend on Equity Shares	-		156.12
Proposed Dividend on Preference Shares	-		0.23
Tax on Dividend	-		25.97
Profit Trfd. to General Reserve	-	13,044.57	1,500.00
		29,464.34	30,017.29
NO -'3'			
LONG TERM BORROWINGS			
(a) SECURED LOANS			
(i) From Banks		21,776.93	8,764.64
(ii) From Financial Institutions		1,278.11	2,872.20
(iii) Vehicle Loan		147.86	66.21
		23,202.90	11,703.05

3.1 Term Loan from Banks & Financial Institutions are secured by way of Equitable Mortgage of Immovable Properties Hypothecation of Plant & Machinery, Vehicles, second charge on Equipments, Utilities, other Fixed Assets, Current Assets and personal guarantee of Directors.

3.2 Maturity Profile of Term Loans/Vehicle Loan :

Period	1-2 year	2-3 year	3-4 year	4year & above
Term Loans	6238.48 Lacs	6381.16 Lacs	3848.97 Lacs	6586.43 Lacs
Vehicle Loans	88.51 Lacs	57.47 Lacs	1.88 Lacs	



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs.in Lacs.)	
	PARTICULARS	AS AT 30-06-2012	AS AT 31-03-2011
(b)	UNSECURED LOANS		
	Fixed Deposit from Public	4,030.59	4,970.37
	Long Term Maturities of Finance Lease Obligation	25.91	54.61
		4,056.50	5,024.98

3.3 Minimum Lease payments outstanding as on 30th June 2012 in respect of assets taken on Finance Lease are as follows:

Due	June30,2012 Total Minimum Lease Payments Outstanding as on 30th June 2012	March 31,2011 Total Minimum Lease Payments Outstanding as on 31st March2011
Within One Year	25.91 Lacs	19.86 Lacs
Later than one year but less than five Years	-	34.75 Lacs

NO -'4'	Amount (Rs.in Lacs)	Amount (Rs.in Lacs)
Deferred Tax Liability (Net)		
	2011-12	2010-11
Deferred Tax Liability	4511.22	2413.14
Deferred Tax Asset(Loss)	2,381.62	-
	2,129.60	2413.14
NO -'5'		
OTHER LONG TERM LIABILITIES		
Security Deposit Customers/Stockists	678.25	689.30
NOTE NO -'6'		
LONG TERM PROVISIONS		
Provision for Employee Benefits	61.18	46.03

6.1 Provision for Leave Encashment has been made as per rules of the Company without actuarial Valuation.

NO -'7'		
SHORT TERM BORROWINGS		
(i) SECURED LOAN		
Bank borrowings for working capital are secured by a Pari-Passu, first charge by way of Hypothecation of the Company's current assets, namely, Stocks of Raw Materials, Semi Finished, Finished Goods, Stores & Spares not relating to Plant and Machinery (Consumable Stores & Spares), Bills Receivable & Book Debts and all other movables of the Company both present and future excluding such movables as may be permitted by the said Banks from time to time. The said facility is further secured by way of pari passu second charge on the Company's immovable and movable properties (other than current assets) and personal guarantees of Directors.	35,541.46	29,445.73
	35,541.46	29,445.73
(ii) UNSECURED LOAN		
SHORT TERM BORROWINGS		
From Banks	1,465.16	-
From Financial Institution	1,135.15	-
From Others	538.24	3,309.55
Fixed Deposit from Public	5,933.24	1,418.90
	9,071.79	4,728.45
NO -'8'		
TRADE PAYABLES	33,442.60	20,797.49

8.1 The Company has not received any information from its suppliers regarding regd. under The Micro Small and Medium Enterprises Development act 2006. Hence, the information required to be given in accordance with Section 22 of the said act is not ascertainable and not disclosed.



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. In Lacs.)	
PARTICULARS	AS AT 30-06-2012	AS AT 31-03-2011	
NO -'9'			
OTHER CURRENT LIABILITIES			
Intt. Accrued But not Due	670.11	172.72	
Intt. Accrued and Due	264.30	-	
Advance from Customers	1,944.67	2,306.13	
Other Payable	3,520.08	4,062.10	
Current Maturities of Long Term Debts } refer to note	9,982.81	8,049.28	
Current Maturities of Vehicle Loan } no 3(a)	117.83	237.59	
Unclaimed Dividend	24.16	-	
	16,523.96	14,827.82	
9.1	The Unclaimed Dividend Payable does not include any amount to be credited to investor education and protection Fund		
NO -'10'			
SHORT-TERM PROVISIONS			
Proposed Dividend on Equity Shares	-	156.11	
Proposed Dividend on Pref. Shares	-	0.23	
Tax on Dividend	-	25.97	
Income Tax	-	879.83	
	-	1,062.14	
NO -'12'			
NON-CURRENT INVESTMENTS (AT COST)			
Investment in Equity Instrument			
9499720 (P/Y- 9499720) Equity Shares in			
M/s Ind Swift Laboratories Ltd	4,005.53	4,005.53	
2000000 (P/Y-2000000) Equity Shares of Fortune			
India Construction Ltd	200.00	200.00	
2207(P/Y -2207) Equity Shares of Punjab National Bank	8.61	8.61	
300000 {P/Y-300000} Equity Shares of Essix			
Biosciences Ltd.	300.00	300.00	
66000(P/Y-66000) Equity Shares of Mansa Print			
& Publisher Ltd @Rs.10/- Per Share	6.60	6.60	
Investment in Mutual Funds			
Investment in Principal Emerging Bluechip Fund	5.00	5.00	
Investment in Principal Large Cap Fund	25.00	25.00	
Other Investment			
Share Application Money of Mansa Print & Publishers Ltd.	6.75	6.75	
	4557.48	4557.48	
12.1	Total Cost of Quoted Investment is Rs. 4044.13 Lacs (Market Value Rs.4697.80Lacs) and Unquoted Investment is Rs. 513.35 Lacs		
12.2	Ind Swift Laboratories Ltd, Essix Biosciences Ltd, Fortune India Construction Ltd and Mansa Print & Publishers Pvt. Ltd are Associates.		



NO-11

NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30.06.2012

(Rs. in Lacs.)

NOTE OF FIXED ASSETS AS ON 30/06/2012		GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
SNO	PARTICULARS	BALANCE AS ON 01/04/2011	ADDITIONS/ TRSF DURING THE YEAR	SALE/ TRANSFER/ IMPAIRED	AS ON 30/06/2012	AS ON 31/03/2011	DURING THE YEAR	ON ASSETS SOLD	TOTAL DEPRECIATION UPTO 30/06/2012	AS ON 30/06/2012	AS ON 31/03/2011
(A)	TANGIBLE ASSETS										
1	LAND	678.99	41.64	0.00	720.63	0.00	0.00	0.00	0.00	720.63	678.99
2	LEASEHOLD LAND	19.37	15.62	0.00	34.99	1.51	0.27	0.00	1.78	33.22	17.86
3	BUILDING	6587.84	4743.23	2.53	11328.54	769.84	315.03	0.00	1084.87	10243.67	5817.99
4	PLANT & EQUIPMENT	11100.52	14668.68	1031.00	24738.20	1891.53	798.11	167.32	2522.31	22215.89	9208.99
5	FURNITURE & FIXTURE	496.46	90.01	0.00	586.47	125.84	41.26	0.00	167.10	419.38	370.63
6	VEHICLES	821.70	253.18	10.97	1063.91	376.83	104.16	5.08	475.91	588.00	444.87
7	OFFICE EQUIPMENT	760.23	91.76	0.00	851.99	405.32	117.89	0.00	523.21	328.78	354.91
8	MISC FIXED ASSETS	1476.04	572.34	5.07	2043.32	259.77	95.57	0.00	355.34	1687.98	1216.26
9	BUILDING (R&D)	58.56	0.00	0.00	58.56	24.82	2.45	0.00	27.27	31.30	33.75
10	FURNITURE & FIXTURE (R&D)	29.33	1.41	0.00	30.74	17.90	2.33	0.00	20.23	10.51	11.43
11	EQUIPMENT (R&D)	1268.25	0.23	0.00	1268.48	535.24	75.41	0.00	610.65	657.83	733.01
12	LAND (R&D)	0.00	234.63	0.00	234.63	0.00	0.00	0.00	0.00	234.63	0.00
(B)	INTANGIBLE ASSETS										
1	PATENT & TRADE MARK	36.06	11.03	0.00	47.09	16.41	5.39	0.00	21.80	25.29	19.65
2	PRODUCT TECHNOLOGY	2873.52	193.38	0.00	3066.90	1117.11	736.01	0.00	1853.12	1213.78	1586.56
3	SOFTWARE	0.00	1242.54	0.00	1242.54	0.00	31.06	0.00	31.06	1211.48	0.00
	TOTAL	26206.87	22159.68	1049.57	47316.98	5542.12	2324.93	172.40	7694.64	39622.36	20494.90
	TOTAL: P/Y (31/03/2011)	25122.78	1126.66	213.07	26036.37	3996.51	1551.39	6.43	5541.47	20494.90	21126.27
(C)	INTANGIBLE ASSETS UNDER DEVELOPMENT										
	Particulars	Opening Bal.	Addition	Capitalised	Closing Bal.						
	PRODUCT TECHNOLOGY	169.86	306.35	169.86	306.35						
	TOTAL: P/Y (31/03/2011)	293.71	169.86	293.71	169.86						
(D)	CAPITAL WORK IN PROGRESS										
	Particulars	Opening Bal.	Addition	Capitalised	Closing Bal.						
	CAPITAL WORK IN PROGRESS	12190.29	11249.12	18813.28	4626.13						
	TOTAL: P/Y (31/03/2011)	7885.25	4592.78	287.74	12190.29						
11.1 The Leasehold land is being written off Over the Period of lease Proportionately.											
11.2 Intangible Assets:											
a) Product Technology acquired by the Company is recognized as an intangible asset and is amortised over its useful life of 5 years											
b) Product Technology addition forming part of Fixed Assets note consists of following:											
Addition during the year											(Rs. In Lacs)
											193.38



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. In Lacs.)	
PARTICULARS	AS AT 30-06-2012	AS AT 31-03-2011	
NO - '13'			
LONG TERM LOAN & ADVANCES			
(Unsecured but considered good)			
Advance against Capital Goods	3,402.62	3,917.57	
Security Deposits	147.76	265.82	
	3,550.38	4,183.39	
NO - '14'			
OTHER NON CURRENT ASSETS			
(To the extent not written off/adjusted)			
Seed Marketing Expenses	5,522.48	1,467.54	
Public/Capital Issue Expenses	1.99	3.41	
Preliminary Expenses	0.19	0.50	
Product Development Expenses	-	58.48	
Software Development Expenses	10.57	19.21	
	5,535.23	1,549.14	
NO - '15'			
CURRENT ASSETS			
INVENTORIES			
(As taken, valued & certified by the Management)			
Raw Material	11,292.60	8,143.93	
Work- in- Progress	1,672.04	3,131.13	
Finished Goods	22,352.52	35,369.82	
Consumables	104.15	133.88	
Material in transit			
-Raw & Packing Material	1,024.17	307.12	
- Finished Goods	102.67	67.79	
Printing & Stationery in Hand	5.20	20.83	
	36,553.35	47,174.50	
15.1	The Inventories are valued as per method described in Significant accounting policies		
NO - '16'			
TRADE RECEIVABLES			
Debtors Outstanding for a Period			
Exceeding Six Months.			
Considered good	9,345.40	487.56	
Considered doubtful	964.20	503.28	
Other Debts	35,682.08	22,674.83	
(Unsecured but considered good by the management)	45,991.68	23,665.67	
Less: Bad Debts Written Off	-	499.11	
Less: Provision for Doubtful Debts	964.20	4.16	
	45,027.48	23,162.40	



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. in Lacs.)	
PARTICULARS	AS AT 30-06-2012	AS AT 31-03-2011	
NO -'17'			
CASH & CASH EQUIVALENTS			
Balance with Banks	1,662.52	1,065.14	
Cash in Hand	689.47	1,095.31	
Others (Imprest)	230.94	92.27	
Fixed Deposits with Banks	1,976.93	1,425.35	
	4,559.86	3,678.07	
<p>17.1 Fixed Deposits with banks are Rs. 1976.93 Lacs (P/Y Rs. 1425.35Lacs) out of which Rs.1758.42 Lacs (P/Y Rs. 1162.08 Lacs) are Pledged as margin money with banks.</p> <p>17.2 Balance with Banks includes Balance on account of unpaid dividend of Rs. 24.15 Lacs</p> <p>17.3 During the period the Company has Transferred a sum of Rs. 2.65 Lacs to Investor Education and Protection Fund on account of Unclaimed dividend for Financial Year 2003-04</p>			
NO -'18'			
SHORT TERM LOANS & ADVANCES			
(Unsecured but considered good by the management)			
Advances Recoverable in Cash Or			
In Kind Or For Value to be Received	3,302.21	2,535.14	
Loans & Advance to Related Parties	5,180.89	388.68	
	8,483.10	2923.82	
NO -'19'			
OTHER CURRENT ASSETS			
Mat Credit Entitlement	2,300.48	2,299.41	
Advance Income Tax	348.24	245.81	
Prepaid Expenses	178.49	177.92	
Others	1,167.25	912.01	
	3994.46	3,635.15	
<p>19.1 In the opinion of the Board, the current assets, loans & advances shown in the Balance Sheet have a value of realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provision for all known and determined liabilities is adequate.</p>			



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. in Lacs.)	
PARTICULARS		PERIOD ENDED 30-06-2012	YEAR ENDED 31-03-2011
NO - '20'			
Revenue from Operations			
Sale of Products		158,926.30	86,582.56
Less: Excise Duty		585.25	168.14
Net Sale of Products		158,341.05	86,414.42
Technology Transfer Fee		705.51	1,232.73
		159,046.56	87,647.15
NO - '21'			
Other Income			
Dividend Received		97.35	66.28
Miscellaneous Income		1,464.04	1,585.35
Previous Year Income		0.28	-
Interest on FDR		193.23	85.51
Interest Received		862.79	271.15
Profit on Sale of Assets		2.47	0.57
Subsidy Received		12.23	12.63
Insurance Claim Received		8.84	-
Other Income		291.05	35.84
		2,932.28	2,057.33
21.1	Miscellaneous Income of Rs. 1464.04 Lacs is on account of surplus as difference of price on cancellation of contracts due to non supply of CMO by various parties during the Period and on account of any possible error in the records. The said surplus has been accounted for on the basis of disclosure of income made by the Company during action u/s 132 of the Income Tax Act, 1961.		
NO - '22'			
COST OF MATERIAL CONSUMED/SOLD			
Opening Stock		8,277.81	9,271.28
Purchase		129,177.23	77,500.43
		137,455.04	86,771.71
Less :Spoilage & Expiry		207.94	14.61
Less: Sale of Licenses		110.05	-
Less: Sale		4,482.96	-
Less :Closing Stock		11,396.75	8,277.81
TOTAL	(A)	121,257.34	78,479.29

22.1 Cost of Materials Consumed

Raw Material	AS AT 30-06-2012		AS AT 31-03-2011	
	Amount (Rs in Lacs)	%	Amount (Rs in Lacs)	%
Imported	10551.04	8.70	4053.24	5.16
Indigenous	110706.30	91.30	74426.05	94.84

NO - '23'			
INCREASE/(DECREASE) IN INVENTORY			
OPENING STOCK			
Work-in-Progress		3,131.13	2,877.58
Finished Goods		35,369.82	24,530.80
		38,500.95	27,408.38
CLOSING STOCK			
Work-in-Progress		1,672.04	3,131.13
Finished Goods		22,352.52	35,369.82
		24,024.56	38,500.95
TOTAL	(B)	(14,476.39)	11,092.57
TOTAL	(A-B)	135,733.73	67,386.72



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. in Lacs.)
PARTICULARS	PERIOD ENDED 30-06-2012	YEAR ENDED 31-03-2011
NO '24'		
EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	3,535.75	2,365.96
PF & Other Funds	193.62	169.95
Staff Welfare	125.46	75.05
Contribution To Gratuity	93.25	35.94
	3,948.08	2,646.90
NO -'25'		
FINANCE COST		
Interest Expenses	9,080.18	5,815.16
Other Borrowing Cost	2,990.69	1,444.86
Exchange Fluctuation Expenses	25.83	(95.92)
	12,096.70	7,164.10
NO -'26'		
OTHER EXPENSES		
MANUFACTURING EXPENSES		
Power, Fuel & Water Charges	1,155.59	630.69
Repair & Maint. -Machinery	142.84	118.24
Repair & Maint. -Building	5.90	14.78
Loss of Stock Destruction	75.15	18.53
Service Charges	480.86	263.46
Insurance Charges	10.84	7.21
Staff Liveries	12.78	7.53
Lab Expenses/ETP Expenses	116.83	90.43
Other Manufacturing Expenses	262.65	74.92
	2,263.44	1,225.79



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. in Lacs.)
PARTICULARS	PERIOD ENDED 30-06-2012	YEAR ENDED 31-03-2011
ADMINISTRATIVE EXPENSES		
Director's Remuneration	414.00	331.87
Travelling & Conveyance	444.28	360.45
Audit Fees	15.45	7.42
Rent	155.18	78.11
Rates & Taxes	38.35	44.16
Telephone & Postage	163.53	124.89
Consumables	29.47	16.04
Repair & Maint.-Machinery	5.36	0.33
Repair & Maint.-Building	48.81	15.52
Repair & Maint.-General	69.34	55.16
Electricity & Power	38.90	14.80
Insurance Charges	132.48	89.86
Legal & Filing Fee	12.59	4.04
Professional Exp.	114.99	99.22
Printing & Stationery	125.61	51.64
Brokerage/Commission	135.60	65.84
Loss on Sale of Assets	563.95	7.17
Impairment of Assets	286.32	-
Security Expenses	90.64	60.38
Corporate & Other Administrative Expenses	436.90	257.72
	3,321.75	1,684.62
SELLING & DISTRIBUTION EXPENSES		
Commission to C & F Agents	380.42	280.57
Discount Allowed	3.57	13.92
Travelling Expenses	484.96	766.91
Bad Debts Written off	-	499.11
Provision for Doubtful Debts	964.20	4.16
Transportation Charges	1,345.40	763.69
Sales Promotion	327.38	248.53
Stockist Incentives	113.77	138.79
Other Selling Expenses	45.75	127.39
	3,665.45	2,843.07



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

		(Rs. in Lacs.)	
	PARTICULARS	PERIOD ENDED 30-06-2012	YEAR ENDED 31-03-2011
	RESEARCH & DEVELOPMENT EXP.		
	Salary & Wages (R&D)	45.71	38.71
	Consumables	13.35	4.26
	Repair & Maint.-Machinery	1.25	3.52
	Other Administrative Expenses	9.28	6.00
		69.59	52.49
	MISC. EXPENDITURE WRITTEN OFF		
	Seed Marketing Expenditure	871.38	525.50
	Product Development Expenses	58.48	125.18
	Public Issue Expenses	1.42	1.14
	Preliminary Expenses	0.31	0.25
	Software Development Expenses	8.64	16.46
		940.23	668.53

- 26.1 Expenses includes Rs. 18.29 Lacs (P/Y Rs. 28.91Lacs) as expenses relating to previous years.
- 26.2 In view of losses, the managerial remuneration paid/provided is in excess of limit prescribed main schedule XIV of Companies Act 1956. However Company is in process of obtaining the approval from Central Government in this regard.
- 26.3 During the year, the Company has undertaken a review of all fixed assets in line with the requirement of AS-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India. Based on such review, an amount of Rs. 286.31 Lacs is recognised as impairment loss for the current period.



Notes on Financial Statements

For the Period from 1st April 2011 to 30th June 2012

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

28. a) Earnings in Foreign Currency

		(Rs.in Lacs)	
Particulars	2011-12	2010-11	
FOB Value of Export	19866.86	6984.11	
Technology Transfer Fees	705.50	1222.63	
Other Income	58.76	13.66	
b) Expenditure in Foreign Currency			
Particulars	2011-12	2010-11	
Tours & Travels	33.34	16.51	
c) Value of imports calculated on CIF Basis:			
Particulars	2011-12	2010-11	
Raw Material	10503.99	3930.26	
Packing Material /Cons.	47.05	122.98	
Equipment	643.66	11.81	
d) Auditor's Remuneration:			
Particulars	2011-12	2010-11	
Audit Fee	Rs. 15.45	Rs. 7.42	

29. Contingent liabilities outstanding as on 30.06.2012 are as under:

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

Particulars	2011-12	2010-11
FLC /ILC	21427.49	19998.81
BG	1404.25	140.40

b) Arrears of Cumulative Dividend on cumulative Redeemable Preference Shares amounting to Rs.14.20 Lacs .

c) Corporate Guarantee on behalf of Ind Swift Laboratories Ltd of which Company is the shareholder amounting to **Rs. Nil** (Previous Year Rs.3749 Lacs) based on outstanding balances at the year end.

d) In respect of Income Tax matters pending before appellate authorities/CIT (Appeals) which the Company expects to succeed, based on decisions of Tribunals/Courts. There is contingent liability amounting to Rs. 578 Lacs.

e) In respect of Sale Tax matters pending before appellate authorities/CIT (Appeals) which the Company expects to succeed, based on decisions of Tribunals/Courts. There is contingent liability amounting to Rs. 590.64 Lacs.



30. The Company has introduced new product ranges like Arbisaar, Caplor-AS, Swiftor, Telhim, Ustat, Fegel Vaginal Lubricating Gel, Fewash100ml gy, Flucozy Xift, Ziptum, Caleez, Glidian, Majitrich, Qmel, Melswift, Qlite etc. during the year 2011-2012. The Company has also launched new divisions and also substantially increased the number of head quarters in the states. Expenses relating to the new divisions, head quarters and introduction & establishment of New Products have enduring beneficial effect beyond the year in which these are incurred. Such expenses are clubbed under the head Seed Marketing Expenses to be amortized in subsequent five equal annual installments. During the period the Company has debited a sum of Rs. 4926.33 Lacs to Seed Marketing Expenses account to be amortised in subsequent five equal annual instalments. Out of this amount Rs. 246.32 lacs have already been amortised during the current period. This has resulted in lowering the loss of the Company for the period by Rs. 4680.01 Lacs (Previous year Rs. 611.06Lacs) Deferred amount of Seed Marketing Expenses pertaining to earlier years and outstanding as on 30.06.2012 amounts to Rs. 842.47 Lacs.

31. **R & D:** Company is consistently undertaking Research & Development in new areas of Medicine. The R & D facility of the Company the is duly recognized by the Deptt. of Science & Technology, Govt. of India. The Company's team consisting of highly qualified scientists has proven their expertise in various areas of technology development. The Expenses on the research phase are charged to Profit and Loss account and Expenses relating to development phase shall be capitalised in subsequent years in accordance with AS-26. Expenditure on R&D incurred by the Company during the Year is:

		(Rs.in Lacs)
a)	Addition in Fixed Assets- Panchkula	Nil
b)	Product Technology Exp.– Panchkula as per note no 11	306.35
c)	Product Technology Exp.- Other Units	193.38
d)	Debited to Profit & Loss Account as per note no 26	69.59
e)	Depreciation / Amortisation-Panchkula	314.04
f)	Misc. Expenses W/off - Panchkula	34.30

The Depreciation and Misc. Exp. w/off related to Research & development are clubbed under respective heads in the profit & loss account.

32. Segment Reporting

Primary Segment (Business Segments)

The Company operates mainly in the business segment of Pharmaceutical Products, and in the opinion of the management the inherent nature of activities in which it is engaged are governed by the same set of risks and reward. As such the activities are identified as single segment in accordance with the Accounting Standard (AS-17) issued under companies (Accounting Standards) Rule 2006, as amended upto date.

Secondary Segment (By Geographical Segment)

S.No.	Particulars	(Rs. in Lacs)	
		30.06.2012	31.03.2011
(a)	Domestic	138474.19	79430.31
(b)	Export	19866.86	6984.11
	Total Sales	158341.05	86414.42

33. The Board of Director in their meeting held on 21.08.2012 has approved to put up restructuring application to the bankers for restructuring of its existing debts. The effect of the same, if any, on the financial statements dated 30.06.2012 has not been accounted for as the same is not yet known.



34. During this period the Company has entered the business of Dairy Products and is setting up a Milk Plant in the state of Himachal Pradesh.

35. Remittance in Foreign Currency on Account of Dividend:

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

	2011-12	2010-11
a) Number of Non-Resident Shareholders	116	105
b) Number of Equity Shares held by them	265856	257865
c) Amount of Dividend Paid	1.06 Lacs	2.82 Lacs

36. Earning Per Share (EPS)

(a) Basic EPS

S. NO	Particulars	2011-2012 (Rs. In lacs)	2010-2011 (Rs. In lacs)
i)	Profit/Loss after tax (Attributable to ordinary shareholders)	-2101.52	4344.93
ii)	Weighted Average number of ordinary Shares	43430011 Nos.	39029000 Nos.
iii)	Basic EPS/Share of Rs.2/-	Rs. -4.84	Rs.11.13
iv)	Diluted EPS/Share of Rs.2/-	Rs. -4.27	Rs.10.87

37 Related Party Disclosure

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

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

for and on behalf of the Board

A.K. TARAFDER
Vice President (Finance)

RAMAN K. SOOD
Company Secretary

S.R.MEHTA
Chairman

G.MUNJAL
Managing Director & CEO

AUDITOR'S REPORT
As per separate report of even date

N.R. MUNJAL
Vice Chairman

V.R. MEHTA
Jt.Managing Director

For J.K. JAIN & ASSOCIATES
Chartered Accountants

RISHAV MEHTA
Director

HIMANSHU JAIN
Director

J.K. JAIN
Partner
Membership No. 083140

K.M.S. NAMBIAR
Director

R.S. BEDI
Director

H.P.S. CHAWLA
Director

S.K. MATHUR
Director

Place: Chandigarh
Date : 28.08.2012

S.P. SHARMA
Nominee Director



ANNEXURE TO THE NOTES ON ACCOUNTS

ANNEXURE – ‘A’

RELATED PARTY DISCLOSURES LIST OF RELATED PARTIES AND RELATIONSHIPS		
S.NO.	RELATIONSHIP	NAME OF PARTY
(A)	ASSOCIATES	1. ESSIX BIOSCIENCES LTD. 2. IND SWIFT LABORATORIES LIMITED 3. MANSA PRINT & PUBLISHERS LTD. 4. FORTUNE INDIA CONSTRUCTION LTD 5. DASHMESH MEDICARE PVT LTD. 6. 3M ADVERTISING & PUBLISHERS LTD 7. SWIFT FUNDAMENTAL RESEARCH & EDUCATION SOCIETY
(B)	KEY MANAGEMENT PERSONNEL - DIRECTORS	1. MR. S.R. MEHTA 2. DR. G. MUNJAL 3. DR. V.R.MEHTA

Related Party Transaction 01.04.11 to 30.06.12

ANNEXURE-B

(Rs. in Lacs)

Nature of Transactions	Associates	
	2011-12	2010-11
Purchase of goods/Services	10984.37	4330.67
Sale of goods/services	18534.99	3557.80
Investment in shares	0.00	1126.00
Expenses	76.56	3.11
Interest Receivable	555.68	270.58
Interest Payable	0.00	193.39
Dividend Paid	27.46	19.01
Corporate Guarantees Given	0.00	3749.00
Dividend Received	95.00	65.68
Debit Balance Outstanding as on 30.06.2012		
Debtors	1773.13	59.63
Loan & Advances	5592.24	588.94
Investments	4518.88	4518.88
Credit Balance Outstanding as on 30.06.2012		
Creditors	691.36	455.60



Notice

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of Ind-Swift Limited will be held on Monday, 24th December 2012 at 10.00 a.m. at Bal Bhawan, Sector 23, Chandigarh to transact the following business:-

ORDINARY BUSINESS: -

1. To receive, consider, approve and adopt the Balance Sheet as at 30th June 2012, Statement of Profit and Loss for the 15 months ended 30th June, 2012, and to receive, Directors' Report and Auditors' Reports thereupon.
2. To appoint Director in place of Dr. H.P.S.Chawla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Dr. R.S.Bedi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Sh. K.M.S. Nambair, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint auditors and to fix their remuneration.

SPECIAL BUSINESS: -

6. To consider and of thought fit, to pass the following resolution with or without modification(s) as a Ordinary Resolution :

"RESOLVED THAT Sh. S.P. Sharma who was appointed as an Additional Director by the Board of Directors on 07th November, 2012, in accordance with the Articles of Association of the Company and who holds office as a Director under section 260 of the Companies Act, 1956, upto this Annual General Meeting be and is hereby appointed as director liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of sections 198, 269, 309, 310,311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the company be and is hereby accorded to the Re-Appointment of Sh. S.R.Mehta as a Whole time Director of the company, designated as Chairman of

the company for period of 3 (Three) years with effect from 1st April, 2013 on such remuneration and terms & conditions as set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Sh. S.R. Mehta.

"RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

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

RESOLVED THAT pursuant to the Provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and subject to all such approvals as may be required, the Company hereby approves the payment of remuneration to Sh. S.R. Mehta, Chairman of the Company for a period of 3 (three) years with effect from 1st April, 2011, including any extension or re-appointment period, as set out in the explanatory statement annexed as minimum remuneration with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Sh. S.R. Mehta.

"RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."



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

“RESOLVED THAT in accordance with the provisions of sections 198, 269, 309, 310,311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the company be and is hereby accorded to the Re-Appointment of Dr. Gopal Munjal as a Whole time Director of the company , designated as Managing Director & CEO of the company for period of 3 (Three) years with effect from 1st April, 2013 on such remuneration and terms & conditions as set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the “Board”) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Dr. Gopal Munjal.

“RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

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

RESOLVED THAT pursuant to the Provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and subject to all such approvals as may be required, the Company hereby approves the payment of remuneration to Dr. Gopal Munjal, Managing Director & CEO of the Company for a period of 3 (three) years with effect from 1st April, 2011, including any extension or re-appointment period as set out in the explanatory statement annexed as minimum remuneration with the liberty to the Board of Directors including any

committee thereof (the “Board”) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Dr. Gopal Munjal.

“RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

11. 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 198, 269, 309, 310,311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the company be and is hereby accorded to the Re-Appointment of Dr. V.R. Metha as a Whole time Director of the company, designated as Joint Managing Director of the company for period of 3 (Three) years with effect from 1st April, 2013 on such remuneration and terms & conditions as set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the “Board”) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Dr. V.R. Metha.

“RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.”

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



Special Resolution:

RESOLVED THAT pursuant to the Provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and subject to all such approvals as may be required, the Company hereby approves the payment of remuneration to Dr. V.R. Mehta, Joint Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2011, including any extension or re-appointment period as set out in the explanatory statement annexed as minimum remuneration with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Dr. V.R. Mehta.

"RESOLVED FURTHER that the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Relevant explanatory statement pursuant to section 173 of the Companies Act, 1956 is given hereto and forms part of the notice.
3. The Register of members and the Share Transfer Books of the Company will remain closed from 20-12-2012 to 24-12-2012 (both days inclusive).
4. Members holding shares in physical form are requested to notify/send any change in their address/mandate/

bank details and particulars of their account in case the same have not been sent earlier to the Company's Registrar and Transfer Agent to facilitate better services. Such members, if desired of making a nomination in respect of their shareholding in the company, as permitted under Section 109A of the Companies Act, 1956 are requested to submit details to the Registrar & Transfer Agents of the company, in the prescribed Form 2B for this purpose.

5. Members desirous of having any information as regards accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready.
6. Members are requested to bring their copies of the Report to the meeting, as no further copies would be made available.
7. Members holding shares in electronic form are advised to inform their concerned depository participants of any change in address etc.

Place: Chandigarh
Date: 26-11-2012

By Order of the Board

Sd/-
R.K. SOOD
COMPANY SECRETARY

Annexure to Notice

Explanatory Statement Pursuant to Section 173(2) of Companies Act, 1956

Item No. 6

Sh. S.P. Sharma was appointed as the Additional Director of the Company with effect from 07th November, 2012 and pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company, he holds the office upto this Annual General Meeting. Sh. S.P. Sharma has given his consent to act as Director of the Company. Moreover, the Company has received notice from the members pursuant to Section 257 of the Companies Act, 1956 signifying the intention to propose the above Director's appointment in the forthcoming Annual General Meeting. Mr. S.P. Sharma is M.B.A. and C.A (Inter) and is Ex-Vice President of The IFCI. He has rich experience



in the areas of Finance, management and administration The Directors, therefore, recommends the respective resolution for the approval of the members.

None of the directors are interested in the proposed resolution.

Item no. 7

The current tenure of Sh. S.R. Mehta is going to expire on 31st March 2013, In recognition of the excellent services rendered by Sh S.R. Mehta the committee of Board of Directors of the Company in its meeting held on 26-11-2012 approved the re-appointment and following remuneration payable to him. The said terms & conditions including remuneration, has also been approved by the remuneration committee of the Company.

A. REMUNERATION

Salary: Minimum Rs.10,00,000/- per month subject to the maximum of Rs.50,00,000/- per month with liberty to the Board to review and set the level from time to time.

B. Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service.
8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance - The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
10. Telephone, Telefax and other communication facilities.
11. Security - The Company shall provide for round the clock security at the Director's residence.

C. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Sh. S.R.Mehta, would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act, 1956, hence the special resolution is proposed for the approval of Shareholders and the Central Government. The statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution at item no.7 is annexed hereto as Annexure-A.

The said remuneration to Mr. S.R. Mehta is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Chairman of the Company. The Board recommends acceptance of the resolution for his current tenure as well as his re-appointment.

This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956.

Except Sh S.R. Mehta, Dr. Vikrant Rai Mehta and Sh. Rishav Mehta, none of the other Director is interested in the Resolution

Item No. 8

At the Annual General Meeting (AGM) of the Company held on 26th September, 2011 the shareholders had approved the revised terms of remuneration of Sh. S.R. Mehta as Chairman of the Company for a period of 5 years with effect from 01st July, 2011. As the Company has incurred net loss for the period ended 30th June 2012, as such the payment of existing remuneration to Chairman shall be subject to approval of the Central Government, as required under Schedule XIII to the Companies Act, 1956. A special resolution is required to be passed for payment of such remuneration for a period not exceeding three years w.e.f 1st April 2011.

Sh. S.R. Mehta is presently drawing a gross remuneration of Rs. 10,00,000/- per month excluding other perquisites, allowances and benefits. The committee of Board of Directors at its meeting held on 26-11-2012, have, pursuant to the



recommendation of Remuneration Committee, approved the payment of same remuneration in the event of no profit in any financial year. The salary, perquisites and allowances are the same as approved by the shareholders at their meeting held on 26th September, 2011. The details of remuneration payable including perquisites, allowances and other terms including explanations and details are same as given in explanatory statement to item no 7.

Item No. 9

The current tenure of Dr. Gopal Munjal is going to expire on 31st March 2013, In recognition of the excellent services rendered by Dr. Gopal Munjal the committee of Board of Directors of the Company in its meeting held on 26-11-2012 approved the re-appointment and following remuneration payable to him. The said terms & conditions including remuneration, has also been approved by the remuneration committee of the Company.

A. REMUNERATION

Salary :Minimum Rs.10,00,000/- per month subject to the maximum of Rs.50,00,000/- per month with liberty to the Board to review and set the level from time to time

B. Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - Once a year for self & family as per rules of the Company.
4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service.
8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance - The Company shall provide one fully

insured cars with driver and reimbursement of the operational expenses.

10. Telephone, Telefax and other communication facilities.
11. Security - The Company shall provide for round the clock security at the Director's residence.

C. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Dr. Gopal Munjal, would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act, 1956, the special resolution is proposed for the approval of Shareholders and the Central Government. The statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution at item no.9 is annexed hereto as Annexure-A.

The said remuneration to Dr. Gopal Munjal is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Managing Director & CEO of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956.

Except Dr. Gopal Munjal and Sh. N.R.Munjal, None of the Directors of the Company is interested in the proposed Resolution.

Item No. 10

At the Annual General Meeting (AGM) of the Company held on 26th September, 2011 the shareholders had approved the revised terms of remuneration of Dr. Gopal Munjal as Managing Director & CEO of the Company for a period of 5 years with effect from 01st July, 2011. As the Company has incurred net loss for the period ended 30th June 2012, as such the payment of existing remuneration to Dr. Gopal Munjal shall be subject to approval of the Central Government, as required under



Schedule XIII to the Companies Act, 1956. A special resolution is required to be passed for payment of such remuneration for a period not exceeding three years w.e.f. 1st April 2011.

Dr. Gopal Munjal is presently drawing a gross remuneration of Rs. 10,00,000/- per month excluding other perquisites, allowances and benefits. The Committee of Board of Directors at its meeting held on, 26-11-2012 and pursuant to the recommendation of Remuneration Committee, has approved the payment of same remuneration in the event of no profit in any financial year. The salary, perquisites and allowances are the same as approved by the shareholders at their meeting held on 26th September, 2011. The details of remuneration payable including perquisites, allowances and other terms including explanations and details are same as given in explanatory statement to item no 9.

Item No. 11

The current tenure of Dr. V.R. Mehta is going to expire on 31st March 2013, In recognition of the excellent services rendered by Dr. V.R. Mehta the committee of Board of Directors of the Company in its meeting held on 26-11-2012 approved the re-appointment and following remuneration payable to him. The said terms & conditions including remuneration, has also been approved by the remuneration committee of the Company.

A. REMUNERATION

Salary :Minimum Rs.10,00,000/- per month subject to the maximum of Rs.50,00,000/- per month with liberty to the Board to review and set the level from time to time.

B. Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement – Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance – Once a year for self & family as per rules of the Company.
4. Insurance – Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees – Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation

Fund or Annuity Fund – As per rules of the Company.

7. Gratuity – Upto half a month's salary for each completed year of service.
8. Leave encashment – As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance -The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
10. Telephone, Telefax and other communication facilities.
11. Security – The Company shall provide for round the clock security at the Director's residence.

C. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable Dr. V R Mehta, shall be within the limits prescribed under Schedule XIII read with relevant provisions of Companies Act, 1956, the special resolution is proposed for the approval of Shareholders. The statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution at item no. 11 is annexed hereto as Annexure-A.

The Board recommends acceptance of the resolution. This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956.

Except Sh S.R. Mehta, Dr. Vikrant Rai Mehta and Sh. Rishav Mehta, none of the other Director is interested in the Resolution.

Item No. 12

At the Annual General Meeting (AGM) of the Company held on 26th September, 2011 the shareholders had approved the revised terms of remuneration of Dr. V.R.Mehta as Joint Managing Director of the Company for a period of 5 years with effect from 01st July, 2011. As the Company has incurred net loss for the period ended 30th June 2012, as such the payment of existing remuneration to Dr. V.R.Mehta shall be subject to



approval of the Central Government, as required under Schedule XIII to the Companies Act, 1956. A special resolution is required to be passed for payment of such remuneration for a period not exceeding three years w.e.f. 1st April 2011.

Dr. V.R.Mehta is presently drawing a gross remuneration of Rs. 10,00,000/- per month excluding other perquisites, allowances and benefits. The Committee of Board of Directors at its meeting held on 26-11-2012 and pursuant to the recommendation of Remuneration Committee, has approved the payment of same remuneration in the event of no profit in any financial year. The salary, perquisites and allowances are the same as approved by the shareholders at their meeting held on 26th September, 2011. The details of remuneration payable including perquisites, allowances and other terms including explanations and details are same as given in explanatory statement to item no 11.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to clause 49 of the Listing Agreement with the Stock Exchanges)

Name of Director	Dr. H.P.S Chawla	Sh. K.M.S. Nambiar	Dr. R.S. Bedi
Date of Birth	14-04-1940	03-01-1943	23-10-1958
Date of Appointment	11-12-2006	28-06-2002	28-06-2002
Expertise in specific Functional Area	Former Dean of National Institute of Pharmaceutical Education and Research (NIPER).	Corporate Affairs, Finance, Administration and General Management	Renowned Pediatrician and Medical Practitioner.
Qualifications	M.Sc(Hons), M.Tech(Synthetic drug & Fine Chemicals, Ph.D	M.A, FCS	M.B.B.S, M.D, D.C.H
Details of Share held	Nil	Nil	Nil
List of Company in which outside Directorships held (excluding Private & Foreign Companies)	1.Ind Swift Laboratories Ltd 2.Unimark Remedies Ltd	Ind Swift Laboratories Ltd	Nil
Chairman / Member of the Committees of other Company on which he is a director as on 30.06.2012	Nil	Ind- Swift Laboratories Ltd. a) Chairman of Audit Committee, Share Transfer Committee.	Nil
Relationship inter-se between Directors	Nil	Nil	Nil

Annexure-A

Statement as required under Clauses 1(B) and 1(C) of Section II, Part II of the Schedule XIII of the Companies Act, 1956 with reference to the item no(s). 7 to 12 are as follows:

I. General Information: -

- (1) **Nature of Industry:** Pharmaceuticals
- (2) **Date or expected date of commencement of commercial production:** Existing Company already commenced the production from 1986.
- (3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. :** Existing Company, not applicable.



(4) **Financial performance based on given indicators:**

Sr. No.	Particulars	Audited reviewed figure for 3 months ended 30.06.2012	(Rs. in Lacs)		
			Audited Figure for 15 months period ended 30.06.2012	Audited Figure for 12 months period ended 31.03.2011	Audited Figure for 12 months period ended 31.03.2010
1.	Turnover	39266.18	159046.56	87647.15	68144.64
2.	Profit/(Loss) before tax	(6973.69)	(2385.06)	4480.87	3832.19
3.	Net Profit/(Loss)	(6290.15)	(2101.52)	4345.16	3671.50
4.	Paid-up Share Capital	923.57	923.57	843.57	743.57
5.	Reserves & Surplus (Excluding Revaluation Reserve)	---	29464.34	30017.29	24567.37

- (5) **Export performance and net foreign exchange collaborations:** During the 15 months period ended 30th June 2012, the foreign exchange earnings of the company were Rs. 20631.12 lacs.

- (6) **Foreign Investment of Collaborators, if any:** Nil

II. (a) Information about the Appointee Sh. S.R. Mehta

1. **Background details:** Sh S.R. Mehta, a science graduate by qualification. A highly respected member of the industry and business. Sh S.R. Mehta has been associated with Ind-Swift Ltd. since its inception and is currently the Chairman of the Company. He plays an active role in the affairs of the company related to General Management, marketing and implementation of growth strategy.

He is also involved in the long term strategy formulation of the Ind Swift Group and has been instrumental in enabling the group to diversify and expand its presence with the industry as a leading manufacturer of APIs & generic formulations..

2. **Past Remuneration:**

Financial Years	Amount (In Lacs)
2011-12 *	150.00
2010-11	112.50
2009-10	87.00

* For a period of 15 months from 1st April 2011 to 30th June 2012.

3. **Recognition or awards:** NIL

4. **Job profile and his suitability:** Sh. S.R.Mehta Chairman of Ind- Swift Group plays an active role in the affairs of the company related to marketing and implementation of growth strategy. He is also involved in the long term strategy formulation of the Ind Swift Group and has been instrumental in enabling the group to diversify and expand its presence with the industry.

5. **Remuneration proposed:** As stated in the Explanatory Statement at Item No.7 & 8 of the Notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** The remuneration as proposed for Mr. S.R.Mehta is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Sh.S.R. Mehta is a Promoter-Director, holding 607300 equity shares of Re.2/- each representing 1.32% of the total paid-up capital of the Company. He is the brother of Dr. V.R. Mehta Joint Managing Director and Uncle of Sh. Rishav Mehta, Director. Except remuneration, he does not have any pecuniary relationship with the Company.



b) Information about the Appointee Dr. Gopal Munjal

1. Background details: Dr. Gopal Munjal is a Medical Graduate, associated with Pharmaceutical Industry for the last 25 years. In 1986, he promoted Ind-Swift Ltd., and since then has headed the marketing and product development positions.

2. Past Remuneration:

Financial Years	Amount (In Lacs)
2011-12 *	150.00
2010-11	112.50
2009-10	87.00

* For a period of 15 months from 1st April 2011 to 30th June 2012

3. Recognition or awards: He is the president of Panchkula Management Association, Panchkula (Haryana).

4. Job profile and his suitability: Dr. Gopal Munjal, Managing Director & CEO has been entrusted with substantial powers of the management of the business and affairs of the Company. The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Dr. Gopal Munjal plays a major role in providing thought leadership and strategic inputs to the Company.

5. Remuneration proposed: As stated in the Explanatory Statement at Item No.9 & 10 of the Notice

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The remuneration as proposed of Dr. Gopal Munjal is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Dr. Gopal Munjal is a Promoter-Director, holding 645770 equity shares of Re.2/- each representing 1.40% of the total paid-up capital of the Company. He is brother of Sh. N.R. Munjal, Director. Except remuneration, he does not have any pecuniary relationship with the Company.

c) Information about the Appointee Dr. V.R.Mehta

1. Background details: He is a post Graduate having an experience of 33 years in the Pharmaceutical Industry. He has worked with multinational pharmaceutical Companies at various levels. He has been the whole time Director in Ind-Swift Limited and has an active role in production management and development of new generic products.

2. Past Remuneration:

Financial Years	Amount (In Lacs)
2011-12 *	150.00
2010-11	112.50
2009-10	87.00

* For a period of 15 months from 1st April 2011 to 30th June 2012

3. Recognition or awards: Nil

4. Job profile and his suitability: Dr. V.R.Mehta is playing an active role in marketing management and development of new generic products. He is also heading the newly formed Dairy Division of the company. He is instrumental in the development of the Company and for maintaining cordial atmosphere and relationship.

5. Remuneration proposed: As stated in the Explanatory Statement at Item No.11 & 12 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant



details would be w.r.t. the country of his origin): The remuneration as proposed of Dr. V.R.Mehta is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. V.R.Mehta is a Promoter-Director, holding 492790 equity shares of Re.2/- each representing 1.07% of the total paid-up capital of the Company. He is the brother of Sh. S.R. Mehta, Chairman and Uncle of Sh. Rishav Mehta, Director. Except remuneration, he does not have any pecuniary relationship with the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** During the period under review, the profitability of the Company has declined, mainly due to high level of finished stock, slow movement of inventory, clearance of stocks at lower prices, low margins from generic products and increase in finance cost due to increase in rate of interests.
2. **Steps taken or proposed to be taken for improvement:** The Company proposed to emphasize on sale of its ethnic products in the domestic market while its global business unit will push generic products in overseas markets. The Company will also ensure strict financial discipline, realization of outstanding debtors, and gradual reduction of high cost debts.

3. **Expected increase in productivity and profits in measurable terms:** In view of the facts stated above it is difficult to forecast the productivity and profitability in measurable terms. However the company expects that the productivity and profitability may improve and would be comparable with the industry average.

IV. Disclosures:

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement (s) as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming a part of the Annual Report of the Company.

Place: Chandigarh
Date: 26-11-2012

By Order of the Board
Sd/-
R.K.SOOD
COMPANY SECRETARY



Ind-Swift Limited

Registered Office : 781, Industrial Area-II, Chandigarh 160 002

ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of meeting hall.

DATE: 24-12-2012

VENUE: Bal Bhawan, Sector 23, Chandigarh

TIME: 10.00 AM

DP ID No.

Folio No./ Client ID No.

No. of Shares

Name

Address

I certify that I am a registered shareholder of the Company and hold _____ Shares.

Member

Proxy

Member Signature

Name of the Proxy in BLOCK LETTERS

Proxy's Signature



Ind-Swift Limited

Registered Office : 781, Industrial Area-II, Chandigarh 160 002

PROXY FORM

I/We _____ of _____
being a Member /Members of Ind-Swift Limited, hereby appoint _____ of _____
or failing him _____ of _____ or failing him _____ of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the 26th Annual General Meeting
of the Company to be held on 24th December, 2012 and at any adjournment thereof.

Signed this _____ day of _____ 2012.

DP ID No. _____

Folio No./ Client ID No. _____

No. of Shares _____

Signed by the said _____

Proxy No. _____ (For official use only)

**Affix
Revenue
Stamp**

- NOTE :
- The proxy must be returned so as to reach the Regd. Office, 781, Ind-Swift Ltd., Industrial Area-II, Chandigarh - 160 002 not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.
 - Please mark the envelop 'IND-SWIFT PROXY'.

