



FDC LIMITED

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136, District Aurangabad, Maharashtra
R&D, Training Centre and Corp. Office: 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102

Website: www.fdcindia.com; **E-mail Id:** fdc@fdcindia.com

Tel: 0240-2554407; **Fax:** 0240-2554299

NOTICE is hereby given that the Seventy Sixth Annual General Meeting of the shareholders of the Company will be held on Saturday, September 17, 2016, at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad- 431 210, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon.
2. To confirm the Interim Dividend of Rs.2.25/- (225%) per equity share having face value of Re.1 each, declared and paid by the Board of Directors, as Final Dividend for the financial year ended March 31, 2016.
3. To appoint a director in place of Ms. Nomita R. Chandavarkar, Wholetime Director (DIN: 00042332) who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 324982E/E300003, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to fix the remuneration as may be recommended by the audit committee in consultation with the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby accorded for the re-appointment of Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Wholetime Director of the Company for a period of 5 (five) years with effect from February 29, 2016, on the following terms and conditions, remuneration and perquisites upto a maximum as may be permitted under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Ashok A. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable (“said appointee”):

(1). The material terms of the said Agreement are as follows:

- i. Term: February 29, 2016 to February 28, 2021
- ii. Salary: Rs. 2,11,475/- (Rupees Two Lacs Eleven Thousand Four Hundred and Seventy Five Only) per month with effect from February 29, 2016 with an annual increment of Rs. 10,000/- (Rupees Ten Thousand Only) upto a maximum of Rs. 2,51,475/- (Rupees Two Lacs Fifty One Thousand Four Hundred and Seventy Five Only) per month.

Annual increments for the term, will be effective from March.

- iii. Commission: In addition to salary and perquisites, commission not exceeding 0.40% of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Companies Act 2013 and subject to the overall ceilings laid-down under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.
- (2). Perquisites: In addition to the salary and commission as mentioned in Clause (1) above, the said appointee shall be entitled to perquisites as under:
- i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
 - ii. Medical, hospitalization and health care expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner, travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 3 (three) months' salary in a block period of 3 (three) years.
 - iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holidaying in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.
 - iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
 - v. Personal Accident Insurance: As per any rules specified by the Company.
 - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
 - vii. Provident Fund : Company's contribution to provident fund shall be as per the scheme applicable to the employees of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
 - viii. Contribution to provident fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.
 - ix. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
 - x. Ex- Gratia: In accordance with the Company's rules and regulations in force from time to time.
 - xi. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.
 - xii. Land line telephone/mobile phone/internet for official use.
- (3). Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V of the Companies Act, 2013, except with the approval of the Shareholders of the Company, wherever necessary.
- (4). The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
- (5). The said appointee shall be entitled to :
- i. Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
 - ii. The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.

- (6). The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the Board of Directors and shall in all respects conform to and comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.
- (7). The salary payable to the said appointee in terms of Clause (1), hereof shall continue to be paid to him in full during the first 6 (six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (twelve) months or until this Agreement is determined as hereinafter provided, whichever is earlier.
- (8). The said appointee shall not at any time or times, during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, formulae and know-how to be used for the manufacture or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company, which shall come to his knowledge, whether the same shall be confided to him or become known to him as director or in any other manner whatsoever, during the course of his employment.
- (9). In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives, the remuneration for the then current month in addition to such other sum as the Board may determine.
- (10). If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine this Agreement.
- (11). The said appointee shall not during the continuance of this Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.
- (12). The said appointee hereby agrees that he will not at any time after determination of his employment:
 - (i) Solicit the custom of or deal with any person or Company who has during the 3 (three) / 5 (five) years preceding such determination been a customer of the Company; and
 - (ii) Represents himself as being in any way directly or indirectly connected with or interested in the business of the Company.
- (13). Subject to Section 202 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.
- (14). In the event of the Company being wound up voluntarily and in case it is able to pay its debts, the said appointee shall be paid by the Company or by its liquidator in priority to all other creditors as compensation for the loss of his employment as the appointee the sum equal to his 12 (twelve) months' remuneration consisting of salary on the basis of the last salary drawn and such compensation shall at all times be the first charge on the assets of the Company.
- (15). Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate this Agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to modify the terms and conditions of the appointment of Mr. Ashok A. Chandavarkar, subject to the conditions that such modification complies with relevant sections and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the agreement dated February 06, 2016 entered into by the Company with Mr. Ashok A. Chandavarkar, with respect to the above terms and conditions be and is hereby approved.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 and the Rules made thereunder, CA.Uday Kumar Gurkar (DIN: 01749610), who was appointed as an Additional, Non Executive & Independent Director of the Company with effect from April 01, 2016, and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose CA.Uday Kumar Gurkar as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non-Executive and Independent Director, for a term of 5 (five) consecutive years upto March 31, 2021 and not liable to retire by rotation.

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

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

“RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.4,25,000/- (Rupees Four Lacs Twenty Five Thousand Only) plus taxes and out of pocket expenses, payable to M/s. Sevekari Khare & Associates, Cost Accountants (Firm Registration No. 000084) for conducting the cost records maintained by the Company, for the financial year ending March 31, 2017, as recommended by the Audit Committee and approved by the Board of Directors at their meeting held on May 26, 2016, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be required in this regard.”

By Order of the Board

Place : Mumbai
Date : May 26, 2016

Varsharani Katre
Company Secretary

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 7 of the accompanying Notice are annexed hereto.
2. In respect of Resolutions at Item Nos. 3, 5 & 6, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.
4. A person can act as a proxy on behalf of Members not exceeding fifty, and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorised representatives are requested to bring the duly filled and signed attendance slips along with the copies of the annual report to the meeting.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from September 08, 2016 to September 17, 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. SEBI Regulations has mandated companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant/s (DP) and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details, if required.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their Depository Participant and Members holding shares in physical form should inform the Registrar and Share Transfer Agent i.e. Sharex Dynamic (India) Pvt. Ltd., their PAN details along with proof thereof.
10. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 13,07,733/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2007-2008 to the Investor Education and Protection Fund of the Central Government.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company i.e. www.fdcindia.com and also on the website of the Ministry of Corporate Affairs i.e. www.mca.gov.in.
12. The Company shall transfer the Unclaimed dividends for all the years from 2008-2009 onwards to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company at its Corporate office, in respect of their outstanding dividends for the succeeding years.
13. Electronic copy of the Notice and the Annual Report for the year ended March 31, 2016 is being sent to all the members whose e-mail address is registered with the Company / Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, the Annual Report for the year ended March 31, 2016 is physically sent along with the Notice. Members who have not yet registered their e-mail address are encouraged to submit their request with their respective Depository Participant of the Company, as the case may be.
14. Members may also note that the Notice of the 76th Annual General Meeting and the Annual Report for the year ended March 31, 2016 shall also be available on the Company's website i.e. www.fdcindia.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon submitting a request to the Company.
15. **Process and manner for voting through electronic means:**
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules made thereunder, the Company is pleased to provide its shareholders with the facility to exercise their right to vote at the 76th Annual General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).
 - ii. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - iii. Members can adopt for only one mode of voting i.e. either by e-voting or ballot paper. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
 - iv. The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date i.e. September 10, 2016.
 - v. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat the Notice for informational purpose only.

- vi. M/s. Sanjay Dholakia & Associates, Practising Company Secretary (C.P.No.2655) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.fdcindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 17, 2016.

16. Instruction for remote e-voting through CDSL:

- i. The remote e-voting shall commence on **Wednesday, September 14, 2016 at 09.00 a.m. IST** and ends on **Friday, September 16, 2016 at 05.00 p.m. IST**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 10, 2016** may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.
- ii. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting, shall not be entitled to cast their vote again at the Annual General Meeting.
- iii. The shareholders should log on to the e-voting website i.e. www.evotingindia.com.
- iv. Click on Shareholders.
- v. **Now Enter your User ID**
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on “**SUBMIT**” tab.
 - x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii. Click on the EVSN for the relevant FDC Limited on which you choose to vote.
 - xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xviii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - xx. **Note for Non – Individual Shareholders and Custodians:**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
 - c. After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**
17. Relevant documents referred to in the accompanying notice and in the Explanatory Statements are open for inspection at the Registered Office of the Company situated at B-8, M.I.D.C, Industrial Estate, Waluj Dist., Aurangabad 431 136 between 10.00 a.m. IST to 12.00 noon IST on all days except Friday and holidays, prior to the date of the meeting and at the venue of the Annual General Meeting during the meeting hours.

By Order of the Board

Place : Mumbai
Date : May 26, 2016

Varsharani Katre
Company Secretary

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Ashok A. Chandavarkar as Wholetime Director, for a period of 5 (five) years with effect from February 29, 2016 to February 28, 2021, at its meeting held on February 06, 2016. His re-appointment is subject to the approval of the Members.

Mr. Ashok A. Chandavarkar is on the Board of the Company as a Wholetime Director. He is also the Member of Corporate Social Responsibility Committee and the Stakeholders Relationship Committee of the Company.

Mr. Chandavarkar is a Bachelor of Engineering (Mechanical) having extensive experience in manufacture and marketing fine chemicals and pharmaceuticals. He joined FDC Limited in the year 1987. Mr. Chandavarkar is entirely responsible for the Company's Materials Procurement. Besides, vocational proficiency, he is a hard-core Rotarian, Past President of Rotary Club of Bombay Seacoast. In his Rotary career, he has received many accreditations from Rotary India and Rotary International.

Mr. Chandavarkar holds 1,59,88,193 shares of FDC Limited as on March 31, 2016. The terms and conditions of re-appointment including the remuneration payable to Mr. Chandavarkar is laid out in the Resolution No. 5 of the accompanying Notice.

Mr. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as Wholetime Director of the Company. He is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board considers that the association with Mr. Chandavarkar would be of immense benefit to the Company.

The Agreement entered into with Mr. Chandavarkar dated February 29, 2016 is open for inspection at the Registered Office of the Company during business hours i.e. 10.00 a.m. IST to 12.00 noon IST on all days except Friday and holidays, prior to the date of the meeting and at the venue of the Annual General Meeting during the meeting hours.

Mr. Mohan A. Chandavarkar and Mr. Ameya A. Chandavarkar being related to Mr. Ashok A. Chandavarkar and Mr. Ashok A. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above.

The relatives of Mr. Ashok A. Chandavarkar may be deemed to be interested in the Resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms of the Agreement and Memorandum of Concern or Interest under Section 190 of the Companies Act and a disclosure under Regulation 36 of the SEBI Regulations.

The Board recommends the Resolution No. 5 for approval of the shareholders.

Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed, CA.Uday Kumar Gurkar as an Additional, Non-Executive and Independent Director of the Company with effect from April 01, 2016, at their meeting held on February 06, 2016. His appointment is subject to the approval of the Members for a term of 5 (five) consecutive years upto March 31, 2021 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013. The Company has received a notice from a Member proposing CA.Uday Kumar Gurkar, as a candidate for the office of Director of the Company.

CA.Uday Kumar Gurkar is a Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India. He has to his credit, a vast experience of 29 years in various Industries, which includes Engineering, Lubricating Oil and Pharmaceutical Industry and over 10 years of Practice as a Chartered Accountant. His expertise includes handling Financial Accounting & International Reporting, Project Finance, Budgets, Business Plan, Internal / Operations Audit etc.

Presently, CA.Uday Kumar Gurkar is on the Board of one of the largest Co-operative Bank namely The Shamrao Vithal Co-operative Bank Limited as the Chairman. He is also actively involved as a member of its various board committees.

CA.Uday Kumar Gurkar is not related to any Directors of the Company. He does not hold any shares of the Company in his name as on March 31, 2016.

CA.Uday Kumar Gurkar is also not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from CA.Uday Kumar Gurkar, that he meets

the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, CA.Uday Kumar Gurkar fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. He is independent of the management.

Copy of the letter for appointment of CA.Uday Kumar Gurkar as Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company during business hours i.e. 10.00 a.m. IST to 12.00 noon IST on all days except Friday and holidays, prior to the date of the meeting and at the venue of the Annual General Meeting during the meeting hours.

The Board considers that the association with CA.Uday Kumar Gurkar would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. He shall bring with him immense experience to the Company in the areas of Financial Accounting & International Reporting, Business Plan and Internal / Operations Audit.

CA.Uday Kumar Gurkar is interested in the Resolution No. 6 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

The Board recommends the Resolution No. 6 for approval of the shareholders.

Item No. 7

The Board of Directors at their meeting held on May 26, 2016, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sevekari Khare & Associates having Registration No. 000084, as Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2017, on a remuneration of Rs.4,25,000/- (Rupees Four Lacs Twenty Five Thousand Only) plus taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution No. 7 for approval of the shareholders.

By Order of the Board

Place : Mumbai
Date : May 26, 2016

Varsharani Katre
Company Secretary

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI REGULATIONS:

i. Re-appointment of Ms. Nomita R. Chandavarkar (Item No. 3)

In terms of Section 152(6) of the Companies Act, 2013, Ms. Nomita R. Chandavarkar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.

Ms. Nomita R. Chandavarkar was appointed as a Wholetime Director of the Company for a period of 5 (five) years effective from June 02, 2014 to June 01, 2019. As per the terms of her appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in her appointment as a Wholetime Director.

Ms. Nomita R. Chandavarkar, is a commerce graduate from M.M.K. College of Commerce and Economics, Mumbai. She holds 56,82,940 shares of FDC Limited as on March 31, 2016. Being a part of FDC for around 15 years, she has been actively involved in various functions of the Company such as Employee Welfare, Talent Management, charitable activities etc.

Ms. Nomita R. Chandavarkar is also the Member of the Corporate Social Responsibility Committee of the Company. She is the Chairperson of Internal Committee formed under the Sexual Harassment of Women at Workplace Act 2013 and an active member of website committee which is involved in website development, redesigning and content management. She is also the Director of DSS Out Sourcing Solutions Private Limited.

Ms. Nomita R. Chandavarkar is deemed to be interested or concerned in the resolution as enumerated above. Her relatives may be deemed to be interested in the resolution set out at Item No.3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is in any way, concerned or interested, financially or otherwise, in the Resolution.

Upon her re-appointment as a Director, Ms. Nomita R. Chandavarkar shall continue to hold office as a Wholetime Director. Accordingly, the Board recommends her re-appointment.

ii. Re-Appointment of Mr. Ashok A. Chandavarkar (Item No. 5)

For the details of Mr. Ashok A. Chandavarkar, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

iii. Appointment of CA.Uday Kumar Gurkar (Item No. 6)

For the details of CA.Uday Kumar Gurkar, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 6 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

By Order of the Board

Place : Mumbai
Date : May 26, 2016

Varsharani Katre
Company Secretary



FDC LIMITED

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136, District Aurangabad, Maharashtra
R&D, Training Centre and Corp. Office: 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102

Website: www.fdcindia.com; **E-mail Id:** fdc@fdcindia.com

Tel: 0240-2554407; **Fax:** 0240-2554299

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No. / Client ID : _____

DP ID : _____

I/We, being the Member(s) of _____ shares of FDC Limited hereby appoint:

1. Name : _____

Address : _____

E-mail ID : _____

Signature : _____

or falling him/her

2. Name : _____

Address : _____

E-mail ID : _____

Signature : _____

or falling him/her

3. Name : _____

Address : _____

E-mail ID : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Sixth Annual General Meeting of the Company, to be held on Saturday, September 17, 2016 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad 431 210, Maharashtra and at any adjournment thereof in respect of such Resolutions as are indicated below:

*I wish my/our above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	Adoption of the Audited Standalone Financial Statements and Audited Consolidated Financial Statement for the year ended March 31, 2016 and Reports thereon.		
2.	Confirmation of Interim Dividend of Rs. 2.25/- (225%), as Final Dividend for the financial year ended March 31, 2016.		
3.	Re-appointment of Ms. Nomita R. Chandavarkar, Wholetime Director (DIN: 00042332) who retires by rotation and being eligible offers herself for re-appointment.		
4.	Re-appointment of M/s. S R B C & Co. LLP, Chartered Accountants, as the Statutory Auditors and to authorise the Board of Directors to fix their remuneration as may be recommended by the Audit Committee.		
5.	Re-appointment of Mr. Ashok A. Chandavarkar as a Wholetime Director.		
6.	Appointment of CA.Uday Kumar Gurkar as a Non-Executive and Independent Director.		
7.	Ratification of Remuneration of M/s. Sevekari Khare & Associates, Cost Auditors for the financial year ending March 31, 2017.		

Signed this _____ day of _____ 2016.

Signature of Shareholder

Signature of the Proxyholder

Affix Re 1
Revenue
Stamp

Note:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *(4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 76th Annual General Meeting.
- *(5) This is only optional. Please put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ANNUAL REPORT 2016

 **FDC Limited**



FDC Limited**CIN: L24239MH1940PLC003176****Registered Office:** B-8, M.I.D.C. Industrial Estate, Waluj - 431 136, Dist. Aurangabad, Maharashtra.**R&D, Training Centre and Corporate Office :** 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102**Anand L. Chandavarkar** (1905-1959)

Founder

Ramdas A. Chandavarkar (1933-2001)

Chairman Emeritus

DIRECTORSMr. Mohan A. Chandavarkar
(Chairman and Managing Director)Mr. Nandan M. Chandavarkar
(Joint Managing Director)

Mr. Ashok A. Chandavarkar

Mr. Ameya A. Chandavarkar

Ms. Nomita R. Chandavarkar

CA. Girish C. Sharedalal

Dr. Rahim H. Muljiani

Dr. Satish S. Ugrankar

CA. Vinod G. Yennemadi

CA. Swati S. Mayekar

CA. Uday Kumar Gurkar
(Additional Director with effect from April 01, 2016)**COMPANY SECRETARY**

Ms. Varsharani Katre

AUDITORS

SRBC & Co. LLP, Mumbai

REGISTRAR & SHARE TRANSFER AGENTS *Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Industrial Premises, Andheri Kurla Road
Safed Pool, Andheri (East), Mumbai 400 072
Tel.: (022) 2851 5606, 2851 5644
Fax.: (022) 2851 2885
E-mail ID.: sharexindia@vsnl.com

* Kindly correspond directly with the registrar & share transfer agents regarding share transfers and share related matters.

PLANTS

- Roha, Raigad, Maharashtra
- Waluj, Aurangabad, Maharashtra
- Sinnar, Nashik, Maharashtra
- Goa (Plants I, II & III)
- Baddi, Himachal Pradesh

IN HOUSE R & D CENTRES APPROVED BY DEPARTMENT OF SCIENTIFIC & INDUSTRIAL RESEARCH

- Jogeshwari R & D Centre at 142-48, S.V.Road, Jogeshwari (West), Mumbai-400 102
- Roha R & D Centre at Plot No. 19 & 20/2, MIDC Area Road, Roha, Dist. Raigad
- Goa Unit III R & D Centre at Plant Phase III/A, Plot No.L-121/B, Salcette, Verna Industrial Estate, Verna, Goa

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DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting the 76th Annual Report together with the Audited Accounts for the year ended March 31, 2016.

1. FINANCIAL PERFORMANCE

Your Company's Standalone Revenue from Operations (Net) sales has increased from Rs. 87,764.61 lacs to Rs. 99,744.36 lacs for the year ended March 31, 2016, thereby registering a growth of 13.65%, as compared to the previous year. The Company has been able to deliver a consistent growth, through its increase in operations, cost control measures undertaken within the organization and a steady working capital cycle.

The table given below presents the financial highlights of the Company on Standalone basis for the financial year ended March 31, 2016 as compared to the previous year.

	(Rupees in lacs)	
	2015-2016	2014-2015
Revenue from operations (Net)	99,744.36	87,764.61
Other income	3,251.09	4,435.50
Profit (before finance costs and depreciation/amortisation)	25,467.51	24,109.82
Finance costs	139.68	175.31
Depreciation and amortization	3,361.14	3,849.89
Profit Before Tax	21,966.69	20,084.62
Less : Taxation		
- Current Tax	6,700.00	5,820.00
- Deferred Tax	(414.71)	(285.65)
- Tax adjustments for earlier years (Current Tax)	-	(40.23)
Profit After Tax	15,681.40	14,590.50
Balance of profit from prior years	49,147.37	44,372.67
Add : Addition on account of amalgamation	5,623.71	-
Add : Profit of transferor companies prior to 1st April, 2015	93.41	-
Surplus available for appropriation	70,545.89	58,963.17
Appropriations:		
Interim Dividend	4,001.30	-
Proposed Final Dividend	-	4,001.24
Dividend Distribution Tax	814.56	814.56
Transfer to General Reserve	5,000.00	5,000.00
Balance carried to balance sheet	60,730.03	49,147.37
	70,545.89	58,963.17

Previous year's figures have been re-grouped/re-classified, wherever necessary to conform to this year's classification.

2. TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 5,000 lacs to the General Reserve out of the amount available for appropriation and an amount of Rs.11,582.66 lacs is proposed to be retained in the Statement of Profit and Loss.

3. DIVIDEND

The Board of Directors at its Meeting held on March 9, 2016 declared an Interim Dividend of Rs. 2.25/-(225%) per equity share. The Dividend was paid to the shareholders on March 23, 2016. The said Interim Dividend has been confirmed by the Board of Directors as Final Dividend for the financial year ended March 31, 2016.

4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) Industry structure and developments

Globally, the Indian Pharmaceuticals Market (IPM) is the 3rd largest market, in terms of volume and 13th largest in terms of value.

The Indian Pharmaceutical Industry is estimated to grow at 20% Compound Annual Growth Rate (CAGR) over the next 5 years, driven by increasing consumer spending, rapid urbanisation and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of the Companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian Pharmaceutical Companies. In addition, the thrust on rural health programmes, life saving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

Further, the Addendum 2015 of the Indian Pharmacopoeia (IP) 2014, published by the Indian Pharmacopoeia Commission (IPC) on behalf of the Ministry of Health & Family Welfare, is expected to play a significant role in enhancing the quality of medicines that would in turn promote public health and accelerate the growth and development of pharmaceutical sector.

Continuing its support, the Government of India unveiled Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture.

(b) Outlook, Risks and Concerns

The Indian Pharmaceutical Market grew by 12.6% to touch the market size of Rs. 98,414 Crores, during the year ended March 31, 2016. Around 3,364 products were introduced during the year (Source: AIOCD Pharnasofttech AWACS Private Limited- Moving Annual Total Turnover- March 2016).

The Industry has witnessed some sizzling action towards the end of the financial year 2015-2016. This year is also termed as the year of Triple impact, primarily due to the impact of Ban on Fixed Dose Combinations Drugs, National List of Essential Medicines (NLEM), Whole Sale Price Index, etc. leading to multiple complexities in budgeting Annual Operating Plans of 2016-17.

The Recent ban on 340 fixed dose combination drugs in India because of concerns over health risks has brought into focus the drastic need for tighter regulation of the Country's multibillion dollar pharmaceutical industry. This would be a setback to the Pharma Industry in terms of sales on short-term basis but it may cause a rethink in long-term pharma and sales strategy for Pharma Companies.

(c) Financial performance and Operations review

During the year under review, your Company registered a standalone total income of Rs. 102,995.45 lacs against Rs. 92,200.11 lacs in the previous year, thereby registering a growth of 11.71%. Your Company has been able to maintain a constant profitable growth despite the various stringent policies introduced by the Statutory and Regulatory Authorities.

The Earnings before interest and depreciation amounted to Rs. 25,467.51 lacs for the year under review as against Rs. 24,109.82 lacs in the previous year. The operations have resulted in a net profit after tax of Rs. 15,681.40 lacs during the year under review as against Rs. 14,590.50 lacs in the previous year.

Your Company's consolidated total income stood at Rs. 103,787.06 lacs as against Rs. 93,501.54 lacs in the previous year, thereby registering a growth of 11.00 %.

The domestic formulations business recorded a growth of 10.37% at Rs. 86,335.52 lacs as against Rs. 77,789.57 lacs in the previous year.

During the year under review, the export formulations business recorded a growth of 19.08% at Rs. 7,510.11 lacs as against Rs. 6,306.85 lacs in the previous year.

(d) Segment-wise or product-wise performance**i. Marketing**

FDC as a corporate is ranked at 25th position, recording a growth of 9.1% and attaining a market share of 0.96% (Source: AIOCD Pharnasofttech AWACS Private Limited- Moving Annual Total Turnover- March 2016).

As a Corporate, AYUSH therapies are being actively

evaluated to offset the impact due to banned drugs & price controls.

The year 2016-17 is definitely a challenging year not only for FDC, but for the entire Industry. FDC shall take up all possible efforts to maintain its best performance.

ii. Research and Development

The R & D centres at Jogeshwari (Mumbai), Goa Unit III and Roha (Dist-Raigad) are duly recognized by the Department of Science and Technology. In order to develop new processes in API, Formulations, Foods and Nutraceuticals, we shall be transferring part of the facility at Jogeshwari, Mumbai to our new facility at Kandivali, Mumbai.

• Formulations

Formulation department designs and develops products for various global markets and the highly regulated markets of US and Europe.

The advanced laboratory is equipped with sophisticated equipments and instruments to facilitate the development and evaluation of complex and niche dosage forms. The Primary focus is to create a basket of products which will generate high value and revenues for sustainable growth.

• Synthetics

R&D Centers at Jogeshwari and Roha (Dist. Raigad), carry out research and development in reducing the cycle time of processes, thus making the processes more efficient and cost effective. In addition, constant evaluation of cheaper alternative raw materials meeting regulatory requirements for improving productivity and cost effectiveness is also studied. Our R&D Center stays up-to-date with quality systems and cGMP processes. Some of these changes in processes have resulted in launching of new products, improvement in yield and cost efficiency.

Your Company aims to develop cost effective processes to manufacture Bulk Drugs for export markets and for local consumption.

• Nutraceuticals

During the year under review, your Company has launched "Enerzal" in Pet Bottle (Orange and Apple Flavour). Other Products are under development/ ready for launch.

• Biotechnology

With regards to recombinant Granulocyte Colony Stimulating Factor, we have modified the existing manufacturing facility at Jogeshwari to suit the cGMP requirement to manufacture recombinant protein for clinical trial. Area qualification of this new R & D Biotechnology Process area was completed successfully.

We are in the process to have the area inspected by CDSCO & State FDA to give us the go ahead to manufacture clinical grade material in the new R&D Biotech Process area.

With reference to our project on the development of third generation thrombolyte, the Company has approached an external party for Process development and validation of the said thrombolyte molecule at Downstream level and its subsequent technology transfer to FDC. Trial batches have been initiated at FDC and the Cell harvest shall be handed over to external party for development and validation of the purification strategy.

iii. Exports

FDC's annual export turnover for the financial year ended March 31, 2016 was Rs. 13,096.93 lacs as compared to Rs. 11,314.27 lacs for the financial year ended March 31, 2015. This constitutes a year-on-year growth of 15.76%.

The Company has built a visible presence across markets in Europe, USA, Asia, Africa, Latin America and Confederation of Independent States (CIS). We have made significant investments, to build capabilities in API manufacturing and R & D services. With approvals by the US-FDA, MCC-South Africa, UK - MHRA & PIC/S Malaysia, FDC has emerged as a preferred partner for APIs and formulations in many developed and developing pharmaceutical markets.

USA

During the financial year ended March 31, 2016, your Company has generated sales of Rs.600 lacs from APIs and Rs.750 lacs from finished formulations. The US Business for API's and formulations is expected to contribute significantly to the growth of FDC's International business going forward.

Europe

During the financial year ended March 31, 2016, FDC International Ltd., the wholly owned subsidiary of FDC Ltd, in the United Kingdom, achieved a sales, inclusive of share of profit, of GBP 15.93 lacs.

Asia Pacific

During the financial year ended March 31, 2016, your Company has generated finished formulations sales of Rs. 275 lacs over previous year sales of Rs. 129 lacs with a growth of 113% in New Zealand.

FDC is set to offer the full range of services including APIs with DMFs/CoS and CTD Dossiers with a supply of Finished Dosages.

iv. Internal Control Systems and its adequacy

Your Company has adopted policies and procedures for

ensuring that all assets are safeguarded and protected against loss from unauthorized use or disposition, transactions are authorized, recorded and reported diligently, adherence to the Company's policies, prevention and detection of frauds, the accuracy and completeness of accounting records and timely preparation of financial disclosures. The Company has an internal audit department which carries out audits throughout the year.

v. Human Resources

The human resource plays a vital role in the growth and success of an organization. We, at FDC, have always maintained pleasant and friendly relations with employees across various locations.

Your Company hires talented Professionals from the Industry. Need based Training programmes are conducted on a continuous basis to improve the competency level of employees with an objective to improve the operational performance of individuals.

Your Company has 5,277 permanent employees as on March 31, 2016 out of which 3,785 employees are engaged in the marketing and distribution activities.

vi. Cautionary Statement

Certain statements in respect to Management Discussion and Analysis Report may be forward looking and are stated as required by the applicable laws and regulations. The future results of the Company may be affected by many factors, which could be different from what the Directors envisage in terms of future performance and outlook.

5. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which financial statements in this report relates and the date of this report.

6. PROPERTIES

Your Company has purchased the immovable property, presently occupied by the Company as a Lessee, from the Lessors i.e. Ghaswalas, admeasuring 8,664 square meters located at 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai - 400 102 for a total consideration of Rs. 261 Crores during the financial year 2015-2016.

7. AUDIT REPORT

The Auditors Report read with the notes to accounts referred to therein are self explanatory and therefore, do not call for any further comments. There were no qualifications, reservations or adverse remarks made by the Auditors.

8. CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, Audited Consolidated Financial Statements have been attached in the Annual Report.

9. SUBSIDIARIES AND ITS OPERATIONS

Your Company has 2 (Two) wholly owned Subsidiaries namely FDC Inc., USA and FDC International Ltd., UK and a Joint Venture business, namely Fair Deal Corporation Pharmaceutical SA (Pty) Ltd. at South Africa. The Financials of the Subsidiaries and Joint Venture Company are disclosed in the Consolidated Financial Statements, which forms a part of this Annual Report.

A statement containing salient features of the financial statements of Subsidiary Companies/ Joint Ventures, is annexed to this Report as **Annexure A** pursuant to the provisions of Section 129 of the Companies Act, 2013 and the Rules made thereunder, in the prescribed Form No. AOC-1 and hence, the same is not repeated for the sake of brevity.

In accordance with the provisions of Section 136(1) of the Companies Act, 2013, the following has been placed on the website of the Company i.e. www.fdcindia.com :

- (a) Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statement; and
- (b) Audited annual accounts of each of the subsidiary companies.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any ,
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down proper internal financial controls to be followed by the Company and they were adequate and operating effectively; and

- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments made by the Company are given in the Notes to the Financial Statements.

Your Company has not given any Loans or Guarantees or Investments in contravention of the provisions of Section 186 of the Companies Act, 2013.

12. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the Public and as such no amount of principal or interest on deposits from Public was outstanding as on the date of the balance sheet.

13. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 and the Rules made thereunder are set out in **Annexure B** to this Report.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Ms. Nomita R. Chandavarkar, Wholetime Director, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

Mr. Ashok A. Chandavarkar has been re-appointed as a Wholetime Director for a period of 5 (five) years with effect from February 29, 2016, subject to approval of the members at the ensuing Annual General Meeting.

All Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

During the year, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, have appointed CA.Uday Kumar Gurkar as an Additional, Non Executive and Independent Director with effect from April 01, 2016 to hold office upto the ensuing Annual General Meeting. It is now proposed to appoint him as an Independent Director of the Company for a period of 5 (five) years upto March 31, 2021. Pursuant to provisions of Section 160 of the Companies Act, 2013, your Company has received a notice from a member proposing his candidature to the office of Director of the Company.

The information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Notice of the 76th

Annual General Meeting and the statement annexed thereto.

Mr. Mohan A. Chandavarkar, Chairman and Managing Director, Mr. Nandan M. Chandavarkar, Joint Managing Director, Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar, Ms. Nomita R. Chandavarkar, Wholetime Directors, Mr. Sanjay B. Jain, Chief Financial Officer and Ms. Varsharani Katre, Company Secretary, were the Key Managerial Personnels during the financial year.

15. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Directors Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

16. CORPORATE GOVERNANCE

A separate report on corporate governance is given as a part of the annual report alongwith the auditors' statement on its compliance.

17. RISK MANAGEMENT

The Risk Management Committee reviews the various risks and defines the framework for identifying, assessing and monitoring the risk, in addition to overseeing the Risk Management Policy of the Company.

18. NOMINATION AND REMUNERATION POLICY

Your Company has in place the Nomination and Remuneration Policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and Senior Management. The details of this policy are provided in the Corporate Governance Report.

19. MEETINGS OF THE BOARD AND COMMITTEES THEREOF

The information has been furnished in the Corporate Governance Report.

20. AUDIT COMMITTEE

Details of the Audit Committee alongwith its constitution and other details are provided in the Corporate Governance Report.

21. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, performance and evaluation of the Board, its committees and the Independent Directors was carried out. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

22. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Details of the familiarization program of independent directors are disclosed on the website of the Company i.e. http://www.fdcindia.com/admin/images/Familiarisation_Programmes_for_Independent_Directors.pdf

23. WHISTLE BLOWER POLICY

Your Company has in place a Whistle Blower Policy for reporting genuine concerns or grievances. The same is explained in detail in the Corporate Governance Report.

The said policy is also uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Whistler_Blower_Policy.pdf

No person has been denied access to the Audit Committee.

24. CODE OF CONDUCT

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code has been posted on the website of the Company i.e. http://www.fdcindia.com/admin/images/Code_of_Conduct_for_internal_procedures_and_to_regulate_monitor_and_report_trading_by_Insiders.pdf

The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Chairman & Managing Director is given in the Corporate Governance Report.

25. PREVENTION OF INSIDER TRADING

Your Company has also adopted a Code of Conduct for Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations 2015. The same has also been placed on the website of the Company i.e. http://www.fdcindia.com/admin/images/Code_of_Conduct_for_internal_procedures_and_to_regulate_monitor_and_report_trading_by_Insiders.pdf

All the Directors, senior management employees and other employees who have access to the unpublished

price sensitive information of the Company are governed by this Code. During the year under report, there has been due compliance with the said Code.

26. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into, during the year under review, were on an arm's length basis and in the ordinary course of business. Your Company has not entered into any contract, arrangement or transaction with any related party which could be considered as the material under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has also approved a policy on related party transactions and the same has been uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Related_Party_Transactions_Policy.pdf

All the Related Party Transactions are placed before the Audit Committee as well as Board for approval. Omnibus approval was also obtained from the Audit Committee and the Board on an annual basis for repetitive transactions.

Related Party Transactions under Accounting Standard – AS18 are disclosed in the notes to the financial statements. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable to your Company.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN OF WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a policy on the Prevention, Prohibition and Redressal of Sexual harassment at workplace in line with the requirements of The Sexual Harassment of Women of Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The policy is also available on the website of the Company i.e. http://www.fdcindia.com/admin/images/Sexual_Harassment_Policy.pdf

An internal Sexual Harassment Committee has also been set up to redress the complaints received regarding sexual harassment. Your Company has not received any complaints during the year under review.

28. STATUTORY AUDITORS AND AUDITORS REPORT

M/s. S R B C & Co. LLP, Chartered Accountants, were appointed as the statutory auditors of the Company to hold office upto the conclusion of the 76th Annual General Meeting and being eligible have offered themselves for re-appointment. The said Auditors have confirmed their eligibility for appointment in terms of Section 139 of the Companies Act, 2013.

The Auditors Report does not contain any qualification, reservation or adverse remarks.

29. COST AUDITORS

Your Directors on the recommendation of the Audit Committee have appointed M/s. Sevekari Khare & Associates, having Registration No. 000084, as Cost Auditors, to audit the Cost records of the Company for the financial year 2016-17 at a remuneration of Rs.4.25 lacs (Rupees Four Lacs Twenty Five Thousand Only) plus taxes and out of expenses. The said Cost Auditor has given his eligibility certificate for appointment as Cost Auditors.

In terms of the provision of the Companies Act 2013, the remuneration payable to Cost Auditors is required to be ratified by the Shareholders at the ensuing Annual General Meeting and accordingly, a resolution seeking your ratification has been included as Item No. 7 in the Notice of the 76th Annual General Meeting.

The Cost Audit Report for the year ended March 31, 2015 was filed with the Ministry of Corporate Affairs on September 25, 2015.

30. MERGER

The Scheme of Amalgamation of Anand Synthochem Limited (a wholly owned subsidiary), Soven Trading and Investment Company Private Limited, Sudipta Trading and Investment Company Private Limited and Transgene Trading and Investment Company Private Limited ("Transferor Companies") and FDC Limited ("Transferee Company") and their respective shareholders under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 55 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 ("the Scheme"), which was approved by the Board on September 06, 2014 and the members at court convened meeting held on June 13, 2015 and public shareholders through Postal Ballot and e-voting on June 15, 2015 was sanctioned by the Hon'ble Bombay High Court on September 04, 2015. The Scheme has become effective on September 04, 2015 with appointed date being September 01, 2014.

Accordingly, the Transferor Companies stand merged with the Transferee Company and the merger has been given effect to, in the financial statements of the Company for the year ended March 31, 2016. Consequently, 55,385,000 equity shares of face value Re. 1 each held by the Transferor Companies in the Transferee Company has been cancelled and the Transferee Company has allotted 55,385,000 equity shares of face value of Re.1 each, credited as fully paid up, to the shareholders of Transferor Companies in accordance with the fair share entitlement ratio specified in the Scheme.

31. SECRETARIAL AUDIT

The Board had appointed M/s. Sanjay Dholakia and Associates, Company Secretaries in Practice, to conduct

the Secretarial Audit for the financial year 2015-2016. The Secretarial Audit Report for the financial year ended March 31, 2016 is appended as **Annexure C** to this Report.

The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

32. EXTRACT OF ANNUAL RETURN

Form MGT 9 providing an extract of the Annual Return in terms of the provisions of Section 92 of the Companies Act, 2013 and the Rules made thereunder is appended as **Annexure D** to this Report.

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has always been a socially responsible corporate citizen who is well aware and sensitive to the needs of the underprivileged people around it.

During the year, your Company has undertaken various socio-economic activities with priorities to improve water resources/ structure in the villages surrounding our Plants, Toilet Project at Schools, Rehabilitation programmes for street children, Mobile Eye Surgery camps, Rural Electrification Project, etc.

Your Company is doing its best to undertake other need based initiatives in compliance with Schedule VII to the Companies Act, 2013.

The CSR policy is available on the website of the Company i.e. [http:// www.fdcindia.com/admin/images/Corporate_Social_Responsibility_Policy.pdf](http://www.fdcindia.com/admin/images/Corporate_Social_Responsibility_Policy.pdf)

In accordance with the provisions of Section 135 of the Companies Act, 2013, an abstract on Company's CSR activities is appended as **Annexure E** to this report.

Your Company spent Rs. 64 lacs on CSR activities during 2015-16 as against Rs. 377.29 lacs being 2% of the average net profits, for the last three Financial Years.

Your Company could not spend upto 2% of the net profits as stipulated in the Companies Act, 2013, as it did not come across appealing activities / projects for the benefit of the society. However, your Company is exploring other CSR initiatives, that can be undertaken during the year.

34. ENVIRONMENT, HEALTH AND SAFETY

Environment, Health and Safety are a part of the Management responsibilities and concerns.

Your Company has been providing various kinds of medical assistance to the families of its employees. Periodic health checkups are also carried out for all the employees. Employees are also educated on safety and precautionary measures to be undertaken on their job.

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by any regulatory, tribunal or court that would impact the going concern status of the Company and its future operations.

36. ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record their gratitude for the continued support and co-operation extended to the Company by the medical fraternity, trade, Government agencies, financial institutions, investors, bankers, consumers and employees.

For and on behalf of the Board

Place: Mumbai
Date : May 26, 2016

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ANNEXURE A TO DIRECTORS' REPORT**Form AOC-1**

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

Statement containing salient features of the financial statements of Subsidiary Companies/ Joint Ventures as per Companies Act, 2013**Part "A" - Subsidiaries**

Pursuant to the general exemption granted under Section 129 of the Companies Act, 2013 by the Ministry of Corporate Affairs, Government of India, the Company is publishing the consolidated and standalone financial statements of FDC Limited and its subsidiaries. The financial statements and auditors' reports of the individual subsidiaries are available for inspection by the shareholders at the registered office. However, the information in aggregate on capital, reserves, total assets, total liabilities, details of investments (except in case of investment in subsidiaries), total income, profit before taxation, profit after taxation and proposed dividend for each subsidiary is as follows:

(Rupees in lacs)

Sr. No.	Particulars	FDC International Limited	FDC Inc.
	Reporting Currency	UK Pounds	US Dollars
	Exchange Rate as on 31st March 2016	95.16	66.18
1.	Share capital	3.56	33.09
2.	Reserves and surplus	683.21	23.30
3.	Total Assets	1,019.97	57.34
4.	Total Liabilities	1,019.97	57.34
5.	Investments (other than in subsidiaries)	-	-
6.	Revenue from operations	1,520.66	-
7.	Other Income	1.14	-
8.	Profit/ (Loss) before taxation	201.49	(0.68)
9.	Provision for taxation	42.43	0.33
10.	Profit/ (Loss) after taxation	159.06	(1.01)
11.	Interim Dividend	190.32	-
12.	% of Shareholding	100.00%	100.00%

Notes:

- (i) Names of subsidiaries which are yet to commence operations: None

- (ii) Names of subsidiaries which have been liquidated or sold during the year: Anand Synthochem Limited (a wholly owned subsidiary) has merged with FDC Limited vide Hon'ble Bombay High Court Order dated September 04, 2015.

Part "B" – Joint Ventures**Statement pursuant to 129(3) of the Companies Act, 2013 related to Joint Ventures**

(Rupees in lacs)

Sr. No.	Particulars	Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.
1.	Latest Audited Balance Sheet Date	31.03.2016
2.	No. of Shares of Joint Venture held by the Company on the year end	159,250
3.	Amount of Investment in Joint Venture	11.30
4.	Extent of Holding %	49%
5.	Description of how there is significant influence	There is significant influence due to percentage (%) of Share Holding
6.	Reason why the joint venture is not consolidated	N.A.
7.	Networth attributable to Shareholding as per latest audited Balance Sheet	(53.36)
8.	Profit/ Loss for the year considered in Consolidation	(46.73)
9.	Profit/ Loss for the year not considered in Consolidation	(48.64)

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

ANNEXURE B TO DIRECTORS' REPORT

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended March 31, 2016.

A) CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

- Maintained the unity power factor at all locations.
- Energy efficient screw chiller installed at Waluj Plant.
- Condensate recovery system installed at Goa Plant III and Waluj Plant to recycle the thermal energy and water.
- Old window type air conditioners replaced with new energy efficient 3 star rated split Air conditioners at all locations.
- Any new motors purchased / replaced are with Efficiency 1 class.
- Rain water harvesting project completed at Waluj Plant.
- New equipments selected at various locations to minimize the energy/ operational cost with more productivity.

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

- Agro waste fired Boiler installed at Goa Plant III.
- The Company is evaluating all possibilities of utilizing alternate sources of energy in its operations, wherever possible, especially solar energy proposed at Waluj Plant and Bhiwandi warehouse.

(iii) Capital investment on energy conservation equipments: Rs. 141.80 lacs

B) TECHNOLOGY ABSORPTION

Research and Development (R&D):

(i) Efforts made towards technology absorption:

- Development of new products based on multi-particulate techniques.

- Nano-technology for ophthalmic products like emulsion and suspension.
- Preservative free oral suspension.

(ii) Benefits derived:

- Product development and Cost competitiveness
- Better product quality

(iii) Information regarding imported technology (imported during the last three years reckoned from the beginning of the financial year)- None

(iv) Expenditure incurred on Research and Development.

	(Rupees in lacs)	
	<u>2015-2016</u>	<u>2014-2015</u>
a. Capital	*468.72	*205.17
b. Recurring	2,715.95	2,060.71
c. Total	3,184.67	2,265.88
d. Total R&D expenditure as a percentage of total turnover *Including C.W.I.P.	3.19%	2.54%

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of foreign exchange earnings and outgo are given in the Notes to the accounts.

For and on behalf of the Board

Place : Mumbai
Date : May 26, 2016

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ANNEXURE C TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016

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

To,
The Members,
FDC Limited (CIN: L24239MH1940PLC003176)
Aurangabad

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

Based on my verification of the Company of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; The same is not applicable as there were no transactions during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no further issue of securities during the year under review.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; There were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debts were raised during the year under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review.
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
- (vi) Other laws applicable specifically to the Company as per management representation letter namely:
 - Drugs and Cosmetics Act, 1940, The Pharmacy Act, 1948, The Narcotic Drugs and Psychotropic Substances Act, 1985, The Trademarks Act, 1999, The Indian Copy Right Act, 1957, The Patents Act, 1970, Food and Drug Administration licensing terms and conditions and Food Safety and Standards Act, 2006.

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

- (i) Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and made effective from 1st July 2015.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015 (effective from 1st December 2015).

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

I further report that:

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

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

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

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

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

For **SANJAY DHOLAKIA & ASSOCIATES**
(**SANJAY R DHOLAKIA**)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Place : Mumbai
Date : May 26, 2016

Annexure A

To,
The Members,
FDC Limited (CIN: L24239MH1940PLC003176)
Aurangabad

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

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

For **SANJAY DHOLAKIA & ASSOCIATES**
(**SANJAY R DHOLAKIA**)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Place : Mumbai
Date : May 26, 2016

ANNEXURE D TO DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS:

CIN:	L24239MH1940PLC003176
Registration Date:	September 23, 1940
Name of the Company:	FDC Limited
Category / Sub-Category of the Company:	Public Company / Limited by Shares
Address of the Registered office and contact details:	B-8, MIDC Industrial Estate, Waluj – 431 136, District Aurangabad, Maharashtra Tel: 0240-2554407; Fax: 0240-2554299 Website: www.fdcindia.com; E-mail: fdc@fdcindia.com
Whether listed company:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Sharex Dynamic (India) Pvt.Ltd. Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 Tel:022- 2851 5606/ 5644/ 6338 ;Fax: 022-2851 2885 Website:http:www.sharexindia.com; E-mail: sharexindia@vsnl.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product	% to total turnover of the company
1.	Pharmaceuticals	21002	100%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	FDC International Ltd, Unit No. 6, Fulcrum 1, Solent Business Park, Solent Way, Whiteley, Fareham, Hampshire- PO14 7FE	N.A.	Subsidiary	100%	2(87)
2.	FDC Inc., 315, Lowell Avenue, Hamilton, NJ 08619	N.A.	Subsidiary	100%	2(87)

D. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2015				No. of Shares held at the end of the year 31-03-2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1). INDIAN									
(a). Individual	67,119,656	-	67,119,656	37.743	122,504,656	-	122,504,656	68.887	31.144
(b). Central Govt./ State Govt.	-	-	-	-	-	-	-	-	-
(c). Bodies Corporate	55,385,000	-	55,385,000	31.144	-	-	-	-	-31.144
(d). Banks/ FI	-	-	-	-	-	-	-	-	-
(e). Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	122,504,656	-	122,504,656	68.887	122,504,656	-	122,504,656	68.887	-
(2). FOREIGN									
(a). NRI's- Individuals	-	-	-	-	-	-	-	-	-
(b). Other Individuals	-	-	-	-	-	-	-	-	-
(c). Bodies Corporates	-	-	-	-	-	-	-	-	-
(d). Banks/ FI	-	-	-	-	-	-	-	-	-
(e). Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(f). Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	122,504,656	-	122,504,656	68.887	122,504,656	-	122,504,656	68.887	-
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	7,524,899	10,000	7,534,899	4.237	6,806,915	10,000	6,816,915	3.833	-0.404
(b). Banks / FI	10,700	-	10,700	0.006	17,064	-	17,064	0.010	0.004
(c). Central Govt.	-	-	-	-	-	-	-	-	-
(d). State Govt.	44,276	-	44,276	0.025	5,612	-	5,612	0.003	-0.022
(e). Venture Capital Funds	10,060	-	10,060	0.006	60	-	60	-	-0.006
(f). Insurance Companies	1,488,031	-	1,488,031	0.837	1,038,031	-	1,038,031	0.584	-0.253
(g). FIs	15,297,416	-	15,297,416	8.602	16,745,137	-	16,745,137	9.416	0.814
(h). Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i). Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	24,375,382	10,000	24,385,382	13.713	24,612,819	10,000	24,622,819	13.846	0.133
(B) (2). NON-INSTITUTIONS									
(a). BODIES CORPORATES									
(i). Indian	4,274,106	16,002	4,290,108	2.412	4,274,913	16,002	4,290,915	2.413	0.001
(ii). Overseas	-	-	-	-	-	-	-	-	-
(b). INDIVIDUALS									
(i). Individual shareholders holding nominal share capital upto Rs.1 lakh	11,219,467	2,997,213	14,216,680	7.994	11,363,197	2,853,113	14,216,310	7.994	-
(ii). Individual shareholders holding nominal share capital in excess of Rs.1 lakh	8,975,421	1,400,500	10,375,921	5.835	10,215,993	-	10,215,993	5.745	-0.090
(c). OTHER									
(i). Non Resident Indians	2,011,425	-	2,011,425	1.131	1,843,398	-	1,843,398	1.037	-0.094
(ii). Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
(iii). Foreign Nationals	-	-	-	-	-	-	-	-	-
(iv). Clearing Members	48,912	-	48,912	0.028	138,993	-	138,993	0.078	0.050
(v). Trusts	-	-	-	-	-	-	-	-	-
(vi). Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	26,529,331	4,413,715	30,943,046	17.400	27,836,494	2,869,115	30,705,609	17.267	-0.133
Total Public Shareholding (B)=(B)(1)+ (B)(2)	50,904,713	4,423,715	55,328,428	31.113	52,449,313	2,879,115	55,328,428	31.113	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	173,409,369	4,423,715	177,833,084	100.000	174,953,969	2,879,115	177,833,084	100.000	-

(ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01-04-2015			Shareholding at the end of the year 31-03-2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mrs.Meera Ramdas Chandavarkar	20,425,260	11.486	-	34,189,260	19.225	-	7.739
2	Transgene Trading and Investment Company Private Limited	19,024,500	10.698	-	-	-	-	-10.698
3	Sudipta Trading and Investment Company Private Limited	18,352,000	10.320	-	-	-	-	-10.320
4	Soven Trading and Investment Company Private Limited	18,008,500	10.127	-	-	-	-	-10.127
5	Mr. Mohan Anand Chandavarkar	10,565,770	5.941	-	19,020,258	10.696	-	4.755
6	Mr. Ashok Anand Chandavarkar	9,985,360	5.615	-	15,988,193	8.991	-	3.376
7	Mrs. Sandhya Mohan Chandavarkar	9,843,480	5.535	-	19,355,730	10.884	-	5.349
8	Mrs. Mangala Ashok Chandavarkar	4,899,100	2.755	-	10,901,933	6.130	-	3.375
9	Mr. Ameya Ashok Chandavarkar	4,717,746	2.652	-	10,720,580	6.028	-	3.376
10	Mr. Nandan Mohan Chandavarkar	4,388,000	2.467	-	5,445,762	3.062	-	0.595
11	Ms. Nomita Ramdas Chandavarkar	1,094,940	0.616	-	5,682,940	3.196	-	2.580
12	Mrs. Aditi C. Bhanot	1,200,000	0.675	-	1,200,000	0.675	-	-
	TOTAL	122,504,656	68.887	-	122,504,656	68.887	-	-

(iii) Change in Promoters Shareholding

Sr. No.	Shareholders Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Mrs.Meera Ramdas Chandavarkar	20,425,260	11.486	01-04-2015				
	Closing Balance	34,189,260	19.225	24-09-2015 31-03-2016	13,764,000	Allotted pursuant to the Scheme of Amalgamation	34,189,260	19.225
2	Transgene Trading and Investment Company Private Limited	19,024,500	10.698	01-04-2015				
	Closing Balance	-	-	24-09-2015 31-03-2016	-19,024,500	Cancelled pursuant to the Scheme of Amalgamation	-	-
3	Sudipta Trading and Investment Company Private Limited	18,352,000	10.320	01-04-2015				
	Closing Balance	-	-	24-09-2015 31-03-2016	-18,352,000	Cancelled pursuant to the Scheme of Amalgamation	-	-
4	Soven Trading and Investment Company Private Limited	18,008,500	10.127	01-04-2015				
	Closing Balance	-	-	24-09-2015 31-03-2016	-18,008,500	Cancelled pursuant to the Scheme of Amalgamation	-	-
5	Mr.Mohan Anand Chandavarkar	10,565,770	5.941	01-04-2015				
	Closing Balance	19,020,258	10.696	24-09-2015 31-03-2016	8,454,488	Allotted pursuant to the Scheme of Amalgamation	19,020,258	10.696
6	Mr.Ashok Anand Chandavarkar	9,985,360	5.615	01-04-2015				
	Closing Balance	15,988,193	8.991	24-09-2015 31-03-2016	6,002,833	Allotted pursuant to the Scheme of Amalgamation	15,988,193	8.991
7	Mrs. Sandhya Mohan Chandavarkar	9,843,480	5.535	01-04-2015				
	Closing Balance	19,355,730	10.884	24-09-2015 31-03-2016	9,512,250	Allotted pursuant to the Scheme of Amalgamation	19,355,730	10.884
8	Mrs.Mangala Ashok Chandavarkar	4,899,100	2.755	01-04-2015				
	Closing Balance	10,901,933	6.130	24-09-2015 31-03-2016	6,002,833	Allotted pursuant to the Scheme of Amalgamation	10,901,933	6.130
9	Mr. Ameya Ashok Chandavarkar	4,717,746	2.652	01-04-2015				
	Closing Balance	10,720,580	6.028	24-09-2015 31-03-2016	6,002,834	Allotted pursuant to the Scheme of Amalgamation	10,720,580	6.028
10	Mr. Nandan Mohan Chandavarkar	4,388,000	2.467	01-04-2015				
	Closing Balance	5,445,762	3.062	24-09-2015 31-03-2016	1,057,762	Allotted pursuant to the Scheme of Amalgamation	5,445,762	3.062
11	Ms. Nomita Ramdas Chandavarkar	1,094,940	0.616	01-04-2015				
	Closing Balance	5,682,940	3.196	24-09-2015 31-03-2016	4,588,000	Allotted pursuant to the Scheme of Amalgamation	5,682,940	3.196
12	Mrs. Aditi C. Bhanot	1,200,000	0.675	01-04-2015				
	Closing Balance	1,200,000	0.675	31-03-2016				

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

Sr. No.	Shareholders Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1 (1)	Reliance Capital Trustee Co. Ltd.	3,004,958	1.690	01-04-2015				
				15-05-2015	-270,000	Sale	2,734,958	1.538
				22-01-2016	38,300	Purchase	2,773,258	1.559
				29-01-2016	51,800	Purchase	2,825,058	1.589
				05-02-2016	44,200	Purchase	2,869,258	1.613
	Closing Balance	2,869,258	1.613	31-03-2016				
1 (2)	Reliance Capital Trustee Co. Ltd.	1,000,000	0.562	01-04-2015				
				17-04-2015	117,400	Purchase	1,117,400	0.628
	Closing Balance	1,117,400	0.628	31-03-2016				
1 (3)	Reliance Capital Trustee Co. Ltd.	652,015	0.367	01-04-2015				
				10-04-2015	-34,600	Sale	617,415	0.347
				17-04-2015	-65,400	Sale	552,015	0.310
				08-05-2015	-552,015	Sale	-	-
				31-03-2016				
	Closing Balance	-	-	31-03-2016				
1 (4)	Reliance Capital Trustee Co. Ltd.	200,696	0.113	01-04-2015				
				17-04-2015	-52,000	Sale	148,696	0.084
				08-05-2015	-148,696	Sale	-	-
	Closing Balance	-	-	31-03-2016				
2	Fidelity Puritan Trust- Fidelity Low	3,600,000	2.024	01-04-2015				
				29-01-2016	-61,975	Sale	3,538,025	1.990
				05-02-2016	-38,025	Sale	3,500,000	1.968
	Closing Balance	3,500,000	1.968	31-03-2016				
3	UTI-Childrens Career Balanced	2,470,000	1.389	01-04-2015				
				17-07-2015	-40,000	Sale	2,430,000	1.366
				24-07-2015	-48,151	Sale	2,381,849	1.339
				31-07-2015	-50,000	Sale	2,331,849	1.311
				07-08-2015	-10,000	Sale	2,321,849	1.306
	Closing Balance	2,321,849	1.306	31-03-2016				
4	Pari Washington Company Pvt. Ltd.	2,370,503	1.333	01-04-2015				
				08-01-2016	-6,602	Sale	2,363,901	1.329
	Closing Balance	2,363,901	1.329	31-03-2016				
5	Somerset Emerging Markets Small Cap	1,957,490	1.101	01-04-2015				
				31-03-2016				
	Closing Balance	1,957,490	1.101	31-03-2016				
6	Pinebridge Investments Asia Limited	1,901,071	1.069	01-04-2015				
				10-04-2015	9,966	Purchase	1,911,037	1.075
				01-05-2015	128,634	Purchase	2,039,671	1.147
				08-05-2015	55,565	Purchase	2,095,236	1.178
				15-05-2015	1,059,408	Purchase	3,154,644	1.774
				22-05-2015	17,900	Purchase	3,172,544	1.784
				05-06-2015	83,595	Purchase	3,256,139	1.831
				12-06-2015	453,000	Purchase	3,709,139	2.086
			Closing Balance	3,709,139	2.086	31-03-2016		
7	Enam Financial Consultants Pvt. Ltd.	1,800,000	1.012	01-04-2015				
				31-03-2016				
	Closing Balance	1,800,000	1.012	31-03-2016				
8	Tata Investment Corporation Limited	1,218,876	0.685	01-04-2015				
				16-10-2015	-11,523	Sale	1,207,353	0.679
				23-10-2015	-61,617	Sale	1,145,736	0.644
				30-10-2015	-34,379	Sale	1,111,357	0.625
				06-11-2015	-107,999	Sale	1,003,358	0.564
		13-11-2015	-4,784	Sale	998,574	0.562		
	Closing Balance	998,574	0.562	31-03-2016				
9	Sanat Suresh Nileshwar	1,200,000	0.675	01-04-2015				
				31-03-2016				
	Closing Balance	1,200,000	0.675	31-03-2016				
10	Vivek Sanjeevrao Chandavarkar	779,000	0.438	01-04-2015				
				11-03-2016	339,500	Transfer	1,118,500	0.629
	Closing Balance	1,118,500	0.629	31-03-2016				

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholders Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
A	DIRECTORS							
1	Mr.Mohan Anand Chandavarkar	10,565,770	5.941	01-04-2015				
	Closing Balance	19,020,258	10.696	24-09-2015 31-03-2016	8,454,488	Allotted pursuant to the Scheme of Amalgamation	19,020,258	10.696
2	Mr. Nandan Mohan Chandavarkar	4,388,000	2.467	01-04-2015				
	Closing Balance	5,445,762	3.062	24-09-2015 31-03-2016	1,057,762	Allotted pursuant to the Scheme of Amalgamation	5,445,762	3.062
3	Mr.Ashok Anand Chandavarkar	9,985,360	5.615	01-04-2015				
	Closing Balance	15,988,193	8.991	24-09-2015 31-03-2016	6,002,833	Allotted pursuant to the Scheme of Amalgamation	15,988,193	8.991
4	Mr. Ameya Ashok Chandavarkar	4,717,746	2.652	01-04-2015				
	Closing Balance	10,720,580	6.028	24-09-2015 31-03-2016	6,002,834	Allotted pursuant to the Scheme of Amalgamation	10,720,580	6.028
5	Ms. Nomita Ramdas Chandavarkar	1,094,940	0.616	01-04-2015				
	Closing Balance	5,682,940	3.196	24-09-2015 31-03-2016	4,588,000	Allotted pursuant to the Scheme of Amalgamation	5,682,940	3.196
6	CA Girish C. Shredalal	10,000	0.006	01-04-2015				
	Closing Balance	10,000	0.006	31-03-2016				
7	Dr. Rahim H. Muljiani	4,000	0.002	01-04-2015				
	Closing Balance	4,000	0.002	31-03-2016				
8	Dr. Satish S. Ugrankar	401,990	0.226	01-04-2015				
	Closing Balance	401,990	0.226	31-03-2016				
9	CA Vinod G. Yennemadi	13,975	0.008	01-04-2015				
	Closing Balance	13,975	0.008	31-03-2015				
10	CA.Swati S. Mayekar	-	-	01-04-2015				
	Closing Balance	-	-	31-03-2016				
B	KEY MANAGERIAL PERSONNEL							
1	Mr. Sanjay Jain	-	-	01-04-2015				
	Closing Balance	-	-	31-03-2016				
2	Ms. Varsharani Katre	-	-	01-04-2015				
	Closing Balance	-	-	31-03-2016				

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholetime Directors and/or Manager:

Particulars of Remuneration	Mohan A. Chandavarkar	Nandan M. Chandavarkar	Ashok A. Chandavarkar	Ameya A. Chandavarkar	Nomita R. Chandavarkar	Total Amount (Rs.)
Gross salary						
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	7,118,000	6,629,000	3,735,960	4,288,998	2,013,962	23,785,920
(b) Value of perquisites u/s 17 (2) Income Tax Act, 1961	870,838	740,171	468,069	522,066	137,900	2,739,044
(C) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-	-
Stock Option	-	-	-	-	-	-
Sweat Equity	-	-	-	-	-	-
Commission :						
- as % of profit	10,804,845	8,643,876	8,643,876	6,482,907	3,241,453	37,816,957
- others	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	18,793,683	16,013,047	12,847,905	11,293,971	5,393,315	64,341,921
Ceiling as per the Act						216,096,897.20

B. Remuneration to other Directors:

Particulars of Remuneration	CA Girish C. Shredalal	Dr. Rahim H. Muljani	Dr. Satish S. Ugrankar	CA. Vinod G. Yennemadi	CA. Swati S. Mayekar	Total Amount (Rs)
(a) Fee for attending Board / Committee meetings	105,000	185,000	105,000	185,000	185,000	765,000
(b) Commission	1,620,727	200,000	200,000	200,000	200,000	2,420,727
(c) Others	-	-	-	-	-	-
Total	1,725,727	385,000	305,000	385,000	385,000	3,185,727
Total Managerial Remuneration						67,527,648
Overall Ceiling as per the Act						237,706,586.92

Note: The Company does not have Non Executive Directors other than Independent Directors.

C. Remuneration to Key Managerial Personnel Other than Managing Director / Manager / Wholetime Directors:

Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
	Chief Financial Officer	Company Secretary	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4,465,200	1,641,480	6,106,680
(b) Value of perquisites u/s 17 (2) Income Tax Act, 1961	234,980	-	234,980
(C) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission :			
- as % of profit	-	-	-
- others	-	-	-
Others	-	-	-
Total	4,700,180	1,641,480	6,341,660

ANNEXURE E TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2015-2016

1. A brief outline of the Company's CSR policy, including an overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs

Your Company has been contributing over the years towards various socio-economic activities through various charitable trusts, education, medical, healthcare, etc. Your Company's Corporate Social Responsibility involves undertaking various social welfare activities for the upliftment of the society.

Your Company is dedicated to continue its business with special emphasis on CSR in all its areas of operation. During the year, the Company has undertaken various activities with priorities to improve water resources/ structure in the villages surrounding our Plants, Toilet Project at Schools, Rehabilitation programmes for street children, Mobile Eye Surgery camps, Rural Electrification Project, etc.

Your Company has also in place a well structured Corporate Social Responsibility (CSR) policy and the same has been uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Corporate_Social_Responsibility_Policy.pdf

2. The Composition of the CSR Committee

- a. Mr. Mohan A. Chandavarkar - Chairman and Managing Director (Chairman of the Committee)
- b. Mr. Ashok A. Chandavarkar - Wholetime Director
- c. CA. Vinod G. Yennemadi - Independent Director
- d. Ms. Nomita R. Chandavarkar - Wholetime Director

3. Average net profit of the Company for last 3 (Three) financial years: Rs. 18,864.36 lacs

4. Prescribed CSR Expenditure (two percent of the amount as in Item No. 3 above): Rs. 377.29 lacs

5. Details of CSR spent during the financial year 2015-16:

- a. Total amount to be spent in the financial year: Rs.377.29 lacs.
- b. Amount unspent, if any: Rs.313.29 lacs.
- c. Manner in which the amount spent during the financial year is detailed below:

(Rupees in lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Locations District/ States	Amount outlay (budget) Project or Programs wise	Amount spent on the projects or programs	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1.	Mobile Eye Surgery Unit	Socio-Economic Activities	Chennai	13.00	13.00	13.00	Through Sankara Nethralaya (unit of Medical Research Foundation)
2.	FDC Comprehensive Rural Development Project	Socio-Economic Activities	Sinnar, Nashik, Maharashtra	49.95	34.00	49.95	Through Maharashtra Institute of Technology Transfer for Rural Areas (MITTRA) and Baif Development Research Foundation (BAIF).
3.	Medical Care through Society undertaking Poor People's Onus for Rehabilitation (SUPPORT)	Socio-Economic Activities	Mumbai, Maharashtra	12.00	12.00	12.00	Directly by the Company
4.	Construction of Toilets in Schools	Socio-Economic Activities	Mumbai, Maharashtra	5.00	5.00	5.00	Through the Bombay Seacoast Rotary Club.
	Total			79.95	64.00	79.95	

- 6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report**

The Company has not spent two percent of the average net profit of the last three financial years and the reason for the same has been explained in the Directors Report.

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

The CSR Committee of the Board confirms that it has implemented and monitored the CSR activities in accordance with and in compliance with CSR objectives and CSR Policy of the Company.

For and on behalf of the Board

Place : Mumbai
Date : May 26, 2016

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy of Corporate Governance is to carry out its activities and operations in a true and fair manner to achieve transparency, accountability and business prosperity. The Company's Code of Conduct, its Risk Management Policy and its well-structured internal control systems, which are subjected to regular assessment of its effectiveness, reinforces accountability and integrity of reporting and ensures fairness in dealing with the Company's stakeholders and enhancing the shareholder's value.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has executed fresh Listing Agreements with the Stock Exchanges.

2. BOARD OF DIRECTORS

i. Composition of Board of Directors and category of Individual Directors as on March 31, 2016

Name of the Director	Category
Mr. Mohan A. Chandavarkar Mr. Ashok A. Chandavarkar Mr. Nandan M. Chandavarkar Mr. Ameya A. Chandavarkar Ms. Nomita R. Chandavarkar	Promoters and Executive Directors
CA. Girish C. Sharedalal Dr. Satish S. Ugrankar Dr. Rahim H. Muljiani CA. Vinod G. Yennemadi CA. Swati S. Mayekar	Independent and Non-Executive Directors

ii. Board Meetings held during the financial year ended March 31, 2016

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
May 06, 2015	10	10
May 27, 2015	10	10
August 05, 2015	10	10
September 24, 2015	10	10
November 07, 2015	10	10
February 06, 2016	10	10
March 09, 2016	10	10

The gap between any 2 (Two) meetings did not exceed 120 (One Hundred Twenty) days.

iii. Attendance of Directors at Board Meetings and the last Annual General Meeting

Name of the Director	Attendance at the Board Meetings held on							Attendance at the last AGM held on September 30, 2015
	May 06, 2015	May 27, 2015	August 05, 2015	September 24, 2015	November 07, 2015	February 06, 2016	March 09, 2016	
Mr. Mohan A. Chandavarkar	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Ashok A. Chandavarkar	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Nandan M. Chandavarkar	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Ameya A. Chandavarkar	Present	Present	Present	Present	Present	Present	Present	Present
Ms. Nomita R. Chandavarkar	Present	Present	Present	Present	Present	Present	Present	Present
CA. Girish C. Sharedalal	Present	Present	Present	Present	Present	Present	Present	Present
Dr. Satish S. Ugrankar	Present	Present	Present	Present	Present	Present	Present	Present
Dr. Rahim H. Muljiani	Present	Present	Present	Present	Present	Present	Present	Present
CA. Vinod G. Yennemadi	Present	Present	Present	Present	Present	Present	Present	Present
CA. Swati S. Mayekar	Present	Present	Present	Present	Present	Present	Present	Present

iv. Membership / Chairmanship of Directors in other boards and committees thereof

Name of the Director	*Number of Directorship(s) held in other Indian public limited companies	**Other Committees position	
		Member	Chairman
Mr. Mohan A. Chandavarkar	-	-	-
Mr. Ashok A. Chandavarkar	-	-	-
Mr. Nandan M. Chandavarkar	-	-	-
Mr. Ameya A. Chandavarkar	-	-	-
Ms. Nomita R. Chandavarkar	-	-	-
CA. Girish C. Sharedalal	-	-	-
Dr. Satish S. Ugrankar	1	-	-
Dr. Rahim H. Muljiani	-	-	-
CA. Vinod G. Yennemadi	-	-	-
CA. Swati S. Mayekar	1	2	-

*excludes Directorships held in Private Limited Companies, Foreign companies and Companies registered under Section 8 of the Companies Act, 2013.

**committees considered are Audit Committee and Stakeholders Relationship Committee .

v. Separate meetings of Independent Directors

During the year, separate meetings of the Independent Directors was held on May 06, 2015 and March 31, 2016 without the attendance of Non-Independent Directors and members of the management. All Independent Directors attended the said meeting.

vi. Details of shareholding of Non Executive Directors in the Company

Name of the Director	Number of shares
CA. Girish C. Sharedalal	10,000
Dr. Satish S. Ugrankar	401,990
Dr. Rahim H. Muljiani	4,000
CA. Vinod G. Yennemadi	13,975
CA. Swati S. Mayekar	Nil

vii. Directors appointed / resigned during the year ended March 31, 2016

The Board of Directors at their meeting held on February 06, 2016, appointed CA. Uday Kumar Gurkar as an Additional, Non-Executive and Independent Director of the Company with effect from April 01, 2016.

viii. Notes on directors seeking appointment / re-appointment

The details of directors seeking appointment / re-appointment has been aptly covered in the accompanying notice of the annual general meeting and the same may be treated as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ix. Code of Conduct

The Company has adopted the Code of Conduct which is applicable to the Members of the Board and Senior Management Team of the Company. The Code is available on the website of the Company i.e. http://www.fdcindia.com/admin/images/CODE_OF_CONDUCT_OF_FDC_LIMITED.pdf

The Code of Conduct lays down the standard of conduct which is expected to be followed by the Directors and the Senior Management Team in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders. It also lays down the duties of Independent Directors towards the Company. The Directors and members of the Senior Management Team of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

Compliance with the Code of Conduct and Ethics

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2016.

Mohan A. Chandavarkar

Chairman and Managing Director

Place: Mumbai

Date : May 26, 2016

x. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate the trading in securities by the Directors and the designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

xi. Board Training and Induction / Independent Directors Familiarisation Programmes

A formal letter of appointment is issued to Directors at the time of their appointment, which inter alia explains the role, duties and responsibilities expected of them as Director of the Company.

The Company Secretary also explains in detail the various compliances required from the Director under the Code of Conduct of the Company, Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations.

Further, the Managing Director also gives a brief insight about the operations of the Company, its various

divisions, governance and internal control processes and other relevant information pertaining to the Company's business.

The Company has familiarization programme for Independent Directors with regard to their roles, responsibilities, business model of the Company etc. The familiarization programme alongwith details of the same imparted to the Independent Directors during the year are available on the website of the Company i.e. http://www.fdcindia.com/admin/images/Details_of_Familiarisation_Programmes_during_2015_2016.pdf

The above initiative facilitates the Director in performing his duties diligently and trains him to fulfill his duties as a Director of the Company effectively.

xii. Inter-se relationship amongst the Directors

Mr. Mohan A. Chandavarkar, Chairman and Managing Director, Mr. Nandan M. Chandavarkar, Joint Managing Director, Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar and Ms. Nomita R. Chandavarkar, Wholtime Directors, are related to each other.

None of the Non-Executive Directors have relationship inter-se. with any of the Directors of the Company.

xiii During the year 2015-2016, information as mentioned in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been placed before the Board for its consideration.

xiv. Performance Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance, evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

3. COMMITTEES OF THE BOARD

i. AUDIT COMMITTEE

a. Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in Section 177 of the Companies Act, 2013. The Committee, comprising of financially literate members, is responsible for effective supervision of the financial operations and ensuring that financial, accounting activities and operating controls are exercised as per the laid down policies and procedures.

Some of the important functions performed by the Committee are as follows:

Financial reporting and other related processes

- Oversight of the Company's financial reporting process and the financial information submitted to Stock Exchanges, Regulatory Authorities or to the Public.

- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon, Audited Annual financial statements and Auditors' Report thereon, before submission to the Board for approval.
- Review the Management Discussion & Analysis of financial and operational performance.
- Review the investments made by the Company.
- Discuss with the Statutory Auditors its opinion about the quality and appropriateness of the Company's accounting policies with reference to the Generally Accepted Accounting Principles in India (IGAAP).

Internal Financial Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management, the Company's major financial risk exposures and the steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism.

Audit & Other duties

- Review the scope of the Annual audit plan and the Internal audit with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors.
- Recommend to the Board the remuneration of the Statutory Auditors and Cost Auditors.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Act and the payment of such services.
- Reviewing the annual Cost Audit Report submitted by the Cost Auditor.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on arm's length basis and to review and approve such transactions subject to the approval of the Board.

b. Composition of the Committee

The Committee comprises of 3 (Three) Independent and Non-Executive Directors and 1 (One) Executive Director. The Company Secretary acts as the Secretary to the Committee. The CFO is the permanent invitee to the Committee meeting. The Internal Auditor and the concerned partners / authorised representatives of Statutory Auditors are regular invitees of the Committee meetings.

CA. Swati S. Mayekar is the Chairperson of the Committee. Dr. Rahim H. Muljani, CA. Vinod G.

Yennemadi and Mr.Mohan A. Chandavarkar are the other members of the committee.

CA.Swati S. Mayekar and CA.Vinod G. Yennemadi are Chartered Accountants by profession and have considerable accounting and financial management expertise. Dr.Rahim H. Muljiani and Mr.Mohan A. Chandavarkar are financially literate.

c. Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
May 27, 2015	4	4
August 05, 2015	4	4
November 07, 2015	4	4
February 06, 2016	4	4

d. Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held on			
	May 27, 2015	August 05, 2015	November 07, 2015	February 06, 2016
CA.Swati S.Mayekar	Present	Present	Present	Present
Dr. Rahim H. Muljiani	Present	Present	Present	Present
CA.Vinod G. Yennemadi	Present	Present	Present	Present
Mr. Mohan A. Chandavarkar	Present	Present	Present	Present

ii. NOMINATION AND REMUNERATION COMMITTEE

a. Brief description of terms of reference

The powers, role and terms of reference of this Committee cover the matters specified under Regulations 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in Section 178 of the Companies Act, 2013.

Some of the functions of the Committee are as follows:

- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria.
- Identifying potential individuals for appointment as Key Managerial Personnel.
- Formulate and review from time to time, the Policy for selection and appointment of Directors, Key Managerial Personnel and Members of the Executive Committee and their remuneration.
- Review the performance of the Board of Directors, Key Managerial Personnel and Members of the Executive Directors based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board, the Committee ensures that the remuneration is reasonable and adequate enough to retain the best managerial talent and meets appropriate performance benchmarks.

The Committee identifies and recommends the appointment of persons as Directors / Independent Directors based on certain criteria laid down in the Nomination and Remuneration Policy, as determined and formulated by the Board. The Committee also reviews the appointment and remuneration, including the commission based on the net profits of the Company of the Chairman and Managing Director and other Executive Directors.

b. Composition of the Committee

The Committee comprises of 4 (Four) Independent and Non-Executive Directors. The said committee functions under the chairmanship of CA Vinod G. Yennemadi. Dr. Rahim H. Muljiani, Dr. Satish S. Ugrankar and CA. Swati S. Mayekar are the other members of the Committee. The Company Secretary acts as the Secretary to the Committee.

c. Committee meeting held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
February 06, 2016	4	4

d. Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held on February 06, 2016
CA.Vinod G. Yennemadi	Present
Dr. Rahim H. Muljiani	Present
Dr. Satish S. Ugrankar	Present
CA.Swati S. Mayekar	Present

e. Performance evaluation criteria for independent directors

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation; the Directors who are subject to evaluation had not participated.

iii. REMUNERATION OF DIRECTORS

a. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company, which has a potential conflict with the interests of the Company at large.

b. The Remuneration Policy for the Board of Directors and Senior Management Personnel, as recommended by the Nomination and Remuneration Committee is approved by the Board. The remuneration paid to the

Non-Executive Directors comprises of sitting fees and commission. The sitting fees paid to the Non-Executive Directors in respect of the meetings of the Board and the Audit Committee attended by them is within the maximum limit set out under the Companies Act, 2013. The Commission paid to the Directors is in accordance with the overall ceiling imposed by the Companies Act, 2013 and applicable statutes, if any. The remuneration paid to the Senior Management Personnel is in accordance with the industry norms and practices. The Nomination and Remuneration Policy is also uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Nomination_and_Remuneration_Policy.pdf

c. Details of remuneration payable to Wholetime Directors for the year under review:

Name of the Director	Salaries (Rs.)	Perquisites (Rs.)	Benefits (Rs.)	Commission (Rs.)	Total
Mr. Mohan A. Chandavarkar	7,104,000	276,038	1,198,800	10,804,845	19,383,683
Mr. Ashok A. Chandavarkar*	3,721,960	190,335	628,081	8,643,876	13,184,252
Mr. Nandan M. Chandavarkar	6,048,000	859,371	1,020,600	8,643,876	16,571,847
Mr. Ameya A. Chandavarkar	3,900,000	430,766	658,125	6,482,907	11,471,798
Ms. Nomita R. Chandavarkar	2,000,000	-	150,000	3,241,453	5,391,453

* The remuneration payable to Mr. Ashok A. Chandavarkar with effect from February 29, 2016 is subject to shareholders approval at the ensuing Annual General Meeting.

The remuneration to the Wholetime Directors is paid in terms of Schedule V of the Companies Act, 2013 and is duly approved by the Shareholders.

d. Details of service contracts, notice period and severance fees of the Executive Directors:

The appointment of Executive Directors is by virtue of their employment with the Company as management employees and therefore, their terms of employment are governed by the applicable policies at the relevant point in time.

The Details of service contracts of the Executive Directors are as follows:

Name of the Director	Date of contract	Term of Contract
Mr. Mohan A. Chandavarkar	April 01, 2014	For a period of 5 years commencing from April 01, 2014
Mr. Ashok A. Chandavarkar	February 29, 2016	For a period of 5 years commencing from February 29, 2016
Mr. Nandan M. Chandavarkar	March 01, 2014	For a period of 5 years commencing from March 01, 2014
Mr. Ameya A. Chandavarkar	November 01, 2014	For a period of 5 years commencing from November 01, 2014
Ms. Nomita R. Chandavarkar	June 02, 2014	For a period of 5 years commencing from June 02, 2014

Services of the Executive Directors may be terminated by either party, giving the other party 90 (Ninety) days notice or the Company paying 90 (Ninety) days salary in lieu thereof. There is no separate provision for payment of severance fees.

e. Details of remuneration payable to Non-Executive Directors for the year under review:

Name of the Director	Commission (Rs.)	Board Meeting Sitting fees(Rs.)	Audit Committee Meeting fees(Rs.)	Total(Rs.)
CA. Girish C. Sharedalal	1,620,727	105,000	Not Applicable	1,725,727
Dr.Satish S. Ugrankar	200,000	105,000	Not Applicable	305,000
Dr.Rahim H. Muljiani	200,000	105,000	80,000	385,000
CA.Vinod G. Yennemadi	200,000	105,000	80,000	385,000
CA.Swati S. Mayekar	200,000	105,000	80,000	385,000
Total	2,420,727	525,000	240,000	3,185,727

f. Stock Option Scheme

The Company does not have any stock option scheme.

iv. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and investor grievances.

a. Composition of the Committee

The Committee comprises of 1 (One) Independent and Non-Executive Director and 2 (Two) Executive Directors. The Committee functions under the Chairmanship of Dr. Rahim H. Muljiani, a Non-Executive and Independent Director. Mr. Mohan A. Chandavarkar and Mr. Ashok A. Chandavarkar, Executive Directors are the other members of the committee. The Company Secretary acts as the Secretary to the Committee.

b. Name and designation of the Compliance Officer

Ms. Varsharani Katre is the Company Secretary and the Compliance Officer of the Company.

c. Number of complaints received and resolved

During the year under review, the Company had received 25 (Twenty Five) complaints from the shareholders. There were no shareholder grievances that remained unattended / pending for more than 30 (Thirty) days.

There were no applications for share transfers pending as on March 31, 2016. In order to expedite the process of transfers of shares, the Board has delegated the power to approve share transfers to the share transfer committee set up by the Board of Directors.

As on March 31, 2016, there are 2 (Two) investor complaints and the same has been resolved as on the date of this Report.

v. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Committee oversees corporate social responsibility activities to be undertaken by the Company under the Companies Act, 2013, monitoring the CSR Policy of the Company, other business related matters referred by the Board or the Chairman, as and when deemed necessary, for the consideration and recommendation of the Committee.

a. Brief description of terms of reference

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprise of reviewing the CSR Policy and provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

b. Composition of the Committee

The Committee comprises of 3 (Three) Executive Directors and 1 (One) Independent and Non-Executive Director. The said committee functions under the chairmanship of Mr. Mohan A. Chandavarkar. Mr. Ashok A. Chandavarkar, CA. Vinod G. Yennemadi and Ms. Nomita R. Chandavarkar are the other members of the committee. The Company Secretary acts as a Secretary to the Committee.

c. Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
June 24, 2015	4	3
September 07, 2015	4	4
March 28, 2016	4	4

d. Attendance of Directors at the Committee meetings

Name of the Director	Attendance at the Committee Meetings held on		
	June 24, 2015	September 07, 2015	March 28, 2016
Mr. Mohan A. Chandavarkar	Present	Present	Present
Mr. Ashok A. Chandavarkar	Present	Present	Present
CA. Vinod G. Yennemadi	Absent	Present	Present
Ms. Nomita R. Chandavarkar	Present	Present	Present

vi. RISK MANAGEMENT COMMITTEE

The functions of the Committee comprises of overseeing the Risk Management Policy of the Company, reviewing the various risks and defining the framework for identifying, assessing and monitoring the risk.

a. Composition of the Committee

The Committee comprises of 1 (One) Independent and Non-Executive Director, 1 (One) Executive Director and 1 (One) Senior Management Personnel. CA. Swati S. Mayekar, an Independent and Non-Executive Director is the Chairperson of the Committee.

Mr. Ameya A. Chandavarkar, Executive Director and Mr. Dilip V. Karnik, President- Technical & Operations are the other members of the committee. The Company Secretary acts as a Secretary to the Committee.

b. Committee meetings held during the year

Dates on which the Committee Meetings were held	Total Strength of the Committee	No. of Directors Present
July 16, 2015	3	3
March 09, 2016	3	3

c. Attendance of Directors / Members at the Committee meetings

Name of the Director / Member	Attendance at the Committee Meetings held on	
	July 15, 2015	March 09, 2016
CA. Swati S. Mayekar	Present	Present
Mr. Ameya A. Chandavarkar	Present	Present
Mr. Dilip V. Karnik	Present	Present

4. CEO / CFO CERTIFICATION

Mr. Mohan A. Chandavarkar, Managing Director and Mr. Sanjay B. Jain, Chief Financial Officer, have issued necessary certification to the Board in terms of Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was taken on record by the Board at its meeting held on May 26, 2016.

A copy of this certificate is provided as **Annexure A** to this report.

5. GENERAL BODY MEETINGS

i. Location and time of the last 3(three) Annual General Meetings held:

Financial year	Location	Date	Time	No. of special resolutions passed
2012-13	WelcomHotel Rama International R-3, Chikalthana Aurangabad 431 210 Maharashtra	August 31, 2013	10.00 a.m.	None
2013-14	WelcomHotel Rama International R-3, Chikalthana Aurangabad 431 210 Maharashtra	August 09, 2014	10.00 a.m.	1(one) Re-appointment of Managing Director for a period of 5(five) years
2014-15	WelcomHotel Rama International R-3, Chikalthana Aurangabad 431 210 Maharashtra	September 30, 2015	10.00 a.m.	None

- ii. A Court convened meeting of the equity shareholders of the Company was held on June 13, 2015 at 10.00 a.m. at Welcomhotel Rama International, R-3, Chikalthana, Aurangabad - 431 210 in terms of Order dated April 24, 2015 of the Hon'ble High Court of Judicature at Bombay, for obtaining the requisite approval of the Company for Scheme of Amalgamation under Section 391-394 of the Companies Act, 1956 and Section 55 of the Companies Act, 2013 between FDC Limited ("Transferee") and Seven Trading and Investment Company Private Limited, Transgene Trading and Investment Company Private Limited, Sudipta Trading and Investment Company Private Limited and Anand Synthochem Limited ("Transferor") and their respective shareholders.
- iii. **During the year, the Company approached the shareholders through postal ballot in May, 2015. A snapshot of the voting results of the above mentioned postal ballot is as follows:**

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Utilization of the Reserves including Capital Redemption Reserve, pursuant to the Scheme	Special	26,989,147	26,946,082	99.84	43,065	0.16
Alteration of the Articles of Association of the Company	Special	149,494,008	149,387,399	99.93	106,609	0.07

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through postal ballot.

M/s. Sanjay Dholakia & Associates, Practicing Company Secretary, was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

- iv. **None of the businesses proposed to be transacted in the ensuing Annual General Meeting require special resolution through postal ballot.**
- v. **Procedure for postal ballot**

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Company provides electronic voting (e-voting) facility to all its members. The Company engages the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by postal ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/ list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with

their depository participants (in case of electronic shareholding)/ the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of the completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as of the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms, duly completed and signed, to the Scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before the close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman. The results are also displayed on the Company's website i.e. <http://www.fdcindia.com/news.php>, besides being communicated to the stock exchanges.

6. MEANS OF COMMUNICATION

The Company publishes its annual, half yearly and quarterly financial results in the following newspapers:

- i. Business Standard (English) (All Editions)(National)
- ii. Sakal (Marathi) (All Editions)

The financial results are also displayed on the Company's website i.e. www.fdcindia.com. The Company also informs by way of intimation to BSE and NSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.

A separate dedicated section under 'Investors' on the Company's website gives information on unclaimed dividends, quarterly compliance reports/ communications with the Stock Exchanges and other relevant information of interest to the investors / public.

Further, in the 'News' section, all correspondences with the Stock Exchanges on day to day business affairs of the Company and Presentation on Quarterly/Annual accounts of the Company are available on the website of the Company i.e. <http://www.fdcindia.com/news.php>

7. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Date : September 17, 2016

Time : 10.00 a.m.

Venue : WelcomHotel
Rama International
R-3, Chikalthana
Aurangabad 431 210
Maharashtra

ii. Financial Year

The Company's financial year begins on April 01 and ends on March 31, every year.

iii. Financial Calendar (tentative)

Particulars	Date
Unaudited results of the first quarter ending June 30, 2016	August 12, 2016
Unaudited results of the second quarter and half year ending September 30, 2016	November 05, 2016
Unaudited results of the third quarter and nine months ending December 31, 2016	February 04, 2017
Audited results for the year ending March 31, 2017	May 26, 2017

iv. Dividend Payment Date

During the year, the Company has declared and paid interim dividend of Rs. 2.25/- (225%) per equity share for the financial year 2015-2016 on March 23, 2016. The same has been confirmed as Final dividend for the financial year 2015-2016 at the Board Meeting held on May 26, 2016.

v. Dates of book closure

September 08, 2016 to September 17, 2016 (both days inclusive).

vi. Listing on Stock Exchanges and Stock Code

The Shares of the Company are listed on the Stock Exchanges namely BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at Mumbai.

The Company's Stock Code at BSE is 531599 and NSE is FDC EQ.

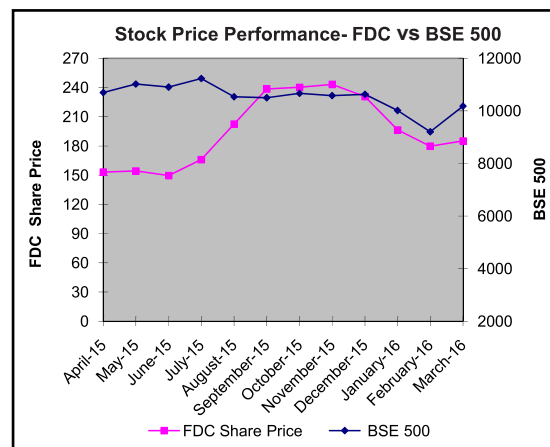
The Company has paid Annual Listing Fees to both the Stock Exchanges for the Financial Year 2015-2016.

vii. Market Price Data

Month	BSE		NSE	
	High	Low	High	Low
April, 2015	183.30	149.25	183.00	148.85
May, 2015	162.90	150.20	163.95	150.10
June, 2015	155.50	145.10	155.95	145.00
July, 2015	177.00	149.10	176.90	148.50
August, 2015	221.40	165.95	220.05	165.00
September, 2015	246.90	185.15	246.60	185.00
October, 2015	273.80	237.00	274.35	236.25
November, 2015	245.85	215.00	249.00	216.95
December, 2015	249.00	220.00	249.50	217.40
January, 2016	236.50	183.15	236.00	183.55
February, 2016	200.00	170.15	200.00	168.80
March, 2016	197.75	175.00	197.80	174.50

(Source: BSE website/NSE trade statistics)

viii. Performance of the Company's stock in comparison to BSE 500



Note: Based on monthly closing price of FDC and monthly closing index point of BSE 500.

ix. Registrars and Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400 072
Tel.: (022) 2851 5606, 2851 5644,
Fax.: (022) 2851 2885
E-mail ID.: sharexindia@vsnl.com

x. Share Transfer System

The Share Transfer Committee inter-alia oversees the transfer of shares, transmission of shares, issue of duplicate share certificates, etc. The formalities for transfer of shares in the physical form are completed and the share certificates are dispatched to the transferee within fifteen days of receipt of transfer documents, provided the documents are complete and the shares under transfer are not under dispute.

xi. Shareholding Pattern as on March 31, 2016

Category	No. of Shares	% holding
Promoters & Promoters Group	122,504,656	68.89
Mutual Funds, Banks, Insurance Companies, Financial Institution and Central/ State Government Institutions	7,877,622	4.43
Foreign Institutional Investors	16,745,137	9.42
Private Corporate Bodies	4,290,975	2.41
Indian Public	24,432,303	13.74
Others	1,982,391	1.11
Total	177,833,084	100.00

xii. Distribution of Shareholding as on March 31, 2016

Equity shares of face value of Re.1 each	Shareholders		Equity shares	
	Number	% to Total	Number	% to Total
Upto 5,000	22,742	97.77	9,835,912	5.53
5,001 to 10,000	292	1.26	2,174,568	1.22
10,001 to 20,000	86	0.37	1,243,212	0.70
20,001 to 30,000	27	0.12	657,003	0.37
30,001 to 40,000	18	0.08	645,701	0.36
40,001 to 50,000	9	0.04	402,789	0.23
50,001 to 1,00,000	24	0.10	1,686,368	0.95
Above 1,00,001	63	0.26	161,187,531	90.64
Total	23,261	100.00	177,833,084	100.00

xiii. Dematerialisation of shares and liquidity

The shares of the Company are in the compulsory demat segment and are available in the depository system, both in National Security Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). As on March 31, 2016, 174,953,969 equity shares aggregating to 98.38% of the total number of fully paid equity shares having face value of Re.1 each are held by the shareholders in the dematerialised form.

xiv. Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity

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

xv. Commodity price risk or foreign exchange risk and hedging activities

During the financial year 2015-2016, the Company has not entered into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign exchange exposures are disclosed in Note No. 32 to the Annual Accounts.

xvi. Plant locations

As mentioned on the cover page of the Annual Report.

xvii. Address for correspondence

Shareholders holding shares in the physical form should address their correspondence to the Company's Registrar and Share Transfer Agents at the address as given under 7(ix) above. Shareholders holding shares in the demat form should address their correspondence to their respective depository participants with whom they have their accounts.

8. The information required under the Management Discussion and Analysis Report has been aptly covered under the Directors' Report.

9. OTHER DISCLOSURES

i. During the year, the Company has not entered into any transaction of a material nature with any related party as described under the listing agreement entered into with the stock exchanges that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 28 to the Annual Accounts. The policy on dealing with related party transaction has been disclosed on the website of the company i.e. http://www.fdcindia.com/admin/images/Related_Party_Transactions_Policy.pdf

ii. The Company is listed on the stock exchanges namely, BSE Limited and National Stock Exchange of India, Limited, Mumbai. During the past 3 (Three) years there have been no instances of non-compliance by the Company with the requirements of the Stock Exchanges, Securities and Exchange Board of India ('SEBI') or any other statutory authority on any matter related to capital markets.

iii. In compliance with applicable laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, disclosure matters, reporting of fraudulent financial information to the shareholders, or any other company matters involving fraud, employee misconduct, violation of law, theft, dishonesty, inappropriate behavior /conduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels. The Company has a Whistle Blower Committee in place. The Chairman of the Audit Committee has an access to the meetings of the said Committee.

The Company has formulated the Whistle Blower Policy, which aims at assisting the Directors, Employees, Customers and/or Third party intermediaries and Shareholders to use the procedures set out in this Policy to submit confidential and / or anonymous complaints.

The Whistle Blower Policy is also uploaded on the website of the Company i.e. http://www.fdcindia.com/admin/images/Whistler_Blower_Policy.pdf

iv. The Policy for determining 'material' subsidiaries has been disclosed on the website of the Company i.e. http://www.fdcindia.com/admin/images/Policy_on_Material_Subsiidiaries.pdf

10. The Company is in compliance with all requirements as given in the above Paragraphs (2) to (9) of the Corporate Governance Report as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. The Company has complied with all mandatory requirements specified in Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance.

12. **The status on the compliances with the non-mandatory provisions as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:**

i. The Board

The Chairman of the Company is Executive Chairman.

ii. Shareholder Rights

The Company's half yearly results are published in leading English and Marathi daily newspapers in all editions. The results are also posted on the website of the Company i.e. www.fdcindia.com and hence, are not dispatched to the shareholders of the Company.

iii. Modified opinion(s) in audit report

There are no modified opinion(s) contained in the Audit Report.

iv. Separate Posts of Chairman and CEO/Managing Director

The Posts of Chairman and Managing Director are not separate.

v. Reporting of Internal Auditors

The Internal Auditors of the Company report directly to the Audit Committee.

13. Reconciliation of Share Capital

A qualified Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

For and on behalf of the Board

Place : Mumbai

MOHAN A. CHANDAVARKAR

Date : May 26, 2016

Chairman and Managing Director

ANNEXURE A TO CORPORATE GOVERNANCE REPORT

**To,
The Board of Directors
FDC Limited**

We, Mohan A. Chandavarkar, Managing Director and Sanjay B. Jain, Chief Financial Officer, of FDC Limited certify that:

1. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. that there are no significant changes in internal control over financial reporting during the year;
 - b. no significant changes in accounting policies during the year; and
 - c. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

Place: Mumbai
Date : May 26, 2016

MOHAN A. CHANDAVARKAR
Managing Director

SANJAY B. JAIN
Chief Financial Officer

AUDITORS' CERTIFICATE

To

The Members of FDC Limited

We have examined the compliance of conditions of corporate governance by FDC Limited, for the year ended on 31st March, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchange(s).

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

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003

per VIJAY MANIAR

Partner

Membership No.: 36738

Place : Mumbai

Date : May 26, 2016

INDEPENDENT AUDITOR'S REPORT

To the Members of FDC Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of FDC Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) With respect to the other matters to be included in the

Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 25 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 44 to the financial statements;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company - Refer Note 7b to the financial statements.

For SRB C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

perVijay Maniar

Partner

Membership No. 36738

Place : Mumbai

Date : May 26, 2016

Annexure 1- Statement on matters specified in paragraphs 3 and 4 of the Companies (Auditor's report) Order, 2016

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties, other than self constructed buildings, included in fixed assets are held in the name of the Company except for one immovable property consisting of Freehold Land (acquired on account of amalgamation) with a carrying value of Rs. 817.49 lacs as at 31st March 2016 for which the Company is in the process of registering the title deeds in its name.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at 31st March 2016 and no material discrepancies were noticed in respect of such confirmations.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, related to the manufacture of Formulation and Bulk drugs and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of Statute (Nature of Dues)	Period to which the amount relates	Forum where dispute is pending	* Amount (Rs. in lacs)
Gujarat Sales Tax Act/ Uttar Pradesh Sales Tax Act/ West Bengal Sales Tax Act/ Maharashtra Sales Tax Act (Tax /Penalty/ Interest)	Apr 2002 - Mar 2003	Sales Tax Appellate Tribunal	46.84
	Apr 2002 - Mar 2003	Revisional Board - Commercial Tax	14.30
	Apr 2003 - Mar 2004	Sales Tax Appellate Tribunal	13.15
	Apr 2006 - Mar 2007	Revisional Board - Commercial Tax	4.80
	Apr 2008 - Mar 2009	Joint Commissioner (Appeals)	74.84
	Apr 2010 - Mar 2011	Joint Commissioner (Appeals)	16.25
Central Excise Act/ Service Tax (Duty/Penalty / Interest)	Apr 2010 - Mar 2011	Sales Tax Appellate Tribunal	205.19
	(I) Total		375.37
	Apr 2000 - Dec 2001	Assistant Commissioner of Central Excise	9.55
	Oct 2000 - Nov 2001	Custom Excise & Service tax Appellate Tribunal	64.89
	Nov 2002 - Jun 2003	Custom Excise & Service tax Appellate Tribunal	37.34
	Dec 2003 - Oct 2004	Custom Excise & Service tax Appellate Tribunal	93.22
	Apr 2005 - Sep 2006	Custom Excise & Service tax Appellate Tribunal	28.56
	Apr 2007 - Mar 2008	Custom Excise & Service tax Appellate Tribunal	3.51
	Apr 2005 - Sep 2005	Assistant Commissioner of Service Tax	28.74
	Apr 2009 - Mar 2010	Commissioner of Appeal Central Excise	11.81
(II) Total		277.62	
Income tax	Ass. Yr. 2009-2010	Commissioner of Income tax -Appeals	8.65
	Ass. Yr. 2010-2011	Commissioner of Income tax -Appeals	337.89
	Ass. Yr. 2012-2013	Commissioner of Income tax -Appeals	6.12
(III) Total		352.66	
Total (I + II + III)		1005.65	

* disclosed as contingent liability in the financial statements.

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to bank, or Government. The Company did not have any outstanding dues in respect of a financial institution or debentures during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer/ further public offer/ debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

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

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.

(xvi) According to information and explanation given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S R B C & CO LLP

Chartered Accountants
ICAI Firm Registration No.324982E/E300003

per Vijay Maniar
Partner
Membership No. 36738

Place : Mumbai
Date : May 26, 2016

Annexure 2 - To the Independent Auditor's Report of even date on the standalone financial statements of FDC Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of FDC Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per Vijay Maniar

Partner

Membership No. 36738

Place : Mumbai

Date : May 26, 2016

BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	Note No.	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	1,786.19	1,786.19
(b) Reserves and surplus	3	102,611.61	91,172.33
		104,397.80	92,958.52
2 Non-current liabilities			
(a) Long-term borrowings	4	78.63	89.79
(b) Deferred tax liabilities (net)	5	1,872.97	2,278.21
(c) Long-term provisions	6	50.00	55.74
		2,001.60	2,423.74
3 Current liabilities			
(a) Trade payables	7	8,229.70	8,626.40
(b) Other current liabilities	7	4,957.84	3,627.92
(c) Short-term provisions	6	3,023.76	6,319.12
		16,211.30	18,573.44
TOTAL		122,610.70	113,955.70
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	8		
(i) Tangible assets		66,954.15	37,916.85
(ii) Intangible assets		135.25	220.28
(iii) Capital work-in-progress			
Tangible assets		1,738.02	2,872.52
Intangible assets		254.40	7.67
(b) Non-current investments	9	3,534.42	22,311.58
(c) Long-term loans and advances	10	781.39	737.84
(d) Other non-current assets	15	12.73	71.64
		73,410.36	64,138.38
2 Current assets			
(a) Current investments	11	25,704.10	27,248.89
(b) Inventories	12	13,023.81	12,152.67
(c) Trade receivables	13	6,428.08	6,069.51
(d) Cash and bank balances	14	1,350.32	1,166.38
(e) Short-term loans and advances	10	2,503.19	1,963.08
(f) Other current assets	15	190.84	1,216.79
		49,200.34	49,817.32
TOTAL		122,610.70	113,955.70

Significant accounting policies

The accompanying notes are an integral part of the financial statements.

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2 to 45

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per **VIJAY MANIAR**
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS		Note No.	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
I.	Revenue from operations (gross)	16	101,957.30	89,677.23
	Less: Excise duty		2,212.94	1,912.62
	Revenue from operations (net)		99,744.36	87,764.61
II.	Other income	17	3,251.09	4,435.50
III.	Total Revenue (I + II)		102,995.45	92,200.11
IV.	Expenses:			
	Cost of materials consumed	18	27,319.53	25,703.26
	Purchases of stock in trade	19	8,816.80	8,414.83
	Changes in inventories of finished goods/ stock-in-trade and work-in-progress	20	(650.16)	(809.06)
	Employee benefits expense	21	17,502.34	13,623.67
	Finance costs	22	139.68	175.31
	Depreciation and amortization expense	8	3,361.14	3,849.89
	Other expenses	23	24,539.43	21,157.59
	Total expenses		81,028.76	72,115.49
V.	Profit before tax (III- IV)		21,966.69	20,084.62
VI.	Tax expense:			
	(1) Current tax		6,700.00	5,820.00
	(2) Deferred tax		(414.71)	(285.65)
	(3) Tax adjustments for earlier years - Current tax		-	(40.23)
	Total tax expense		6,285.29	5,494.12
VII.	Profit for the year (V - VI)		15,681.40	14,590.50
VIII.	Earnings per equity share:	24		
	Par value Re.1 per share (Previous year Re.1 per share)			
	(1) Basic (Rs.)		8.82	8.20
	(2) Diluted (Rs.)		8.82	8.20

Significant accounting policies

The accompanying notes are an integral part of the financial statements.

1

2 to 45

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per **VIJAY MANIAR**
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	2015-2016		2014-2015	
	Rupees in lacs		Rupees in lacs	
CASH FLOWS FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAXATION		21,966.69		20,084.62
Non-cash adjustments to reconcile profit before tax to net cash flows:				
Depreciation and Amortisation	3,361.14		3,849.89	
Interest expense	101.09		115.84	
Interest income	(559.30)		(1,478.53)	
Profit on fixed assets sold/scrapped (net)	(156.03)		(352.85)	
Amortisation of premium on Non Convertible Debentures/ Bonds	46.85		4.30	
Dividend income	(797.89)		(622.43)	
Provision for diminution in value of current investments	381.21		40.41	
Profit on sale of investments (net)	(1,286.38)		(1,589.13)	
Unrealised foreign exchange gain on restatement	75.49		18.16	
Bad debts/Advances written off	-		11.83	
Provision for doubtful debts	35.08		3.25	
Provision for doubtful advances	-		15.65	
Provision for expenses no longer required, written back	(18.66)		(165.36)	
Provision for doubtful debts/advances no longer required, written back	(0.24)		(4.74)	
Provision for diminution in value of current investments sold, written back	(3.96)	1,178.40	-	(153.71)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		23,145.09		19,930.91
Movements in Working Capital :				
Increase in trade receivables	(430.39)		(6.03)	
Increase in inventories	(871.14)		(2,093.46)	
(Increase)/ Decrease in loans & advances and other current assets	(615.78)		66.10	
Increase in trade payables and other current liabilities	866.62		205.92	
Increase in provisions	526.64	(524.05)	750.83	(1,076.64)
CASH GENERATED FROM OPERATIONS		22,621.04		18,854.27
Direct taxes paid (net of refunds)		(5,515.92)		(6,197.83)
NET CASH FROM OPERATING ACTIVITIES (A)		17,105.12		12,656.44
CASH FLOWS USED IN INVESTING ACTIVITIES				
Purchase of fixed assets, including CWIP and capital advances		(30,992.24)		(5,191.42)
Proceeds from sale of fixed assets		405.89		669.93
Inter-corporate deposits given/ renewed		(25.00)		(25.00)
Repayment/Renewal of inter corporate deposit given		25.00		25.00
(Increase)/Decrease in fixed and margin deposits		0.28		(0.33)
Loan given to Subsidiary Company		-		(3.00)
Purchase of investments		(48,417.97)		(45,562.41)
Proceeds from sale of investments		69,980.93		39,088.93
Dividend received		797.89		622.43
Interest received		953.57		1,486.58
NET CASH USED IN INVESTING ACTIVITIES (B)		(7,271.65)		(8,889.29)
CASH FLOWS USED IN FINANCING ACTIVITIES				
Repayment of deferred sales tax loan		(17.28)		(18.39)
Dividend paid		(8,002.54)		(4,001.24)
Dividend tax paid		(1,629.12)		(680.01)
Interest paid		(7.26)		(47.42)
NET CASH USED IN FINANCING ACTIVITIES (C)		(9,656.20)		(4,747.06)
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)		177.27		(979.91)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,128.01		2,107.92
CASH AND CASH EQUIVALENTS ACQUIRED ON ACCOUNT OF AMALGAMATION		10.50		-
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (Refer Note 1 below)		1,315.78		1,128.01

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**Notes to the Cash Flow Statement**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

PARTICULARS	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Cash on hand	13.54	14.21
Balance with scheduled banks:		
In current accounts	1,160.06	1,032.86
In unpaid dividend accounts (Refer Note 3 below)	159.16	117.45
Unrealised foreign exchange gain on restatement of cash and cash equivalents	(16.98)	(36.51)
	1,315.78	1,128.01

2. Previous years figures have been regrouped/rearranged to confirm to the current year's presentation wherever necessary.
3. Rs. 159.16 lacs (Previous year Rs. 117.45 lacs) in unclaimed dividend accounts are not available for use by the Company as they represent corresponding dividend liabilities.
4. The amalgamation of Soven Trading and Investment Company Private Limited, Sudipta Trading and Investment Company Private Limited, Transgene Trading and Investment Company Private Limited, and Anand Synthochem Limited with the Company is non-cash transaction and hence, has no impact on the Company's cash flow for the year.

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per VIJAY MANIAR

Partner

Membership No. 36738

Place : Mumbai

Date : May 26, 2016

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

SANJAY JAIN
Chief Financial Officer

Place : Mumbai
Date : May 26, 2016

ASHOK A. CHANDAVARKAR
Director

VARSHARANI KATRE
Company Secretary

1. SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention, except for certain fixed assets, which were revalued on 30th September 1993 (Refer Note No. c below) and in case of assets where a provision is made for impairment losses, on accrual basis and are in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in India requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the result of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. TANGIBLE FIXED ASSETS

All fixed assets other than revalued assets are stated at cost less accumulated depreciation / amortisation less impairment losses. Cost comprises of the purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use. Adjustments arising from exchange rates variances relating to liabilities attributable to fixed assets are taken to the Statement of Profit and Loss.

Leasehold Land, buildings, major items of plant and machinery and research and development equipment at Jogeshwari and Roha were revalued on 30th September 1993 on the basis of the report of an approved valuer. Difference between the book value and the value as per valuer's report amounting to Rs. 730.70 lacs was transferred to Revaluation Reserve during the year ended 31st March 1994. These fixed assets are stated at revalued amounts less accumulated depreciation.

d. DEPRECIATION/AMORTISATION/IMPAIRMENT

Depreciation on the historical cost of tangible fixed assets is provided on straight line method using the rates arrived at based on the useful life prescribed under Schedule II to the Companies Act, 2013 except for the below mentioned asset where higher rate is considered based on the useful life of the asset as estimated by the management:

ASSET	Useful Life (No. of Years)
Vehicles	6

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of the money and risks specific to the assets.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Assets costing less than Rs. 5,000 are depreciated at the rate of hundred per cent.

Leasehold land/ improvements are amortised on a straight line basis over the period of lease ranging from 30 to 99 years.

e. INTANGIBLE ASSETS

Technical know-how

Technical know-how which are acquired, are capitalised and amortised over the period of its estimated useful life as estimated by the management on a straight line basis, not exceeding ten years.

Marketing Rights and Software

Cost relating to marketing rights and software, which are acquired, are capitalized and amortised over the period of its estimated useful life as estimated by the management on a straight line basis, not exceeding ten years.

f. INVESTMENTS

Investments that are readily realizable and intended to be held for not more than one year from the reporting period are classified as Current Investments. These are valued at lower of cost and fair value (repurchase price or market value) on an individual item basis.

Investments other than current are classified as Non-Current Investments which are valued at cost less provision for diminution in value, other than temporary, if any.

g. INVENTORIES

Raw materials and packing materials are valued at lower of cost and net realisable value, cost of which includes duties and taxes (net of CENVAT and VAT, wherever applicable) and is arrived at on weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including traded goods and work-in-progress are valued at lower of cost and net realisable value. Cost is arrived at on weighted average cost basis. Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and excise duty, where applicable.

h. REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured

Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to customers, which coincides with dispatch of goods to customers. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of the liability arising during the year.

Dividend is recognised when the Company's right to receive the payment is established by the balance sheet date.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other income is accounted for on accrual basis except where the receipt of income is uncertain.

i. FOREIGN CURRENCY TRANSLATION/ TRANSACTIONS

Transactions in foreign currency are recorded at the rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in a foreign currency outstanding at the year end are restated at the year end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising out of settlement and restatement of foreign exchange monetary items are taken to the Statement of Profit and Loss.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

j. GOVERNMENT GRANTS

Grants and subsidies from the government are recognised when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with.

Government grants received as capital incentives/subsidies are credited to Capital Reserve. Government grants related to revenue is recognised on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

Government grants relating to specific fixed assets are disclosed as deduction from the gross value of the assets concerned.

k. EMPLOYEE BENEFITS

Company's contribution to recognised provident fund, family pension fund and superannuation fund is defined contribution plan and is charged to the Statement of Profit and Loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.

Contribution to gratuity fund is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/ losses are immediately recognised in the Statement of Profit and Loss.

l. RESEARCH AND DEVELOPMENT

Revenue expenditure is charged off to Statement of Profit and Loss in the year in which it is incurred.

m. LEASE ACCOUNTING

Leases where substantially all the risks and benefits of ownership are retained by the lessor, are classified as operating leases. Operating lease expenses/income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

n. EARNING PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

o. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

At each balance sheet date, the Company reassesses unrecognised deferred tax assets. Deferred tax assets are recognised only to the extent that there is a reasonable certainty of their realisation. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

MAT credit is recognised as an asset when there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

p. PROVISIONS AND CONTINGENCIES

The Company creates a provision when there exist a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

q. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016 _____

2. Share capital

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Authorised Shares		
294,200,000 (Previous year - 250,000,000) Equity shares of Re. 1 each	2,942.00	2,500.00
3,000 (Previous year - Nil) 8% Non-Cumulative Redeemable Preference shares of Rs. 100 each	3.00	-
Total	<u>2,945.00</u>	<u>2,500.00</u>
Issued Shares		
180,978,084 (Previous year - 180,978,084) Equity shares of Re. 1 each, fully paid-up	1,809.78	1,809.78
Less: Share Capital cancelled on amalgamation (Refer Note No. 37)	553.85	-
Add: Share Capital issued pursuant to amalgamation	553.85	-
	<u>1,809.78</u>	<u>1,809.78</u>
Subscribed and Paid-up Shares		
177,833,084 (Previous year - 177,833,084) Equity shares of Re. 1 each, fully paid-up	1,778.33	1,778.33
Add: 3,145,000 (Previous year - 3,145,000) Equity shares forfeited	7.86	7.86
Total	<u>1,786.19</u>	<u>1,786.19</u>

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

	31st March 2016		31st March 2015	
	No. in lacs	Rupees in lacs	No. in lacs	Rupees in lacs
At the beginning of the period	1,778.33	1,778.33	1,778.33	1,778.33
Less: Share Capital cancelled on amalgamation (Refer Note No. 37)	553.85	553.85	-	-
Add: Share Capital issued pursuant to amalgamation	553.85	553.85	-	-
Outstanding at the end of the period	<u>1,778.33</u>	<u>1,778.33</u>	<u>1,778.33</u>	<u>1,778.33</u>

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to equity shareholders was Rs. 2.25 (Previous year - Rs. 2.25).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

- c. **Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date**

	31st March 2016 No. in lacs	31st March 2015 No. in lacs
Equity shares bought back by the Company	136.28	136.28

- d. **Details of shareholders holding more than 5% shares in the Company**

	31st March 2016		31st March 2015	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Re. 1 each fully paid				
Meera Ramdas Chandavarkar	34,189,260	19.23	20,425,260	11.49
Transgene Trading and Investment Company Private Limited*	-	-	19,024,500	10.70
Sudipta Trading and Investment Company Private Limited*	-	-	18,352,000	10.32
Soven Trading and Investment Company Private Limited*	-	-	18,008,500	10.13
Mohan Anand Chandavarkar	19,020,258	10.70	10,565,770	5.94
Ashok Anand Chandavarkar	15,988,193	8.99	9,985,360	5.62
Sandhya Mohan Chandavarkar	19,355,730	10.88	9,843,480	5.54
Ameya Ashok Chandavarkar	10,720,580	6.03	4,717,746	2.65
Mangala Ashok Chandavarkar	10,901,933	6.13	4,899,100	2.75

* These shares are cancelled and new shares have been issued to the shareholders of the respective companies pursuant to the Scheme of Amalgamation.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

3. Reserves and surplus

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Capital Reserve		
Opening Balance	75.01	75.01
Add: Addition on account of amalgamation	2.93	-
Less: Adjustments pursuant to amalgamation	77.94	-
Closing Balance	-	75.01
	(A)	
Capital redemption Reserve		
Opening Balance	153.09	153.09
Add: Addition on account of amalgamation	1.38	-
Add: Transfer from General reserve on redemption of preference shares	0.03	-
Less: Adjustments pursuant to amalgamation	154.50	-
Closing Balance	-	153.09
	(B)	
Investment Allowance Reserve		
Opening Balance	-	-
Add: Addition on account of amalgamation	0.07	-
Less: Transfer to General Reserve	0.07	-
Closing Balance	-	-
	(C)	
Special Reserve		
Opening Balance	-	-
Add: Addition on account of amalgamation	1,347.50	-
Less: Transfer to General Reserve	1,347.50	-
Closing Balance	-	-
	(D)	
Securities Premium Account		
	(E)	
Revaluation Reserve		
Opening Balance	49.35	49.35
Add: Addition on account of amalgamation	817.29	-
Less: Adjustments pursuant to amalgamation	866.64	-
Closing Balance	-	49.35
	(F)	
General Reserve		
Opening Balance	41,674.61	37,540.07
Add : Addition on account of amalgamation	1,167.34	-
Add : Transfer from Investment Allowance Reserve	0.07	-
Add : Transfer from Special Reserve	1,347.50	-
Less: Transfer to Capital Redemption Reserve on Redemption of Preference Shares	0.03	-
Less: Adjustments pursuant to amalgamation	7,380.81	-
Less: Adjustment of the carrying value of fixed assets [Net of deferred tax of Rs. Nil (Previous year - Rs.445.64 lacs)]	-	865.46
Add : Transfer from surplus balance in the Statement of Profit and Loss	5,000.00	5,000.00
Closing Balance	41,808.68	41,674.61
	(G)	
Surplus in the Statement of Profit and Loss		
Opening Balance	49,147.37	44,372.67
Profit for the year	15,681.40	14,590.50
Add : Addition on account of amalgamation	5,623.71	-
Add : Profit of transferor companies prior to 1st April, 2015	93.41	-
Less: <u>Appropriations</u>		
Interim dividend [Amount per share Rs. 2.25 (Previous year -Rs. Nil)]	4,001.30	-
Tax on Interim dividend	814.56	-
Proposed final equity dividend Amount per share Rs. Nil (Previous year -Rs. 2.25)	-	4,001.24
Tax on proposed equity dividend	-	814.56
Transfer to General Reserve	5,000.00	5,000.00
Net surplus in the Statement of Profit and Loss	60,730.03	49,147.37
	(H)	
Total (A+B+C+D+E+F+G+H)	102,611.61	91,172.33

Refer Note No. 37 for additions and adjustments pursuant to amalgamation

4. Long-term borrowings

	Non-current portion		Current maturities	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Deferred sales tax loan (unsecured) (Refer note below) Amount disclosed under the head	78.63	89.79	11.16	17.28
"other current liabilities" (Refer Note No. 7)	-	-	(11.16)	(17.28)
Net amount	78.63	89.79	-	-

Note: Under various schemes of Government of Maharashtra, the Company was entitled to interest free Sales Tax deferral incentives for its units at Waluj and Sinnar. These are repayable in annual installments over a period of 9-13 years commencing after a period of 10-12 years from the year of availment of deferred sales tax loan.

5. Deferred tax liabilities (net)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Deferred tax liability		
Depreciation	2,552.36	2,662.05
Less: Deferred tax asset		
Provision for doubtful debts/advances	22.07	17.72
Provision for diminution in value of investments	72.11	7.05
Liabilities disallowed under section 43B of IT Act, 1961	562.99	344.31
Expenses disallowed under section 40(a)(ia) of the IT Act, 1961	22.22	14.76
	679.39	383.84
Net deferred tax liability	1,872.97	2,278.21

6. Provisions

	Long Term		Short Term	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Provision for employee benefits (Refer Note No. 26)				
Provision for gratuity	-	-	139.97	236.76
Provision for leave benefits	-	-	767.73	594.26
	-	-	907.70	831.02
Other provisions				
Provision for tax (net of advances)	-	-	988.06	-
Provision for wealth tax	-	-	-	8.04
Proposed equity dividend	-	-	-	4,001.24
Provision for tax on proposed equity dividend	-	-	-	814.56
Provision for sales return (Refer Note No.35)	50.00	55.74	1,128.00	664.26
	50.00	55.74	2,116.06	5,488.10
	50.00	55.74	3,023.76	6,319.12

7. Trade payables and Other current liabilities

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Trade payables (Refer note a below)	8,229.70	8,626.40
Other current liabilities		
Current maturities of long-term borrowings (Refer Note No. 4)	11.16	17.28
Investor Education and Protection Fund (shall be credited as and when due by the following amount)		
Unpaid dividend (Refer note b below)	159.16	117.45
Advance from customers	51.37	112.97
Sundry deposits	1,083.02	1,064.17
Employee related liabilities	2,757.97	1,590.42
Others (includes dues to directors, statutory dues, trade advances, etc.)	895.16	725.63
	4,957.84	3,627.92
	13,187.54	12,254.32

- a. As per the information available with the Company, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made. The Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
- b. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund.

8. Fixed assets

Rupees in lacs

PARTICULARS	GROSS BLOCK					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET BLOCK	
	As at 31st March 2015	Additions on Amalgamations	Additions	Deletions / Adjustments	As At 31st March 2016	As at 31st March 2015	Additions on Amalgamations	For the Year	Deletions / Adjustments	As At 31st March 2016	As At 31st March 2016	As At 31st March 2015
TANGIBLE ASSETS												
Leasehold land	497.65	-	-	6.21	491.44	160.40	8.04	2.22	166.22	325.22	337.25	
Leasehold Improvements	5.68	-	-	(6.21)	11.89	5.68	0.22	(2.22)	8.12	3.77	-	
Freehold land*	13,686.36	\$ 817.49	27,490.02	-	41,993.87	-	-	-	-	41,993.87	13,686.36	
Buildings**	16,433.46	67.43	837.13	229.58	17,108.44	3,195.87	421.24	27.19	3,637.11	13,471.33	13,237.59	
Plant and machinery	15,773.05	-	1,035.23	112.36	16,695.92	@10,938.67	1,208.37	110.22	@12,036.82	4,659.10	4,834.38	
Laboratory testing machines	3,126.86	-	612.48	27.32	3,712.02	1,809.82	337.62	39.30	2,108.14	1,603.88	1,317.04	
Electrical installations	1,538.32	-	242.13	8.19	1,772.26	934.92	181.32	6.95	1,109.29	662.97	603.40	
Furniture, fixtures and fittings	2,973.28	0.09	261.26	77.58	3,157.05	1,765.85	328.40	61.55	2,032.78	1,124.27	1,207.43	
Office equipments	2,471.12	-	691.64	22.66	3,140.10	1,686.14	348.76	19.15	2,015.75	1,124.35	784.98	
Vehicles	451.70	-	150.61	24.11	578.20	292.76	62.51	24.11	331.16	247.04	158.94	
R & D Assets												
Tangible												
Buildings	109.91	-	-	-	109.91	75.13	9.28	-	84.41	25.50	34.78	
Equipments	3,433.48	-	360.28	171.18	3,622.58	1,812.02	333.21	143.41	2,001.82	1,620.76	1,621.46	
Furniture and fixtures	193.73	-	31.14	2.05	222.82	100.49	31.22	0.98	130.73	92.09	93.24	
Total of Tangible Assets (A)	60,694.60	885.01	31,711.92	675.03	92,616.50	22,777.75	3,270.19	432.86	25,662.35	66,954.15	37,916.85	
Previous Year	44,898.98	-	16,278.11	482.49	60,694.60	17,886.28	5,056.88	165.41	22,777.75	37,916.85	27,012.70	
INTANGIBLE ASSETS												
Marketing Rights/Trademarks	216.86	-	13.50	-	230.36	170.97	44.05	-	215.02	15.34	45.89	
Software	231.24	-	-	7.58	223.66	56.85	46.90	-	103.75	119.91	174.39	
R & D assets												
Technical know-how	233.38	-	-	-	233.38	233.38	-	-	233.38	-	-	
Total of Intangible Assets (B)	681.48	-	13.50	7.58	687.40	461.20	90.95	-	552.15	135.25	220.28	
Previous Year	557.60	-	123.88	-	681.48	357.09	104.11	-	461.20	220.28	200.51	
Total (A+B)	61,376.08	885.01	31,725.42	682.61	93,303.90	23,238.95	3,361.14	432.86	26,214.50	67,089.40	38,137.13	
Previous year	45,456.58	-	16,401.99	482.49	61,376.08	18,243.37	5,160.99	165.41	23,238.95	38,137.13		
Capital work in progress - Tangible #												
Capital work in progress - Intangible												

* Freehold land of Rs. 640.66 lacs (Previous year - Rs. 640.66 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

** Building of Rs. 3,289.99 lacs (Previous year - Rs 3,289.99 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

@ Includes impairment of Rs 49.80 lacs.

Net of provision for impairment of Rs. 24.73 lacs (Previous year-Rs 144.79 lacs)

\$ Registration in the name of the company is under process.

8. Fixed assets

Rupees in lacs

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTISATION/ IMPAIRMENT			NET BLOCK		
	AsAt 31st March 2014	Additions	Deletions / Adjustments	As at 31st March 2015	AsAt 31st March 2014	For the year	Deletions / Adjustments	As at 31st March 2015	As At 31st March 2014
TANGIBLE ASSETS									
Leasehold land *	497.65	-	-	497.65	151.96	8.44	-	337.25	345.69
Leasehold Improvements	5.68	-	-	5.68	5.68	-	-	-	-
Freehold land **	1,476.61	12,209.75	-	13,686.36	-	-	-	13,686.36	1,476.61
Buildings ***	14,488.11	2,275.39	330.04	16,433.46	2,867.85	373.00	44.98	13,237.59	11,620.26
Plant and machinery	15,028.90	833.33	89.18	15,773.05	@ 9,109.46	1,875.01	45.80	4,834.38	5,919.44
Laboratory testing machines	2,858.33	287.40	18.87	3,126.86	1,501.84	322.98	15.00	1,317.04	1,356.49
Electrical installations	1,519.28	21.24	2.20	1,538.32	549.37	386.31	0.76	603.40	969.91
Furniture, fixtures and fittings	2,840.76	155.09	22.57	2,973.28	1,270.29	508.01	12.45	1,207.43	1,570.47
Office equipments	2,168.62	308.00	5.50	2,471.12	574.98	1,116.66	5.50	784.98	1,593.64
Vehicles	481.68	-	29.98	451.70	267.19	55.55	29.98	158.94	214.49
R & D Assets									
Buildings	109.91	-	-	109.91	65.85	9.28	-	34.78	44.06
Equipments	3,217.29	184.26	(31.93)	3,433.48	1,452.57	366.29	6.84	1,621.46	1,764.72
Furniture and fixtures	206.16	3.65	16.08	193.73	69.24	35.35	4.10	93.24	136.92
Total of Tangible Assets (A)	44,898.98	16,278.11	482.49	60,694.60	17,886.28	5,056.88	165.41	37,916.85	27,012.70
Previous Year	43,159.05	2,061.33	321.40	44,898.98	15,818.02	2,348.43	280.17	27,012.70	27,341.03
INTANGIBLE ASSETS									
Marketing Rights	216.86	-	-	216.86	125.18	45.79	-	45.89	91.68
Software, licences, etc.	107.36	123.88	-	231.24	32.31	24.54	-	174.39	75.05
R & D assets									
Technical know-how	233.38	-	-	233.38	199.60	33.78	-	-	33.78
Total of Intangible Assets (B)	557.60	123.88	-	681.48	357.09	104.11	-	220.28	200.51
Previous Year	557.60	-	-	557.60	243.15	113.94	-	200.51	314.45
Total (A+B)	45,456.58	16,401.99	482.49	61,376.08	18,243.37	5,160.99	165.41	38,137.13	27,213.21
Previous year	43,716.65	2,061.33	321.40	45,456.58	16,061.17	2,462.37	280.17	27,213.21	27,213.21
Capital work in progress - Tangible #								2,872.52	1,779.96
Capital work in progress - Intangible								7.67	30.52

* Includes leasehold land at Delhi which is in the process of being registered in the name of the Company.

** Freehold land of Rs. 640.66 lacs (Previous year - Rs. 640.66 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

*** Building of Rs. 3,289.99 lacs (Previous year - Rs 3,151.05 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

@ Includes impairment of Rs 49.80 lacs.

Net of provision for impairment of Rs. 144.79 lacs(Previous year-Rs 144.79 lacs)

As detailed in Note No. 1b, the Company has re-worked depreciation in accordance with the useful lives of fixed assets prescribed by Part C of Schedule II to the Companies Act, 2013.

Accordingly, depreciation for the year includes Rs. 1,311.10 lacs which is adjusted against the General Reserve net of deferred tax of Rs. 445.64 lacs.

9. Non-current investments (at cost)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Trade Investments (Unquoted)		
Investments in fully paid-up equity instruments		
In Subsidiaries		
374,085 (Previous year - 374,085) Equity Shares of FDC International, UK of GBP 0.01 each (Rs. 75.24)	0.00	0.00
500 (Previous year - 500) Equity Shares of FDC Inc., of USD 100 each	22.00	22.00
Nil (Previous year - 1,740,000) Equity Shares of Anand Synthochem Limited of Rs.10 each	-	606.16
(A)	22.00	628.16
In Joint Venture Entity		
159,250 (Previous year - 159,250) Equity Shares of Fair Deal Corporation Pharmaceutical SA (Pty) Ltd., of ZAR 1 each	11.30	11.30
(B)	11.30	11.30
Sub Total (C)=(A+B)	33.30	639.46
Non Trade Investments (Unquoted unless otherwise stated)		
Investment in Government Securities (Refer note below)		
National Savings Certificates	0.07	0.07
35 (Previous year - 35) Govt. of India G.P. Notes - face value of Rs. 2,000	0.02	0.02
(D)	0.09	0.09
Investments in fully paid-up equity instruments		
1,000 (Previous year - 1,000) Equity Shares of The Saraswat Co-op. Bank Ltd. of Rs. 10 each	0.10	0.10
5,000 (Previous year - 5,000) Equity Shares of The North Kanara G.S.B. Co-op Bank Ltd. of Rs.10 each	0.50	0.50
100 (Previous year - 100) Equity Shares of Roha Industries Association Sahakari Grahak Bhandar Ltd. of Rs. 25 each	0.03	0.03
37,500 (Previous year - 14,000) Equity Shares of Motherson Sumi Systems Ltd of Re.1 each (Quoted)	101.21	50.51
6,000 (Previous year - 6,000) Equity Shares of Sun Pharmaceuticals Industries Ltd. of Re.1 each (Quoted)	48.66	48.66
(E)	150.50	99.80
Investments in fully paid -up preference instruments		
Nil (Previous year - 532,603) Preference shares of L&T Finance Holdings Ltd. of Rs.100 each	-	532.60
Nil (Previous year - 100,000) Preference shares of Tata Capital Limited of Rs.1,000 each	-	1,000.00
(F)	-	1,532.60
Investments in mutual funds		
Nil (Previous Year - 3,500,000.000) Units of Rs.10 each in Axis Fixed Term Plan - Series 64 (715 days) - Direct plan - Growth	-	350.00
2,000,000.000 (Previous Year - 2,000,000.000) Units of Rs.10 each in Axis Fixed Term Plan - Series 69 (3 Years) - Direct Plan - Growth	200.00	200.00
Nil (Previous Year - 4,500,000.000) Units of Rs.10 each in Birla Sun Life Fixed Term Plan - Series HL (1099 days) - Direct Plan-Growth	-	450.00
Nil (Previous year - 2,000,000.000) Units of Rs.10 each in Birla Sun Life Fixed Term Plan - Series KF (1099 days) - Direct Plan-Growth	-	200.00
Nil (Previous year - 2,500,000.000) Units of Rs.10 each in Baroda Pioneer Fixed Maturity Plan Series J - Plan B (Direct)-Growth	-	250.00
Nil (Previous year - 3,000,000.000) Units of Rs.10 each in DSP BlackRock FMP - Series 104 -12M (July 2016 Maturity)-Direct Plan-Growth Option	-	300.00
Nil (Previous Year - 1,000,000.000) Units of Rs.10 each in DWS Fixed Maturity Plan - Series 82 - Regular Plan - Growth	-	100.00
1,500,000.000 (Previous year - 1,500,000.000) Units of Rs.10 each in ICICI Prudential Fixed Maturity Plan Series 73-366 Days Plan B Direct Growth	150.00	150.00
3,005,305.167 (Previous Year - 3,005,305.167) Units of Rs.10 each in JP Morgan India Fixed Maturity plan Series 37 Direct Plan Growth	300.53	300.53
Nil (Previous Year - 5,000,000.000) Units of Rs.10 each in L & T FMP - VII (JULY 1189D A) Growth	-	500.00
Nil (Previous Year - 4,000,000.000) Units of Rs.10 each in L & T FMP Series VIII	-	

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Plan G (1132 Days) Direct Growth	-	400.00
1,000,000.000 (Previous Year - 1,000,000.000) Units of Rs.10 each in L&T FMP-Series XI-Plan C(1139Days)	100.00	100.00
1,000,000.000 (Previous year - Nil) units of Rs.10 each in DHFL Pramerica Fixed Maturity Plan - Series 82 - Regular Plan - Growth	100.00	-
2,000,000.000 (Previous year - Nil) units of Rs.10 each in Kotak FMP Series 189 - Regular - Growth	200.00	-
2,000,000.000 (Previous year - Nil) units of Rs.10 each in Kotak FMP Series 157 - Direct Growth	200.00	-
3,000,000.000 (Previous year - Nil) units of Rs.10 each in Kotak FMP Series 190 - Regular - Growth	300.00	-
3,500,000.000 (Previous year - Nil) units of Rs.10 each in L&T FMP Series XI - Plan A (1484 days) - Direct Plan - Growth Option	350.00	-
3,000,000.000 (Previous year - Nil) units of Rs.10 each in Religare Invesco Fixed Maturity Plan - Series 23 - Plan H (370 Days) - Direct Plan - Growth Option	300.00	-
2,500,000.000 (Previous year - Nil) units of Rs.10 each in Sundaram Fixed Term Plan GG Direct Plan Growth	250.00	-
4,000,000 (Previous year - Nil) units of Rs.10 each in Sundaram Fixed Term Plan FM Direct Plan Growth	400.00	-
(G)	2,850.53	3,300.53
Investments in fully paid up non convertible debentures		
Nil (Previous year - 200) Units of Rs.100,000 each in Non-Convertible Secured Debentures of India Infoline Finance Limited	-	200.00
500 (Previous year - Nil) Units of Rs.100,000 each in Non-Convertible Secured Debentures of Edelweiss Finance & Investments Ltd	500.00	-
(H)	500.00	200.00
Investments in fully paid up Bonds (Quoted unless otherwise stated)		
Nil (Previous year - 500) bonds of Rs.100,000 each in Indian Railway Finance Corporation Limited	-	500.00
Nil (Previous year - 290,000) bonds of Rs.1,000 each in Housing & Urban Development Corporation Limited	-	2,900.00
Nil (Previous year - 2,700) bonds of Rs.100,000 each in Housing & Urban Development Corporation Limited	-	2,700.00
Nil (Previous year - 1,500) bonds of Rs.100,000 each in Power Finance Corporation Limited	-	1,500.00
Nil (Previous year - 62,653) bonds of Rs.1,000 each in Power Finance Corporation Limited	-	626.53
Nil (Previous year - 111,257) bonds of Rs.1,000 each in National Highways Authority Of India	-	1,112.57
Nil (Previous year - 130,000) bonds of Rs.1,000 each in Housing & Urban Development Corporation Limited	-	1,300.00
Nil (Previous year - 320,000) bonds of Rs.1,000 each in India Infrastructure Finance Company Limited	-	3,200.00
Nil (Previous year - 220,000) bonds of Rs.1,000 each in Indian Railway Finance Corporation Limited	-	2,200.00
Nil (Previous year - 50) bonds of Rs.10,00,000 each in Indian Infrastructure Finance Corporation Limited	-	500.00
(I)	-	16,539.10
Sub Total J = (D+E+F+G+H+I)	3,501.12	21,672.12
Total = (C+J)	3,534.42	22,311.58
Aggregate amount of quoted investment [Market value - Rs. 149.25 lacs (Previous year - Rs. 17,258.50 lacs)]	149.87	16,638.27
Aggregate amount of unquoted investments	3,384.55	5,673.31

Note: National Savings Certificates of the value of Rs. 0.04 lacs (Previous year - Rs. 0.04 lacs) and Government of India G.P.notes of the value of Rs. 0.02 lacs (Previous year- Rs. 0.02 lacs) have been lodged with the Excise authorities. National Savings Certificates of Rs. 0.03 lacs (Previous year - Rs. 0.03 lacs) have been lodged with Sales Tax authorities.

10. Loans and advances

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Capital advances				
Unsecured, considered good	296.02	141.43	-	-
(A)	296.02	141.43	-	-
Security deposit				
Unsecured, considered good	438.52	421.94	22.16	7.61
(B)	438.52	421.94	22.16	7.61
Loan and advances to related parties				
Unsecured, considered good (Refer Note No. 29)	-	-	160.90	228.57
(C)	-	-	160.90	228.57
Advances recoverable in cash or kind				
Unsecured, considered good	-	-	461.17	197.99
Unsecured, considered doubtful	-	-	-	9.05
	-	-	461.17	207.04
Provision for doubtful advances	-	-	-	9.05
(D)	-	-	461.17	197.99
Inter Corporate deposits				
Unsecured, considered good	-	-	25.00	25.00
(E)	-	-	25.00	25.00
Other loans and advances				
Unsecured, considered good				
Prepaid expenses	24.51	61.55	473.41	347.68
Loans/advances to employees	22.34	21.76	68.76	64.91
Advance tax (Net of provisions)	-	91.16	-	-
Balances with statutory/government authorities	-	-	1,291.79	1,091.32
Unsecured, considered doubtful				
Balances with statutory/government authorities	-	-	25.69	23.12
	-	-	1,317.48	1,114.44
Provision for doubtful advances	-	-	25.69	23.12
	-	-	1,291.79	1,091.32
(F)	46.85	174.47	1,833.96	1,503.91
Total (A+B+C+D+E+F)	781.39	737.84	2,503.19	1,963.08

11. Current Investments

Current Portion of Long Term Investments (At cost) (unquoted)

Investments in mutual funds

3,500,000.000 (Previous year - Nil) units of Rs.10 each in Axis Fixed Term Plan - Series 64 (715 days) - Direct plan - Growth	350.00	-
2,500,000.000 (Previous year - Nil) units of Rs.10 each in Baroda Pioneer Fixed Maturity Plan Series J - Plan B (Direct) - Growth	250.00	-
4,500,000.000 (Previous year - Nil) units of Rs.10 each in Birla Sun Life Fixed Term Plan - Series HL (1099 days) - Direct Plan-Growth	450.00	-
2,000,000.000 (Previous year - Nil) units of Rs.10 each in Birla Sun Life Fixed Term Plan - Series KF (1099 days) - Direct Plan-Growth	200.00	-
Nil (Previous year - 3,000,740.783) units of Rs.10 each in BOI Axa Fixed Maturity Plan Series 14 Direct Plan Growth	-	300.07
3,000,000.000 (Previous year - Nil) units of Rs.10 each in DSP BlackRock FMP - Series 104 -12M (July 2016 Maturity) - Direct Plan - Growth Option	300.00	-
Nil (Previous year - 4,000,000.000) units of Rs.10 each in L&T Fixed Maturity Plan Series 10 - Plan R - Direct Growth	-	400.00
Nil (Previous year - 2,000,000.000) units of Rs.10 each in Kotak FMP Series 157-370 Days Direct Growth	-	200.00
Nil (Previous year - 3,500,000.000) units of Rs.10 each in L & T FMP Series XI Plan A (370 days) Direct Growth	-	350.00
5,000,000.000 (Previous year - Nil) units of Rs.10 each in L&T FMP - VII (July1189D A) - Growth - Direct Plan	500.00	-
4,000,000.000 (Previous year - Nil) units of Rs.10 each in L&T FMP Series -VIII-Plan G - Growth Option-Direct Plan	400.00	-
1,842,893.343 (Previous year - 1,842,893.343) units of Rs.10 each in Reliance Yearly Interval Fund - Series 8 - Direct Plan - Growth Plan - Growth Option	200.00	200.00
Nil (Previous year - 3,000,000.000) units of Rs.10 each in Religare Invesco Fixed Maturity Plan Series 23 Plan H (369 days) Direct Growth	-	300.00
Nil (Previous year - 4,000,000.000) units of Rs.10 each in Sundaram Fixed Term Plan FM 368 Days Direct Growth	-	400.00
Nil (Previous year - 2,500,000.000) units of Rs.10 each in Sundaram Fixed Term Plan - GG - 366 Days	-	250.00
Nil (Previous year - 3,002,801.829) units of Rs.10 each in UTI FTIF Series XIX-VI (366 Days) Growth	-	300.28

(A)

2,650.00

2,700.35

Investments in fully paid up non convertible debentures

200 (Previous year - Nil) units of Rs.100,000 each in Non-Convertible Secured Debentures of India Infoline Finance Limited	200.00	-
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(B)

200.00

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Other Current investments (valued at lower of cost and fair value)

Investments in mutual funds (unquoted)

Nil (Previous year - 15,840.641) units of Rs.1000 each in Axis Banking Debt Fund - Growth option	-	200.00
Nil (Previous year - 1,673,136.126) units of Rs.10 each in Axis Short Term Fund - Growth Option	-	250.00
Nil (Previous year - 19,198.544) units of Rs.1000 each in Axis Treasury Advantage Fund - Direct Plan - Growth Option	-	300.00
1,548,754.801 (Previous year -1,548,754.801) units of Rs.10 each in Axis Income Fund - Growth Option	200.00	200.00
30,738.851 (Previous year -13,273.658) units of Rs.1000 each in Axis Treasury Advantage Fund - Growth Option	500.00	200.00
5,21,840.776 (Previous Year - 5,21,840.776) units of Rs.100 each in Birla SunLife Treasury Optimizer Plan Direct Plan Growth	750.00	750.00
Nil (Previous year - 3,13,484.764) units of Rs.100 each in Birla Sun Life Treasury Optimizer Plan - Regular Plan-Growth	-	500.00
7,09,118.399 (Previous year -7,09,118.399) units of Rs.10 each in Bsl Short Term Opportunities Fund - Growth	150.00	150.00
4,000,708.884 (Previous year -4,000,708.884) units of Rs.10 each in Birla Sun Life Equity Savings Fund - Regular Plan - Growth	400.07	400.07
3,000,000.000 (Previous year - Nil) units of Rs.10 each in Birla Sun Life Corporate Bond Fund - Regular Plan - Growth	300.00	-
1,612,123.166 (Previous year - Nil) units of Rs.10 each in Birla Sun Life Medium Term Plan - Growth - Regular Plan	300.00	-
3,315,858.369 (Previous year -3,315,858.369) units of Rs.10 each in BNP Paribas Flexi Debt Fund - Direct Plan - Growth Option	700.00	700.00
2,272,663.131 (Previous year -2,272,663.131) units of Rs.10 each in BNP Paribas Flexi Debt Fund Growth Option	547.58	547.58
Nil (Previous year - 5,000,000.000) units of Re.1 each in BOI Axa Equity Debt Rebalancer Fund Direct Plan Growth	-	50.00
Nil (Previous year - 94,398.003) units of Rs.10 each in DWS Treasury Fund Cash-Bonus	-	112.50
2,500,572.177 (Previous year -2,500,572.177) units of Rs.10 each in Baroda Pioneer Credit Opportunities Fund -Plan A -Growth Option	250.06	250.06
Nil (Previous year - 13,140.769) units of Rs.1000 each in Baroda Pioneer Treasury Advantage Fund - Plan A- Growth Option	-	200.57
8,19,349.764 (Previous year -8,19,349.764) units of Rs.10 each in Baroda Pioneer Dynamic Bond Fund - Plan A - Growth Option	100.00	100.00
Nil (Previous year - 7,255.442) units of Rs.1000 each in Canara Robeco Treasury Advantage Fund - Regular Plan - Growth	-	150.00
8,45,880.562 (Previous year - 8,45,880.562) units of Rs.10 each in Canara Robeco Emerging Equities - Regular Plan - Growth	478.68	494.92
Nil (Previous year - 1,918,747.442) units of Rs.10 each in DWS Ultra Short Term Fund - Growth	-	300.00
97,166.014 (Previous year - Nil) units of Rs.100 each in DHFL Pramerica Insta Cash Plus Fund - Bonus Option	112.50	-
507,099.391 (Previous year - Nil) units of Rs.10 each in DHFL Pramerica Balanced Advantage Fund - Direct Plan - Dividend	107.96	-
Nil (Previous year - 15,00,000) units of Rs.10 each in DWS Arbitrage Fund - Regular Plan - Monthly Dividend	-	150.00
Nil (Previous year - 3,452,585.894) units of Rs.10 each in DSP BlackRock Banking & PSU Debt Fund - Regular Plan - Growth	-	400.00
2,181,461.285 (Previous year - 2,181,461.285) units of Rs.10 each in Edelweiss Short Term Income Fund -Direct Plan-Growth	308.93	308.93
2,890,897.527 (Previous year - Nil) units of Rs.10 each in Edelweiss Arbitrage Fund- Direct Plan- Dividend Option	299.51	-
6,023,609.58 (Previous year -64,72,320.377) units of Rs.10 each in Edelweiss Arbitrage Fund- Direct Plan- Growth Option	639.59	650.00
4,40,049.168 (Previous year - 4,40,049.168) units of Rs.10 each in HDFC MF Monthly Income Plan-Long Term Plan-Growth Option	150.00	150.00
Nil (Previous year - 1,070,375.017) units of Rs.10 each in HDFC Floating Rate Income Fund- Short Term Plan - Wholesale Option - Growth	-	250.00
1,221,948.123 (Previous year - Nil) units of Rs.10 each in HDFC Short Term Plan- Growth	350.00	-
1,853,739.92 (Previous year - Nil) units of Rs.10 each in HDFC Arbitrage Fund Wholesale Plan Monthly Dividend Option	200.00	-
Nil (Previous year - 8,74,485.147) units of Rs.10 each in HSBC Income Fund - Short Term - Growth	-	200.00
3,035,379.255 (Previous year - 4,568,852.695) units of Rs.10 each in ICICI Prudential Ultra Short Term - Regular Plan - Growth	450.00	600.00
8,22,452.468 (Previous year - 8,22,452.468) units of Rs.10 each in ICICI Prudential Income - Regular Plan - Growth	350.00	350.00
Nil (Previous year - 1,068,677.119) units of Rs.10 each in ICICI Prudential Short Term - Regular Plan - Growth Option	-	300.00
3,000,000.000 (Previous year -3,000,000.000) units of Rs.10 each in ICICI Prudential Equity Income Fund - Regular Plan - Cumulative option	300.00	300.00
1,17,984.819 (Previous year -1,17,984.819) units of Rs.100 each in ICICI Prudential Top 100 Fund - Regular Plan - Growth	263.47	283.54
7,59,237.837 (Previous year - 7,59,237.837) units of Rs.10 each in ICICI Prudential Long Term Gilt Fund - Regular Plan - Growth	350.00	350.00
1,048,408.516 (Previous year - 1,048,408.516) units of Rs.10 each in ICICI Prudential Regular Savings Fund - Regular Plan - Growth	150.00	150.00
1,14,454.409 (Previous year - 1,14,454.409) units of Rs.100 each in ICICI Prudential Flexible Income - Regular Plan - Growth	300.00	300.00
89,436.079 (Previous year - Nil) units of Rs.100 each in ICICI Prudential Liquid - Direct Plan-Growth	200.00	-
3,001,266.000 (Previous year - Nil) units of Rs.10 each in ICICI Prudential Fixed Maturity Plan-Series 78 - 95 Days Plan K Dividend Option	300.13	-

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
3,000,000.000 (Previous year - Nil) units of Rs.10 each in ICICI Prudential Fixed Maturity Plan - Series 78 - 188 Days Plan L Cumulative Option	300.00	-
2,705,428.83 (Previous year - 2,705,428.83) units of Rs.10 each in IDFC Dynamic Bond Fund - Regular Plan- Growth	450.00	450.00
Nil (Previous year - 2,394,792.044) units of Rs.10 each in IDFC Arbitrage Fund-Direct Plan-Dividend	-	304.53
Nil (Previous year - 4,597,601.721) units of Rs.10 each in IDFC Arbitrage Plus Fund-Regular Plan- Dividend	-	547.31
Nil (Previous year - 8,78,422.003) units of Rs.10 each in IDFC - SSIF - Medium Term -Regular Plan-Growth Option	-	200.00
877,454.679 (Previous year - Nil) units of Rs.10 each in IDFC-Money Manager Fund-Investment Plan-Regular Plan-Growth	200.00	-
40,569.301 (Previous year - 40,569.301) units of Rs.1000 each in Indiabulls Ultra Short Term Fund - Direct Plan - Growth Option	502.64	502.64
81,581.321 (Previous year - 81,581.321) units of Rs.1000 each in Indiabulls Short Term Fund Direct Plan Growth	815.81	815.81
Nil (Previous year - 6,082,657.108) units of Rs.10 each in JM Arbitrage Advantage Fund (Direct) -Bonus Option	-	603.88
7,162,330.197 (Previous year - Nil) units of Rs.10 each in JM Arbitrage Advantage Fund (Direct) -Annual Bonus Option	726.81	-
Nil (Previous year - 2,000,000.000) units of Rs.10 each in J P Morgan Europe Dynamic Equity Offshore Fund Direct Growth	-	200.00
1,196,752.015 (Previous year - 1,196,752.015) units of Rs.10 each in Kotak Flexi Debt - Plan A - Growth	200.00	200.00
Nil (Previous year - 4,287,375.882) units of Rs.10 each in Kotak Equity Arbitrage Fund - Dividend	-	461.54
1,149,381.250 (Previous year - 1,149,381.250) units of Rs.10 each in Kotak Emerging Equity Scheme - Growth	289.30	296.01
1,843,827.786 (Previous year - Nil) units of Rs.10 each in Kotak Emerging Equity Scheme - Dividend	359.93	-
986,400.821 (Previous year - Nil) units of Rs.10 each in Kotak Income Opportunities Fund - Growth	150.00	-
2,000,000.000 (Previous year - 2,000,000.000) units of Rs.10 each in L&T Resurgent India Corporate Bond Fund - Growth Option	200.00	200.00
3,467,887.363 (Previous year - 3,467,887.363) units of Rs.10 each in L&T Ultra Short Term Fund-Bonus	400.00	400.00
Nil (Previous year - 2,000,000.000) units of Rs.10 each in L&T Arbitrage Opportunities Fund - Direct Plan - Growth Option	-	200.00
1,000,000.000(Previous year - 1,000,000.000) units of Rs.10 each in L&T Business Cycles Fund - Growth Option	100.00	100.00
Nil (Previous year - 9,68,682.495) units of Rs.10 each in LIC NOMURA MF Savings Plus Fund - Growth Option	-	200.73
14,850.125 (Previous year - 14,850.125) units of Rs.10 each in Peerless Ultra Short Term Fund Direct Plan Growth	234.88	197.40
Nil (Previous year - 11,906.389) units of Rs.1000 each in Religare Invesco Ultra Short Term Fund Direct Plan Growth	-	200.00
1,719,660.883 (Previous year - 1,719,660.883) units of Rs.10 each in Peerless Flexible Income Fund- Growth	200.00	200.00
8,143.353 (Previous year - Nil) units of Rs.1000 each in Reliance Liquid Fund - Treasury Plan - Direct Plan Growth Plan - Growth Option	300.00	-
19,524.742 (Previous year - Nil) units of Rs.1000 each in Reliance Money Manager Fund- Growth Plan - Growth Option	400.00	-
1,141,485.497 (Previous year - Nil) units of Rs.10 each in Reliance Medium Term Fund - Growth Plan - Growth Option	352.48	-
1,759,061.933 (Previous year -2,155,566.35) units of Rs.10 each in Reliance Short Term Fund-Growth Plan	448.83	550.00
2,112,186.201 (Previous year - 2,112,186.201) units of Rs.10 each in Reliance Dynamic Bond Fund- Growth Plan-Growth Option	400.00	400.00
1,705,863.636 (Previous year -1,705,863.636) units of Rs.10 each in Reliance Regular Savings Fund - Debt Option - Growth Plan	300.63	300.63
4,645,475.864 (Previous year - Nil) units of Rs.10 each in Reliance Banking & PSU Debt Fund- Growth Plan- Growth Option	500.00	-
5,000,000.000 (Previous year - Nil) units of Rs.10 each in Reliance Equity Savings Fund- Growth Plan- Growth Option	500.00	-
1,214,697.844 (Previous year - 1,214,697.844) units of Rs.10 each in Reliance Top 200 Fund- Growth Plan -Growth Option	269.63	297.02
3,91,676.611 (Previous year - 3,91,676.611) units of Rs.10 each in Reliance Equity Opportunities Fund-Growth Plan-Growth Option	260.12	295.69
3,390,956.996 (Previous year - Nil) units of Rs.10 each in Reliance Quant Plus Fund -Dividend Plan	328.81	-
13,282.204 (Previous year - Nil) units of Rs.1000 each in Religare Invesco Medium Term Bond Fund-Growth	200.00	-
20,000.000 (Previous year - 20,000.000) units of Rs.1000 each in Religare Invesco Corporate Bond Opportunites Fund - Regular Plan - Growth	200.00	200.00
10,850.488 (Previous year - 10,850.488) units of Rs.1000 each in Religare Invesco Ultra Short Term Fund - Growth	200.00	200.00
11,906.389 (Previous year - Nil) units of Rs.1000 each in Religare Invesco Ultra Short Term Fund - Direct Plan - Growth	200.00	-
Nil (Previous year - 6,580.298) units of Rs.1000 each in Religare Invesco Credit Opportunities Fund - Growth	-	100.00
25,014.432 (Previous year - 18,222.382) units of Rs.1000 each in Religare Invesco GILT Fund - Long Duration Plan - Growth	374.67	273.59
22,409.319 (Previous year - 22,409.319) units of Rs.1000 each in Religare Invesco Ultra Short Term Fund - Direct Plan - Bonus	222.22	222.22
8,262.323 (Previous year - 8,262.323) units of Rs.1000 each in Religare Invesco Short Term Fund - Growth	150.00	150.00
Nil (Previous year -16,741.591) units of Rs.1000 each in SBI Ultra Short Term Debt Fund - Direct Plan - Growth	-	300.00
2,074,161.636 (Previous year -2,074,161.636) units of Rs.10 each in Sundaram Ultra Short - Term Fund - Direct Plan - Bonus Option	214.45	214.45
Nil (Previous year - 2,187,178.758) units of Rs.10 each in Sundaram Ultra Short Term Regular Growth (Formerly Super Institutional Plan)	-	400.00
91,061.826 (Previous year - 91,061.826) units of Rs.100 each in Sundaram Select Midcap-Growth	298.41	300.00
2,152,370.943 (Previous year - 2,152,370.943) units of Rs.10 Sundaram Money Fund Direct Plan Bonus Option	193.83	193.83
4,805,763.695 (Previous year - 4,805,763.695) units of Rs.10 Sundaram Select Debt ST Asset Direct Bonus	500.00	500.00
1,276,164.581 (Previous year - 1,276,164.581) units of Rs.10 Sundaram Flexi Fund ST Plan Direct Plan Bonus	124.69	124.69
Nil (Previous year - 3,437,947.023) units of Rs.10 each in Franklin India Ultra-short Bond Fund - Super Institutional - Growth	-	600.00
4,84,411.634 (Previous year - 4,84,411.634) units of Rs.10 each in Franklin India Govt.Sec. Fund-Composite Plan - Growth	200.00	200.00
11,196.682 (Previous year - 20,437.608) units of Rs.1000 each in Taurus Short Term Income Fund-Direct Plan-Growth Option	300.00	500.00
Ni (Previous year - 18,228.805) units of Rs.1000 each in Taurus Ultra Short Term Bond Fund - SI Growth	-	300.00
16,293.485 (Previous year - Nil) units of Rs.1000 each in Taurus Ultra Short Term Bond Fund-Direct Plan-Super Inst Growth Option	300.00	-
Nil (Previous year - 24,046.136) units of Rs.1000 each in Union KBC Ultra Short Term Debt Fund - Growth Option	-	300.00
Nil (Previous year - 1,525,422.695) units of Rs.10 each in UTI - Short Term Income Fund -Institutional Growth Option	-	250.00
6,31,389.663 (Previous year - 6,31,389.663) units of Rs.10 each in UTI Mid Cap Fund-Growth Option	477.48	498.40
(C)	22,854.10	24,548.54
Total = (A+B+C)	25,704.10	27,248.89
Aggregate amount of unquoted investments	25,704.10	27,248.89
Aggregate provision for diminution in value of current investments	416.70	40.41

12. Inventories (valued at lower of cost and net realisable value)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Raw materials [Including Stock in transit Rs.25.82 lacs (Previous year - Rs.29.84 lacs)]	3,157.61	3,401.02
Packing materials [Including Stock in transit Rs.34.32 lacs (Previous year - Rs. 49.08 lacs)]	1,106.45	642.06
Work-in-progress	1,628.30	1,578.07
Finished goods / stock in trade [Including Stock in transit Rs.98.71 lacs (Previous year - Rs. 202.70 lacs)]	7,131.45	6,531.52
	13,023.81	12,152.67
Details of Work-in-progress		
Formulations	766.85	894.62
Bulk drugs	802.28	630.50
Foods	59.17	52.95
	1,628.30	1,578.07

13. Trade receivables

		31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Unsecured, considered good unless stated otherwise			
Outstanding for a period exceeding six months from the date they are due for payment			
Unsecured, considered good		27.29	8.36
Doubtful		38.09	17.93
		65.38	26.29
Provision for doubtful receivables		38.09	17.93
	(A)	27.29	8.36
Other receivables			
Unsecured, considered good		6,400.79	6,061.15
	(B)	6,400.79	6,061.15
Total (A + B)		6,428.08	6,069.51

14. Cash and bank balances

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	1,160.06	1,032.86
On unpaid dividend account	-	-	159.16	117.45
Cash on hand	-	-	13.54	14.21
	-	-	1,332.76	1,164.52
Other bank balances				
Margin money deposits*	12.73	28.71	17.56	1.86
	12.73	28.71	17.56	1.86
Amount disclosed under non-current other assets (Refer Note No. 15)	(12.73)	(28.71)	-	-
	-	-	1,350.32	1,166.38

*Margin money deposits are given as security against bank guarantee.

15. Other assets

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Unsecured, considered good				
Margin money deposits (Refer Note No. 14)	12.73	28.71	-	-
Receivable towards mutual funds redemptions	-	-	127.73	783.96
Interest/premium accrued on investments	-	-	11.67	387.89
Interest accrued on others	-	-	22.97	41.02
Other Receivables*	-	-	28.47	-
Unamortised premium on investments	-	42.93	-	3.92
	12.73	71.64	190.84	1,216.79

*Other Receivables consists of insurance claims receivable from insurance companies against goods lost by fire.

16. Revenue from operations

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Sale of products [Refer note (a) below]	99,845.10	89,273.22
Other operating revenue [Refer note (b) below]	2,112.20	404.01
Revenue from operations (gross)	101,957.30	89,677.23
Less: Excise duty	2,212.94	1,912.62
Revenue from operations (net)	99,744.36	87,764.61
(a) Details of products sold		
Formulations	88,239.89	78,850.28
Bulk drugs	5,999.47	5,176.81
Foods	5,605.74	5,246.13
	99,845.10	89,273.22
(b) Details of other operating revenue		
Export Incentives	511.61	259.97
Share of profit on export sales	1,427.67	-
Other miscellaneous receipts	172.92	144.04
Net of expenses directly attributable to such income Rs.3.42 lacs (Previous year - Rs.0.85 lacs)		
	2,112.20	404.01

17. Other income

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Interest income on		
Current investments	3.25	-
Long-term investments	463.70	1,282.30
Others (Refer note below)	92.35	196.23
Dividend Income on		
Current investments	463.35	514.70
Long-term investments	334.54	107.73
Net gain on sale of investments		
Current investments	453.81	630.39
Long-term investments	832.57	958.74
Net exchange gain on foreign currency transactions	311.51	98.29
Provision for diminution in value of current investments sold, written back	3.96	-
Other non operating income	292.05	647.12
	3,251.09	4,435.50

Note: Interest on others includes interest on inter corporate deposits, fixed deposits, interest on delayed payments from debtors etc.

18. Cost of materials consumed

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Inventory at the beginning of the year	4,043.08	2,758.68
Add: Purchases	<u>27,540.51</u>	<u>26,987.66</u>
	31,583.59	29,746.34
Less: Inventory at the end of the year	<u>4,264.06</u>	<u>4,043.08</u>
Cost of material consumed	<u><u>27,319.53</u></u>	<u><u>25,703.26</u></u>

Details of materials consumed

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Active Pharma Ingredients	21,100.71	18,997.32
Packing materials	<u>6,218.82</u>	<u>6,705.94</u>
	<u>27,319.53</u>	<u>25,703.26</u>

19. Purchases of stock-in-trade

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Formulations	8,679.43	8,073.93
Bulk drugs	77.57	42.92
Foods	<u>59.80</u>	<u>297.98</u>
	<u>8,816.80</u>	<u>8,414.83</u>

20. Changes in inventories

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs	Increase Rupees in lacs
Inventory at the end of the year			
Finished goods / stock in trade	7,131.45	6,531.52	(599.93)
Work-in-progress	<u>1,628.30</u>	<u>1,578.07</u>	<u>(50.23)</u>
	8,759.75	8,109.59	(650.16)
Inventory at the beginning of the year			
Finished goods / stock in trade	6,531.52	6,057.49	
Work-in-progress	<u>1,578.07</u>	<u>1,243.04</u>	
	8,109.59	7,300.53	
	<u>(650.16)</u>	<u>(809.06)</u>	

21. Employee benefits expense

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Salaries, wages and bonus	15,755.27	12,062.65
Contribution to provident and other fund (Refer Note No. 26)	1,282.12	1,222.78
Staff welfare expenses	<u>464.95</u>	<u>338.24</u>
	<u>17,502.34</u>	<u>13,623.67</u>

22. Finance costs

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Interest	101.09	139.60
Bank charges	<u>38.59</u>	<u>35.71</u>
	<u>139.68</u>	<u>175.31</u>

23. Other expenses

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Processing charges	801.04	914.52
Power, fuel and water charges	2,311.52	2,015.40
Repairs and maintenance:		
Building	462.23	596.66
Plant and machinery	535.75	541.74
Other assets	1,040.18	469.51
Stores and spares	799.41	490.82
Pharma Miscellaneous expenses	1,219.87	994.83
Rent (Refer Note No. 30)	40.42	43.19
Rates and taxes	515.37	127.91
Insurance	167.81	147.08
Travelling and conveyance	4,104.58	3,618.94
Communication expenses	171.34	131.36
Carriage, freight and forwarding	2,146.16	2,095.42
Advertisement and sales promotion	695.96	388.70
Publicity expenses	2,166.34	2,869.44
Increase/ (decrease) in excise duty on finished products	20.94	13.60
Sales tax/ Value added tax	74.54	87.26
Commission and Incentives to distributors	1,642.70	1,055.11
Auditors' remuneration (Including service tax):		
As Audit fee	36.35	29.16
For other services	4.28	4.89
Out of pocket expenses	1.70	0.50
Directors sitting fees	8.24	8.17
Bad debts/ Advances written off	23.78	13.88
Less: Transfer from provision for doubtful debts & advances	(23.78)	(2.05)
Provision for doubtful debts	35.08	3.25
Provision for doubtful advances	-	15.65
Provision for diminution in value of current investments	381.21	40.41
Amortisation of premium on Non Convertible Debentures	46.85	4.30
Donation	0.94	23.34
CSR Expenditure (Refer Note No. 34)	64.08	35.00
Miscellaneous expenses	5,044.54	4,379.60
	<u>24,539.43</u>	<u>21,157.59</u>

24. Earnings per share (EPS)

	2015-2016	2014-2015
Profit after tax for the year (Rupees in lacs)	15,681.40	14,590.50
Weighted average number of shares	177,833,084	177,833,084
Nominal value per share (Rupees)	1.00	1.00
Earnings per share - Basic (Rupees)	8.82	8.20
- Diluted (Rupees)	8.82	8.20

25. Contingent liabilities and commitments (to the extent not provided for)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Contingent Liabilities		
a. Disputed tax matters		
Income tax (Appealed by tax authorities)	10.29	10.29
Income tax (Appealed by the Company)	1045.06	251.08
Excise duty (Appealed by excise authorities)	-	2.23
Excise duty (Appealed by the Company)	277.60	265.24
Sales tax (Appealed by the Company)	240.31	231.04
b. In respect of guarantees given by banks	262.04	166.79
c. Letter of credit issued by bankers	296.00	219.00
d. Estimated amount of duty payable on export obligation against outstanding advances licences	17.61	17.41
e. During 2013-14, the Company received notices of demand (including interest) from the National Pharmaceutical Pricing Authority, Government of India, on account of alleged overcharging in respect of certain formulations under the Drugs (Prices Control) Order, 1995. The Company filed writ petition before the Hon'ble Supreme Court of India for stay of demand and other matters. The Hon'ble Supreme Court then passed order restraining the Government from taking any coercive action against the Company. The case is currently pending before the Hon'ble Supreme Court of India. The Company has been legally advised that on the basis of the facts and circumstances and grounds raised by the Company, the possibility of an adverse ruling in this case is unlikely. Hence, no provision is considered necessary in this respect.	1025.36	936.12
Commitments		
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances paid)	376.78	192.42

Note :

The Company's pending litigations comprise of proceedings pending with Income Tax, Excise, Sales Tax Authorities and National Pharmaceutical Pricing Authority of India. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made a provision of Rs. 1,457.12 lacs as at 31st March 2016 (Previous year - Rs.728.45 lacs).

26. As per Accounting Standard - 15 (revised 2005) - "Employee Benefits" the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plans are recognised as an expense for the year under Contribution to provident and other funds (Refer Note No. 21) as under :

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Employer's Contribution to Provident Fund	328.85	324.70
Employer's Contribution to Pension Scheme	452.97	367.67
Employer's Contribution to Superannuation Fund	55.35	52.55

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Rupees in lacs

	Gratuity	
	Funded Plan	
	31st March 2016	31st March 2015
I. Change in Benefit Obligation		
Liability at the beginning of the year	1,208.31	1,037.73
Interest Cost	95.82	90.80
Current Service Cost	124.75	104.89
Benefit Paid	(109.18)	(125.02)
Actuarial (gain)/ loss on obligations	122.70	99.91
Liability at the end of the year	1,442.40	1,208.31
II. Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the year	971.55	951.50
Expected Return on Plan Assets	77.04	82.78
Contributions	290.00	86.50
Benefit Paid	(109.18)	(125.02)
Actuarial gain/ (loss) on Plan Assets	73.02	(24.21)
Fair Value of Plan Assets at the end of the year	1,302.43	971.55
Total Actuarial gain/ (loss)	(49.68)	(124.12)
III. Actual Return on Plan Assets		
Expected Return on Plan Assets	77.04	82.78
Actuarial gain/(loss) on Plan Assets	73.02	(24.21)
Actual Return on Plan Assets	150.06	58.57
IV. Amount recognised in the Balance Sheet		
Liability at the end of the year	(1,442.40)	(1,208.31)
Fair Value of Plan Assets at the end of the year	1,302.43	971.55
Amount recognised in the Balance Sheet	(139.97)	(236.76)
V. Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	124.75	104.89
Interest Cost	95.82	90.80
Expected Return on Plan Assets	(77.04)	(82.78)
Net Actuarial (gain)/ loss	49.68	124.12
Expense recognised in the statement of Profit and Loss	193.21	237.03
VI. Balance Sheet Reconciliation		
Opening Net Liability	236.76	86.23
Expense as above	193.21	237.03
Employers Contribution	(290.00)	(86.50)
Amount recognised in the Balance Sheet	139.97	236.76
VII. Investment Details		
Government of India Assets	117.83	312.89
Corporate Bonds	496.27	362.64
State Government	517.61	178.70
Equity	136.87	71.87
Others	33.85	45.45
Total	1,302.43	971.55
VIII. Actuarial Assumptions		
Discount Rate Current	7.48%	7.93%
Rate of Return on Plan Assets Current	7.48%	7.93%
Salary Escalation Current	7.00%	7.00%

IX. Experience Adjustments

Rupees in lacs

	31st March 2016	31st March 2015	31st March 2014	31st March 2013	31st March 2012
Defined benefit obligation	1,442.40	1,208.31	1,037.73	977.21	882.67
Plan assets	1,302.43	971.55	951.50	933.48	816.38
Deficit / (Surplus)	139.97	236.76	86.23	43.73	66.29
Net Actuarial (Gain)/ Loss due to Experience adjustments on Plan Liabilities	101.02	67.87	24.06	(17.94)	(103.18)
Net Actuarial Gain/(Loss) due to Experience adjustments on Plan Assets	73.02	(24.21)	(27.49)	(26.21)	(2.63)

X. Salary Escalation Rate

The estimates of future salary increase considered in actuarial valuation is taken on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

XI. Basis used to determine Expected Rate of Return on Plan Assets

The expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

XII. The Company expects to contribute Rs. 293.25 lacs to gratuity in next year (Previous year - Rs. 361.51 lacs).

The liability for Leave Encashment as at the year end is Rs.677.31 lacs (Previous year - Rs. 522.18 lacs) and provision for sick leave as at the year end is Rs.90.42 lacs (Previous year – Rs. 72.08 lacs).

27. Segment Information:

Primary segment information

The Company is engaged in pharmaceutical business which as per Accounting Standard 17 - "Segment Reporting" is considered the only business segment.

Secondary segment information

The Company's operating divisions are managed from India. The principal geographical areas in which the Company operates are India and others. The country-wise segmentation is not relevant as exports to individual countries are not more than 10% of enterprise revenue.

The information related to secondary segment is as under:

Rupees in lacs

Particulars	India	Others	Total
Segment Revenue (net)	85,136.76 (76,833.68)	14,607.60 (10,931.78)	99,744.36 (87,765.46)
Carrying amount of assets by location of assets	90,046.58 (60,122.62)	2,818.17 (2,550.71)	92,864.75 (62,673.33)
Additions to tangible and intangible assets	31,722.66 (17,471.70)	- (-)	31,722.66 (17,471.70)

Previous year's figures are shown in brackets.

*Segments assets include the following:

Particulars	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
<u>Fixed Assets</u>		
i) Tangible assets	66,954.15	37,916.85
ii) Intangible assets	135.25	220.28
iii) Capital work-in-progress		
Tangible assets	1,738.02	2,872.52
Intangible assets	254.40	7.67
Loans and advances (Long term & short term)	3,098.68	2,356.19
Inventories	13,023.81	12,152.67
Trade receivables	6,428.08	6,069.51
Cash and bank balances	1,191.16	1,048.93
Other assets (Current & Non-current)	41.20	28.71
Total	92,864.75	62,673.33

28. Related party disclosures, as required by Accounting Standard 18 - "Related Parties Disclosures" are given below:

Names of Related parties where control exists irrespective of whether transactions have occurred or not :

Subsidiary Companies

- FDC International Limited
- FDC Inc.
- Anand Synthochem Limited **

Joint Venture Entity

- Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.

Names of other related parties with whom transactions have taken place during the year :

Key Management Personnel

- Mr. Mohan A. Chandavarkar
- Mr. Ashok A. Chandavarkar
- Mr. Nandan M. Chandavarkar
- Mr. Ameya A. Chandavarkar
- Ms. Nomita R. Chandavarkar

Relatives of Key Management Personnel

- Ms. Sandhya M. Chandavarkar, Wife of Mr. Mohan A. Chandavarkar
- Ms. Mangala A. Chandavarkar, Wife of Mr. Ashok A. Chandavarkar
- Ms. Meera R. Chandavarkar, Mother of Ms. Nomita R. Chandavarkar
- Ms. Aditi C. Bhanot, Daughter of Mr. Ashok A. Chandavarkar

Enterprises owned or significantly influenced by Key Management Personnel or their relatives:

- Soven Trading and Investment Company Private Limited **
- Transgene Trading and Investment Company Private Limited **
- Sudipta Trading and Investment Company Private Limited **
- Anand Chandavarkar Foundation
- Akhil Farma Limited

Note: ** Amalgamated With the Company w.e.f. September 01,2014 (For details refer note 37)

Nature of transactions:

Rupees in lacs

Particulars	Subsidiary Companies	Joint Venture Entity	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Total
Sale of goods	822.71 (1,152.88)	- (-)	- (-)	- (-)	- (-)	822.71 (1,152.88)
Dividend received	187.38 (-)	- (-)	- (-)	- (-)	- (-)	187.38 (-)
Purchase of Trademarks	- (-)	- (-)	- (-)	- (-)	0.16 (-)	0.16 (-)
Reimbursement of expenses receivable	- (-)	7.43 (11.80)	- (-)	- (-)	- (-)	7.43 (11.80)
Reimbursement of expenses payable	5.10 (-)	- (-)	- (-)	- (-)	- (-)	5.10 (-)
Interest Income	- (0.03)	8.07 (9.36)	- (-)	- (-)	- (-)	8.07 (9.39)
Loans Granted	- (3.00)	- (-)	- (-)	- (-)	- (-)	- (3.00)
Managerial remuneration*	- (-)	- (-)	660.03 (572.22)	- (-)	- (-)	660.03 (572.22)
Donation paid	- (-)	- (-)	- (-)	- (-)	- (17.50)	- (17.50)
Dividend on equity shares paid	- (-)	- (-)	2,558.60 (745.13)	2,954.11 (866.43)	- (1,144.79)	5,512.71 (2,756.35)
Outstanding Balances						
- Reimbursement of expense payable included in Trade Payables	5.10 (-)	- (-)	- (-)	- (-)	- (-)	5.10 (-)
- Receivable against expenses reimbursed included in Short term Loans & Advances under Advances Recoverable in Cash or kind	- (-)	19.23 (11.80)	- (-)	- (-)	- (-)	19.23 (11.80)
- Outstanding Balance Payable Included in Other Current Liabilities	- (-)	- (-)	397.51 (337.10)	- (-)	- (-)	397.51 (337.10)
- Loans granted included in Short Term Loan and advances to related parties	- (41.42)	160.90 (187.15)	- (-)	- (-)	- (-)	160.90 (228.57)
- Interest on Loan included in Other Current Assets granted	- (0.03)	8.07 (28.07)	- (-)	- (-)	- (-)	8.07 (28.10)
- Receivable against sales included in Trade Receivable	247.13 (482.89)	- (-)	- (-)	- (-)	- (-)	247.13 (482.89)

* Including perquisites, contribution to Provident fund and other funds.
Previous year's figures are shown in brackets.

Out of the above items, transactions in excess of 10% of the total related party transactions are as under:

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
1 <u>Sale of goods</u>		
FDC International Limited	822.71	1,152.88
2 <u>Dividend Income</u>		
FDC International Limited	187.38	-
3 <u>Purchase of Trademarks</u>		
Akhil Farma Limited	0.16	-
4 <u>Reimbursement of expense receivable</u>		
Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd.	7.43	11.80
5 <u>Reimbursement of expense payable</u>		
FDC International Limited	5.10	-
6 <u>Interest Income</u>		
Anand Synthochem Limited **	-	0.03
Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd.	8.07	9.36
7 <u>Donation paid</u>		
Anand Chandavarkar Foundation	-	17.50
8 <u>Managerial Remuneration</u>		
Mr. Mohan A. Chandavarkar	193.84	172.90
Mr. Ashok A. Chandavarkar	131.84	119.13
Mr. Nandan M. Chandavarkar	165.72	145.46
Mr. Ameya A. Chandavarkar	114.72	92.66
9 <u>Loan granted</u>		
Anand Synthochem Limited **	-	3.00
10 <u>Dividend on equity shares paid</u>		
Mr. Mohan A. Chandavarkar	855.91	252.51
Mr. Ashok A. Chandavarkar	719.47	224.67
Ms. Sandhya M. Chandavarkar	871.01	235.88
Ms. Meera R. Chandavarkar	1,538.52	493.32
Soven Trading and Investment Company Private Limited **	-	391.89
Sudipta Trading and Investment Company Private Limited **	-	368.21
Transgene Trading and Investment Company Private Limited **	-	384.69
11 <u>Outstanding Reimbursement of expense payable included in Trade Payables</u>		
FDC International Limited	5.10	-
12 <u>Outstanding Reimbursement of expense receivable included in Short Term Loans & Advances under advance recoverable in cash or kind</u>		
Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd.	19.23	11.80
13 <u>Outstanding Balances Payable included in other current liabilities</u>		
Mr. Mohan A. Chandavarkar	113.97	99.67
Mr. Ashok A. Chandavarkar	89.82	78.21
Mr. Nandan M. Chandavarkar	91.48	80.06
Mr. Ameya A. Chandavarkar	68.15	54.13
14 <u>Outstanding Balances against loans granted included in Short Term Loans & Advances to related parties</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	160.90	187.15
15 <u>Outstanding Balances against interest on loans granted included in Other Current Assets</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	8.07	28.07
16 <u>Outstanding Balances receivable against sales included in Trade Receivables</u>		
FDC International Limited	247.13	482.89

** Amalgamated with the Company w.e.f. September 01,2014 (For details refer note 37)

29. Loans and Advances in the nature of loans given to subsidiaries in which directors are interested:

Anand Synthochem Limited (amalgamated with the Company w.e.f. September 01, 2014)

Balance as at 31st March, 2016 Nil (Previous year – Rs. 41.42 lacs).

Maximum balance outstanding during the year Nil (Previous year – Rs. Rs. 41.42 lacs).

30. Pursuant to Accounting Standard 19 - “Leases”, disclosure on leases is as follows:

The Company's significant leasing arrangements are in respect of godowns / office premises taken on operating lease basis. The aggregate lease rentals payable are charged as Rent and shown under 'Other Expenses' (Refer Note No. 23).

These leasing arrangements, which are cancelable, range between 1 year and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. There are certain agreements which provide for increase in rent. There are no subleases.

31. Pursuant to Accounting Standard 27 - “Financial Reporting of interests in Joint Ventures”, the disclosures relating to the Joint Venture Entity (JV) is as follows:

Sr. No.	Name	Country of Incorporation	Percentage of Ownership Interest as on 31st March 2016	Percentage of Ownership Interest as on 31st March 2015
1.	Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	Republic of South Africa	49%	49%

The Company's interest in the JV is reported as Non-Current Investment (Refer Note No. 9) and stated at cost. The Company's share of each of the assets, liabilities, income and expenses etc. (each without elimination of the effect of transactions between the Company and the JV) related to its interest in the JV, based on the audited financial statements of Fair Deal Corporation Pharmaceutical SA (Pty) Ltd. is as follows:

Balance Sheet	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Current Assets	108.66	224.98
Non Current Assets	41.14	49.22
Total assets	149.80	274.20
Current Liabilities	203.16	285.77
Non Current Liabilities	-	-
Total Liabilities	203.16	285.77
Shareholders' fund	(53.36)	(11.57)

Statement of Profit and Loss	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Income		
Revenue from operations	139.03	458.17
Other Income	0.09	0.06
Expenditure		
Purchases of Stock-in-Trade	140.13	354.66
Changes in inventories of finished goods, work in progress and stock in trade	(4.91)	47.20
Employee benefit expense	18.06	28.56
Other expense	19.68	10.59
Finance costs	9.19	10.58
Depreciation	1.05	17.84
Total Expenditure	183.20	469.43
Provision for taxation		
Current tax	-	-
Deferred Tax	2.65	(1.94)

No contingent liabilities and capital commitments have been incurred as at 31st March 2016 in relation to the Company's interest in the JV along with the other ventures (Previous year - Rs. Nil).

32. Foreign currency transactions/ balances of the Company are not hedged by derivative instruments or otherwise. The details of foreign currency transactions/ balances of the Company are:

Balances	Foreign currency amount			Equivalent amount Rupees in lacs	
		31st March 2016	31st March 2015	31st March 2016	31st March 2015
Bank balances	USD	597,541	410,472	389.45	252.10
	EUR	83,093	44,491	61.03	29.45
	GBP	289,902	341,263	270.25	309.42
	JPY	10,175,000	-	58.15	-
Trade Receivables	USD	3,177,840	2,697,120	2,072.27	1,655.59
	EUR	278,582	206,522	203.01	136.92
	GBP	264,285	644,260	247.13	585.44
	JPY	7,400,000	12,000,000	42.96	61.42
Loans and advances	USD	159,146	99,349	108.85	60.99
	EUR	4,415	33,290	3.37	22.03
	ZAR	4,401,788	4,614,218	188.20	227.02
Trade Payable	USD	1,053,505	795,663	709.43	505.92
	EUR	15,363	12,485	11.76	9.05
	GBP	13,207	2,250	12.77	2.12
Investment in subsidiaries/Joint venture entity	USD	50,000	50,000	22.00	22.00
	GBP	1	1	0.00	0.00
	ZAR	159,250	159,250	11.30	11.30

33. Revenue expenditure on research and development (including depreciation and amortisation) aggregating to Rs.2,715.95 lacs (Previous year - Rs.2,060.71 lacs) is included under relevant heads in the Statement of Profit and Loss.
34. Amount spent towards Corporate Social Responsibility Activities is as under
- Gross amount required to be spent by the company during the year is Rs.377.29 lacs.(Previous year - Rs.362.76 lacs) .
 - Amount spent during the year on:

Sr. No.	Particulars	2015-2016	2014-2015
(i)	Construction/acquisition of any asset	-	-
(ii)	On purpose other than (i) above	64.08	35.00
	Total	64.08	35.00

35. Provision for Sales Return:

Particulars	2015-2016 Rupees in lacs
Balance as on April 1, 2015	720.00 (220.00)
Amount provided during the year	1,673.67 (1,886.24)
Amount written back/utilised during the year	1,215.67 (1,386.24)
Balance as on March 31, 2016	1,178.00 (720.00)

Provisions for Sales returns are on account of expected expiry date based on historical trends. Previous year's figures are shown in brackets.

36. Details of Loans, Inter corporate deposit and Investments as required under section 186(4) of Companies Act 2013

Rupees in lacs

Particulars	31st March 2016		31st March 2015	
	Loan Given	Outstanding	Loan Given	Outstanding
<u>Intercompany Deposit given and utilised for business operation by recipient</u> - Oboi Laboratories Limited (repayable after 12 months with interest @ 11% p.a.)	25.00	25.00	25.00	25.00
<u>Loan given to joint venture for working capital/ business operations</u> - Fair Deal Corporation Pharmaceutical SA (Pty) Ltd. (repayable on demand with interest @ 5% p.a.)	-	160.90	-	187.15
-Anand Synthochem Limited (repayable on demand - Rs. 38.42 lacs and repayable after one year - Rs. 3.00 lacs with interest @ 10% p.a.)	-	-	3.00	41.42
Investments Details required under section 186(4) have been disclosed in note 9 & 11 of financial statements				

37. Pursuant to the scheme of amalgamation (Scheme), the Hon'ble High Court of Judicature at Bombay, vide its order dated September 04, 2015, has approved the Scheme of amalgamation of Anand Synthochem Limited (Anand), Soven Trading and Investment Private Limited (Soven), Sudipta Trading and Investment Private Limited (Sudipta) and Transgene Trading and Investment Private Limited (Transgene) (collectively known as Transferor Companies) with the Company. The appointed date of the Scheme was September 01, 2014.

The Company has given effect for the said scheme in its books of accounts in accordance with the Scheme and in compliance with Accounting Standard 14 "Accounting for Amalgamations" under the "Pooling of Interest" method and the accounting treatment has been given as under:

- (i) All assets and liabilities (including reserves) appearing in the books of accounts of Transferor Companies have been incorporated in the financial statements of the Company at their respective book values.
- (ii) All inter-company transactions have been eliminated on incorporation of the accounts of Transferor Companies in the books of Company.
- (iii) The accounts of the Transferor Companies for the year ended March 31, 2015 were finalized as a separate entity. The net profit after tax amounting to Rs. 93.41 lacs of the Transferor Companies for the period from September 01, 2014 to March 31, 2015 has been adjusted in "Surplus in the Statement of Profit and Loss".
- (iv) The investments in equity share capital of the Company as it appears in the books of account of the Transferor Companies and investment made in subsidiary by the Company is now cancelled as per the Scheme.
- (v) In consideration of the above, the Company has allotted equity shares, credited as fully paid up, to the extent indicated below, to all the members of the Transferor Companies in the following proportion:
 - (a) 10.106 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Soven.
 - (b) 573.500 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Sudipta.
 - (c) 528.458 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Transgene.
- (vi) The difference of net assets value of the transferor companies after adjusting reserves and investment already made in Transferor Companies is transferred to the respective reserves, as detailed here under:

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Rupees In lacs

Particulars	Anand	Soven	Sudipta	Transgene	Total
Fixed Assets (Net)	838.25	0.00	0.00	0.00	838.25
Loans & Advances	0.05	0.12	-	-	0.17
Current Assets	-	0.42	-	-	0.42
Cash & bank balance	0.41	112.71	166.68	189.43	469.23
Total Assets	838.71	113.25	166.68	189.43	1,308.07
Preference Share Capital	-	0.01	0.01	0.01	0.03
Current Liabilities	42.56	0.53	0.08	0.09	43.26
Provision	-	23.92	96.16	48.78	168.86
Deferred Tax Liability	9.43	-	-	-	9.43
Total Liabilities	51.99	24.46	96.25	48.88	221.58
Net Book Value (A)	786.72	88.79	70.43	140.55	1,086.49
Less: Reserves					
Capital Reserve considered as Capital Reserve of the Company	0.02	1.29	0.10	1.52	2.93
Capital Redemption Reserve considered as Capital Redemption Reserve of the Company	-	0.48	0.45	0.45	1.38
Revaluation Reserve considered as Revaluation Reserve of the Company	817.29	-	-	-	817.29
General Reserve considered as General Reserve of the Company	65.75	337.78	368.59	395.22	1,167.34
Special Reserve considered as special Reserve of the Company	-	351.50	500.00	496.00	1,347.50
Investment Allowance Reserve considered as Investment Allowance Reserve of the Company	0.07	-	-	-	0.07
Profit and Loss Account considered as Profit and Loss Accounts of the Company	(270.41)	1,697.57	2,175.03	2,021.52	5,623.71
Total (B)	612.72	2,388.62	3,044.17	2,914.71	8,960.22
Cancellation of the Company's Investment	606.16	-	-	-	606.16
Total (C)	606.16	-	-	-	606.16
Balance transferred to reserves (D) = (A) - (B) - (C)	(432.16)	(2,299.83)	(2,973.74)	(2,774.16)	(8,479.89)

The above shortfall has been adjusted pursuant to the Scheme of Amalgamation as follows:

Particulars	Rupees in lacs
Capital Reserve	77.94
Capital Redemption reserve	154.50
Revaluation reserve	866.64
General reserve	7,380.81
Total	8,479.89

38. Costs of samples, manufactured and purchased, have been included in cost of materials consumed and purchases of Stock-in-trade respectively.

39. Imported and Indigenous Raw Materials consumed :

	Rupees in lacs	Percentage
Indigenous	18,170.80	86.11
	(16,670.26)	(87.75)
Imported	2,929.91	13.89
	(2,327.06)	(12.25)
Total	21,100.71	100.00
	(18,997.32)	(100.00)

Previous year's figures are shown in brackets.

40. Imported and Indigenous Components, Stores and spares consumed:

	Rupees in lacs	Rupees in lacs
Indigenous	773.19 (478.51)	73.09 (83.60)
Imported	284.73 (93.85)	26.91 (16.40)
Total	1,057.92 (572.36)	100.00 (100.00)

Previous year's figures are shown in brackets.

41. CIF value of imports:

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Raw material	2,639.59	2,758.56
Packing material	180.46	60.91
Components, stores and spares	284.73	93.85
Capital goods	615.65	531.98
Intangible assets	-	6.47
Total	3,720.43	3,451.77

42. Earning in foreign currency: (accrual)

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
FOB value of exports	12,286.30	10,592.49
Interest	8.07	9.36
Dividend from subsidiary	187.38	-
Share of profit on export sales	1,427.67	-
Others	71.95	54.16
Total	13,981.36	10,656.01

43. Expenditure in foreign currency: (accrual)

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Miscellaneous Expenses (Export)	452.76	510.24
Commission to distributors	82.68	69.32
Legal and Professional Fees	57.82	44.79
Travelling and Conveyance	6.34	7.99
Others	22.04	25.44
Total	621.64	657.78

44. The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

45. Previous year's figures have been regrouped/ reclassified, wherever necessary to conform to this year's classification.

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per VIJAY MANIAR
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FDC LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of FDC Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of FDC Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March 2016, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and jointly controlled entity for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the

consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its jointly controlled entity as at 31st March 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) The other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors of the Holding Company as on 31st March 2016 taken on record by the Board of Directors of the Holding

Company, none of the directors of the Holding Company are disqualified as on 31st March 2016, from being appointed as a director in terms of Section 164(2) of the Act.;

- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company, its subsidiaries and its jointly controlled entity incorporated in India, since none of the subsidiaries and jointly controlled entity are incorporated in India, no separate report on internal financial controls over financial reporting of the Group is being issued;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and jointly controlled entity – Refer Note 27 to the consolidated financial statements;
 - ii. The Group and its jointly controlled entity did not have any material foreseeable losses in long-term contracts including derivative contracts – Refer Note 40 to the consolidated financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company - Refer Note 8b to the consolidated financial statements;

Other Matter

- (a) The accompanying consolidated financial statements include total assets of Rs. 961.64 lacs as at 31st March 2016, and total revenues and net cash inflows of Rs. 1,716.93 lacs and Rs. 153.32 lacs respectively for the year ended on that date, in respect of two subsidiaries and one jointly controlled entity, which have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the report(s) of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For SRBC & COLLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per Vijay Maniar

Partner

Membership No. 36738

Place: Mumbai

Date : May 26, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	Note No.	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	1,786.19	1,786.19
(b) Reserves and surplus	3	103,205.71	91,851.52
		<u>104,991.90</u>	<u>93,637.71</u>
2. Non-current liabilities			
(a) Long-term borrowings	4	78.63	89.79
(b) Deferred tax liabilities (net)	5	1,872.97	2,287.64
(c) Long-term provisions	6	50.00	55.74
		<u>2,001.60</u>	<u>2,433.17</u>
3. Current liabilities			
(a) Short-term borrowings	7	87.30	99.51
(b) Trade payables	8	8,272.69	8,717.23
(c) Other current liabilities	8	4,968.47	3,660.95
(d) Short-term provisions	6	3,052.27	6,319.12
		<u>16,380.73</u>	<u>18,796.81</u>
TOTAL		<u><u>123,374.23</u></u>	<u><u>114,867.69</u></u>
II. ASSETS			
1. Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		67,385.85	39,084.08
(ii) Intangible assets		135.25	220.28
(iii) Capital work-in-progress			
Tangible assets		1,738.02	2,872.52
Intangible assets		254.40	7.67
(b) Non-current investments	10	3,501.12	21,672.12
(c) Deferred tax assets	11	21.74	27.63
(d) Long-term loans and advances	12	781.39	699.02
(e) Other non-current assets	17	12.73	71.64
		<u>73,830.50</u>	<u>64,654.96</u>
2. Current assets			
(a) Current investments	13	25,704.10	27,248.89
(b) Inventories	14	13,100.18	12,321.80
(c) Trade receivables	15	6,285.39	6,104.35
(d) Cash and bank balances	16	1,829.37	1,494.58
(e) Short-term loans and advances	12	2,437.80	1,840.11
(f) Other current assets	17	186.89	1,203.00
		<u>49,543.73</u>	<u>50,212.73</u>
TOTAL		<u><u>123,374.23</u></u>	<u><u>114,867.69</u></u>

Significant accounting policies

The accompanying notes are an integral part of the financial statements.

1

2 to 42

As per our report of even date

For S R B C & CO LLP

Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per VIJAY MANIAR
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH 2016**

PARTICULARS	Note No.	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
I. Revenue from operations (gross)	18	102,847.02	90,843.82
Less: Excise duty		2,212.94	1,912.62
Revenue from operations (net)		<u>100,634.08</u>	<u>88,931.20</u>
II. Other income	19	3,152.98	4,570.34
III. Total Revenue (I + II)		<u>103,787.06</u>	<u>93,501.54</u>
IV. Expenses:			
Cost of materials consumed	20	27,319.53	25,703.26
Purchases of stock-in-trade		9,145.90	9,017.34
Changes in inventories of finished goods/ stock-in-trade and work-in-progress	21	(557.40)	(737.18)
Employee benefits expense	22	17,643.56	13,757.93
Finance costs	23	144.78	181.34
Depreciation and amortisation expense	9	3,373.58	3,880.66
Other expenses	24	24,723.26	21,332.95
Total expenses		<u>81,793.21</u>	<u>73,136.30</u>
V. Profit before tax (III- IV)		21,993.85	20,365.24
VI. Tax expense:			
(1) Current tax		6,744.23	5,878.52
(2) Deferred tax		(412.06)	(287.59)
(3) Tax adjustments for earlier years - Current tax		-	(40.23)
Total tax expense		<u>6,332.17</u>	<u>5,550.70</u>
VII. Profit for the year (V - VI)		<u>15,661.68</u>	<u>14,814.54</u>
VIII. Earnings per equity share:	25		
Par value Re. 1 per share (Previous year - Re. 1 per share)			
(1) Basic (Rs.)		8.81	8.33
(2) Diluted (Rs.)		8.81	8.33

Significant accounting policies

The accompanying notes are an integral part of the financial statements.

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2 to 42

As per our report of even date

For S R B C & CO LLP

Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per VIJAY MANIAR
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	2015-2016		2014-2015	
	Rupees in lacs		Rupees in lacs	
CASH FLOWS FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAXATION		21,993.85		20,365.24
Non-cash adjustments to reconcile Profit before tax to Net Cash flows:				
Depreciation and amortisation	3,373.58		3,880.66	
Interest expense	105.73		145.22	
Interest income	(555.35)		(1,474.74)	
Profit on fixed assets sold/ scrapped (net)	(155.93)		(352.85)	
Amortisation of premium on Non Convertible Debentures/ Bonds	46.85		4.30	
Dividend income	(610.51)		(622.43)	
Provision for diminution in value of current investments	381.21		40.41	
Profit on sale of investments (net)	(1,286.38)		(1,589.13)	
Translation adjustment on consolidation	3.88		(22.25)	
Unrealised foreign exchange (gain)/ loss on restatement	46.35		(11.80)	
Bad debts/ advances written off	-		11.83	
Provision for doubtful debts	35.08		3.25	
Provision for doubtful advances	-		15.65	
Provision for expenses no longer required, written back	(18.66)		(165.36)	
Provision for doubtful debts/ advances no longer required, written back	(0.24)		(2.69)	
Provision for diminution in value of current investments sold, written back	(3.96)	1,361.65	-	(139.93)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		23,355.50		20,225.31
Movements in Working Capital:				
Increase in trade receivables	(249.33)		(176.97)	
Increase in inventories	(778.38)		(2,021.58)	
(Increase)/ Decrease in loans & advances and other current assets	(619.09)		72.54	
Increase in trade payables and other current liabilities	811.50		197.52	
Increase in provisions	526.61	(308.69)	750.83	(1,177.66)
CASH GENERATED FROM OPERATIONS		23,046.81		19,047.65
Direct taxes paid (net of refunds)		(5,570.51)		(6,284.12)
NET CASH FROM OPERATING ACTIVITIES (A)		17,476.30		12,763.53
CASH FLOWS USED IN INVESTING ACTIVITIES				
Purchase of fixed assets, including CWIP and capital advances		(30,994.25)		(5,197.03)
Proceeds from sale of fixed assets		405.86		704.07
Inter corporate deposits given/ renewed		(25.00)		(25.00)
Repayment/ Renewal of inter corporate deposits given		25.00		25.00
Decrease/ (Increase) in fixed and margin deposits		0.28		(0.33)
Purchase of investments		(48,417.97)		(45,562.41)
Proceeds from sale of investments		69,980.93		39,088.93
Dividend received		610.51		622.43
Interest received		939.78		1,487.41
NET CASH USED IN INVESTING ACTIVITIES (B)		(7,474.86)		(8,856.93)
CASH FLOWS USED IN FINANCING ACTIVITIES				
Repayment of term loan taken from bank		-		(26.91)
Repayment of deferred sales tax loan		(17.28)		(18.39)
Dividend paid		(8,002.54)		(4,001.24)
Dividend tax paid		(1,629.12)		(680.01)
Interest paid		(22.46)		(49.17)
NET CASH USED IN FINANCING ACTIVITIES (C)		(9,671.40)		(4,775.72)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)		330.04		(869.12)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,456.50		2,325.62
CASH AND CASH EQUIVALENTS ACQUIRED ON ACCOUNT OF AMALGAMATION		8.03		-
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		1,794.57		1,456.50
(Refer Note 1 below)				

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Notes to the Consolidated Cash Flow Statement

1. Cash and cash equivalents consist of cash on hand and balance with banks. Cash and cash equivalents included in the consolidated cash flow statement comprise of the following Balance Sheet items:

PARTICULARS	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Cash on hand	13.72	14.38
Balance with scheduled banks:		
In current accounts	1,638.93	1,360.89
In unpaid dividend accounts (Refer Note 3 below)	159.16	117.45
Unrealised foreign exchange gain on restatement of cash and cash equivalents	(17.24)	(36.22)
	1,794.57	1,456.50

2. Previous year's figures have been regrouped/ re-arranged to conform to the current year's presentation wherever necessary.
3. Rs. 159.16 lacs (Previous year - Rs. 117.45 lacs) in unclaimed dividend accounts are not available for use by the Company as they represent corresponding dividend liabilities.
4. The amalgamation of Soven Trading and Investment Company Private Limited, Sudipta Trading and Investment Company Private Limited, Transgene Trading and Investment Company Private Limited and Anand Synthochem Limited with the Company is non-cash transaction and hence, has no impact on the Company's cash flow for the year.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

ASHOK A. CHANDAVARKAR
Director

per VIJAY MANIAR
Partner
Membership No. 36738

SANJAY JAIN
Chief Financial Officer

VARSHARANI KATRE
Company Secretary

Place : Mumbai
Date : May 26, 2016

Place : Mumbai
Date : May 26, 2016

1. SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements have been prepared and presented under the historical cost convention, except for certain fixed assets of FDC Limited which were revalued on 30th September 1993 (Refer Note d below) and in case of assets where a provision is made for impairment losses, on accrual basis and are in accordance with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and to the extent possible in the same format as that adopted by the parent company (FDC Limited) for its separate financial statements. The accounting policies are generally uniform for the Group and are consistent with those used in the previous year.

b. USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in India requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the result of the operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of FDC Limited ("the Company"), the parent company and all of its subsidiaries (together referred to as "the Group") and its joint venture company. The consolidated financial statements of the Group have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses in accordance with Accounting Standard 21 - "Consolidated Financial Statements". The Group accounts for its proportionate share of interest in the joint venture companies by proportionate consolidation method in accordance with Accounting Standard 27 - "Financial Reporting of Interests in Joint Ventures". The accounting policies have been consistently applied by the Group during the year. The financial statements of all subsidiaries and joint venture companies are drawn upto the same date as the parent company.

In the preparation of consolidated financial statements, all significant intra-group transactions and accounts are eliminated. Unrealised profits, if any, on items carried in inventories are also eliminated from the consolidated financial statements. Unrealised losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group.

The excess of cost of investment in the subsidiaries/ joint venture companies over the share of equity in the subsidiaries/ joint venture companies at the respective dates of investment is recognised in the financial statements as Goodwill and the same is charged off during the year of acquisition. The excess of share of equity in the subsidiaries/ joint venture companies over the cost of acquisition in the subsidiaries/ joint venture companies at the respective dates of investment is recognised in the financial statements as Capital Reserve. The share of equity in such subsidiaries/ joint venture companies is determined on the basis of the latest financial statements of the subsidiaries/ joint venture companies prior to the date of investment.

d. TANGIBLE FIXED ASSETS

All fixed assets other than revalued assets are stated at cost less accumulated depreciation/ amortisation less impairment losses. Cost comprises of the purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use. Adjustments arising from exchange rates variances relating to liabilities attributable to fixed assets are taken to the Statement of Profit and Loss.

Leasehold land, buildings, major items of plant and machinery and research and development equipments of FDC Limited at Jogeshwari and Roha were revalued on 30th September 1993 on the basis of the report of an approved valuer. Difference between the book value and the value as per valuer's report amounting to Rs. 730.70 lacs was transferred to Revaluation Reserve during the year ended 31st March 1994. These fixed assets are stated at revalued amounts less accumulated depreciation.

e. DEPRECIATION/ AMORTISATION/ IMPAIRMENT

FDC Limited

Depreciation on the historical cost of tangible fixed assets is provided on straight line method using the rates arrived at based on the useful life prescribed under Schedule II to the Companies Act, 2013 except for the below mentioned asset where higher rate is considered based on the useful life of the asset as estimated by the management:

Asset	Useful Life (No. of Years)
Vehicles	6

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of the money and risks specific to the assets.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Assets costing less than Rs. 5,000 are depreciated at the rate of hundred per cent.

Leasehold land/ improvements are amortised on a straight line basis over the period of lease ranging from 30 to 99 years.

Subsidiaries/ Joint venture companies

Depreciation is provided on cost less estimated residual value of fixed assets over their expected useful lives following reducing balance method/ straight line method.

f. INTANGIBLE ASSETS

FDC Limited

Technical know-how

Technical know-how which are acquired, are capitalised and amortised over the period of its estimated useful life as estimated by the management on a straight line basis, not exceeding ten years.

Marketing Rights and Software

Cost relating to marketing rights and software, which are acquired, are capitalised and amortised over the period of its estimated useful life as estimated by the management on a straight line basis, not exceeding ten years.

Subsidiaries/ Joint venture companies

Dossiers

Dossiers are recorded at the consideration paid for acquisition and are amortised over the period of its estimated useful life, not exceeding ten years.

g. INVESTMENTS

Investments that are readily realisable and intended to be held for not more than a year from the reporting period are classified as Current Investments. These are valued at lower of cost and fair value (repurchase price or market value) on an individual item basis.

Investments other than current are classified as Non-Current Investments which are valued at cost less provision for diminution in value, other than temporary, if any.

h. INVENTORIES

Raw materials and packing materials are valued at lower of cost and net realisable value, cost of which includes duties and taxes (net of CENVAT and VAT, wherever applicable) and is arrived at on weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including stock-in-trade and work-in-progress are valued at lower of cost and net realisable value and cost is arrived at on weighted average cost basis. Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and excise duty, where applicable.

i. REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to customers, which coincides with dispatch of goods to customers. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company, hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of the liability arising during the year.

Dividend is recognised when the Company's right to receive the payment is established by the balance sheet date.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other income is accounted for on accrual basis except where the receipt of income is uncertain.

j. FOREIGN CURRENCY TRANSLATION/ TRANSACTIONS

Transactions in foreign currency are recorded at the rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in a foreign currency outstanding at the year end are restated at the year end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising out of settlement and restatement of foreign exchange monetary items are taken to the Statement of Profit and Loss.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

The financial statements of the foreign subsidiaries and the joint venture companies are translated into Indian Rupees as follows:

Non – integral foreign operations:

- Income and expense items except opening and closing inventories are translated at the average exchange rate for the year. Opening and closing inventories are translated at the rates prevalent at the commencement and close respectively of the accounting period.
- All assets and liabilities are translated using the closing exchange rate.
- The differences on translation including those arising on elimination of non-monetary intra-group balances and transactions are taken to Translation Reserve as a part of Reserves and Surplus.
- The differences arising on elimination of monetary intra-group balances and transactions are taken to the Consolidated Statement of Profit and Loss.

Integral foreign operations:

- Income and expense items except opening and closing inventories are translated at the average exchange rate for the year.
- All monetary assets and liabilities are translated using the closing exchange rate.
- All non-monetary assets and liabilities, other than inventories, are translated using the exchange rate at the date of their acquisition.
- The differences on translation including those arising on elimination of intra-group balances and transactions are taken to Consolidated Statement of Profit and Loss.

k. GOVERNMENT GRANTS

Grants and subsidies from the government are recognised when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with.

Government grants received as capital incentives/ subsidies are credited to Capital Reserve. Government grants related to revenue is recognised on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

Government grants relating to specific fixed assets are disclosed as deduction from the gross value of the assets concerned.

I. EMPLOYEE BENEFITS

Company's contribution to recognised provident fund, family pension fund and superannuation fund is defined contribution plan and is charged to the Statement of Profit and Loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.

Contribution to gratuity fund is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/ losses are immediately recognised in the Statement of Profit and Loss.

m. RESEARCH AND DEVELOPMENT

Revenue expenditure is charged off to the Statement of Profit and Loss in the year in which it is incurred.

n. LEASE ACCOUNTING

Leases where substantially all the risks and benefits of ownership are retained by the lessor, are classified as operating leases. Operating lease expenses/ income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

o. EARNING PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

p. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

At each balance sheet date, the Company reassesses unrecognised deferred tax assets. Deferred tax assets are recognised only to the extent that there is a reasonable certainty of their realisation. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

MAT credit is recognised as an asset when there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

q. PROVISIONS AND CONTINGENCIES

The Company creates a provision when there exist a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

r. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

2. Share capital

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Authorised Shares		
294,200,000 (Previous year - 250,000,000) Equity shares of Re. 1 each	2,942.00	2,500.00
3,000 (Previous year - Nil) 8% Non-Cumulative Redeemable Preference shares of Rs. 100 each	3.00	-
Total	<u>2,945.00</u>	<u>2,500.00</u>
Issued Shares		
180,978,084 (Previous year - 180,978,084) Equity shares of Re. 1 each, fully paid-up	1,809.78	1,809.78
Less: Share Capital cancelled on amalgamation (Refer Note No. 38)	553.85	-
Add: Share Capital issued pursuant to amalgamation	553.85	-
Total	<u>1,809.78</u>	<u>1,809.78</u>
Subscribed and Paid-up Shares		
177,833,084 (Previous year - 177,833,084) Equity shares of Re. 1 each, fully paid-up	1,778.33	1,778.33
Add: 3,145,000 (Previous year - 3,145,000) Equity shares forfeited	7.86	7.86
Total	<u>1,786.19</u>	<u>1,786.19</u>

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

	31st March 2016		31st March 2015	
	No. in lacs	Rupees in lacs	No. in lacs	Rupees in lacs
At the beginning of the period	1,778.33	1,778.33	1,778.33	1,778.33
Less: Share Capital cancelled on amalgamation (Refer Note No. 38)	553.85	553.85	-	-
Add: Share Capital issued pursuant to amalgamation	553.85	553.85	-	-
Outstanding at the end of the period	<u>1,778.33</u>	<u>1,778.33</u>	<u>1,778.33</u>	<u>1,778.33</u>

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2016, the amount of per share dividend recognised as distributions to equity shareholders was Rs. 2.25 (Previous year - Rs. 2.25).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. **Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date**

	31st March 2016 No. in lacs	31st March 2015 No. in lacs
Equity shares bought back by the Company	136.28	136.28

d. **Details of shareholders holding more than 5% shares in the Company**

	31st March 2016		31st March 2015	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Re. 1 each fully paid				
Meera Ramdas Chandavarkar	34,189,260	19.23	20,425,260	11.49
Transgene Trading and Investment Company Private Limited*	-	-	19,024,500	10.70
Sudipta Trading and Investment Company Private Limited*	-	-	18,352,000	10.32
Soven Trading and Investment Company Private Limited*	-	-	18,008,500	10.13
Mohan Anand Chandavarkar	19,020,258	10.70	10,565,770	5.94
Ashok Anand Chandavarkar	15,988,193	8.99	9,985,360	5.62
Sandhya Mohan Chandavarkar	19,355,730	10.88	9,843,480	5.54
Ameya Ashok Chandavarkar	10,720,580	6.03	4,717,746	2.65
Mangala Ashok Chandavarkar	10,901,933	6.13	4,899,100	2.75

* These shares are cancelled and new shares have been issued to the shareholders of the respective companies pursuant to the Scheme of Amalgamation.

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

3. Reserves and surplus

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Capital Reserve		
Opening Balance	268.27	268.27
Add: Addition on account of amalgamation	2.91	-
Less: Adjustments pursuant to amalgamation	271.18	-
Closing Balance	(A) -	268.27
Capital Redemption Reserve		
Opening Balance	153.09	153.09
Add: Addition on account of amalgamation	1.38	-
Add: Transfer from General Reserve on redemption of Preference Shares	0.03	-
Less: Adjustments pursuant to amalgamation	154.50	-
Closing Balance	(B) -	153.09
Special Reserve		
Opening Balance	-	-
Add: Addition on account of amalgamation	1,347.50	-
Less: Transfer to General Reserve	1,347.50	-
Closing Balance	(C) -	-
Securities Premium Account	(D) 72.90	72.90
Revaluation Reserve		
Opening Balance	49.35	49.35
Less: Adjustments pursuant to amalgamation	49.35	-
Closing Balance	(E) -	49.35
General Reserve		
Opening Balance	41,674.61	37,540.07
Less: Adjustment of the carrying value of fixed assets [Net of deferred tax of Rs. Nil (Previous year - Rs. 445.64 lacs)]	-	865.46
Add: Addition on account of amalgamation	1,101.59	-
Add: Transfer from Special Reserve	1,347.50	-
Less: Transfer to Capital Redemption Reserve on redemption of Preference Shares	0.03	-
Less: Adjustments pursuant to amalgamation	7,572.70	-
Add: Transfer from surplus balance in the Statement of Profit and Loss	5,000.00	5,000.00
Closing Balance	(F) 41,550.97	41,674.61
Surplus in the Statement of Profit and Loss		
Opening Balance	49,748.47	44,749.73
Profit for the year	15,661.68	14,814.54
Add: Addition on account of amalgamation	5,894.12	-
Add: Profit of transferor companies prior to 1st April 2015	95.25	-
Less: Appropriations		
Interim dividend [Amount per share Rs. 2.25 (Previous year - Rs.Nil)]	4,001.30	-
Tax on interim dividend	814.56	-
Proposed final equity dividend [Amount per share Rs. Nil (Previous year - Rs. 2.25)]	-	4,001.24
Tax on proposed equity dividend	-	814.56
Transfer to General Reserve	5,000.00	5,000.00
Net surplus in the Statement of Profit and Loss	(G) 61,583.66	49,748.47
Translation Reserve		
Opening Balance	(115.17)	(89.91)
Add/ (Less): Movement during the year	113.35	(25.26)
Closing Balance	(H) (1.82)	(115.17)
Total (A+B+C+D+E+F+G+H)	103,205.71	91,851.52

Refer Note No. 38 for additions and adjustments pursuant to amalgamation

4. Long-term borrowings

	Non-current portion		Current maturities	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Deferred sales tax loan (unsecured) (Refer note below)	78.63	89.79	11.16	17.28
Amount disclosed under the head "Other current liabilities" (Refer Note No. 8)	-	-	(11.16)	(17.28)
Net amount	78.63	89.79	-	-

Note: Under various schemes of Government of Maharashtra, the Company was entitled to interest free Sales tax deferral incentives for its units at Waluj and Sinnar. These are repayable in annual instalments over a period of 9-13 years commencing after a period of 10-12 years from the year of availment of deferred sales tax loan.

5. Deferred tax liabilities (net)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Deferred tax liability		
Depreciation	2,552.36	2,671.48
Less: Deferred tax asset		
Provision for doubtful debts/ advances	22.07	17.72
Provision for diminution in value of investments	72.11	7.05
Liabilities disallowed under Section 43B of the IT Act, 1961	562.99	344.31
Expenses disallowed under Section 40(a)(ia) of the IT Act, 1961	22.22	14.76
	679.39	383.84
Net deferred tax liability	1,872.97	2,287.64

6. Provisions

	Long Term		Short Term	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Provision for employee benefits (Refer Note No. 28)				
Provision for gratuity	-	-	139.97	236.76
Provision for leave benefits	-	-	767.73	594.26
	-	-	907.70	831.02
Other provisions				
Provision for tax (net of advances)	-	-	1,016.57	-
Provision for wealth tax	-	-	-	8.04
Proposed equity dividend	-	-	-	4,001.24
Provision for tax on proposed equity dividend	-	-	-	814.56
Provision for sales return (Refer Note No. 36)	50.00	55.74	1,128.00	664.26
	50.00	55.74	2,144.57	5,488.10
	50.00	55.74	3,052.27	6,319.12

7. Short-term borrowings

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Loan from others (unsecured) (Refer note below)	87.30	99.51
	87.30	99.51

Note: The loan is repayable on demand and carries interest @ 5% p.a.

8. Trade payables and Other current liabilities

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Trade payables (Refer Note a below)	8,272.69	8,717.23
Other current liabilities		
Current maturities of long-term borrowings (Refer Note No. 4)	11.16	17.28
Interest accrued and due on borrowings	4.37	14.93
Investor Education and Protection Fund (shall be credited as and when due by the following amount)		
Unpaid dividend (Refer Note b below)	159.16	117.45
Advance from customers	51.48	114.15
Sundry deposits	1,083.02	1,064.17
Employee related liabilities	2,758.92	1,590.80
Others (includes dues to directors, statutory dues, trade advances etc.)	900.36	742.17
	4,968.47	3,660.95
	13,241.16	12,378.18

- a. As per the information available with the Company, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made. The Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
- b. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund.

9. Fixed assets

Rupees in lacs

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTISATION/ IMPAIRMENT			NET BLOCK		
	As at 01.04.2014	Additions	Deletions / Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	Deletions / Adjustments	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS									
Leasehold land *	497.65	-	-	497.65	151.96	8.44	-	337.25	345.69
Leasehold improvements	5.68	-	-	5.68	5.68	-	-	-	-
Freehold land **	2,294.10	12,209.75	-	14,503.85	-	-	-	14,503.85	2,294.10
Buildings***	14,925.83	2,275.39	330.04	16,871.18	2,954.39	382.95	44.98	13,578.82	11,971.44
Plant and machinery	15,083.23	838.94	89.18	15,832.99	@ 9,157.96	1,878.06	45.80	4,842.77	5,925.27
Laboratory testing machines	2,858.33	287.40	18.87	3,126.86	1,501.84	322.98	15.00	1,317.04	1,356.49
Electrical installations	1,519.28	21.24	2.20	1,538.32	549.37	386.31	0.76	603.40	969.91
Furniture, fixtures and fittings	2,841.02	155.09	22.57	2,973.54	1,270.39	508.05	12.45	1,207.55	1,570.63
Office equipments	2,168.62	308.00	5.50	2,471.12	574.98	1,116.66	5.50	784.98	1,593.64
Vehicles	481.68	-	29.98	451.70	267.19	55.55	29.98	158.94	214.49
R&D Assets									
Buildings	109.91	-	-	109.91	65.85	9.28	-	34.78	44.06
Equipments	3,217.29	184.26	(31.93)	3,433.48	1,452.57	366.29	6.84	1,621.46	1,764.72
Furniture and fixtures	206.16	3.65	16.08	193.73	69.24	35.35	4.10	93.24	136.92
Total of Tangible Assets (A)	46,208.78	16,283.72	482.49	62,010.01	18,021.42	5,069.92	165.41	22,925.93	28,187.36
Previous year	44,468.85	2,061.33	321.40	46,208.78	15,939.43	2,362.16	280.17	28,187.36	28,529.42
INTANGIBLE ASSETS									
Dossiers	275.18	-	-	275.18	223.31	17.73	(34.14)	-	51.87
Marketing Rights	216.86	-	-	216.86	125.18	45.79	-	45.89	91.68
Software	107.36	123.88	-	231.24	32.31	24.54	-	174.39	75.05
R&D Assets									
Technical know-how	233.38	-	-	233.38	199.60	33.78	-	-	33.78
Total of Intangible Assets (B)	832.78	123.88	-	956.66	580.40	121.84	(34.14)	736.38	252.38
Previous year	832.78	-	-	832.78	443.06	137.34	-	252.38	389.72
TOTAL (A+B)	47,041.56	16,407.60	482.49	62,966.67	18,601.82	5,191.76	131.27	23,662.31	28,439.74
Previous year	45,301.63	2,061.33	321.40	47,041.56	16,382.49	2,499.50	280.17	28,439.74	28,919.14
Capital work in progress - Tangible #								2,872.52	1,779.96
Capital work in progress - Intangible								7.67	30.52

* Including leasehold land at Delhi which is in the process of being registered in the name of the Company.

** Freehold land of Rs. 640.66 lacs (Previous year - Rs. 640.66 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

*** Building of Rs. 3,289.99 lacs (Previous year - Rs. 3,151.05 lacs) includes cost of unquoted fully paid shares in various co-operative housing societies.

@ Includes impairment of Rs. 49.80 lacs.

Net of provision for impairment of Rs. 144.79 lacs (Previous year - Rs. 144.79 lacs).

As detailed in Note No. 1b, the Company has re-worked depreciation in accordance with the useful lives of fixed assets prescribed by Part C of Schedule II to the Companies Act, 2013. Accordingly, depreciation for the year includes Rs. 1,311.10 lacs which is adjusted against the General Reserve net of deferred tax of Rs. 445.64 lacs.

10. Non-current investments (at cost)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Non Trade Investments (unquoted unless otherwise stated)		
Investments in Government Securities (Refer note below)		
National Savings Certificates	0.07	0.07
35 (Previous year - 35) Govt. of India G.P. Notes - face value of Rs. 2,000	0.02	0.02
Investments in fully paid-up Equity Instruments		
1,000 (Previous year - 1,000) Equity Shares of The Saraswat Co-op. Bank Ltd. of Rs. 10 each	0.10	0.10
5,000 (Previous year - 5,000) Equity Shares of The North Kanara G.S.B. Co-op. Bank Ltd. of Rs. 10 each	0.50	0.50
100 (Previous year - 100) Shares of Roha Industries Association Sahakari Grahak Bhandar Ltd. of Rs. 25 each	0.03	0.03
37,500 (Previous year - 14,000) Equity Shares of Motherson Sumi Systems Ltd. of Re. 1 each (quoted)	101.21	50.51
6,000 (Previous Year - 6,000) Equity Shares of Sun Pharmaceutical Industries Ltd. of Re. 1 each (quoted)	48.66	48.66
Investments in fully paid-up Preference Instruments	-	1,532.60
Investments in Mutual Funds	2,850.53	3,300.53
Investments in fully paid-up Non Convertible Debentures	500.00	200.00
Investments in fully paid-up Bonds (quoted)	-	16,539.10
	3,501.12	21,672.12
Aggregate amount of quoted investments [Market value - Rs. 149.25 lacs (Previous year - Rs. 17,258.50 lacs)]	149.87	16,638.27
Aggregate amount of unquoted investments	3,351.25	5,033.85

Note: National Savings Certificates of the value of Rs. 0.04 lacs (Previous year – Rs. 0.04 lacs) and Government of India G.P. Notes of the value of Rs. 0.02 lacs (Previous year – Rs. 0.02 lacs) have been lodged with the Excise authorities. National Savings Certificates of Rs. 0.03 lacs (Previous year – Rs. 0.03 lacs) have been lodged with the Sales tax authorities.

11. Deferred tax assets

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Deferred tax asset		
Depreciation	21.74	27.63
Net deferred tax asset	21.74	27.63

12. Loans and advances

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Capital advances				
Unsecured, considered good	296.02	141.43	-	-
(A)	296.02	141.43	-	-
Security deposits				
Unsecured, considered good	438.52	421.99	22.16	7.61
(B)	438.52	421.99	22.16	7.61
Loans and advances to related parties				
Unsecured, considered good (Refer Note No. 30)	-	-	82.06	95.45
(C)	-	-	82.06	95.45
Advances recoverable in cash or kind				
Unsecured, considered good	-	-	455.27	192.21
Unsecured, considered doubtful	-	-	-	9.05
	-	-	455.27	201.26
Less: Provision for doubtful advances	-	-	-	9.05
(D)	-	-	455.27	192.21
Inter corporate deposits				
Unsecured, considered good	-	-	25.00	25.00
(E)	-	-	25.00	25.00
Other loans and advances				
Unsecured, considered good				
Prepaid expenses	24.51	61.55	489.60	363.61
Loans/ advances to employees	22.34	21.76	68.76	64.91
Advance tax (net of provision)	-	52.29	-	-
Balances with statutory/ government authorities	-	-	1,294.95	1,091.32
Unsecured, considered doubtful				
Balances with statutory/ government authorities	-	-	25.69	23.12
	46.85	135.60	1,879.00	1,542.96
Less: Provision for doubtful advances	-	-	25.69	23.12
(F)	46.85	135.60	1,853.31	1,519.84
Total (A+B+C+D+E+F)	781.39	699.02	2,437.80	1,840.11

13. Current investments

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Current Portion of Long Term Investments (at cost)		
Investments in Mutual Funds (unquoted)	2,650.00	2,700.35
Investments in fully paid-up Non Convertible Debentures (unquoted)	200.00	-
	<u>2,850.00</u>	<u>2,700.35</u>
Other Current Investments (valued at lower of cost and fair value)		
Investments in Mutual Funds (unquoted)	22,854.10	24,548.54
	<u>22,854.10</u>	<u>24,548.54</u>
	<u>25,704.10</u>	<u>27,248.89</u>
Aggregate amount of unquoted investments	25,704.10	27,248.89
Aggregate provision for diminution in value of current investments	416.70	40.41

14. Inventories (valued at lower of cost and net realisable value)

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Raw materials [Including Stock in transit Rs. 25.82 lacs (Previous year - Rs. 29.84 lacs)]	3,157.61	3,401.02
Packing materials [Including Stock in transit Rs. 34.32 lacs (Previous year - Rs. 49.08 lacs)]	1,106.45	642.06
Work-in-progress	1,628.30	1,578.07
Finished goods/ Stock-in-trade [Including Stock in transit Rs. 137.88 lacs (Previous year - Rs. 290.25 lacs)]	7,207.82	6,700.65
	<u>13,100.18</u>	<u>12,321.80</u>

15. Trade receivables

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	28.28	9.49
Doubtful	38.09	17.93
	<u>66.37</u>	<u>27.42</u>
Less: Provision for doubtful receivables	38.09	17.93
	<u>28.28</u>	<u>9.49</u>
	(A)	
Other receivables		
Unsecured, considered good	6,257.11	6,094.86
	<u>6,257.11</u>	<u>6,094.86</u>
	(B)	
Total (A + B)	<u>6,285.39</u>	<u>6,104.35</u>

16. Cash and bank balances

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	1,638.93	1,360.89
On unpaid dividend account	-	-	159.16	117.45
Cash on hand	-	-	13.72	14.38
	-	-	1,811.81	1,492.72
Other bank balances:				
Margin money deposits*	12.73	28.71	17.56	1.86
	12.73	28.71	17.56	1.86
Amount disclosed under the head "Other non-current assets" (Refer Note No. 17)	(12.73)	(28.71)	-	-
	-	-	1,829.37	1,494.58

* Margin money deposits are given as security against bank guarantee.

17. Other assets

	Non-current		Current	
	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
Unsecured, considered good				
Margin money deposits (Refer Note No. 16)	12.73	28.71	-	-
Receivable towards redemption of mutual funds	-	-	127.73	783.96
Interest/ premium accrued on investments	-	-	11.67	387.89
Interest accrued on others	-	-	19.02	27.23
Unamortised premium on investments	-	42.93	-	3.92
Other Receivables*	-	-	28.47	-
	12.73	71.64	186.89	1,203.00

* "Other Receivables" consist of insurance claims receivable from insurance companies against goods lost by fire.

18. Revenue from operations

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Sale of products	100,587.87	90,380.81
Other operating revenue (Refer note below)	2,259.15	463.01
Revenue from operations (gross)	102,847.02	90,843.82
Less: Excise duty	2,212.94	1,912.62
Revenue from operations (net)	100,634.08	88,931.20
Note: <u>Details of other operating revenue</u>		
Export Incentives	511.61	259.97
Share of Profit on Export Sales	1,569.46	58.24
Other miscellaneous receipts [Net of expenses directly attributable to such income Rs. 3.42 lacs (Previous year - Rs. 0.85 lacs)]	178.08	144.80
	2,259.15	463.01

19. Other income

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Interest income on		
Current investments	3.25	-
Long-term investments	463.70	1,282.30
Others (Refer note below)	88.40	192.44
Dividend income on		
Current investments	463.35	514.70
Long-term investments	147.16	107.73
Net gain on sale of investments		
Current investments	453.81	630.39
Long-term investments	832.57	958.74
Provision for diminution in value of current investments sold, written back	3.96	-
Net exchange gain on foreign currency transactions	404.83	236.92
Other non operating income	291.95	647.12
	3,152.98	4,570.34

Note: Interest on others includes interest on inter corporate deposits, fixed deposits, interest on delayed payments from debtors etc.

20. Cost of materials consumed

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Inventory at the beginning of the year	4,043.08	2,758.68
Add: Purchases	27,540.51	26,987.66
	31,583.59	29,746.34
Less: Inventory at the end of the year	4,264.06	4,043.08
Cost of materials consumed	27,319.53	25,703.26

21. Changes in inventories

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs	Increase Rupees in lacs
Inventory at the end of the year			
Finished goods/ Stock-in-trade	7,207.82	6,700.65	(507.17)
Work-in-progress	1,628.30	1,578.07	(50.23)
	<u>8,836.12</u>	<u>8,278.72</u>	<u>(557.40)</u>
Inventory at the beginning of the year			
Finished goods/ Stock-in-trade	6,700.65	6,298.50	
Work-in-progress	1,578.07	1,243.04	
	<u>8,278.72</u>	<u>7,541.54</u>	
	<u>(557.40)</u>	<u>(737.18)</u>	

22. Employee benefits expense

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Salaries, wages and bonus	15,884.58	12,187.21
Contribution to provident and other funds (Refer Note No. 28)	1,293.54	1,232.30
Staff welfare expenses	465.44	338.42
	<u>17,643.56</u>	<u>13,757.93</u>

23. Finance costs

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Interest:		
on Banks (Refer note below)	-	0.20
on Others	105.73	145.02
Bank charges	39.05	36.12
	<u>144.78</u>	<u>181.34</u>

Note: Interest expenses include interest paid/ payable towards fixed loan of Rs. Nil (Previous year - Rs. 0.20 lacs).

24. Other expenses

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Processing charges	801.04	914.52
Power, fuel and water charges	2,314.04	2,018.38
Repairs and maintenance:		
Building	462.23	596.66
Plant and machinery	537.94	546.10
Other assets	1,043.86	472.66
Stores and spares	799.41	490.82
Pharma Miscellaneous expenses	1,219.87	994.83
Rent (Refer Note No. 31)	40.42	43.37
Rates and taxes	531.55	143.81
Insurance	180.72	158.99
Travelling and conveyance	4,115.42	3,620.26
Communication expenses	173.53	133.80
Carriage, freight and forwarding	2,146.16	2,095.42
Advertisement and sales promotion	695.96	388.70
Publicity expenses	2,166.34	2,869.44
Increase/ (decrease) in excise duty on finished products	20.94	13.60
Sales tax/ Value added tax	74.54	87.26
Commission and Incentives to distributors	1,642.70	1,055.11
Auditor's remuneration (including service tax):		
As Audit fee	36.35	29.16
For other services	4.28	4.89
Out of pocket expenses	1.70	0.50
Directors sitting fees	8.24	8.17
Bad debts/ advances written off	23.78	13.88
Less: Transfer from Provision for doubtful debts/ advances	<u>(23.78)</u>	(2.05)
Provision for doubtful debts	35.08	3.25
Provision for doubtful advances	-	15.65
Provision for diminution in value of current investments	381.21	40.41
Amortisation of premium on Non Convertible Debentures	46.85	4.30
Donation	0.94	23.34
CSR Expenditure (Refer Note No. 35)	64.08	35.00
Miscellaneous expenses	5,177.86	4,512.72
	24,723.26	21,332.95

25. Earnings per share (EPS)

	2015-2016	2014-2015
Profit after tax for the year (Rupees in lacs)	15,661.68	14,814.54
Weighted average number of shares	177,833,084	177,833,084
Nominal value per share (Rupees)	1.00	1.00
Earnings per share - Basic (Rupees)	8.81	8.33
- Diluted (Rupees)	8.81	8.33

* Weighted average number of shares has been adjusted for the buy back of shares during the year.

26. Consolidation of accounts:

The list of subsidiary companies and the joint venture company which are included in consolidation are as under:

Name of the Company	Country of Incorporation	Proportion of ownership interest/ voting power
FDC International Limited	United Kingdom	100% (Previous year – 100%)
FDC Inc.	United States of America	100% (Previous year – 100%)
Anand Synthochem Limited *	India	– (Previous year – 100%)
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	Republic of South Africa	49% (Previous year – 49%)

*Amalgamated with the Company w.e.f. 1st September 2014.

27. Contingent liabilities and commitments (to the extent not provided for):

	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
<u>Contingent Liabilities</u>		
a. <u>Disputed tax matters</u>		
Income tax (appealed by tax authorities)	10.29	10.29
Income tax (appealed by the Company)	1,045.06	251.08
Excise duty (appealed by excise authorities)	-	2.23
Excise duty (appealed by the Company)	277.60	265.24
Sales Tax (appealed by the Company)	240.31	231.04
b. In respect of guarantees given by banks	262.04	166.79
c. Letter of credit issued by bankers	296.00	219.00
d. Estimated amount of duty payable on export obligation against outstanding advance licences	17.61	17.41
e. During the year 2013-14, the Company had received notices of demand (including interest) from the National Pharmaceutical Pricing Authority, Government of India on account of alleged overcharging in respect of certain formulations under the Drug (Prices Control) Order, 1995. The Company filed a writ petition before the Hon'ble Supreme Court of India for stay of the demand and other matters. The Hon'ble Supreme Court then passed order restraining the Government from taking any coercive action against the Company. The case is currently pending before the Hon'ble Supreme Court of India. The Company has been legally advised that on the basis of the facts and circumstances and grounds raised by the Company, the possibility of an adverse ruling in this case is unlikely. Hence no provision is considered necessary in this respect.	1,025.36	936.12
<u>Commitments</u>		
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances paid)	376.78	192.42

Note:

The Company's pending litigations comprise of proceedings pending with Income Tax, Excise, Sales Tax Authorities and National Pharmaceutical Pricing Authority of India. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on

its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made a provision of Rs. 1,457.12 lacs as at 31st March 2016 (Previous Year – Rs. 728.45 lacs).

28. Disclosure of Employee benefits:

As per Accounting Standard 15 (revised 2005) - "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plans are recognised as an expense for the year under Contribution to provident and other funds (Refer Note No. 22) as under:

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
Employer's Contribution to Provident Fund	328.85	324.70
Employer's Contribution to Pension Scheme	452.97	367.67
Employer's Contribution to Superannuation Fund	55.35	52.55

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

		Rupees in lacs	
		Gratuity	
		Funded Plan	
		31st March 2016	31st March 2015
I	Change in Benefit Obligation		
	Liability at the beginning of the year	1,208.31	1,037.73
	Interest Cost	95.82	90.80
	Current Service Cost	124.75	104.89
	Benefit Paid	(109.18)	(125.02)
	Actuarial (gain)/ loss on obligations	122.70	99.91
	Liability at the end of the year	1,442.40	1,208.31
II	Fair Value of Plan Assets		
	Fair Value of Plan Assets at the beginning of the year	971.55	951.50
	Expected Return on Plan Assets	77.04	82.78
	Contributions	290.00	86.50
	Benefit Paid	(109.18)	(125.02)
	Actuarial gain/ (loss) on Plan Assets	73.02	(24.21)
	Fair Value of Plan Assets at the end of the year	1,302.43	971.55
	Total Actuarial gain/ (loss)	(49.68)	(124.12)
III	Actual Return on Plan Assets		
	Expected Return on Plan Assets	77.04	82.78
	Actuarial gain/ (loss) on Plan Assets	73.02	(24.21)
	Actual Return on Plan Assets	150.06	58.57
IV	Amount recognised in the Balance Sheet		
	Liability at the end of the year	(1,442.40)	(1,208.31)
	Fair Value of Plan Assets at the end of the year	1,302.43	971.55
	Amount recognised in the Consolidated Balance Sheet	(139.97)	(236.76)

Rupees in lacs

		Gratuity	
		Funded Plan	
		31st March 2016	31st March 2015
V	Expenses recognised in the Statement of Profit and Loss		
	Current Service Cost	124.75	104.89
	Interest Cost	95.82	90.80
	Expected Return on Plan Assets	(77.04)	(82.78)
	Net Actuarial (gain)/ loss	49.68	124.12
	Expense recognised in the Consolidated Statement of Profit and Loss	193.21	237.03
VI	Balance Sheet Reconciliation		
	Opening Net Liability	236.76	86.23
	Expense as above	193.21	237.03
	Employer's Contribution	(290.00)	(86.50)
	Amount recognised in the Consolidated Balance Sheet	139.97	236.76
VII	Investment Details		
	Government of India Assets	117.83	312.89
	Corporate Bonds	496.27	362.64
	State Government	517.61	178.70
	Equity	136.87	71.87
	Others	33.85	45.45
	Total	1,302.43	971.55
VIII	Actuarial Assumptions		
	Discount Rate Current	7.48%	7.93%
	Rate of Return on Plan Assets Current	7.48%	7.93%
	Salary Escalation Current	7.00%	7.00%

IX Experience Adjustments

Rupees in lacs

Particulars	31st March 2016	31st March 2015	31st March 2014	31st March 2013	31st March 2012
Defined Benefit Obligation	1,442.40	1,208.31	1,037.73	977.21	882.67
Plan Assets	1,302.43	971.55	951.50	933.48	816.38
Deficit/ (Surplus)	139.97	236.76	86.23	43.73	66.29
Net Actuarial (Gain)/ Loss due to Experience adjustments on Plan Liabilities	101.02	67.87	24.06	(17.94)	(103.18)
Net Actuarial Gain/ (Loss) due to Experience adjustments on Plan Assets	73.02	(24.21)	(27.49)	(26.21)	(2.63)

X Salary Escalation Rate

The estimates of future salary increases considered in actuarial valuation is taken on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

XI Basis used to determine Expected Rate of Return on Plan Assets

The expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

XII The Company expects to contribute Rs. 293.25 lacs to gratuity in next year (Previous year – Rs. 361.51 lacs).

The liability for leave encashment as at the year end is Rs. 677.31 lacs (Previous year – Rs. 522.18 lacs) and provision for sick leave as at the year end is Rs. 90.42 lacs (Previous year – Rs. 72.08 lacs).

29. Segment information:

Primary segment information

The Group principally operates only in one business segment, i.e., pharmaceuticals, which as per Accounting Standard 17 - "Segment Reporting" is considered the only reportable business segment.

Secondary segment information

The principal geographical areas in which the Group operates are India and others. The country-wise segmentation is not relevant as exports to individual countries are not more than 10% of enterprise revenue.

The information related to secondary segment is as under:

Rupees in lacs			
Particulars	India	Others	Total
Segment Revenue (net)	85,136.76 (76,833.68)	15,497.32 (12,097.52)	100,634.08 (88,931.20)
Carrying amount of assets by location of assets	90,037.16 (60,957.10)	3,685.47 (3,425.83)	93,722.63* (64,382.93)
Additions to tangible and intangible assets	30,837.74 (17,471.70)	2.01 (5.61)	30,839.75 (17,477.31)

Previous year's figures are shown in brackets.

*Segments assets include the following:

Particulars	31st March 2016 Rupees in lacs	31st March 2015 Rupees in lacs
<u>Fixed Assets</u>		
i) Tangible assets	67,385.85	39,084.08
ii) Intangible assets	135.25	220.28
iii) Capital work-in-progress		
Tangible assets	1,738.02	2,872.52
Intangible assets	254.40	7.67
Loans and advances (Long term & short term)	3,112.13	2,366.39
Inventories	13,100.18	12,321.80
Trade receivables	6,285.39	6,104.35
Cash and bank balances	1,670.21	1,377.13
Other non-current assets	41.20	28.71
Total	93,722.63	64,382.93

30. Related party disclosures, as required by Accounting Standard 18 - "Related Parties Disclosures" are given below:

Names of related parties where control exists irrespective of whether transactions have occurred or not:

Joint Venture Company

- Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.

Names of other related parties with whom transactions have taken place during the year:

Key Management Personnel

- Mr. Mohan A. Chandavarkar
- Mr. Ashok A. Chandavarkar
- Mr. Nandan M. Chandavarkar
- Mr. Ameya A. Chandavarkar
- Ms. Nomita R. Chandavarkar

Relatives of Key Management Personnel

- Ms. Sandhya M. Chandavarkar, wife of Mr. Mohan A. Chandavarkar
- Ms. Mangala A. Chandavarkar, wife of Mr. Ashok A. Chandavarkar
- Ms. Meera R. Chandavarkar, mother of Ms. Nomita R. Chandavarkar
- Ms. Aditi C. Bhanot, daughter of Mr. Ashok A. Chandavarkar

Enterprises owned or significantly influenced by Key Management Personnel or their relatives

- Soven Trading and Investment Company Private Limited **
- Sudipta Trading and Investment Company Private Limited **
- Transgene Trading and Investment Company Private Limited **
- Anand Chandavarkar Foundation
- Akhil Farma Limited

Note: **Amalgamated with the Company w.e.f. 1st September, 2014 (For details refer Note No. 38).

Nature of transactions:

Rupees in lacs

Particulars	Joint Venture Company	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Total
Interest income	4.11 (4.77)	- (-)	- (-)	- (-)	4.11 (4.77)
Reimbursement of expenses receivable	3.79 (6.02)	- (-)	- (-)	- (-)	3.79 (6.02)
Purchase of Trademarks	- (-)	- (-)	- (-)	0.16 (-)	0.16 (-)
Managerial remuneration *	- (-)	660.03 (572.22)	- (-)	- (-)	660.03 (572.22)
Dividend on equity shares paid	- (-)	2,558.60 (745.13)	2,954.11 (866.43)	- (1,144.79)	5,512.71 (2,756.35)
Donation paid	- (-)	- (-)	- (-)	- (17.50)	- (17.50)
Outstanding balances					
- Payable included in Other Current Liabilities	- (-)	397.51 (337.10)	- (-)	- (-)	397.51 (337.10)
- Loan granted included in Short term Loans and Advances to related parties	82.06 (95.45)	- (-)	- (-)	- (-)	82.06 (95.45)
- Interest on Loan granted included in Other Current Assets	4.11 (14.32)	- (-)	- (-)	- (-)	4.11 (14.32)
- Receivable against expenses reimbursed included in Short term Loan and Advances under Advances recoverable in cash or kind	9.81 (6.02)	- (-)	- (-)	- (-)	9.81 (6.02)

* Including perquisites, contribution to Provident fund and other funds.

Previous year's figures are shown in brackets.

Out of the above items, transactions in excess of 10% of the total related party transactions are as under:

	2015-2016 Rupees in lacs	2014-2015 Rupees in lacs
1 <u>Interest income</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	4.11	4.77
2 <u>Reimbursement of expenses receivable</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	3.79	6.02
3 <u>Purchase of Trademarks</u>		
Akhil Farma Limited	0.16	-
4 <u>Managerial remuneration</u>		
Mr. Mohan A. Chandavarkar	193.84	172.90
Mr. Ashok A. Chandavarkar	131.84	119.13
Mr. Nandan M. Chandavarkar	165.72	145.46
Mr. Ameya A. Chandavarkar	114.72	92.66
5 <u>Dividend on equity shares paid</u>		
Mr. Mohan A. Chandavarkar	855.91	252.51
Mr. Ashok A. Chandavarkar	719.47	224.67
Ms. Sandhya M. Chandavarkar	871.01	235.88
Ms. Meera R. Chandavarkar	1,538.52	493.32
Soven Trading and Investment Company Private Limited**	-	391.89
Sudipta Trading and Investment Company Private Limited**	-	368.21
Transgene Trading and Investment Company Private Limited**	-	384.69
6 <u>Donation paid</u>		
Anand Chandavarkar Foundation	-	17.50
7 <u>Outstanding balances payable included in Other Current Liabilities</u>		
Mr. Mohan A. Chandavarkar	113.97	99.67
Mr. Ashok A. Chandavarkar	89.82	78.21
Mr. Nandan M. Chandavarkar	91.48	80.06
Mr. Ameya A. Chandavarkar	68.15	54.13
8 <u>Outstanding balances against loan granted included in Short term Loans and Advances to related parties</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	82.06	95.45
9 <u>Outstanding balances against interest on loan granted included in Other Current Assets</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	4.11	14.32
10 <u>Outstanding balances receivable against expenses reimbursed included in Short term Loans and Advances under Advances recoverable in cash or kind</u>		
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	9.81	6.02

Note : ** Amalgamated with the Company w.e.f. 1st September 2014 (For details refer Note No. 38).

31. Pursuant to Accounting Standard 19 - "Leases", disclosure on leases is as follows:

The Group's significant leasing arrangements are in respect of godowns/ office premises taken on operating lease basis. The aggregate lease rentals payable are charged as Rent and shown under 'Other Expenses' (Refer Note No. 24).

These leasing arrangements, which are cancellable, range between 1 year and 5 years generally, or longer, and are usually renewable by mutual consent on mutually agreeable terms. There are certain agreements which provide for increase in rent. There are no sub-leases.

32. Pursuant to the Accounting Standard 27 – "Financial Reporting of interests in Joint Ventures", the disclosures relating to the Joint Venture Company is as follows:

Sr. No.	Name	Country of Incorporation	Percentage of Ownership Interest as on 31st March 2016	Percentage of Ownership Interest as on 31st March 2015
1.	Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	Republic of South Africa	49%	49%

The Group's Statement of Profit and Loss, Balance Sheet and Cash Flow Statement incorporate the Group's share of income, expenses, assets and liabilities of Fair Deal Corporation Pharmaceutical SA (Pty) Ltd. on line by line basis to the extent of 49% shareholding.

33. Foreign currency transactions/ balances of the Group are not hedged by derivative instruments or otherwise. The details of foreign currency transactions/ balances of the Group are:

Balances	Foreign currency amount			Equivalent amount Rupees in lacs	
		31st March 2016	31st March 2015	31st March 2016	31st March 2015
Bank balances	USD	598,349	411,280	389.98	252.60
	EUR	114,387	52,012	84.66	34.54
	GBP	289,902	341,263	270.25	309.42
	JPY	10,175,000	-	58.15	-
Trade receivables	USD	3,177,840	2,697,120	2,072.27	1,655.59
	EUR	278,582	206,522	203.01	136.92
	GBP	-	112,852	-	102.55
	JPY	7,400,000	12,000,000	42.96	61.42
Loans and advances	USD	159,146	99,349	108.85	60.99
	EUR	4,415	33,290	3.37	22.03
	ZAR	2,244,912	2,353,251	95.99	115.78
Trade payables	USD	1,048,592	795,663	706.12	505.92
	EUR	15,363	12,485	11.76	9.05
	GBP	7,927	2,250	7.66	2.12

34. Revenue expenditure on research and development (including depreciation and amortisation) aggregating to Rs. 2,715.95 lacs (Previous year - Rs. 2,060.71 lacs) is included under relevant heads in the Consolidated Statement of Profit and Loss.

35. Amount spent towards Corporate Social Responsibility activities are as under:

- a. Gross amount required to be spent by the Company during the year is Rs. 377.29 lacs (Previous Year - Rs. 362.76 lacs).
 b. Amount spent during the year is given hereunder:

		Rupees in lacs	
Sr. No.	Particulars of Activity	2015-2016	2014-2015
(i)	Construction/ acquisition of any asset	-	-
(ii)	On purpose other than (i) above	64.08	35.00
	Total	64.08	35.00

36. Provision for Sales Return:

Particulars	2015-2016 Rupees in lacs
Balance as on 1st April 2015	720.00 (220.00)
Amount provided during the year	1,673.67 (1,886.24)
Amount written back/ utilised during the year	1,215.67 (1,386.24)
Balance as on 31st March 2016	1,178.00 (720.00)

Provision for Sales Return is on account of expected expiry date based on historical trends. Previous year's figures are shown in brackets.

37. Details of Loans, Inter Corporate Deposits and Investments as required under Section 186(4) of the Companies Act 2013:

Particulars	31st March 2016		31st March 2015	
	Loan Given	Outstanding	Loan Given	Outstanding
<u>Intercompany Deposit given and utilised for business operation by recipient</u> - Oboi Laboratories Limited (repayable after 12 months with interest @ 11% p.a.)	25.00	25.00	25.00	25.00
<u>Loan given to joint venture for working capital/ business operations</u> - Fair Deal Corporation Pharmaceutical SA (Pty) Ltd. (repayable on demand with interest @ 5% p.a.)	-	82.06	-	95.45
Investments Details required under Section 186(4) have been disclosed in Note No. 10 and 13 of the consolidated financial statements				

- 38.** Pursuant to the scheme of amalgamation (Scheme), the Hon'ble High Court of Judicature at Bombay, vide its order dated 4th September 2015, has approved the Scheme of amalgamation of Anand Synthochem Limited (Anand), Soven Trading and Investment Private Limited (Soven), Sudipta Trading and Investment Private Limited (Sudipta) and Transgene Trading and Investment Private Limited (Transgene) (collectively known as Transferor Companies) with the Company. The appointed date of the Scheme was 1st September 2014.

The Company has given effect for the said scheme in its books of accounts in accordance with the Scheme and in compliance with Accounting Standard 14 "Accounting for Amalgamations" under the "Pooling of Interest" method and the accounting treatment has been given as under:

- (i) In the consolidated financials, no impact has been given for Anand which was a wholly owned subsidiary of the Company as on the date of amalgamation.
- (ii) All assets and liabilities (including reserves) appearing in the books of accounts of Transferor Companies except Anand have been incorporated in the consolidated financial statements of the Company at their respective book values.
- (iii) All inter-company transactions have been eliminated on incorporation of the accounts of Transferor Companies except Anand in the consolidated books of Company.
- (iv) The accounts of the Transferor Companies for the year ended 31st March 2015 were finalised as a separate entity. The net profit after tax amounting to Rs. 95.25 lacs of the Transferor Companies except Anand for the period ended 1st September 2014 to 31st March 2015 has been adjusted in "Surplus in the Statement of Profit and Loss".
- (v) The investments in equity share capital of the Company as it appears in the books of account of the Transferor Companies except Anand is now cancelled as per the Scheme.
- (vi) In consideration of the above, the Company has allotted equity shares, credited as fully paid up, to the extent indicated below, to all the members of the Transferor Companies except Anand in the following proportion:
 - (a) 10.106 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Soven.
 - (b) 573.500 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Sudipta.
 - (c) 528.458 fully paid up equity shares of Re. 1 each of the Company for every 1 paid up equity share of Rs. 10 each held in Transgene.
- (vii) The difference of net assets value of the transferor companies after adjusting reserves and investment already made in Transferor Companies except Anand is transferred to the respective reserves, as detailed here under:

Rupees in lacs

Particulars	Soven	Sudipta	Transgene	Total
Fixed Assets (Net)	0.00	0.00	0.00	0.00
Loans and Advances	0.12	-	-	0.12
Current Assets	0.42	-	-	0.42
Cash and bank balance	112.71	166.68	189.43	468.82
Total Assets	113.25	166.68	189.43	469.36
Preference Share Capital	0.01	0.01	0.01	0.03
Current Liabilities	0.53	0.08	0.09	0.70
Provision	23.92	96.16	48.78	168.86
Total Liabilities	24.46	96.25	48.88	169.59
Net Book Value (A)	88.79	70.43	140.55	299.77
Less: Reserves				
Capital Reserve considered as Capital Reserve of the Company	1.29	0.10	1.52	2.91
Capital Redemption Reserve considered as Capital Redemption Reserve of the Company	0.48	0.45	0.45	1.38
General Reserve considered as General Reserve of the Company	337.78	368.59	395.22	1,101.59
Special Reserve considered as Special Reserve of the Company	351.50	500.00	496.00	1,347.50
Profit and Loss Account considered as Profit and Loss Account of the Company	1,697.57	2,175.03	2,021.52	5,894.12
Total (B)	2,388.62	3,044.17	2,914.71	8,347.50
Balance transferred to reserves (C) = (A) - (B)	(2,299.83)	(2,973.74)	(2,774.16)	(8,047.73)

The above shortfall has been adjusted pursuant to the Scheme of Amalgamation as follows:

Particulars	Rupees in lacs
Capital Reserve	271.18
Capital Redemption Reserve	154.50
Revaluation Reserve	49.35
General Reserve	7,572.70
Total	8,047.73

39. Costs of samples, manufactured and purchased, have been included in Cost of materials consumed and Purchases of stock-in-trade respectively.
40. The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
41. **Additional information as required under Schedule III to the Companies Act, 2013 of Enterprises consolidated as Subsidiary/ Associates/ Joint Ventures:**

Rupees in lacs

Name of the Entity	Net Assets as % of Consolidated		% of Share in Profit and Loss		Net Assets as % of Consolidated		% of Share in Profit and Loss	
	%	Rupees in lacs	%	Rupees in lacs	%	Rupees in lacs	%	Rupees in lacs
Parent FDC Limited	99.09%	104,030.26	99.15%	15,528.16	97.91%	91,683.48	98.64%	14,613.58
Subsidiaries								
<u>Indian</u>								
1. Anand Synthochem Limited	-	-	-	-	0.88%	826.29	-0.02%	(3.31)
<u>Foreign</u>								
1. FDC International Limited	0.82%	861.57	1.14%	177.92	1.04%	969.46	1.44%	212.89
2. FDC Inc.	0.05%	56.39	0.01%	2.33	0.06%	54.06	0.01%	1.06
Joint Venture (as per Proportionate Consolidation/ Investment as per Equity Method)								
<u>Foreign</u>								
Fair Deal Corporation Pharmaceutical SA (Pty) Ltd.	0.04%	43.68	-0.30%	(46.73)	0.11%	104.42	-0.07%	(9.68)

42. Previous year's figures have been regrouped/ reclassified, wherever necessary to conform to this year's classification.

As per our report of even date

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per **VIJAY MANIAR**

Partner

Membership No. 36738

Place : Mumbai

Date : May 26, 2016

For and on behalf of the Board of Directors

MOHAN A. CHANDAVARKAR
Chairman and Managing Director

SANJAY JAIN
Chief Financial Officer

Place : Mumbai

Date : May 26, 2016

ASHOK A. CHANDAVARKAR
Director

VARSHARANI KATRE
Company Secretary



FDC Limited

142-48 S V Road, Jogeshwari (W), Mumbai - 400102