



Kopran



KOPRAN LIMITED
ANNUAL REPORT
2014-2015

FINANCIAL HIGHLIGHTS

(₹ In Lakhs)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
Share Capital	4968	4763	4763	4763	4763	4568
Reserves & Surplus	12181	9752	8048	6842	6225	5685
Networth	17149	14515	12811	11605	10988	10253
Fixed Assets(net)	*3365	10350	10711	11160	11215	11837
Sales/Other Income	33207	30330	25194	20447	19764	16623
Gross Profit/(loss)	3810	4396	3601	2725	2385	2052
Interest/Finance Charges	1297	1446	1188	966	749	618
Depreciation	958	1246	1208	1142	1123	1116
Net Profit/(loss)	1548	1704	1206	617	540	997
Earning per share (₹)	3.89	4.36	3.09	1.58	1.32	0.8

Note : * Deductions during the year include transfer of assets on account of slump sale of Mahad undertaking.

BOARD OF DIRECTORS :

Mr. Vishnu N. Khanna	Chairman
Mr. Surendra Somani	Executive Vice Chairman
Mr. Susheel G. Somani	Director (Resigned w.e.f. 29th September, 2014)
Dr. Arvind K Mehta	Director
Mr. Ajit Jain	Executive Director and Chief Operating Officer
Mr. Amit Rajan	Director
Mr. Vijay K. Bhandari	Director
Dr. Siddhan Subramanian	Additional Director (Appointed w.e.f. 29th September, 2014)
Dr. Sunita Banerji	Additional Director (Appointed w.e.f. 29th September, 2014)

CHIEF FINANCIAL OFFICER :

Mr. Basant K Soni
(Appointed w.e.f. 29th September, 2014)

COMPANY SECRETARY:

Mr. Sunil Sodhani

AUDITORS :

M/s. Batliboi & Purohit
Chartered Accountants, Mumbai

INTERNAL AUDITORS :

M/s. NGS & CO. LLP,
Chartered Accountants.

SECRETARIAL AUDITORS :

M/s. GMJ & Associates
Practicing Company Secretaries

REGISTRAR OF TRANSFER AGENT:

M/s. Bigshare Services Pvt. Ltd.
Mumbai.

BANKERS :

State Bank of India,
The Federal Bank Limited
Punjab National Bank

REGISTERED OFFICE :

“Parijat House”,
1076, Dr.E.Moses Road, Worli,
Mumbai – 400 018

FORMULATION UNIT :

Villages Savroli,
Taluka Khalapur,
Dist. Raigad, Khopoli
Maharashtra-412 202

API UNIT :

K-4/4, Additional MIDC,
At/Post : Birwadi, Taluka: Mahad
Dist.: Raigad
Maharashtra- 402 302

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Directors Report

Dear Members,

Your Directors have pleasure in presenting their 56th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2015.

1. FINANCIAL PERFORMANCE

A) Standalone

The company achieved total revenue of ` 33,207 Lacs in the current year as against total revenue of ` 30,330 Lacs in the previous year.

During the year, the company earned net profit of ` 1,548 Lacs (Previous Year: ` 1,704 Lacs), decline in profits is 9.15%.

Divestment

The Company during the Financial Year has sold the Active Pharmaceuticals Ingredients (API) business on slump sale basis to its subsidiary Kopran Research Laboratories Ltd. at a consideration of ` 11,000 Lacs. The sale transaction has been completed on 30th March, 2015.

Financial Summary and Highlights:

(` in Lacs)

Particulars	Stand Alone Basis	
	F. Y. 2014-15	F. Y. 2013-14
For the period ended		
Total Revenue	33,207	30,330
Less expenses	31,652	28,626
Profit before exceptional items and Tax	1,555	1,704
Less exceptional items	7	-
Net Profit/(Loss) for the period	1,548	1,704

B) Consolidated

Consolidated revenue for the year was ` 33,227 Lacs as against consolidated revenue of ` 30,481 Lacs in the previous year. Consolidated net loss for the year was ` 3,912 Lacs due to loss in exceptional item of ` 5,449 Lacs against a profit of ` 1,718 Lacs in Previous Year.

(` in Lacs)

Particulars	Consolidated Basis	
	F. Y. 2014-15	F. Y. 2013-14
For the period ended		
Total Revenue	33,227	30,481
Less expenses	31,690	28,763
Profit before exceptional items and Tax	1,536	1,718
Less exceptional items	5,449	-
Net Profit/(Loss) for the period	(3,912)	1,718

2. Operations of the Company:

The break-up of consolidated sales includes export incentives and other miscellaneous revenues is as under:

(` in Lacs)

Divisions	F.Y. 2014-15	F.Y.2013-14
Formulations ((Finished Dosage form)		
Export	18,415	17,378
Active Pharmaceuticals Ingredients (API)		
Local	7,296	6,710
Export	6,542	5,639
Consumer Care Division		
Local	243	246
Export	11	–
Others	51	223

During the year, the Formulations (Finished Dosage form) Division showed a growth of 5.97% and the Active Pharmaceuticals Ingredients (API) segment showed a growth of 8.73% in local sales and 16.03% in an Export sale. The Consumer Care segment is at nascent stage.

3. Dividend:

In view of the past losses the Board of Directors do not recommend any dividend on equity or preference shares.

4. Management Discussion and Analysis Report:

The Report on Management Discussion and Analysis as required under Clause 49 of the Listing Agreement is provided as a separate section in **Annexure A** of Annual Report.

5. Subsidiaries, Associates and Joint Ventures:

Kopran Research Laboratories Ltd., Kopran (H.K.) Ltd., and Kopran Lifesciences Ltd. are the existing wholly owned subsidiaries of the company. Salient features and financial summary is provided as a separate section in **Annexure B** of Annual Report.

During the year your company has subscribed the Right Issue of Kopran Research Laboratories Ltd. amounting to ` 40 Crores.

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of each of the subsidiaries and associates included in the consolidated financial statements.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and consolidated financial statements has been placed on the website of the Company, www.kopran.com. Shareholders interested in obtaining a copy of the subsidiary companies may write to the Company Secretary at the Company's registered office.

6. Share Capital:

During the Financial Year the company has allotted Equity Shares and warrants to promoters on preferential basis aggregating to 2050000 Equity Shares of face value of ` 10/- at a premium of ` 56/- and 2150000 Warrants at a rate of ` 66/- per warrant fully paid. The warrant is convertible within 18 months from the date of allotment. Accordingly, the paid up Equity shares of the company as on 31st March, 2015 stands increased from 39.05 crores to 41.10 crores. The warrants can be exercised and converted in to fully paid Equity Shares on or before 25th May, 2016. The proceeds of ` 2,772 Lacs of the preferential issue were utilized against adjustment of loan from the promoter group company.

7. Directors:

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Amit Rajan, Director of the Company will retire by rotation at the ensuing Annual General Meeting (AGM) and is eligible and offers himself for re-appointment.

Mr. Vijay Kumar Bhandari, Independent Director of the Company has completed his first term and eligible for re-appointment has express his willingness act as an Independent Director for a term of 5 years.

During the year under review the Board has appointed Dr. Siddhan Subramanian and Dr. Sunita Banerji as Additional Director (Independent) w.e.f. 29th September, 2014. They will hold Office up to the ensuing AGM of the Company. The Company has received a notice together with requisite Deposit of ₹ 1 lac each under section 160 of the Companies Act, 2013 from a member of the Company proposing their candidature for the office of the Independent Directors for terms of 5 consecutive years commencing from the ensuing AGM.

The independent Directors of the Company have given the declaration to the Company that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board considers their association would be immense benefits to the Company and recommends to the members for their appointment.

Further Mr. Susheel G. Somani, Director of the Company resigned from the Board w.e.f. 29th September, 2014 and the Board acknowledges the contribution made by Mr. Susheel G. Somani during his tenure.

8. Key Managerial Personnel:

Mr. Surendra Somani, Executive Vice Chairman, Mr. Ajit Jain, Director & Chief Operating Officer, Mr. Basant Kumar Soni, Chief Financial Officer and Mr. Sunil Sodhani, Company Secretary & Compliance Officer are the Key Managerial Personnel in the Company.

9. Meetings of the Board:

Five (5) Board Meetings were held during the financial year ended 31st March, 2015. The details of the Board Meetings with regard to their dates and attendance of each of the Directors has been provided in the Corporate Governance Report as a separate section in **Annexure C** of Annual Report.

10. Performance Evaluation:

Pursuant to the provision of the Companies Act, 2013 and Clause 49 of the Listing Agreements, the Board has carried out the annual Performance Evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

The following were the Evaluation Criteria:

a. For Independent Directors

- Knowledge and Skills
- Professional conduct
- Duties, Role and Functions

b. For Executive Directors

- Performance as Team Leader/Member
- New initiative/expansion/innovation
- Achievements in the Key responsibility area.
- Professional Conduct, Integrity
- Sharing of information with the Board
- Customer satisfaction and investor relations

c. For Board and its Committees

- Attendance and participation of the members
- Advising in implementation of good Corporate practices
- Reviewing and guiding corporate strategy, risk policy, annual budgets, overseen major capital expenditure etc.
- Succession planning
- Financial integrity, appropriate systems of control in relation of financial operation and compliances of various laws.

The Directors expressed their satisfaction with the evaluation process.

11. Audit Committee:

The Audit Committee consists of two Independent Directors with Dr. Arvind K. Mehta, Chairman and Mr. Vishnu N. Khanna member and Mr. Surendra Somani, Member (Executive Director). The Committee inter alia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations including related party transactions. The Committee also reviews in detail the Financial Statements before they are placed before the Board.

12. Vigil Mechanism:

Pursuant to the provisions of Section 177(9) and (10) of the Companies Act, 2013 and Listing Agreements, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and other stakeholders to report genuine concerns has been established. The same is also placed on the website of the Company.

13. Internal Control Systems:

The Company's internal control procedure which includes internal financial controls, ensure compliance with various policies, practices and statutes in keeping with the organization's size and increasing complexity of operations. The company is in process to implement SAP in its operations for better system control.

14. Fixed Deposits:

During the financial year, the Company has not accepted any deposits from the public and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

15. Corporate Social Responsibility(CSR):

The company has formed a CSR Committee during the financial year to decide on the CSR policy and projects for the CSR activities. The CSR Committee Chairman is Dr. Sunita Banerji and members are Mr. Ajit Jain and Mr. Surendra Somani. The details of CSR report is attached in **Annexure D**

16. Policy on Nomination and Remuneration:

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreements summary of which is provided in the Corporate Governance Report.

17. Related Party Transactions:

Related Party Transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. Suitable disclosure as required by the accounting standard (AS-18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions for which has been uploaded on the Company's website. The web-link as required under Listing Agreement is as under www.kopran.com

18. Corporate Governance:

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report given in **Annexure C**. The requisite certificate from GMJ & Associates, Practicing Company Secretaries of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

19. Listing of Shares:

The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2015-16 have been paid.

20. Loans, Guarantee or Investments:

Details of Loans granted, Guarantee given and Investments made during the year under review covered under the provisions of Section 186 of the Companies Act, 2013 are given as **Annexure E**.

21. Rating:

The rating issued by CRISIL for Long term is BBB-and short term rating is A3

22. Auditors:

I. Statutory Auditors:

In compliance with the Companies (Audit and Auditors) Rules 2014, M/s. Batliboi & Purohit, Chartered Accountants has been appointed as Statutory Auditors of the Company till the conclusion of next Annual General Meeting. Further, pursuant to the requirement of section 139 of the Companies Act 2013, the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Members are requested to ratify their appointment for the F.Y. 2015-16.

II Secretarial Auditors:

The Board of Directors of the Company appointed M/s. GMJ & Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the F.Y. 2015-16.

The Secretarial Audit Report of M/s. GMJ & Associates, Practicing Company Secretaries, for the Financial Year ended 31st March, 2015, is annexed as **Annexure F**

III Cost Auditors:

Mr. Dilip M. Malkar, Cost Accountant, Cost Auditor of the Company for F.Y. 2014-15 have been appointed as Cost Auditor for conducting audit of the cost accounts maintained by the Company.

IV Internal Auditors:

The Board of Directors has appointed M/s. NGS & Co. LLP, Chartered Accountants as Internal Auditor of the Company for the F.Y. 2015-16.

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report or by the Secretarial Auditors in their Secretarial Audit Report and hence no explanations and no comments of the Board is required in this matter.

23. Directors' Responsibility Statement:

In terms of the provisions of the Companies Act, 2013, the Directors state that:

- I. In preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. The Directors have selected such accounting policies listed in the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give and true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2015 and of the profit of the Company for that period;
- III. The directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance of the Company and for preventing and detecting fraud and other irregularities;
- IV. The directors have prepared the annual accounts on a going concern basis; and
- V. The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. Material changes:

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. 31st March, 2015. Further, it is hereby confirmed that there has been no change in the nature of the business of the Company.

25. Extracts of Annual Return:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013, read with the Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of this report as **Annexure G**.

26. Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and outgo:

The information required under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith with **Annexure H**.

27. Particulars of employees and related disclosures:

Disclosures pertaining to remuneration and other details required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure I**.

The Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

On behalf of the Board of Directors

Surendra Somani
Executive Vice Chairman
28th May, 2015

Annexure A

(TO THE DIRECTOR'S REPORT)

Management Discussion and Analysis

Industrial Overview: The Global Pharmaceutical market is now more than US\$ 1 Trillion, within which the Global Generic business is nearly US\$ 400 billion.

The Global Generic market is growing by more than 25%, providing a huge opportunity to the Indian Pharmaceutical Industry. The US Pharmaceutical market is around US\$ 350 billion. The share of the US Global Pharmaceuticals spending is expected to decline due to expiry of Patents.

The Global Active Pharmaceutical Ingredients Industry is a little more than US\$ 100 billion with China and India leading in the production of APIs. The API industry is expected to witness consolidation due to Economies of Scale and the required competitiveness.

Newer research based technologies, especially for products where patents expire, will fuel the growth of the API industry. Products going off patent between 2013 and 2016 value US\$ 65 billion.

Company Strategy and Outlook:

Your Company has entered into various agreements in developed countries like UK, Australia and Canada. Major area of focus would be to develop new products for the Regulated markets including the entry strategy for the US market. Your Company has received approvals of UK, Australia and South Africa apart from the developing countries and also now gearing up to match quality standards acceptable by the USFDA.

Internal Control Systems and their Adequacy

Your Company has effective systems of internal control in place. The Company also maintains suitable monitoring procedures in various functional areas. Controls are in place as:

- a) Effective systems of accounting and administrative control, implementation of SAP systems for better controls over operations, Internal Audit and Secretarial Audit conducted for checks and balances and to comply with the various statutory laws.
- b) Existence of Audit Committee and Risk management Committee of Directors.

Financial Performance and Review

During the year, the Income from operations was ` 332.07Cr (Previous Year ` 303.30 Cr.) and a profit before Depreciation, Interest and Tax ` 38.10Cr (Previous Year ` 43.96 Cr.) The Net Profit is ` 15.48 Cr (Previous Year ` 17.04 Cr.)

There was 9.15% decrease in profit of the Company during Financial Year 2014-15 in comparison to Previous Year 2013-14. Ratio of domestic and international sales revenue amounted to the ratio of 1:3.

Human Resources/Industrial Relations

Human Resources are the most valuable asset of your company. Induction and Retention policies are in place to strengthen the organization with highly qualified and capable professionals, to implement the company's growth strategy.

Cautionary Statement

Statements in the "Management Discussion and Analysis" describing company's strategy, business and financial analysis are in the nature of judgments and forward looking statements. Actual results could differ materially from those expected or implied. Important factors that could make a difference to the company's operations include government regulations, patent laws, tax regime, economic and industrial developments within India and within the pharmaceutical industry/ relevant segments in which company operates, financial situation of the company and other external and internal variables in the company's environment.

Annexure – B

(TO THE DIRECTOR'S REPORT)

FORM AOC

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

Fig in `

1.	Name of Subsidiary & Cin No.	Kopran (H.K.) Ltd.	Kopran Research Laboratories Ltd. U74120MH2010PLC21112	Kopran Lifesciences Ltd. U24230MH1986PLC040601
2.	Reporting period for the Subsidiary Concerned, if different from holding company's reporting period	01-04-2014 to 31-03-15	01-04-2014 to 31-03-15	01-04-2014 to 31-03-15
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of Foreign subsidiaries.	HKD ` 8.0634 = 1HKD	NA	NA
4.	Share Capital	23,18,750	9,00,00,000	5,00,000
5.	Reserves & Surplus	(16629.39)	(16,30,25,639)	(93,339)
6.	Total assets	23,11,120.61	191,02,45,055	11,31,013
7.	Total Liabilities	23,11,120.61	191,02,45,055	11,31,013
8.	Investments	NIL	NIL	10,00,000
9.	Turnover	56340.10	9,75,000	NIL
10.	Profit Before Taxation	637.57	(18,89,26,592)	(13,116)
11.	Provision for Taxation	-	-	-
12.	Profit After Taxation	637.57	(18,89,26,592)	(13,116)
13.	Proposed Dividend	Nil	Nil	Nil
14.	% of Shareholding	100%	100%	100%

Part "B": Associates and Joint Ventures

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

Name of Associates/ Joint Ventures : **None.**

Annexure C

(TO THE DIRECTOR'S REPORT)

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance Philosophy :

The Company is committed to high standards of Corporate Governance, envisages Commitment of the Company towards the attainment of high level of transparency, accountability and business propriety with the ultimate objective of increasing long term shareholders value keeping in view the needs and interests of all stake holders. The aim of Corporate Governance is to invite and focus attention of the management at all levels and to strive for higher level of Accountability, Transparency, Authority commensurate with Responsibility, Free & Fair dealing and Performance Delivered in all aspects of Operations. Company's strategies, business plans and all actions are to be successful within the framework of Corporate Governance.

2. Prevention of Insider Trading :

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading By Insiders. All the Directors, employees or senior management who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code. The Company has appointed Mr. Sunil Sodhani Company Secretary as the Compliance officer of the Company.

As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure fair disclosure of events and occurrence that could impact price of its securities in the market. The Company Secretary of the Company shall act as the Chief Investor Relations Officer.

3. Risk Management :

The company has thought out and communicated the procedures to all concerned in the organization as to identification, measurement and evaluation of risks, their classification and mitigation. The Company has constituted a Risk Management Committee at its Board Meeting held on 13th February 2015.

4. Board of Directors :

The composition of Board is in conformity with Clause 49 of the Listing Agreement. The Company has a non-executive Chairman and over half of the total numbers of Directors are comprised of Independent Directors. The Company has Six Non-Executive Directors (including one Professional Director) and two Executive Directors.

The Non-executive Directors of the Company draws remuneration only by the way of sitting fees for attending the meeting of the Board (except Professional Director) and the committees thereof. Professional fee is paid to Mr. Amit Rajan, Non-executive and Non-independent Director. None of the Independent directors have any material pecuniary relationship or transaction with the Company, its promoters, its directors, its senior management or its holding company, its subsidiary and associates which may affect independence of the director.

The evaluation of the Independent Directors is done by the board to determine the eligibility of the directors for appointment/re-appointment. The criteria for evaluation is as per the terms as laid down by the Nomination & Remuneration Committee.

All the Directors hold directorships and committee membership within the permissible limits under the relevant provisions.

The names and categories of the directors on the Board, their attendance at Board meetings during the financial year 2014-15 and at the last Annual General Meeting and the number of directorships and committee members held by them in other companies are given below:

The Composition of Board of Directors is in conformity with clause 49 of Listing Agreement. Composition and other details of Board of Directors are as below:

Name of Director	Category	Position/Group
Mr. Vishnu N. Khanna	Non- Executive Director	Chairman (Independent Director)
Mr. Surendra Somani	Executive Director	Vice Chairman (Promoter Group)
Mr. Susheel G. Somani	Non- Executive Director	Promoter Group (Resigned w.e.f. 29th September, 2014)
Dr. Arvind K. Mehta	Non-Executive Director	Independent Director
Mr. Ajit Jain	Executive Director	Chief Operating Officer
Mr. Amit Rajan	Non-Executive Director	Professional Director
Mr. Vijay K. Bhandari	Non-Executive Director	Independent Director
Dr. Siddhan Subramanian	Non-Executive Director	Additional Director (Appointed w.e.f. 29th September, 2014)
Dr. Sunita Banerji	Non-Executive Director	Additional Director (Appointed w.e.f. 29th September, 2014)

- Familiarization Programme of Independent Directors:**

Training of Independent Directors was done on 4th March, 2015. The Directors were updated on their roles, duties and responsibilities towards the Company and the business model of the Company.

- Separate Meeting of Independent Directors:**

Independent Directors Meeting was held on 4th March, 2015 to review the performance of Non-independent Directors and the Board as a whole.

- Directors Attendance:**

Composition of Board of Directors is in conformity with clause 49 of Listing Agreement.

Composition and other details of Board of Directors are as below:

Name of Director	Five Board Meetings held during the FY 2014-15	Last AGM	
	Attended	Remarks	Attendance
Mr. Vishnu N. Khanna	5		Yes
Mr. Surendra Somani	5		Yes
Mr. Susheel G. Somani	2	Resigned w.e.f 29.09.2014	No
Dr. Arvind K. Mehta	4		Yes
Mr. Ajit Jain	3		Yes
Mr. Amit Rajan	4		Yes
Mr. Vijay K. Bhandari	4		Yes
Dr. Siddan Subramanian	3	Appointed w.e.f 29.09.2014	NA
Dr. Sunita Banerji	2	Appointed w.e.f 29.09.2014	NA

Notes :

The information as required under to clause 49 is being made available to the board. The gap of two board meetings did not exceed four months.

Total Number of Board Meetings held on FY 2014-15 : Five

The dates on which board meetings were held on are as follows:

28th May 2014; 14th August 2014; 29th September 2014; 12th November, 2014 and 13th February, 2015.

- Details for Director, Chairman, Committee members in other companies:**

Name of Director	No. of Director ships Held in other Public Companies	No. of Committee Memberships in other Public Companies.	
		Chairman	Member
Mr. Vishnu N. Khanna	4	2	5
Mr. Surendra Somani	4	0	0
Mr. Susheel G. Somani	4	1	0
Dr. Arvind K. Mehta	1	0	0
Mr. Ajit Jain	2	0	0
Mr. Amit Rajan	0	0	0
Mr. Vijay K. Bhandari	8	4	5
Dr. Siddhan Subramanian	0	0	0
Dr. Sunita Banerji	0	0	0

• **Remuneration to Directors and their Shareholding during the financial year 2014-15 :**

a) **Details of remuneration to Executive Directors :**

Name of Director	Shareholding	Amount (`)
Mr. Surendra Somani	503075	83,37,600
Mr. Ajit Jain	Nil	93,82,167

b) **Details of remuneration to Non-Executive Directors**

Details of sitting fees paid:	Shareholding	Board (`)	Committee (`)
Mr. Vishnu N. Khanna	52200	42000	20000
Mr. Susheel G. Somani	871900	4000	-
Dr. Arvind K. Mehta	Nil	40000	16000
Mr. Amit Rajan	Nil	28000	-
Mr. Vijay K. Bhandari	Nil	40000	4000
Dr. Siddhan Subramanian	Nil	38000	-
Dr. Sunita Banerji	Nil	36000	-

Note : Mr. Amit Rajan, Director of the Company was paid professional fees amounting to ` 16,85,400, for rendering professional services.

• **Audit committee :**

(a) **Terms of reference**

The Audit Committee has adequate powers and detailed terms of reference to play an effective role as required under Section 177 of the Companies Act, 2013 and Clause 49 of listing Agreement with the Stock Exchange, which inter-alia include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management, financial statement and Investment of Unlisted subsidiary Companies.

(b) **Committee Members and its composition**

Name	Designation	Category	Meetings held	Meetings attended
Dr. Arvind K. Mehta	Chairman	Independent Director	5	4
Mr. Vishnu N. Khanna	Member	Independent Director	5	5
Mr. Surendra Somani	Member	Executive Director	5	5

• **Stakeholders Relationship Committee**

Committee Members and its composition

Name	Designation	Category	Meetings held	Meetings attended
Dr. Arvind K. Mehta	Chairman	Independent Director	1	1
Mr. Vishnu N. Khanna	Member	Independent Director	1	1
Mr. Surendra Somani	Member	Executive Director	1	1

• **Status of Shareholder's Complaints (For FY 2014-15) :**

Nature of Complaint	Number of Complaints		
	Received	Resolved	Pending
Enquiry regarding dividend	3	3	0
Non Receipt of Annual Report & Physical Copy required	30	30	0
Non Receipt of Share Certificate after transfer	1	1	0
Non Receipt of Demat Credit	1	1	0

Address for investors Correspondence:

Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai - 400018; Tel. No. 022 - 43661111; Fax No.022-24950363 Email id : investors@kopran.com Website : www.kopran.com

• **Nomination & Remuneration Committee**

In pursuant to the provisions of Section 178 of the Companies Act, 2013, the Company has constituted a Nomination & Remuneration Committee of Directors in May; 2013. The terms of reference of the Committee are in line with Clause 49 of the Listing Agreement and broadly the terms of reference are to appraise the performance of Managing/ Executive/ Whole time Directors, determine and recommend to the Board, compensation payable to them, details of which are included in this report.

Composition

Name	Designation	Category	Committee Meetings held	Committee Meetings attended
Mr. Vijay K. Bhandari	Chairman	Independent Director	2	2
Dr. Arvind K. Mehta	Member	Independent Director	2	1
Mr. Vishnu N. Khanna	Member	Independent Director	2	2

Nomination & Remuneration Policy

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

• **Corporate Affairs Committee**

Name	Designation	Category	Committee Meetings held	Committee Meetings attended
Mr. Surendra Somani	Chairman	Executive Director	3	3
Dr. Arvind K. Mehta	Member	Independent Director	3	3
Mr. Ajit Jain	Member	Executive Director	3	3

• **CSR Committee**

Name	Designation	Category	Committee Meetings held	Committee Meetings attended
Dr. Sunita Banerji	Chairman	Independent Director	1	1
Mr. Ajit Jain	Member	Executive Director	1	1
Mr. Surendra Somani	Member	Executive Director	1	1

5. General Meetings :

Details Previous General Meetings/Postal Ballots:

AGM	Date	Time	Location of the Meeting Resolutions passed	No. of Special
53rd	15th September, 2012	10.00 a.m.	Shri S. K. Somani Memorial Hall, HVB Academy, 79, Marine Drive, Mumbai-400 020	Nil
54th	14th September, 2013	12.00 Noon	As above	Two
55th	11th September, 2014	11.30 a.m.	As above	Four

EGM during FY 2014-15 :

EGM	Last Date of Postal Ballot	Scrutinizer	No. of Special Resolutions passed
Postal Ballot	14th September, 2014	Mr. Prabhat Maheshwari, Partner GMJ & Associates, Practicing Company Secretary	Two
Postal Ballot	12th November, 2014	- do -	Three

Details of voting pattern and of special resolution is available on company website.

6. Shareholders' Information

- Details of 56th Annual General Meeting:

Date	Saturday 19th September, 2015
Venue	Shri S. K. Somani Memorial Hall, Gr. Floor, 79, Marine Drive, Mumbai – 400 020.
Time	3.00 p.m.

- Financial Results announced for the year ended 31st March, 2015 :

Period	Result for F.Y.2014-15	Tentative Schedule for F.Y.2015-16
First Quarter	14th August, 2014	On or before 14-August-2015
Second Quarter and Half yearly	12th November, 2014	On or before 14-November-2015
Third Quarter & Nine Months	13th February, 2015	On or before 14-February-2016
Fourth Quarter and Annual	28th May, 2015	On or before 15 May-2016 for Unaudited Results or for Audited Results by 30th May, 2016

- Book Closure :

The Register of Members and Share Transfer Books will remain closed from Thursday, 17th September, 2015 to Saturday, 19th September, 2015 (both days inclusive)

- Registered Office Address :

Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018; Tel. No. 022-43661111; Fax No.022-24950363; Website : www.kopran.com CIN NO.L24230MH1958PLC011078.

7. Dematerialization of shares and liquidity :

The Equity Shares of the Company are compulsory tradable in the Demat Form by all the investors. The Company's Equity Shares are available for trading in the Depository System of both NSDL and CDSL. As on 31.03.2015, 40758648 shares representing 99.17% of Equity shares are held in demat mode. ISIN for the equity shares is INE082A01010.

8. Share Transfer System

The Company's shares are traded compulsorily in Demat segment in the Stock Exchange, Mumbai. Shares in physical segment which are lodged for transfer are processed by our Registrar and returned to the Shareholders within stipulated time period.

9. Proceeds from public issue, right issues, preferential issues:

The proceeds of ₹. 2,772 Lacs of the preferential issue made during the year were utilized against repayment/adjustment of loan from the promoters.

10. Subsidiary Monetary Framework

All subsidiary companies of the Company are Board managed with their Boards having the rights and obligations to manage companies with best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter alia by following means

- a) Review of financial statements, in particular investments made by the unlisted subsidiary companies by the Audit Committee of the Company.
- b) All minutes of Board Meeting of the unlisted subsidiary companies are placed before the Company's Board.

11. Code of Conduct

The Board of Directors has adopted a revised Code of Conduct for its members and senior management at the Board Meeting held on 29th September, 2015. The Code of Conduct for its Directors and Senior Management upholds the interest of the company and its stakeholders and to fulfill all the fiduciary obligations towards them. The Code of Conduct further enjoins the Directors and Senior Management to act in accordance with the highest standard of honesty, integrity, fairness, and good faith and due diligence in performing their duties. The Code of Conduct adopted by Board is available in the Website of the Company.

12. Declaration by CEO

The Company has obtained from all the Members of the Board and Senior Management Personnel, affirmation(s) that they have confirmed compliance with the Code of Conduct in respect of the Financial Year Ended 31st March, 2015.

13. CFO/CEO Certification

The Executive Vice Chairman of the Company have certified to the Board that:

1. They have reviewed the balance sheet and profit and loss account (consolidated and unconsolidated), and all its schedules and notes to accounts, as well as the cash flow statement;
2. Based on their knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made;
3. Based on their knowledge, information and belief, the financial statements and other financial information included in this Report present a true and fair view of the Company's affairs for the period presented in this Report and are in compliance with the existing accounting standards, applicable laws and regulations;
4. To the best of their knowledge, information and belief, no transactions entered into by the Company during the period are fraudulent, illegal or violate of the Company's Code of conduct;
5. They are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
6. They have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors, all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be taken to rectify the deficiencies;
7. They have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in the Company's internal control over financial reporting during the year.
 - b. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - c. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

14. Means of communication

The Unaudited Financial Results of the Company for each Quarter is placed before the Board of Directors within 45 days from the end of the respective quarter. The Quarterly Financial Results of the Company is published in Economic Times/ Maharashtra Times and Notice in Free Press Journal/ Navshakti newspaper. The Financial Results/office news releases are also made available on the Company's website www.kopran.com

15. Whistle Blower Policy

The Board has laid down a whistle blower policy for its Directors, employees and customers/Stakeholders to report fraud, abuse of authority, breach of Company's code of conduct, employee misconduct, illegality and other reportable matters through any of the following manners:

- Email : ak.mehta@hotmail.com
- Phone No. : 022- 22090424

Written Communication: Chairman of Audit Committee : C/o. Kopran Limited, Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai-400018.

16. Listing

The Company's equity shares are listed on the Bombay Stock Exchange Ltd (BSE) Stock Code – 524280 and the National Stock Exchange of India Ltd (NSE) Stock Code – KOPRAN. The Company has paid listing fees for the Financial Year 2014-15 to both stock exchanges. The Company has also paid custodial fees for the Financial Year 2014-15 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

• Stock Market Data

The monthly movement of equity share price on BSE & NSE is summarized below:

Month	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High (₹)	Low (₹)	Volume of Shares Traded	High (₹)	Low (₹)	Volume of Shares Traded
April-14	34.95	20.95	3907541	34.95	20.90	7933613
May-14	39.90	32.00	4361745	39.40	32.00	8493131
June-14	46.55	35.50	5580946	46.50	35.30	12838472
July-14	56.60	38.40	6574189	56.60	38.50	16765285
August-14	65.15	45.60	10460187	65.20	45.65	25409065
September-14	72.65	58.80	13267855	72.65	58.60	29803497
October-14	68.80	57.00	2847844	68.80	56.15	6500690
November-14	70.50	55.70	5521676	70.45	55.20	14488013
December-14	64.20	47.55	3327656	64.20	47.50	7948689
January-15	62.35	51.25	3632083	62.35	51.10	9599790
February-15	56.25	42.15	2216310	56.35	41.50	4645065
March-15	52.90	42.40	3213960	53.00	42.00	8696632

Yearly Stock Performance vs Benchmark, Index

NSE (Closing Index) exchange	As on 1st April, 2014	As on 31st March, 2015	Change in %
Nifty	6721	8491	26.33%
Kopran Ltd. (Closing Price) (₹)	21.10	45.15	114%

• Distribution of Shareholding as on 31st March, 2015

By size of shareholdings

No. of Equity Share held	No. of Share holders	% of Share holders	No. of Shares held	% of Shares held
01 to 500	25032	80.51	4360948	10.61
501 to 1000	3008	9.67	2564514	6.24
1001 to 2000	1505	4.84	2366716	5.76
2001 to 3000	515	1.66	1356529	3.30
3001 to 4000	208	0.67	755349	1.84
4001 to 5000	224	0.72	1068626	2.60
5001 to 10000	340	1.09	2552492	6.21
10001 and above	260	0.84	26077428	63.44
Grand Total	31092	100.00	41102602	100.00

• **Mode of Shareholding :**

	No. of Shares	% of Shares
No. of Shares in Physical Mode	342178	0.83
No. of Shares in Electronic Mode	40760424	99.17
Total	41102602	100.00

• **By Category of Shareholders:**

	No. of Shareholders	% of shareholders	No. of share held	% of Share held
Indian Promoters	33	0.11	17345713	42.20
Banks	5	0.02	76525	0.19
Financial Institutions	7	0.02	1065218	2.59
Mutual Funds	3	0.01	500	0.00
FII/NRI	334	1.07	689030	1.68
Trust	3	0.01	5700	0.02
Resident Individuals	29990	96.45	18308612	44.54
Body Corporate (Others)	602	1.94	3400332	8.27
Clearing Member	115	0.37	210972	0.51
Total	31092	100.00	41102602	100.00

17. Outstanding GDR / ADR/Warrant or any convertible instruments, conversion date and likely impact on Equity.

During the Financial Year Company has issued 2150000 Warrants on preferential basis to a promoter group company. Assuming full conversion of warrant in equity shares the promoter holding would be 44.95% and public holding would be 55.05 %.

18. Location of Plant :

Formulation Unit Village Savroli, Taluka Khalapur, District Raigad, Khopoli – 410 202

API Unit : Kopran Research Laboratories Ltd (Subsidiary company) K- 4, Additional MIDC, Village Birwadi, Near Global Board, Mahad 402 302.

The Compliance Officer of the Company is Mr. Sunil Sodhani, Company Secretary.

19. Registrar & Share Transfer Agent :

Bigshare Services Pvt. Ltd. E- 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072, Tel. No. 022-40430200, Fax No. 022-28475207

16. Disclosures :

Related Party Transactions:

There were no related party transactions that may have potential conflict with the interests of the company at large.

Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other statutory authority on any matter related to capital market, during the last three years

The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last three years.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements

- 1) The Company has complied with all mandatory requirement of Clause 49 of the Listing Agreement with the Stock Exchanges as on 31st March, 2015.



- 2) Adoption / non adoption of non – mandatory requirements as at March 31, 2015 :
 - (a) The Company does not maintain an office for the Non-Executive Chairman
 - (b) As the Financial Results are published in the newspaper as well as displayed on the Company's website, the Results are not sent to household of each of the Shareholders.
 - (c) The auditors have issued an un-qualified opinion for financial statements for the year ended March 31, 2015
 - (d) The Company is already having separate posts for Chairman and Managing Director
 - (e) The Internal Auditor directly reports to the Audit Committee
-

AUDITORS' CERTIFICATE

**To
The Members,
KOPRAN LIMITED,**

We have examined the compliance of conditions of Corporate Governance by KOPRAN LIMITED, for the year ended on March 31, 2015, as stipulated in clause 49 of 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 clause 49 of the Listing Agreement.

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

**For GMJ & ASSOCIATES
Company Secretaries**

**[CS P. MAHESHWARI]
PARTNER
FCS No.: 2405
COP No. : 1432**

Place: Mumbai
Date: **28th May, 2015.**

Annexure D

(TO THE DIRECTOR'S REPORT)

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Sr.No	Particulars	
1.	<p>A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program.</p> <p>The Company's CSR policy provides for carrying out CSR activities in the areas of Education, Healthcare and Rural Development and to various 'not for profit of organization' or contribution towards some specific project being undertaken by any of the organization. The brief outline of the CSR policy is available on the Company's Website.</p>	
2.	<p>The Composition of the CSR Committee</p> <p>The CSR Committee Chairman is Dr.Sunita Banerji and members are Mr. Ajit Jain and Mr. Surendra Somani .</p>	
3.	<p>Average net profit of the Company for last three financial years is ` 1,175.66 Lacs.</p>	
4.	<p>Prescribed CSR Expenditure (two percent of the amount as in item 3 above)</p> <p>` 23.51 Lacs.</p>	
5.	<p>Details of CSR spent during the financial year</p> <p>a) total amount to be spent for the financial year ` 23.51 Lacs</p> <p>b) Amount unspent, if any ` 1.32 Lacs.</p> <p>c) Manner in which the amount spent during the financial year is detailed below:</p>	
Sr.No	CSR project for activity identified	Contribution made to Ratan Nidhi Charitable Trust to provide for Artificial limb to handicap person
a	Sector in which the project is covered	Healthcare
b	<p>Projects or programs</p> <p>(1) Local area or other</p> <p>(2) Specify the State and District where projects or program was undertaken</p>	Jaipur, Rajasthan.
c	Amount outlay (budget) project or programs wise	` 1.32 Lacs spent on single program
d	<p>Amount spent on the projects or programs</p> <p>Sub-heads</p> <p>1. Direct Expenditure on projects or programs</p> <p>2. Overheads</p>	<p>Direct expenditure of the projects is ` 1.32 Lacs</p> <p>Nil</p>
e	Cumulative expenditure upto the reporting period	` 1.32 Lacs
f	Amount spent: Direct or through implementing agency.	Through implementing agency, Ratan Nidhi Charitable Trust
6.	<p>In case the company has failed to spend the two percent of the average net profit of last three financial years or any part thereof, the reason for not spending the amount:</p> <p>The CSR Committee is also evaluating on various projects as per the CSR policy.</p> <p>CSR Committee hereby confirms that the implementation and monitoring of CSR policy is in compliance with CSR objective and policy of the Company.</p>	

Annexure E

(TO THE DIRECTOR'S REPORT)

Particulars of loans, guarantees or investments made by the Company.

Nature of Transactions (whether loan/ guarantee/ investments)	Date of making loans, giving guarantee or making investments	Name and address of the person or body corporate to whom it is made or given or whose securities have been acquired	Amount (₹ in lacs)	Purpose of loan/ guarantee/investments
Loan	Balance as on 31.03.2015	Kopran Research Laboratories Ltd.	81.27	Loan to subsidiary co.
Investment	23.03.2015	Kopran Research Laboratories Ltd.	400.00	Subscription of Rights issue by Conversion of Loan

Annexure F

(TO THE DIRECTOR'S REPORT)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

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

To,
The Members,
Kopran Limited
 Parijat House,
 1076, Dr. E Moses Road,
 Worli, Mumbai 400 018.

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

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

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

- i. The Companies Act, 2013 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.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz :
 - a. The Securities and Exchange Board of India (Substantial acquisition of Shares and Takeover) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. 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;



- vi. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations with respect to Factory related laws, Industry related laws, Employees related Laws, Environmental Laws, Acts prescribed under prevention and control of pollution, Intellectual Property Laws, Municipality Laws to the extent applicable, Direct and Indirect Tax Laws, Land Laws of the State and other local Laws as applicable.

We have also examined compliance with the applicable clauses of The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited.

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

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

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the year under report, the company has undertaken the following action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above :

1. Preferential Allotment of 20,50,000 Equity shares of ` 10/- each at a premium of ` 56 to Oricon Properties Private Limited in lieu of adjustment of outstanding loan on 26th November, 2014.
2. Preferential Allotment of 21,50,000 Warrants at a price of ` 66/- each which are converted in one Equity Share of face value of ` 10/- each at a premium of ` 56 to Oricon Properties Private Limited in lieu of adjustment of outstanding loan on 26th November, 2014.
3. Divestment of API business to its subsidiary Kopran Research Laboratories Limited.

For **GMJ & ASSOCIATES**
Company Secretaries

[CS P. MAHESHWARI]
PARTNER
FCS No. : 2405
COP No. : 1432

Place: Mumbai
Date: 28th May, 2015

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

ANNEXURE I

(TO THE SECRETARIAL AUDIT REPORT)

To,
The Members,
Kopran Limited
Parijat House,
1076 Dr. E Moses Road,
Worli, Mumbai 400 018.

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

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

For **GMJ & ASSOCIATES**
Company Secretaries

[CS P. MAHESHWARI]
PARTNER
FCS No. : 2405
COP No. : 1432

Place: Mumbai
Date: 28th May, 2015

Annexure G

(TO THE DIRECTOR'S REPORT)

Form No. MGT-9

Extract of annual return as on the financial year ended on 31.03.2015

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24230MH1958PLC011078
- ii) Registration Date : 26TH April, 1958
- iii) Name of the Company : Kopran Limited
- iv) Category/Sub-Category of the Company : Company limited by shares
- v) Address of the registered office and contact details : Parijat House, 1076, Dr. E Moses Road, Worli, Mumbai-400 018
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Bigshare Services Pvt. Ltd
CIN : U99999MH1994PTC076534
E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072
Tel No. : 022 40430200 Fax No. : 022 28475207

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turn over of the company
1	Formulations	21001	55.94%
2	API	21001	43.54%

III. 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.	Kopran Research Laboratories Ltd	U24230MH1986PLC040601	Subsidiary	98.89%	2(87)
2.	Kopran Lifesciences Ltd.	U74120MH2010PLC21112	Subsidiary	100%	2(87)
3.	Kopran (H.K.) Ltd.	Not Applicable	Subsidiary	100%	2(87)

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

i. Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total shares	% of Total	
A. Promoters									
(1) Indian									
a) Individual/HUF	5522700	0	5522700	14.14	5522700	0	5522700	13.44	No change
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	9720813	0	9720813	24.89	11770813	0	11770813	28.64	-21.08%
e) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1):-	15243513	0	15243513	39.03	17293513	0	17293513	42.07	-13.45%
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of promoter(A)= (A)(1)+(A)(2)	15243513	0	15243513	39.03	17293513	0	17293513	42.07	-13.45%
B. Public shareholding									
1. Institutions									
a) Mutual Funds	0	500	500	0.00	0	500	500	0.00	No Change
b) Banks/FI	1039738	300	1040038	2.66	1141443	300	1141743	2.78	-9.78%
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	300	300	0.00	0	300	300	0.00	No Change
h) Foreign Venture Capital funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1):-	1039738	1100	1040838	2.67	1141443	1100	1142543	2.78	-9.77%



2. Non-Institutions									
a) Bodies Corp.	3426099	19801	3445900	8.82	3380531	19801	3400332	8.27	1.32%
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	11002962	329202	11332164	29.02	13242493	321127	13563620	33.00	-19.69%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7095107	0	7095107	18.17	4744992	0	4744992	11.54	33.12%
c) Others (Specify)									
i) Trusts	4500	0	4500	0.01	5700	0	5700	0.01	-2.67%
ii) Clearing Member	252876	0	252876	0.65	210972	0	210972	0.51	16.57%
iii) Directors Relatives	52200	0	52200	0.13	52200	0	52200	0.13	No Change
iv) Non Resident Indians (NRIs)	585354	150	585504	1.50	688580	150	688730	1.68	-17.63%
Sub-total (B)(2):-	22419098	349153	22768251	58.30	22325468	341078	22666546	55.15	0.44%
Total Public Shareholding (B)=(B) (1)+(B)(2)	23458836	350253	23809089	60.97	23466911	342178	23809089	57.93	No Change
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	38702349	350253	39052602	100.00	40760424	342178	41102602	100.00	-5.24%

(ii) Shareholding of Promoters

Sr.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change Shares during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares company	% of total shares of the Encumbered	% of Shares Pledged/ holding to total shares	
1	Debonair Publication Pvt Ltd.	1000	0.0026	0.0000	1000	0.0024	0.0000	-0.0002
2	Riddhi Siddhi Equifin Ltd.	3950	0.0101	0.0000	3950	0.0096	0.0000	-0.0005
3	Sarla Sevantilal Prekh	6290	0.0161	0.0000	6290	0.0153	0.0000	-0.0008
4	Renuka Vinubhai Bhansali	8500	0.0218	0.0000	8500	0.0207	0.0000	-0.0011
5	Pravina Rameshchandra Virvadi	8500	0.0218	0.0000	8500	0.0207	0.0000	-0.0011
6	Anushree Somani	9000	0.0230	0.0000	9000	0.0219	0.0000	-0.0011
7	Vrinda Somani	9000	0.0230	0.0000	9000	0.0219	0.0000	-0.0011
8	G. Claridge & Company Ltd.	25000	0.0640	0.0000	25000	0.0608	0.0000	-0.0032
9	Somani Kumkum	35635	0.0912	0.0000	35635	0.0867	0.0000	-0.0045
10	Suhrid Somani	93300	0.2389	0.0000	93300	0.2270	0.0000	-0.0119
11	Practical Financial Services pvt Ltd.	96900	0.2481	0.0000	96900	0.2358	0.0000	-0.0123
12	Hridai Susheel Somani	116900	0.2993	0.0000	0	0.0000	0.0000	-0.2993
13	Morganite Trading Company Pvt. Ltd.	161150	0.4126	0.0000	161150	0.3921	0.0000	-0.0205
14	Mr. Adarsh Somani	181250	0.4641	0.0000	181250	0.4410	0.0000	-0.0231
15	Surendra Somani	187000	0.4788	0.0000	187000	0.4550	0.0000	-0.0238
16	Mridula Somani	228900	0.5861	0.0000	228900	0.5569	0.0000	-0.0292
17	Jaya Somani	258500	0.6619	0.0000	258500	0.6289	0.0000	-0.0330
18	Uni Recyclers Pvt. Ltd.	265395	0.6796	0.0000	265395	0.6457	0.0000	-0.0339
19	Nupur Somani	270000	0.6914	0.0000	270000	0.6569	0.0000	-0.0345
20	Rajendra Somani	270500	0.6927	0.0000	270500	0.6581	0.0000	-0.0346
21	Susheel G. Somani	272000	0.6965	0.0000	272000	0.6618	0.0000	-0.0347
22	Varun Somani	272500	0.6978	0.0000	272500	0.6630	0.0000	-0.0348
23	Rajendra Somani	289000	0.7400	0.0000	289000	0.7031	0.0000	-0.0369
24	Surendra Somani	316075	0.8094	0.0000	316075	0.7690	0.0000	-0.0404
25	Claridge Investments Ltd.	317500	0.8130	0.0000	317500	0.7725	0.0000	-0.0405
26	Vandana Somani	325200	0.8327	0.0000	325200	0.7912	0.0000	-0.0415
27	Parijat shipping and finale Ltd.	385209	0.9864	0.0000	385209	0.9372	0.0000	-0.0492
28	Susheel Somani	599900	1.5361	0.0000	599900	1.4595	0.0000	-0.0766
29	Oricon properties pvt. Ltd.	1761758	4.5112	0.0000	3811758	9.2738	0.0000	4.7626
30	Rajendra Somani	1764750	4.5189	0.0000	1764750	4.2935	0.0000	-0.2254
31	Sarvamangal Mercantile Co. Ltd.	2902951	7.4334	0.0000	2902951	7.0627	0.0000	-0.3707
32	Panorama Finvest Pvt. Ltd.	3800000	9.7305	3300000	3800000	9.2452	3300000	-0.4853
	Total	15243513	39.0330	3300000	17293513	42.0743	3300000	3.0413

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

Sr.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	15243513	37.09	15243513	37.09
	DECREASE	-	-	-	-
	INCREASE 26/11/2014 (preferential allotment)	2050000	4.99	17293513	42.07
	At the End of the year	2050000	4.99	17293513	42.07

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

TOP TEN NON PROMOTERS MOVEMENT

Sr.No	NAME	No. of Shares at the beginning /End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	KOTAK MAHINDRA INVESTMENTS LTD	62500	1-Apr-14	0	Transfer	62500	0.15
			25-Apr-14	-4100	Transfer	58400	0.14
			2-May-14	-33400	Transfer	25000	0.06
			9-May-14	-19000	Transfer	6000	0.01
			16-May-14	11233	Transfer	17233	0.04
			23-May-14	-17233	Transfer	0	0.00
			25-Jul-14	14826	Transfer	14826	0.04
			8-Aug-14	-5178	Transfer	9648	0.02
			15-Aug-14	1188	Transfer	10836	0.03
			22-Aug-14	-396	Transfer	10440	0.03
			29-Aug-14	-10440	Transfer	0	0.00
			19-Sep-14	13635	Transfer	13635	0.03
			14-Nov-14	26466	Transfer	40101	0.10
			19-Dec-14	268519	Transfer	308620	0.75
			9-Jan-15	-10	Transfer	308610	0.75
			13-Feb-15	-1200	Transfer	307410	0.75
			13-Mar-15	-100	Transfer	307310	0.75
			27-Mar-15	-100	Transfer	307210	0.75
		307210	31-Mar-15	0	Transfer	307210	0.75



2	INDO THAI SECURITIES LIMITED	395973	1-Apr-14	0	Transfer	395973	0.96
			4-Apr-14	-32959	Transfer	363014	0.88
			11-Apr-14	46226	Transfer	409240	1.00
			18-Apr-14	-2826	Transfer	406414	0.99
			25-Apr-14	690	Transfer	407104	0.99
			2-May-14	-6590	Transfer	400514	0.97
			9-May-14	-15960	Transfer	384554	0.94
			16-May-14	10000	Transfer	394554	0.96
			23-May-14	-10660	Transfer	383894	0.93
			30-May-14	-990	Transfer	382904	0.93
			13-Jun-14	-3000	Transfer	379904	0.92
			20-Jun-14	-30000	Transfer	349904	0.85
			30-Jun-14	-10350	Transfer	339554	0.83
			4-Jul-14	-7777	Transfer	331777	0.81
			11-Jul-14	-12661	Transfer	319116	0.78
			18-Jul-14	16433	Transfer	335549	0.82
			25-Jul-14	-1740	Transfer	333809	0.81
			1-Aug-14	12100	Transfer	345909	0.84
			8-Aug-14	-3800	Transfer	342109	0.83
			22-Aug-14	-16733	Transfer	325376	0.79
			29-Aug-14	18515	Transfer	343891	0.84
			5-Sep-14	450	Transfer	344341	0.84
			11-Sep-14	-1250	Transfer	343091	0.83
			12-Sep-14	-700	Transfer	342391	0.83
			19-Sep-14	-3460	Transfer	338931	0.82
			30-Sep-14	-3000	Transfer	335931	0.82
			3-Oct-14	2191	Transfer	338122	0.82
			10-Oct-14	-1581	Transfer	336541	0.82
			17-Oct-14	4300	Transfer	340841	0.83
			24-Oct-14	-5950	Transfer	334891	0.81
			31-Oct-14	-1100	Transfer	333791	0.81
			7-Nov-14	4700	Transfer	338491	0.82
			14-Nov-14	-1200	Transfer	337291	0.82
			21-Nov-14	-4400	Transfer	332891	0.81



			28-Nov-14	500	Transfer	333391	0.81
			5-Dec-14	108	Transfer	333499	0.81
			12-Dec-14	-29500	Transfer	303999	0.74
			19-Dec-14	-185437	Transfer	118562	0.29
			31-Dec-14	-1028	Transfer	117534	0.29
			2-Jan-15	28	Transfer	117562	0.29
			9-Jan-15	-2012	Transfer	115550	0.28
			16-Jan-15	10000	Transfer	125550	0.31
			23-Jan-15	-3310	Transfer	122240	0.30
			30-Jan-15	200	Transfer	122440	0.30
			6-Feb-15	-1500	Transfer	120940	0.29
			13-Feb-15	-175	Transfer	120765	0.29
			20-Feb-15	-31725	Transfer	89040	0.22
			27-Feb-15	-32800	Transfer	56240	0.14
			6-Mar-15	-10902	Transfer	45338	0.11
			13-Mar-15	-7800	Transfer	37538	0.09
			20-Mar-15	-1298	Transfer	36240	0.09
			27-Mar-15	-200	Transfer	36040	0.09
			31-Mar-15	62	Transfer	36102	0.09
		36102	31-Mar-15	0	Transfer	36102	0.09
3	LIFE INSURANCE CORPORATION OF INDIA	400000	1-Apr-14	0	Transfer	400000	0.97
		400000	31-Mar-15	0	Transfer	400000	0.97
4	NIRMAL BANG FINANCIAL SERVICES PRIVATE LIMITED	59500	1-Apr-14	0	Transfer	59500	0.14
			18-Apr-14	-7500	Transfer	52000	0.13
			25-Apr-14	-36741	Transfer	15259	0.04
			2-May-14	-12759	Transfer	2500	0.01
			9-May-14	-2000	Transfer	500	0.00
			16-May-14	-500	Transfer	0	0.00
			11-Sep-14	20807	Transfer	20807	0.05
			19-Sep-14	-5000	Transfer	15807	0.04
			30-Sep-14	73500	Transfer	89307	0.22
			10-Oct-14	2000	Transfer	91307	0.22



			17-Oct-14	8215	Transfer	99522	0.24
			14-Nov-14	13500	Transfer	113022	0.28
			21-Nov-14	25500	Transfer	138522	0.34
			12-Dec-14	27500	Transfer	166022	0.40
			19-Dec-14	4700	Transfer	170722	0.42
			9-Jan-15	-4000	Transfer	166722	0.41
			16-Jan-15	-4153	Transfer	162569	0.40
			23-Jan-15	-5000	Transfer	157569	0.38
			6-Feb-15	2000	Transfer	159569	0.39
			27-Feb-15	-49347	Transfer	110222	0.27
			6-Mar-15	59000	Transfer	169222	0.41
			27-Mar-15	4000	Transfer	173222	0.42
		173222	31-Mar-15	0	Transfer	173222	0.42
5	UNITED INDIA INSURANCE COMPANY LIMITED	253744	1-Apr-14	0	Transfer	253744	0.62
		253744	31-Mar-15	0	Transfer	253744	0.62
6	SURESH PAHARIA	247920	1-Apr-14	0	Transfer	247920	0.60
			8-Aug-14	-1000	Transfer	246920	0.60
		246920	31-Mar-15	0	Transfer	246920	0.60
7	YOGESH MANUBHAI DESAI	193000	1-Apr-14	0	Transfer	193,000	0.47
		193000	31-Mar-15	0	Transfer	193,000	0.47
8	PARAG CHANDUBHA MEHTA	380756	1-Apr-14	0	Transfer	380756	0.93
			23-May-14	-200275	Transfer	180481	0.44
			29-Aug-14	-10000	Transfer	170481	0.41
			5-Sep-14	-12500	Transfer	157981	0.38
			11-Sep-14	-10000	Transfer	147981	0.36
			19-Sep-14	-15000	Transfer	132981	0.32
			7-Nov-14	-50000	Transfer	82981	0.20
			12-Dec-14	-82981	Transfer	0	0.00
			31-Mar-15	0	Transfer	0	0.00
9	JUGAL KISHORE MAHESHWARI	559228	1-Apr-14	0	Transfer	559228	1.36
			13-Jun-14	-150500	Transfer	408728	0.99
			20-Jun-14	-49000	Transfer	359728	0.88



			30-Jun-14	-50000	Transfer	309728	0.75
			4-Jul-14	-54386	Transfer	255342	0.62
			11-Jul-14	-255342	Transfer	0	0.00
			18-Jul-14	185123	Transfer	185123	0.45
			25-Jul-14	-161131	Transfer	23992	0.06
			8-Aug-14	-19981	Transfer	4011	0.01
			15-Aug-14	-1294	Transfer	2717	0.01
			22-Aug-14	29890	Transfer	32607	0.08
			29-Aug-14	-25000	Transfer	7607	0.02
			14-Nov-14	-7607	Transfer	0	0.00
			31-Mar-15	0	Transfer	0	0.00
10	H. S. SHAMASUNDARA	0	1-Apr-14		Transfer	0	0.00
			30-Sep-14	89995	Transfer	89995	0.22
			3-Oct-14	5	Transfer	90000	0.22
			31-Oct-14	11000	Transfer	101000	0.25
			7-Nov-14	29000	Transfer	130000	0.32
			9-Jan-15	9817	Transfer	139817	0.34
			16-Jan-15	183	Transfer	140000	0.34
			6-Feb-15	20000	Transfer	160000	0.39
			20-Feb-15	36900	Transfer	196900	0.48
			27-Feb-15	10114	Transfer	207014	0.50
			6-Mar-15	10000	Transfer	217014	0.53
			13-Mar-15	4749	Transfer	221763	0.54
			31-Mar-15	1918	Transfer	223681	0.54
		223681	31-Mar-15	0	Transfer	223681	0.54
11	SHOBHA PAHARIA	271747	1-Apr-14	0	Transfer	271747	0.66
			25-Apr-14	-40614	Transfer	231133	0.56
			2-May-14	-122367	Transfer	108766	0.26
			9-May-14	-15000	Transfer	93766	0.23
			30-Jun-14	-2766	Transfer	91000	0.22
		91000	31-Mar-15	0	Transfer	91000	0.22
12	ARUNDHATI SUNIL PAREKH	158780	1-Apr-14	0	Transfer	158780	0.39
		158780	31-Mar-15	0	Transfer	158780	0.39
13	UMESH NATH KAPUR	202850	1-Apr-14	0	Transfer	202850	0.49



		202850	31-Mar-15	0	Transfer	202850	0.49
14	TARINI KUMAR	158610	1-Apr-14	0	Transfer	158610	0.39
		158610	31-Mar-15	0	Transfer	158610	0.39
15	ANANDITA SUNIL PAREKH	158610	1-Apr-14	0	Transfer	158610	0.39
		158610	31-Mar-15	0	Transfer	158610	0.39
16	VARSHA SOMANI	399800	1-Apr-14	0	Transfer	399800	0.97
			13-Jun-14	-100000	Transfer	299800	0.73
			20-Jun-14	-11051	Transfer	288749	0.70
			30-Jun-14	-188749	Transfer	100000	0.24
			5-Sep-14	-25000	Transfer	75000	0.18
			12-Sep-14	-20000	Transfer	55000	0.13
			19-Sep-14	-20000	Transfer	35000	0.09
			31-Oct-14	-10000	Transfer	25000	0.06
			7-Nov-14	-15000	Transfer	10000	0.02
			23-Jan-15	-10000	Transfer	0	0.00
			31-Mar-15	0	Transfer	0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year				
1. Mr. Vishnu N. Khanna	52200	0.13%	Nil	Nil
2. Mr. Surendra Somani	503075	1.29%	Nil	Nil
3. Mr. Susheel G. Somani	871900	2.23%	Nil	Nil
4. Mr. Sunil Sodhani	Nil	Nil	Nil	Nil
5. Mr. B. K. Soni	Nil	Nil	Nil	Nil
Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the End of the year				
1. Mr. Vishnu N. Khanna	52200	0.13%	Nil	Nil
2. Mr. Surendra Somani	503075	1.23%	Nil	Nil
3. Mr. Susheel G. Somani	871900	2.12%	Nil	Nil
4. Mr. Sunil Sodhani	Nil	Nil	Nil	Nil
5. Mr. B.K. Soni	Nil	Nil	Nil	Nil

(V) INDEBTNESS

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

in lacs

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	5820.29	7054.48	-	12874.77
ii) Interest due but not paid	-	-	-	0.00
iii) Interest accrued due but not due	3.81	-	-	3.81
Total (i + ii + iii)	5824.10	7054.48	-	12878.58
Change in Indebtedness during the financial year				
Addition	5217.45	1087.83	-	6305.29
Reduction **	8749.93	6652.31	-	15402.24
Net Change	(3532.48)	(5564.47)	-	(9,096.96)
Indebtedness at the end of the financial year				
i) Principal Amount	2291.17	1490.00	-	3781.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued due but not due	0.45	-	-	0.45
Total (i + ii + iii)	2291.62	1490.00	-	3781.62

** Reduction includes ₹ 2500/- lacs transferred to Kopran Research Laboratories Ltd on account of slump sale



(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration Name of MD/ WTD/ Manager	Particulars of Remuneration Name of MD/ WTD/ Manager				Total Amount (₹)
		Surendra Somani	Ajit Jain	----	----	
A.	Gross salary					
1.	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	79,98,000	93,42,567			1,73,40,567
2.	Value of perquisites u/s 17(2) Income tax Act, 1961	3,39,600	39,600			3,79,200
3.	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-			
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total(A)	83,37,600	93,82,167	-	-	1,77,19,767
	Ceiling as per the Act	The Remuneration paid by the Company is with compliance of the conditions of section II of Schedule V of the Companies Act, 2013				

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount (₹)
		Vijay Kumar Bhandari	A.K. Mehta	Vishnu N Khanna	Dr. Sunita Banerji	Dr. Siddhan Subramanian	Susheel G. Somani	Amit Rajan	
1.	Independent Directors								
	• Fee for attending								
	i) board meetings	40,000	40,000	42,000	36,000	38,000			1,96,000
	ii) committee meetings	4,000	16,000	20,000	-	-			40,000
	• Commission	-	-	-	-	-			-
	• Others, please specify	-	-	-	-	-			-
	Total (1)	44,000	56,000	62,000	36,000	38,000	-	-	2,36,000
2.	Other Non-Executive Directors								
	• Fee for attending board committee meetings						4,000	28,000	32,000
	• Commission						-	-	-
	• Others, please specify						-	15,00,000	15,00,000
	Professional fess								
	Total (2)	-	-	-	-	-	4,000	15,28,000	15,32,000
	Total (B)=(1+2)	44,000	56,000	62,000	36,000	38,000	4,000	15,28,000	17,68,000
	Total Managerial Remuneration								1,94,87,767
	Overall Ceiling as per the Act*								

*The company is paying Remuneration to Managerial Personnel in compliance with Schedule V, Companies Act, 2013

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	9,43,801	8,61,180	18,04,981
	b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	18,000	10,800	28,800
	c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	9,61,801	8,71,980	18,33,781

Note :Salary of Mr. Sunil Sodhani, Company Secretary & Mr. Basant Kumar Soni, Chief Financial Office is form the date of appointment as KMP.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: None

Annexure H

(TO THE DIRECTOR'S REPORT)

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to conservation of energy, technology, absorption, foreign exchange earnings and outgo.

1. CONSERVATION OF ENERGY

Energy conservation is accorded highest priority by the company and substantial energy saving was achieved earlier through measures such as Auto Power factor controller, even distribution of electrical load, temperature control in brine plant, recycling of condensate recovery. Therefore, these energy saving measures are continued in 2014-15..

Total energy consumption is given in form A as follows:

FORM A

Power and fuel consumption:			
Particulars		Current year 2014-15	Previous year 2013-14
a)	Electricity		
	Unit (lacs)	116.99	112.48
	Total amount (` in lacs)	900.89	814.66
	Rate / Units (`)	7.70	7.24
b)	Briquette		
	Quantity(Kg)	3417692	3602993
	Amount (` In lacs)	199.77	205.72
	Average Rate (`)	5.85	5.71
c)	Furnace Oil		
	Oil Quantity (M.T.)	18.83	41.31
	Total amount (` in lacs)	6.76	12.17
	Average rate (`)	35.92	29.46
d)	HSD		
	Oil (Ltrs)	50507	37352
	Total amount (` in lacs)	30.60	21.35
	Average rate (`)	60.59	57.16
e)	Others / Internal generation	N.A.	N.A.

2. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION AND EXPENDITURE ON RESEARCH & DEVELOPMENT

The Company has focused on new product development for both the Finished Dosage Forms and the Active Pharmaceutical Ingredients. During the year, several new products were developed in the field of Oncology, Pain Management, Anti-Infective and Cardiac therapies.

3. FOREIGN EXCHANGE EARNINGS & OUTGO :

Earnings : ` 23,236 Lacs (Previous Year : ` 20,560 Lacs)

Outgo : ` 768 Lacs (Previous Year : ` 839 Lacs)

Annexure I

(TO THE DIRECTOR'S REPORT)

As per the provision of section 197 of the Companies Act, 2013 read with companies (Appointment & Remuneration of managerial personnel) Rules, 2014 every listed company are required to disclose following information in Board Report.

Variation in Market Capitalisation	127% increase
Price earning ratio as at the closing date of current financial year	11.64
Price earning ratio as at the closing date of the previous financial year	4.84
Percentage increase over decrease in market quotation of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies and in case of unlisted companies, the variation in networth of the company at the close of the current financial year and previous financial year	NA

Ratio of Remuneration of each Director to the medium Remuneration of the Employees of the Companies for the Financial Year.

Name	Ratio to employees
SurendraSomani – Executive Vice Chairman	1:0.0251
Ajit Jain – Director & Chief Operating Officer	1:0.2948

Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the Financial Year.

Name	% increase
SurendraSomani – Executive Vice Chairman	66.64
Ajit Jain – Director & Chief Operating Officer	43.60
Basant Kumar Soni – Chief Financial Officer (appointed w.e.f.29/09/2014)	NA
Sunil Sodhani – Company Secretary (appointed w.e.f.28/05/2014)	NA

Percentage increase in the medium remuneration of employee in the financial year	13.90%
Number of permanent employees on the Roll of the Company	785
Explanation on the relationship between average increase in remuneration and company performance : The salary has been increased to retain the skilled & trained manpower	
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: Increase in Remuneration of KMP is 55.20%. The profit of the company as declined by 9.15%	
Average percentile increase already made in the Salaries of the employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration.: Average increase in Managerial Remuneration is 20.47% and Average increase in Non-managerial person is 15.43%	
Key Parameter for any variable components of Remuneration availed by the Directors	NA
Ratio of Remuneration of the highest pay Director to that the employee who were not Director but receive remuneration in access of the highest paid Director during the year	NA

Note : The data calculation for this Annexure is done on gross basis on cost to company (CTC) and not on take home salary.

We affirm that the Remuneration paid to the Managerial and Non-Managerial Personnel is as per the Remuneration policy of the Company.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOPRAN LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 43 of the financial statements, whereby the management is of the opinion that no provision is required in respect of investment made in the subsidiary company Kopran Research Laboratories Limited for reasons stated there in. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- 1 As required by Companies (Auditors Report) order 2015 issued by Central Government of India in terms of sub section 11 of section 143 of the Act, we give in the Annexure 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 27 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;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **BATLIBOI & PUROHIT**
Chartered Accountants
ICAI Firm Registration No. 101048W

Place : Mumbai
Date : 28th May, 2015

Kaushal Mehta
Partner
Membership No. 111749

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and Regulatory requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets are physically verified by the management in a phased periodical manner 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.
- (ii) (a) Physically verification of inventory has been conducted by the management at year end.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. Discrepancies noted on physical verification of inventories were not material, and have been properly dealt with in the books of account.
- (iii) The company has granted unsecured loan to its subsidiary covered in the register maintained under section 189 of the Companies Act.
 - (a) The loans granted are re-payable on demand. We are informed that the company has not demanded repayment of the loan outstanding during the year, and thus, there has been no default on the part of the said subsidiary to which the money has been lent. The loan granted is interest free. (also refer 'Emphasis of matter' paragraph in the audit report)
 - (b) There is no overdue amount of loan granted to subsidiary company listed in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits during the year within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (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 Companies Act, 2013 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 generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed dues in respect of income-tax, which were outstanding, at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, dues outstanding of service tax, excise duty and other statutory dues that have not been deposited on account of any dispute as follows:

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	For the Period	Forum where the Dispute is pending
Central Excise Act	Excise Duty	14.06	1998-2002, 2002-2003, 2004-2005	Central Excise and Service Tax Appellate Tribunal
		1.46	2011-2012	Commissioner of Central Excise (Appeal)
		5.05	2012-2013	Joint Secretary of Government of India Ministry of Finance
		6.48	2012-2013, 1990-1991	Commissioner of Central Excise
Finance Act, 1994	Service Tax	507.95	2001-2002	High Court (Mumbai)
Drug Price Control Order -95	Difference in pricing	591.34	2000-2003	High Court (Mumbai)



- (c) There are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank. There were no outstanding dues to any financial institution or debenture holders anytime during the year.
- (x) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on information and explanation given to us, the term loans were applied for the purpose for which loans were obtained.
- (xii) Based on the audit procedures performed and as per the information and explanation given by the management we report that no material fraud on or by the company has been noticed or reported during the year.

For **BATLIBOI & PUROHIT**
Chartered Accountants
ICAI Firm Registration No. 101048W

Place : Mumbai
Date : 28th May, 2015

Kaushal Mehta
Partner
Membership No.111749

BALANCE SHEET AS AT 31st MARCH, 2015

	Notes	As at 31st March, 2015	As at 31st March, 2014	
I EQUITY AND LIABILITIES				
1. Shareholders' funds				
a	Share Capital	2	49,67,89,080	47,62,89,080
b	Reserves and Surplus	3	1,21,81,23,391	97,52,14,316
c	Money received against share warrants		14,19,00,000	-
			<u>1,85,68,12,471</u>	<u>1,45,15,03,396</u>
2. Non-current liabilities				
a	Long-term borrowings	4	7,52,53,743	63,22,69,942
b	Long-term provisions	5	2,72,97,000	3,54,69,000
			<u>10,25,50,743</u>	<u>66,77,38,942</u>
3. Current liabilities				
a	Short-term borrowings	6	18,41,16,350	52,26,59,664
b	Trade payables	7	36,34,25,723	35,48,80,705
c	Other current liabilities	8	23,04,52,282	29,17,65,018
d	Short-term provisions	9	87,57,000	14,35,000
			<u>78,67,51,355</u>	<u>1,17,07,40,387</u>
	Total		<u>2,74,61,14,569</u>	<u>3,28,99,82,725</u>
II ASSETS				
1. Non-current assets				
a	Fixed Assets			
	(i) Tangible assets	10	33,45,92,665	1,02,66,19,342
	(ii) Capital work-in-progress		19,00,000	83,93,186
b	Non-current investment	11	46,07,09,994	6,87,09,994
c	Long-term loans and advances	12	1,74,59,513	58,31,20,913
			<u>81,46,62,172</u>	<u>1,68,68,43,435</u>
2. Current assets				
a	Inventories	13	14,05,56,441	53,02,26,225
b	Trade receivables	14	29,05,72,685	54,63,58,974
c	Cash and Bank balances	15	3,61,95,846	4,54,14,918
d	Short-term loans and advances	16	1,46,41,27,425	48,11,39,173
			<u>1,93,14,52,397</u>	<u>1,60,31,39,290</u>
	Total		<u>2,74,61,14,569</u>	<u>3,28,99,82,725</u>
Significant accounting policies	1			

The notes referred to above form an integral part of the financial statements

Per our report attached

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

Kaushal Mehta
Partner
Membership No. 111749

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

Place : Mumbai
Date : 28th May, 2015

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

	Notes	For the year ended 31st March, 2015	For the year ended 31st March, 2014
I INCOME			
Revenue from operation (gross)	17	3,34,62,57,589	3,11,25,29,854
Less: Excise duty		9,04,07,961	9,29,63,319
Revenue from operation (net)		3,25,58,49,628	3,01,95,66,535
Other income	18	6,48,65,304	1,33,95,170
Total Income		3,32,07,14,932	3,03,29,61,705
II EXPENSES			
Cost of materials consumed	19	2,07,13,01,373	1,87,49,61,750
Purchase of traded goods		1,31,41,193	5,78,06,756
Changes in inventories of finished goods and work in progress	20	3,37,06,215	(6,36,28,266)
Employee benefit expense	21	28,82,57,185	22,95,88,238
Other expenses	22	53,33,19,100	49,46,37,221
Finance cost	23	12,96,93,836	14,46,02,203
Depreciation and amortisation expense	24	9,57,88,989	12,46,01,372
Total Expenses		3,16,52,07,891	2,86,25,69,274
Profit before exceptional items, extraordinary items and tax		15,55,07,041	17,03,92,431
Exceptional items (Net expense)	25	7,02,865	-
Profit before extraordinary items and tax		15,48,04,176	17,03,92,431
Extraordinary items		-	-
Profit before tax		15,48,04,176	17,03,92,431
Profit from continuing operations before Tax		11,03,15,475	12,57,83,849
Tax expense		-	-
Profit from continuing operations after Tax (A)		11,03,15,475	12,57,83,849
Profit from discontinuing operations before Tax		4,44,88,701	4,46,08,582
Tax expense		-	-
Profit from discontinuing operations after Tax (B)		4,44,88,701	4,46,08,582
Profit/(Loss) for the period (A+B)		15,48,04,176	17,03,92,431
Earnings per equity share (₹)	26		
Basic and Diluted-Par value of ₹ 10/- per share			
From total operations		3.89	4.36
From continuing operations		2.77	3.22
Significant accounting policies	1		

The notes referred to above form an integral part of the financial statements

Per our report attached

For and on behalf of the Board of Directors

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

Kaushal Mehta
Partner
Membership No. 111749

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

Place : Mumbai
Date : 28th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

PARTICULARS	For the year ended 31st March, 2015	For the year ended 31st March, 2014
NET PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	11,03,15,475	12,57,83,849
NET PROFIT BEFORE TAX FROM DISCONTINUING OPERATIONS	4,44,88,701	4,46,08,582
NET PROFIT BEFORE TAX	15,48,04,176	17,03,92,431
Adjusted for :		
Depreciation	9,57,88,989	12,46,01,372
Dividend income	(5,487)	(5,437)
Unclaimed balances/ excess provision written back	(13,85,859)	(17,52,467)
Finance cost	12,96,93,835	14,46,02,203
Interest income	(19,59,890)	(71,82,587)
Profit on sale of fixed assets	(61,201)	(2,674)
Profit on slump sale	(7,27,80,435)	-
Advances/ balances written off	7,46,02,739	1,11,313
	37,86,96,867	43,07,64,154
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS		
Adjustments for :		
Trade Receivables	(25,01,67,711)	(5,02,61,237)
Inventories	7,72,05,293	(16,28,20,628)
Loans and advances	(9,22,17,369)	(17,21,30,262)
Trade Payables	33,50,00,978	(11,34,52,537)
Other liabilities and provisions	7,76,58,504	8,71,16,056
Cash generated from operations	52,61,76,562	1,92,15,546
Direct Taxes (paid) / refund (net)	(2,97,146)	(3,79,715)
(a) NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	52,58,79,416	1,88,35,831
Cash flow from investing activities:		
Purchase of fixed assets (including capital work in progress)	(11,26,46,998)	(8,81,36,445)
Sale of fixed assets	61,205	90,000
Withdrawal / (investment) of margin deposits	75,63,619	(78,39,229)
Sale of shares of subsidiary	10,00,000	-
Sales of other non-current investments	70,00,000	-
Interest received	19,59,890	61,37,056
Dividend received	5,487	5,437
(b) NET CASH FLOW FROM / (USED) IN INVESTING ACTIVITIES	(9,50,56,797)	(8,97,43,181)
Cash flow from financing activities:		
Proceeds from issue of share capital (net of expenses)	-	-
Repayment of borrowings (net)	(30,25,17,055)	21,63,76,993
Finance cost	(12,99,58,754)	(14,42,20,908)
Dividend paid	-	-
(c) NET CASH FLOW FROM/ (USED) IN FINANCING ACTIVITIES	(43,24,75,809)	7,21,56,085
Net increase / (decrease) in cash and cash equivalents (a+b+c)	(16,53,190)	12,48,735
Cash and cash equivalents as at the commencement of the year, comprising :		
Cash	8,80,261	1,49,570
Balances with scheduled banks on current accounts	52,81,157	47,63,113
	61,61,418	49,12,683
Cash and cash equivalents as at the end of the year, comprising :		
Cash	11,18,742	8,80,261
Balances with scheduled banks on current accounts	33,89,486	52,81,157
	45,08,228	61,61,418
NET INCREASE /(DECREASE) AS DISCLOSED ABOVE	(16,53,190)	12,48,735

Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015

1) SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of financial statement.

The financial statements have been prepared in accordance with the generally accepted accounting principles in India ("Indian GAAP") to comply with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 and other accounting pronouncements of the Institute of Chartered Accountants of India. The financial statements have been prepared under historical cost convention and on accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year except for change in the accounting policy for depreciation in respect of tangible assets other than factory building and plant and machinery as mentioned in note no 10.

(b) Uses of estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

(c) Fixed assets and depreciation

i) Fixed assets :

Fixed assets are stated at cost less accumulated depreciation/amortisation. Cost comprises of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

ii) Depreciation :

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the plant and machinery, in whose case the estimated useful life has been assessed to be 20 years based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, etc.

(d) Investments

1. Investments intended to be held for not more than a year are classified as current investments. These are valued at lower of cost or fair value.
2. Long term investments are stated at cost. Provision for diminution in value is made only if, in the opinion of management such a decline is other than temporary.

(e) Inventories

Items of inventories are measured at lower of cost or net realisable value. Cost of raw materials, stores & spares and packing materials is determined using first in first out (FIFO) method. Cost of work-in-process and finished goods is determined on absorption costing method.

(f) Research and development expenses

1. Revenue expenditure on research and development is charged to profit and loss account under respective heads of account in the year in which it is incurred.
2. Capital expenditure is included in fixed assets under the respective heads.

(g) Foreign exchange transactions

1. Transactions in foreign currency are recorded at the exchange rate prevailing as on the date of transaction.
2. Foreign currency assets / liabilities as on the balance sheet date are translated at the exchange rate prevailing on the date of balance sheet.
3. The exchange difference arising out of settlement and restatement of foreign currency monetary items including those arising on repayment and translation of liabilities relating to fixed assets are taken to statement of profit and loss account.
4. Forward exchange contracts outstanding as at the year end on account of firm commitment transactions are marked to market and the losses, if any, are recognised in the statement of profit and loss and gains are ignored in accordance with the announcement of the Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

(h) Revenue recognition

1. Sales of products and services
Sales comprise of sale of goods and services, net of trade discounts and include excise duty.
2. Export benefits
The unutilised export benefits under DEPB scheme / advance license against export as on the balance sheet date are recognised as income on accrual basis.
3. Dividend
Dividend is recognised when the company's right to receive the payment is established .
4. Other income
Other income is accounted on accrual basis except where the receipt of income is uncertain, it is accounted on receipt basis.

(i) Employee benefits :

1. **Defined contribution plan :** Company's contribution paid/payable during the year to ESIC and labour welfare fund are charged to statement of profit and loss account. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the statement of profit and loss. The above benefits are classified as 'Defined contribution schemes' as the company has no further defined obligations beyond the monthly contributions.
2. **Defined Benefit Plan :** Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognised on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the statement of profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discounted rate that is determined by the reference to market yields at the balance sheet date on government bonds where the currency and terms of government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(j) Excise and customs duty

1. Excise and customs duty payable in respect of finished goods lying at factory / bonded premises are provided for and included in the valuation of inventory.
2. CENVAT credit of excise duty availed during the year is accounted for by reducing purchase cost of the materials and is adjusted against excise duty payable on clearance of goods produced.

(k) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of the cost of the assets, upto the date the asset is put to use. Other costs are charged to the statement of profit and loss account in the year in which they are incurred.

(l) Prior period items

Prior period expenses / income is accounted under the respective head of expenses / income account, material items, if any, are disclosed separately by way of a note.

(m) Earning per share

In accordance with the Accounting Standard -20 (AS-20) "Earning Per Share" issued by the Institute of Chartered Accountants of India, earning per share is computed by dividing the profit after tax with the weighted average number of shares outstanding at the year end. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(n) Income tax

Tax expense comprises of current tax, deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. The deferred tax charged or credit is recognised using prevailing enacted or substantively annexed tax rate where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets / liabilities are reviewed as at each balance sheet date based on developments during the period.

(o) Intangible assets

Intangible assets are recognised only when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of such assets can be measured reliably. Intangible assets are stated at cost less accumulated amortization and impairment loss, if any. All costs relating to the acquisition are capitalized. Intangible assets are amortized over the useful life of the asset.

(p) Impairment of assets

In accordance with Accounting Standard (AS-28) on impairment of assets, at each balance sheet date, the management reviews the carrying amount of assets in each cash generating unit to determine whether there is any indication that those assets were impaired, if any such indication exists, the recoverable amount of the asset is estimated in order to determine: i. The provision for impairment loss, if the carrying amount of an asset exceeds its recoverable amount or ii. The reversal, if any, required of impairment loss recognised in previous years.

(q) Contingencies and provisions

A provision is recognised when the company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure 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 estimate.

(r) Cash and cash equivalents

The company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

(s) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments under such leases are charged to the statement of profit and loss on a straight line basis over the primary period of the lease.

(t) Other accounting policies

These are consistent with the generally accepted accounting principles in India.

NOTES FORMING PART OF THE BALANCE SHEET

2) SHARE CAPITAL

	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares		Number of Shares	
Authorised				
(i) Equity shares of ₹ 10 each	5,62,50,000	56,25,00,000	5,62,50,000	56,25,00,000
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each	1,37,50,000	13,75,00,000	1,37,50,000	13,75,00,000
Total	7,00,00,000	70,00,00,000	7,00,00,000	70,00,00,000
Issued				
(i) Equity shares of ₹ 10 each fully paid up				
At the beginning of the year	3,90,52,602	39,05,26,020	3,90,52,602	39,05,26,020
Add: Issued during the year	20,50,000	2,05,00,000	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	4,11,02,602	41,10,26,020	3,90,52,602	39,05,26,020
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
At the beginning of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Total	4,96,82,602	49,68,26,020	4,76,32,602	47,63,26,020
Subscribed and paid up				
(i) Equity Shares of ₹ 10 each fully paid up				
At the beginning of the year	3,90,52,602	39,05,26,020	3,90,52,602	39,05,26,020
Add: Issued during the year	20,50,000	2,05,00,000	-	-
Less: Bought back during the year	-	-	-	-
Less: Calls in-Arrears (Other than Director's)	-	36,940	-	36,940
At the end of the year	4,11,02,602	41,09,89,080	3,90,52,602	39,04,89,080
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
At the beginning of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Total	4,96,82,602	49,67,89,080	4,76,32,602	47,62,89,080

a) Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

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

b) Terms of redemption of preference shares

55,80,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 15th March, 2025 or at any time after one year from 31st March, 2012 at the option of the company.

10,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 28th June, 2019 or at any time after one year from 31st March, 2012 at the option of the company.

20,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 22nd June, 2019 or at any time after one year from 31st March, 2012 at the option of the company.

c) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

None of the shares of the Company are held by the subsidiaries, associates or joint ventures of the Company.

d) Details of shareholders holding more than 5% shares in the company

	As at 31st Mar 2015		As at 31 March 2014	
	Number of Shares	% holding	Number of Shares	% holding
Equity Shares of ₹ 10/- each fully paid				
Panorama Finvest Pvt Ltd	38,00,000	9.25%	38,00,000	9.73%
Sarvamangal Mercantile co. Ltd	29,02,951	7.06%	29,02,951	7.43%
Oricon Properties Pvt. Ltd	38,11,758	9.27%	-	-
10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
Sarvamangal Mercantile co. Ltd	-	-	63,80,000	74.00%
Kopran Laboratories Ltd	-	-	10,00,000	12.00%
Susheel G. Somani and Mridula Somani	12,00,000	14.00%	12,00,000	14.00%
Rajendra Somani and Surendra Somani	73,80,000	86.00%	-	-

3) RESERVES AND SURPLUS

	As at 31st March, 2015	As at 31st March, 2014
(a) Capital reserve		
Opening balance	14,84,74,390	14,84,74,390
Closing balance	<u>14,84,74,390</u>	<u>14,84,74,390</u>
(b) Securities premium account		
Opening balance	99,52,42,754	99,52,42,754
Add: Issued during the year	11,48,00,000	-
Less : Calls in -arrears (other than directors's)	(1,10,820)	(1,10,820)
Closing balance	<u>1,10,99,31,934</u>	<u>99,51,31,934</u>
(c) General reserve		
Opening balance	8,14,20,684	8,14,20,684
Closing balance	<u>8,14,20,684</u>	<u>8,14,20,684</u>
(d) Export allowance reserve		
Opening balance	40,000	40,000
Closing balance	<u>40,000</u>	<u>40,000</u>
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(24,98,52,693)	(42,02,45,124)
Add: Depreciation on transition to schedule II of the Companies Act, 2013 (ref note no.32)	(2,66,95,100)	-
Add: Profit / (Loss) for the year	15,48,04,176	17,03,92,431
Closing balance	<u>(12,17,43,617)</u>	<u>(24,98,52,693)</u>
Total	<u>1,21,81,23,391</u>	<u>97,52,14,316</u>

4) LONG-TERM BORROWINGS

	As at 31st March, 2015	As at 31st March, 2014
Rupee loans		
Term loans from banks (Secured)	15,87,503	66,45,713
Vehicles finance loans (Secured)	46,65,928	1,76,445
Other (Unsecured) *	-	8,00,00,000
Loan from related party		
Mr. Surendra Somani	4,77,00,000	-
Inter corporate deposits (Unsecured)		
Others	2,13,00,312	54,54,47,784
Total	7,52,53,743	63,22,69,942

- (a) Term loans from banks include term loan of ₹ 66,45,713/- (Balance outstanding) which carries interest base rate +3.50% p.a. and is repayable in 10 equal quarterly installments of ₹ 50 lacs from June, 2013. Current maturities of ₹ 66,45,713/- have been shown under current liabilities. The loan is secured by first mortgage charge on the company's entire fixed assets on pari-passu basis with other working capital consortium banks and second charge on current assets of the company on pari-passu basis.
- (b) Term loans from banks include term loan of ₹ 3,15,87,503/- (Balance outstanding) which carries interest base rate +3.50% p.a. and is repayable in 8 equal quarterly installments of ₹ 75 lacs from June, 2014 and last installment of ₹ 50 lacs. Current maturities of ₹ 3,00,00,000/- have been shown under current liabilities. The loan is secured by first mortgage charge on the company's entire fixed assets on pari-passu basis with other working capital consortium banks and second charge on current assets of the company on pari-passu basis.
- (c) Vehicle finance loans carry interest @ 10.73 to 12.40 % p.a. and is repayable in 35 to 40 equal monthly installments. The loans are secured by hypothecation of vehicles.
- (d) * Loans from others carries Interest @ 13.50% p.a. and is repayable in 10 equal quarterly installments from December, 2013. The loan is secured by personal guarantee and mortgage/pledge of certain assets of promoters and directors

5) LONGTERM PROVISIONS

Provision for employee benefits		
Gratuity (Ref. Note No. 29)	2,08,90,000	2,70,36,000
Leave encashment (Ref. Note No. 29)	64,07,000	84,33,000
Total	2,72,97,000	3,54,69,000

6) SHORT-TERM BORROWINGS

Cash credit / packing credit *	6,86,24,000	34,05,21,726
Buyers credit	11,54,92,350	18,21,37,938
Total	18,41,16,350	52,26,59,664

*Cash credit / packing credit facilities availed from banks are secured by hypothecation of inventories and book debts (present and future) also second charge by way of mortgage on all immovable properties and by way of hypothecation on all the moveable fixed assets of the company both present and future and guaranteed by director / promoter jointly and severally. The said facility is repayable on demand.

7) TRADE PAYABLES

Trade payables (including acceptances)	36,34,25,723	35,48,80,705
Total	36,34,25,723	35,48,80,705

"The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act"), hence disclosures required to be made under the act has not been given."

8) OTHER CURRENT LIABILITIES

	As at 31st March, 2015	As at 31st March, 2014
Current maturities of long-term borrowings	11,87,46,782	13,25,46,978
Interest accrued but not due	45,328	3,81,295
Interest free trade deposits	9,68,804	44,68,804
Advance from customers	1,50,34,944	2,90,21,500
Statutory liabilities	60,51,714	1,16,25,291
Other payables		
Creditors for capital goods	1,39,64,772	97,14,762
Employees related	3,00,57,465	4,59,35,251
Others	4,55,82,473	5,80,71,137
Total	23,04,52,282	29,17,65,018

9) SHORT TERM PROVISIONS

Provision for employee benefits		
Gratuity (ref. note no. 29)	59,45,000	10,07,000
Leave encashment (ref. note no. 29)	28,12,000	4,28,000
Total	87,57,000	14,35,000

10) TANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION						NET BLOCK	
	As at 1st April, 2014 (₹)	Additions during the year (₹)	Deductions during the year (₹)	As at 31st March 2015 (₹)	Upto 1st April 2014 (₹)	Depreciation written back (₹)	Charge to Reserves (₹)	For the year (₹)	Deductions during year (₹)	Upto 31st March, 2015 (₹)	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
1. Lease hold land	43,75,252	-	43,75,252	-	9,67,160	-	-	46,056	10,13,216	-	-	34,08,092
2. Free hold land	5,60,240	-	-	5,60,240	-	-	-	-	-	-	5,60,240	5,60,240
3. Buildings	31,19,12,102	1,29,04,150	17,73,53,658	14,74,62,594	12,16,25,380	-	-	1,01,59,600	7,08,77,852	6,09,07,128	8,65,55,466	19,02,86,722
4. Plant & machinery	2,31,49,49,885	8,31,36,506	1,85,16,11,387	54,64,75,004	1,49,86,21,539	2,29,78,022	2,31,24,503	10,66,84,954	1,28,60,26,859	31,94,26,115	22,70,48,889	81,63,28,346
5. Furniture and fixtures	3,59,36,069	18,58,733	78,09,813	2,99,84,989	2,91,53,526	11,67,675	6,17,377	9,57,291	61,16,999	2,34,43,520	65,41,469	67,82,543
6. Tube well	1,66,658	-	-	1,66,658	61,708	-	1,04,950	-	-	1,66,658	-	1,04,950
7. Office equipments	1,09,72,983	7,42,228	27,93,351	89,21,860	86,82,562	4,04,165	8,12,267	11,36,433	23,26,431	79,00,666	10,21,194	22,90,421
8. Computers	3,22,06,359	24,94,421	79,71,283	2,67,29,497	2,91,94,970	5,29,832	3,84,337	21,50,871	76,58,463	2,35,41,883	31,87,614	30,11,389
9. Vehicles	1,79,75,755	75,72,137	54,95,305	2,00,52,587	1,41,29,116	12,24,672	16,51,666	9,58,150	51,39,466	1,03,74,794	96,77,793	38,46,639
TOTAL	2,72,90,55,303	10,87,08,175	2,05,74,10,049	78,03,53,429	1,70,24,35,961	2,63,04,366	2,66,95,100	12,20,93,355	1,37,91,59,286	44,57,60,764	33,45,92,665	1,02,66,19,342
Previous year	2,64,07,49,730	8,95,08,472	12,02,899	2,72,90,55,303	1,57,89,50,162	-	-	12,46,01,372	11,15,573	1,70,24,35,961	1,02,66,19,342	-

* Deductions during the year include transfer of assets on account of slump sale of Mahad undertaking.

** Refer not no. 32

11) INVESTMENTS (AT COST)

Face Value		As at 31st March, 2015 Nos.		As at 31st March, 2014 Nos.
Long term investments (at cost)				
I. In government securities (non-trade) :				
	7 years national savings certificate (lodged with collector of central excise and sales tax authority- Mumbai)	-	40,250	- 40,250
II. In Equity shares (fully paid-up)				
A. Quoted shares (non-trade)				
10	DSQ Software Limited	400	1,99,608	400 1,99,608
1	Himachal Futuristic Communication Ltd	200	48,235	200 48,235
10	IMP Power Ltd	2874	7,92,334	2874 7,92,334
10	Advent Computers Ltd	30	24,060	30 24,060
			<u>10,64,237</u>	<u>10,64,237</u>
	Less: Provision for diminution in value of investments		<u>4,26,243</u>	<u>4,26,243</u>
			<u>6,37,994</u>	<u>6,37,994</u>
			<u>6,37,994</u>	<u>6,37,994</u>
B. Unquoted shares				
Trade investments:				
10	Kapol Co-Op Bank Ltd	20000	2,00,000	20000 2,00,000
10	The Saraswat Co-Op Bank Ltd	1000	10,000	1000 10,000
10	The New india Co-Op Bank Ltd	500	5,000	500 5,000
10	Mandvi Co-Op Bank Ltd.	25000	2,50,000	25000 2,50,000
			<u>4,65,000</u>	<u>4,65,000</u>
Non trade investments:				
10	Parijat Shipping & Finale Ltd	-	-	700000 <u>70,00,000</u>
			-	<u>70,00,000</u>
C. Investment in wholly owned subsidiary companies:(Unquoted)				
1 HK\$	Kopran (H.K.) Limited, Hong Kong	2318750	1,00,06,000	2318750 1,00,06,000
10	Kopran Lifesciences Ltd	50000	5,00,000	50000 5,00,000
10	Kopran Research Laboratories Ltd	8900000	44,90,60,750	5000000 5,00,60,750
			<u>45,95,66,750</u>	<u>6,05,66,750</u>
	TOTAL(A+B+C)		<u>46,06,69,744</u>	<u>6,86,69,744</u>
	TOTAL(I+II)		<u>46,07,09,994</u>	<u>6,87,09,994</u>
	Aggregate cost of quoted investment		10,64,237	10,64,237
	Aggregate market value of quoted investment		2,19,762	67,886
	Aggregate cost of unquoted investment		46,00,72,000	6,80,72,000
	Aggregate provision for diminution in value		4,26,243	4,26,243

12) LONG TERM LOANS AND ADVANCES

(Unsecured considered good, unless stated otherwise)

Capital advances	41,96,112	54,23,213
Deposits	1,06,99,604	6,74,03,708
Loans and advances to subsidiary	-	44,50,00,000
Other loans and advances		
Loans to employees	23,06,228	38,21,512
Loans to others	-	6,04,83,300
Prepaid expenses	2,57,569	9,89,180
Total	<u>1,74,59,513</u>	<u>58,31,20,913</u>

13) INVENTORIES

(Valued at lower of cost or net realisable value)

	As at 31st March, 2015	As at 31st March, 2014
Stores & spares	33,94,481	1,33,88,840
Raw materials (includes stocks in transit ` Nil (PY. ` 6,82,01,569/-))	8,16,06,939	27,05,29,350
Packing materials	2,71,36,728	3,19,87,573
Work-in-process	1,87,34,734	17,47,67,508
Traded goods	7,91,635	35,48,930
Finished goods	88,91,924	3,60,04,024
Total	14,05,56,441	53,02,26,225

** Excluding the inventory of Mahad undertaking transferred on slump sales basis on closing date (31st March 2015)

14) TRADE RECEIVABLES

(Unsecured, considered good unless other wise stated)

Debts outstanding for a period exceeding six months from the date they are due for payment

Debts due from related parties	-	-
Others	1,61,51,131	1,34,63,100
Considered doubtful	-	2,46,59,838
	1,61,51,131	3,81,22,938
Less: Provision for doubtful debts	-	2,46,59,838
	1,61,51,131	1,34,63,100
Other debts		
Others	27,44,21,554	53,28,95,874
Total	29,05,72,685	54,63,58,974

15) CASH AND BANK BALANCES

Cash and cash equivalent

Balance with Banks in current accounts	33,89,486	52,81,157
Cash on hand	11,18,742	8,80,261
Other Bank balances		
Margin money deposits (with original maturity up to 12 months)	3,16,87,618	3,92,53,500
Total	3,61,95,846	4,54,14,918

16) SHORT TERM LOANS AND ADVANCES

(Unsecured considered good, unless stated otherwise)

Loans to employees	7,73,850	10,86,406
Balance with statutory/ government authorities	29,74,83,852	29,60,67,346
Prepaid expenses	1,22,89,722	90,91,810
Advance income-tax (Net of provision of taxation)	22,77,570	19,80,424
Advances recoverable in cash or kind :		
Advances to subsidiary	81,26,907	2,79,01,907
Receivable against slump sale (refer note no.33)	1,10,00,00,000	-
Others	4,31,75,524	14,50,11,280
Total	1,46,41,27,425	48,11,39,173

NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS ACCOUNT

17) REVENUE FROM OPERATION

	Year ended 31st March, 2015	Year ended 31st March, 2014
Sale of products *	3,27,48,66,609	3,03,46,01,333
Other operating income		
Scrap sales	21,27,898	19,71,347
Other	6,92,63,082	7,59,57,174
	<u>3,34,62,57,589</u>	<u>3,11,25,29,854</u>
*Details of Sale of products		
Bulk drugs	1,46,38,57,970	1,30,80,06,547
Tablet / capsules / liquids	1,78,55,99,263	1,70,20,17,221
FMGC products	2,54,09,376	2,45,77,565
Total	<u>3,27,48,66,609</u>	<u>3,03,46,01,333</u>

18) OTHER INCOME

Dividend income		
long-term investments	5,487	5,437
Interest Income		
On fixed deposit	18,95,948	23,00,168
Others	63,942	48,82,419
Net profit on sale of assets	61,201	2,674
Recovery of bad debts	4,000,000	-
Liabilities written back	13,85,859	17,52,467
Foreign exchange gain (loss) (net)	5,72,46,764	44,37,043
Insurance claim	1,47,552	14,962
Miscellaneous income	58,551	-
Total	<u>6,48,65,304</u>	<u>1,33,95,170</u>

19) COST OF MATERIALS CONSUMED

Raw material consumption		
Opening stock	27,05,29,350	17,45,06,625
Add: Purchases	1,84,91,86,469	1,81,57,18,861
	<u>2,11,97,15,819</u>	<u>1,99,02,25,486</u>
Less : Closing stock**	22,46,03,981	27,05,29,350
	<u>1,89,51,11,838</u>	<u>1,71,96,96,136</u>
Packing materials consumption:		
Opening stock	3,19,87,573	3,12,03,296
Add: Purchases	17,55,57,294	15,60,49,891
	<u>20,75,44,867</u>	<u>18,72,53,187</u>
Less : Closing stock**	3,13,55,332	3,19,87,573
	<u>17,61,89,535</u>	<u>15,52,65,614</u>
Total	<u>2,07,13,01,373</u>	<u>1,87,49,61,750</u>

Raw Material Consumption

1) 7 A.C.A.	11,21,80,472	12,62,96,512
2) P.H.P.A.	-	2,16,03,250
3) Ceftriaxone sodium N.S.	6,11,92,895	6,96,49,877
4) P.H.A.P	9,29,10,368	6,94,03,931
5) CMMHA	72,25,468	4,16,32,488
6) Amoxicillin trihydrate	47,76,10,953	40,15,45,013
7) Erythromycin stearate	38,70,311	4,64,69,017
8) Others	1,14,01,21,371	94,30,96,048

**20) CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

	Year ended 31st March, 2015	Year ended 31st March, 2014
Opening stock		
Finished goods	3,60,04,024	4,30,19,413
Traded goods	35,48,930	-
Work in progress	17,47,67,508	10,76,72,783
	<u>21,43,20,462</u>	<u>15,06,92,196</u>
Less : Closing stock**		
Finished goods	1,48,24,378	3,60,04,024
Traded goods	7,91,635	35,48,930
Work in progress	16,49,98,234	17,47,67,508
	<u>18,06,14,247</u>	<u>21,43,20,462</u>
Net(increase)/ decrease	<u>3,37,06,215</u>	<u>(6,36,28,266)</u>
Total		
Details of Inventory		
Finished goods		
Bulk drugs	60,91,755	2,52,35,718
Tablet / capsules / liquids	87,32,623	1,07,68,306
	<u>1,48,24,378</u>	<u>3,60,04,024</u>
Traded goods	7,91,635	35,48,930
	<u>1,56,16,013</u>	<u>3,95,52,954</u>
Work in progress		
Bulk Drugs	14,62,63,500	12,86,07,709
Tablet / capsules / liquids	1,87,34,734	4,61,59,799
	<u>16,49,98,234</u>	<u>17,47,67,508</u>
** Including the inventory of Mahad undertaking transferred on slump sales basis on closing date (31st March, 2015)		
21) EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	25,19,92,016	19,54,43,935
Contribution to provident and other fund	1,43,44,866	1,15,86,820
Staff welfare expense	2,19,20,303	2,25,57,483
	<u>28,82,57,185</u>	<u>22,95,88,238</u>
Total		
22) OTHER EXPENSES		
Stores and spares consumed	4,14,02,011	3,47,53,773
Power and fuel	12,92,78,400	11,70,58,435
Rent	2,56,54,076	2,07,94,910
Repairs and maintenance		
Building	77,54,705	62,55,959
Machinery	90,16,185	97,36,168
Others	30,33,864	15,67,586
Insurance	63,65,302	63,17,397
Commission on sales	7,21,71,029	6,57,35,233
Selling and distribution expenses	94,03,804	2,27,55,532
Job work charges	4,55,55,885	4,55,45,853
Packing, freight and forwarding	5,17,53,103	4,68,82,280
Payment to auditors (refer details below)	7,00,000	7,00,000
Printing and stationery	67,65,599	58,79,014
Postage, telegram and telephone	43,76,091	46,59,971
Travelling and conveyance	1,92,41,566	2,34,61,384
Legal and professional fees	3,37,62,118	2,81,32,937
Rates and taxes	25,22,565	74,64,842
Labour charges	1,81,87,556	1,68,52,240
Directors' sitting fees	2,68,000	58,000
Sundry balances written off	11,19,439	1,11,313
Miscellaneous expenses	4,49,87,802	2,99,14,394
	<u>53,33,19,100</u>	<u>49,46,37,221</u>
Total		
Payment to auditors		
As auditor		
Audit fee	5,50,000	5,50,000
Tax audit fee	1,50,000	1,50,000
	<u>7,00,000</u>	<u>7,00,000</u>
Total		

23) FINANCE COST

	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest expense	7,20,61,193	7,85,80,365
Other borrowing cost	5,76,32,643	6,60,21,838
Total	12,96,93,836	14,46,02,203

24) DEPRECIATION AND AMORTISATION EXPENSE

Depreciation on tangible assets for the year	12,20,93,355	12,46,01,372
Less: Depreciation written back on change in policy (refer note no 32)	(2,63,04,366)	-
Total	9,57,88,989	12,46,01,372

25) EXCEPTIONAL ITEMS

Gain on slump sale of Mahad undertaking (refer note no 33)	(7,27,80,435)	-
Advances written off	7,34,83,300	-
Total	7,02,865	-

26) EARNINGS PER EQUITY SHARE

Number of Equity Shares	4,11,02,602	3,90,52,602
Weighted average number of equity shares	3,97,60,273	3,90,52,602
Face Value per share	10	10
Profit After Tax	15,48,04,176	17,03,92,431
Less: Dividend on preference shares	-	-
Profit after tax available to equity shareholders	15,48,04,176	17,03,92,431
Profit after tax available to equity shareholders from discontinuing operations	11,03,15,475	12,57,83,849
Basic and diluted earning per share total operations	3.89	4.36
Basic and diluted earning per share continuing operations	2.77	3.22

27) CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF :

	As on 31st March, 2015	As on 31st March, 2014
i) Guarantees given by the company's bankers on behalf of the company	1,02,17,238	1,69,59,099
ii) Bills discounted with banks	51,58,80,825	43,28,85,659
iii) Disputed tax matters		
a) Service tax demand disputed in appeal	38,99,000	34,04,819
b) Excise duty demand disputed in appeal	27,05,152	38,69,299
c) Demand under drug price control order - 95 (DPCO - 95) demand disputed in appeal	5,91,34,474	5,91,34,474

28) Estimated amount of contracts remaining to be executed on capital account not provided for ` 51,28,701/- (Previous year ` 1,09,17,451/-)

29) EMPLOYEE BENEFITS :

Consequent upon adoption of Accounting Standard on "Employee Benefits" (AS-15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the standard, the following disclosures are made :

Part A : Gratuity benefits

	Gratuity benefit Unfunded		
	Continuing Operations	Discontinuing Operations	Previous year
	As on 31st March, 2015	As on 31st March, 2015	As on 31st March, 2014
i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation			
Obligation at the beginning of the year	1,75,07,000	1,05,36,000	2,84,54,000
Interest cost	14,00,560	8,42,880	21,85,782
Service cost	17,56,702	10,58,195	26,66,871
Actuarial (gain)/ loss	72,97,730	10,61,038	(30,00,195)
Benefits paid	(11,26,992)	(6,40,113)	(22,63,458)
Obligation at the year end	2,68,35,000	1,28,58,000	2,80,43,000
ii) Change in plan assets			
Fair value of plan assets at the beginning of the year	-	-	-
Expected return on plan assets	-	-	-
Contribution	2,68,35,000	1,28,58,000	22,63,458
Actuarial (gain)/ loss	-	-	-
Benefits paid	(2,68,35,000)	(1,28,58,000)	(22,63,458)
Fair value of plan assets at the end of the year	-	-	-
Unfunded status	(2,68,35,000)	(1,28,58,000)	(2,80,43,000)
iii) Limits of corridor not considered since total actuarial gain/loss is being recognised as on 31st March, 2015			
Actuarial (loss) for the year- obligation	72,97,730	10,61,038	30,00,195
Actuarial gain/(loss) for the year- plan assets	-	-	-
Sub- Total	72,97,730	10,61,038	30,00,195
Actuarial loss recognised	(72,97,730)	(10,61,038)	(30,00,195)
iv) Unrecognised actuarial gains (losses) at the end of the year			
Reconciliation of present value of the obligation and the fair value of plan assets			
present value of the defined benefit obligations at the end of the year	(2,68,35,000)	(1,28,58,000)	2,80,43,000
Fair value of plan assets at the end of the year	-	-	-
Liability/(Asset) recognised in the balance sheet	(2,68,35,000)	(1,28,58,000)	2,80,43,000
v) Cost for the year			
Service cost	17,56,702	10,58,195	26,66,871
Interest cost	14,00,560	8,42,880	21,85,782
Expected return on plan assets	-	-	-
Actuarial (gain)/loss	72,97,730	10,61,038	(30,00,195)
Net cost recognised in the profit & loss account	1,04,54,992	29,62,113	18,52,458
vi) Movement in the liability recognised in the balance sheet			
Opening net liability	1,75,07,000	1,05,36,000	2,84,54,000
Expenses as above	1,04,54,992	29,62,113	18,52,458
Contribution paid	(11,26,992)	(6,40,113)	(22,63,458)
Closing net liability	2,68,35,000	1,28,58,000	2,80,43,000
vii) Assumptions used to determine the benefit obligations:			
Discount rate	8.00%	8.00%	8.00%
Rate of increase in compensation levels	6.00%	6.00%	6.00%

Part B : Leave Encashment

	Leave Encashment benefit Unfunded		
	Continuing Operations	Discontinuing Operations	Previous year
	As on 31st March, 2015	As on 31st March, 2015	As on 31st March, 2014
i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation			
Obligation at the beginning of the year	61,65,000	26,96,000	83,90,000
Interest cost	4,93,200	2,15,680	6,25,144
Service cost	6,53,940	3,96,383	10,52,763
Actuarial (gain)/ loss	28,37,278	5,76,945	(55,515)
Benefits paid	(9,30,418)	(6,87,008)	(11,51,392)
Obligation at the year end	92,19,000	31,98,000	88,61,000
ii) Change in plan assets			
Fair value of plan assets at the beginning of the year	-	-	-
Expected return on plan assets	-	-	-
Contribution	92,19,000	31,98,000	11,51,392
Actuarial (gain)/ loss	-	-	-
Benefits paid	(92,19,000)	(31,98,000)	(11,51,392)
Fair value of plan assets at the end of the year	-	-	-
Unfunded status	(92,19,000)	(31,98,000)	(88,61,000)
iii) Limits of corridor not considered since total actuarial gain/loss is being recognised as on 31st March, 2015			
Actuarial (loss) for the year- obligation	28,37,278	5,76,945	55,515
Actuarial gain/(loss) for the year- plan assets	-	-	-
Sub- Total	28,37,278	5,76,945	55,515
Actuarial loss recognised	(28,37,278)	(5,76,945)	(55,515)
iv) Unrecognised actuarial gains (losses) at the end of the year			
Reconciliation of present value of the obligation and the fair value of plan assets			
Present value of the defined benefit obligations at the end of the year	92,19,000	31,98,000	88,61,000
Fair value of plan assets at the end of the year	-	-	-
Liability/(Asset) recognised in the balance sheet	92,19,000	31,98,000	88,61,000
v) Cost for the year			
Service cost	6,53,940	3,96,383	10,52,763
Interest cost	4,93,200	2,15,680	6,25,144
Expected return on plan assets	-	-	-
Actuarial (gain)/loss	28,37,278	5,76,945	(55,515)
Net cost recognised in the profit & loss account	39,84,418	11,89,008	16,22,392
vi) Movement in the liability recognised in the balance sheet			
Opening net liability	61,65,000	26,96,000	83,90,000
Expenses as above	39,84,418	11,89,008	16,22,392
Contribution paid	(9,30,418)	(6,87,008)	(11,51,392)
Closing net liability	92,19,000	31,98,000	88,61,000
vii) Assumptions used to determine the benefit obligations:			
Discount rate	8.00%	8.00%	8.00%
Rate of increase in compensation levels	6.00%	6.00%	6.00%

30) The disclosure as per Accounting Standard 17 (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India:

(a) Business Segment:

Particulars	Pharmaceutical	Consumer Care Division	Total
(a) Revenue from operation	3,23,04,36,081	2,54,13,547	3,25,58,49,628
(b) Operating and other expenses	2,98,19,67,998	5,35,46,057	3,03,55,14,055
(c) Segment result	24,84,68,083	(2,81,32,510)	22,03,35,573
(d) Unallocated expenses			(12,96,93,836)
(e) Other income			6,48,65,304
(f) Exceptional item			(7,02,865)
(g) Profit for the year			15,48,04,176

Fixed Assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to total segment assets and liabilities are made.

(b) Geographical Segment:

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Revenue from operation (net)		
In India	82,82,37,875	79,38,59,835
Outside India	2,42,76,11,753	2,22,57,06,700
Total	3,25,58,49,628	3,01,95,66,535

31) The company has unabsorbed depreciation and carried forward loss under income tax laws. Hence deferred tax assets have not been recognised as there is no virtual certainty supported by convincing evidence that there will be sufficient future taxable income against which such deferred tax assets can be realised.

32) During the current year, the Company has revised its accounting policy in respect of depreciation method on tangible assets, other than factory building and plant and machinery, from 'written down value method' to 'straight line method' over the expected useful life of the assets. The management is of the opinion that this change in accounting policy would result in a more appropriate presentation of the financial statements. As a result of this change, depreciation has been calculated retrospectively on straight line method and accordingly the Company has recorded reversal of depreciation expense amounting to ` 2,63,04,366 /- pertaining to previous years in the current year's statement of profit & loss (also refer note no 10).

The Company has also revised the estimate useful life of assets, except plant and machinery, as prescribed in schedule II of the Companies Act, 2013. The carrying value of assets where the remaining useful life was determined to be nil as on April 1, 2014 has been fully depreciated during the year and an amount of ` 2,66,95,100/- has been adjusted against the opening balance of profit and loss account in the balance sheet under reserves and surplus.

Consequent to the above changes, the depreciation expense in the statement of profit and loss for the year is lower by ` 85,87,580/- (excluding depreciation written back in respect of previous year).

33) Discontinuing operations

During the year, pursuant to the agreement with Kopran Research Laboratories Limited ("the Subsidiary Company") on 25th March, 2015, the Company has transferred its Mahad Undertaking ('Active Pharmaceutical Ingredients business'), which is a part of pharmaceutical segment, to the subsidiary company on a slump sale basis for a consideration of ` 110 Crores on closing date 30th March, 2015.

- a) The following statement shows the bifurcation of income and expenses of continuing and discontinuing operations included under the statement of profit and loss:

	Continuing operations		Discontinuing operations	
	For the year 2014-2015	For the year 2013-2014	For the year 2014-2015	For the year 2013-2014
Profit/(loss) from ordinary activities				
Income	1,91,45,80,958	1,76,26,10,072	1,40,67,77,619	1,27,03,51,633
Less: Expenses	1,80,35,62,618	1,63,68,26,223	1,36,22,88,919	1,22,57,43,051
Profit before exceptional items, extraordinary items and tax	11,10,18,342	12,57,83,849	4,44,88,701	4,46,08,582
Less: Exceptional Items	7,02,865	-	-	-
Less: Tax expense	-	-	-	-
Profit after tax	11,03,15,475	12,57,83,849	4,44,88,701	4,46,08,582

- b) The carrying amount of total assets and liabilities of discontinuing operations are as follows:

	As on 31st March, 2015
Total assets	1,80,76,88,444
Total liabilities	78,04,68,879
Net assets transferred	1,02,72,19,565
Consideration	1,10,00,00,000
Gain on slump sale	7,27,80,435

34) Disclosure as per Accounting Standard 18 (AS-18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India

I) Enterprises owned or controlled (Wholly Owned Subsidiaries)

Kopran Research Laboratories Limited
Kopran (H.K) Limited
Kopran Lifesciences Limited

II) Key Managerial Personnels (KMP)

Shri Surendra Somani - Executive Vice Chairman
Shri Ajit Jain -Director and Chief Operating Officer

III) Relatives of Key Managerial Personnels (with whom there are transactions)

Shri Ayush Jain

IV) Enterprises significantly influenced by KMP or their relatives (with whom there are transactions)

Oricon Enterprises Limited
Kopran Laboratories Limited
Shinrai Auto Services Limited

V) Details of transactions with related parties are as follows :

Particulars	Year ended As on 31st March, 2015	Year ended As on 31st March, 2014
I) Enterprises owned or controlled (Wholly Owned Subsidiaries)		
a) Kopran Research Laboratories Ltd.		
Sale of materials	-	28,933
Advances repayment received	6,86,00,000	65,80,000
Advances given	38,25,000	62,86,351
Slump Sale- Mahad undertaking	1,10,00,00,000	-
b) Kopran Life Science Ltd.		
Sale of shares	10,00,000	-
Loan given	2,040	-
II) Key Managerial Personnels (KMP)		
Remuneration paid to personnels	1,77,19,767	86,97,360
Loan taken	4,77,00,000	-
III) Relatives of Key Managerial Personnels (with whom there are transactions)		
Remuneration paid	8,47,921	-
IV) Enterprises significantly influenced by KMP or their relatives (with whom there are transactions)		
a) Oricon Enterprises Ltd		
Purchase of materials	22,35,68,347	19,57,19,798
Rent expenses	2,40,00,000	1,95,00,000
Interest expenses	-	16,01,619
Loan taken	1,25,00,000	-
Loan repayment	1,41,01,619	3,20,15,544
b) Kopran Laboratories Limited		
Purchase of materials	14,82,63,786	15,49,13,513
Outsanding loan	-	3,78,40,447
Loan given	6,18,61,600	7,16,76,839
Loan tepayment	9,97,02,047	3,38,36,392
c) Shinrai Auto Services Limited		
Repairs charges paid	3,95,169	3,11,805
Loan given	5,20,00,000	4,20,00,000
Loan repayment	5,40,00,000	4,00,00,000
Outstanding loan	-	20,00,000
Motor car purchase	29,56,171	-
Outstanding Balances of Related party:		
Receivable		
a) Kopran Research Laboratories Ltd.	1,10,81,26,907	47,29,01,907
b) Kopran Life Science Pvt Ltd	2,040	-
c) Shinrai Auto Services Limited	3,17,219	13,04,281
Payable		
a) Oricon Enterprises Limited	5,74,46,517	11,35,15,268
b) Kopran Laboratories Limited	52,01,600	4,59,40,028
Investments:		
a) In Subsidiaries	45,95,66,750	6,05,66,750

35) In the opinion of the board, current assets and loans and advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required. The Balance of few creditors are subject to their confirmation.

36) DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE:

(a) Particulars of derivatives as at Balance Sheet date:

Purpose		Particulars of derivative	
		2014-2015	2013-2014
Forward exchange contracts (for export debtors)	USD	1,15,00,000	68,19,288
Forward contract value		75,48,20,000	43,86,82,911

(b) Particulars of unhedged foreign currency exposure as at balance sheet date

Particulars of derivative	2014-2015		2013-2014	
	Amount (`)	Foreign Currency	Amount (`)	Foreign Currency
Payables	16,82,47,704	USD-26,91,963	42,18,50,260	USD-70,43,751
	1,25,31,493	EURO-1,86,481	-	-
	-	-	7,80,602	GBP-7,841
Receivables	26,52,44,478	USD -42,43,912	31,52,52,443	USD -52,64,155
	31,19,962	EURO-46,428	16,58,037	EURO-20,161
	5,15,719	GBP-5,577	9,30,642	GBP-9,348
Foreign currency bank account	78,163	USD - 1,251	12,45,879	USD - 20,803
Investments	1,78,98,710	HKD-23,18,750	1,78,98,710	HKD-23,18,750

- 37) a) The Company has taken certain office/factory premises on operating lease basis. Lease payments in respect of such leases recognised in statement of profit and loss account ` 2,51,77,676/- (Previous year ` 2,05,64,605/-)
- b) Except for escalation contained in certain lease arrangements providing for increase in the lease payment by specified percentage / amounts after completion of specified period. Further the lease terms do not contain any exceptional / restrictive covenants other than prior approval of the lessee before the renewal of lease.
- c) There are no restrictions such as those concerning dividend and additional debt other than in some cases where prior approval of lesser is required for further leasing. There is no contingent rent payment.

38) CONSUMPTION OF RAW MATERIALS AND STORES AND SPARES :

Items	Value	Percentage
a) Raw materials		
Imported (including purchase through canalising agencies and high seas)	1,01,21,22,486 (92,44,74,402)	53.41 (53.76)
Indigenous	88,29,89,352 (79,52,21,734)	46.59 (46.24)
b) Stores and spares		
Indigenous	4,14,02,011 (3,47,53,773)	100.00 (100.00)

39) CIF VALUE OF IMPORTS INCLUDING PURCHASES THROUGH CANALISING AND ON HIGH SEAS :

Items	Year ended 31st March, 2015	Year ended 31st March, 2014
a) Raw / Packing materials	1,05,83,22,016	89,66,49,456
b) Capital goods	33,76,477	1,50,887

40) EARNINGS IN FOREIGN EXCHANGE :

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
FOB value of exports	2,32,35,65,700	2,05,60,47,199

41) EXPENDITURE IN FOREIGN CURRENCY :

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Commission	6,52,26,274	6,26,52,116
Registration fees	19,45,447	25,51,397
Bank interest on buyers credit	19,61,321	23,17,841
Export promotion expenses	90,990	7,64,783
Travelling expenses	46,45,955	93,02,522
Plant inspection charges	27,29,726	33,47,376
Others	1,77,198	29,49,616

42) Disclosures pursuant to clause 32 of the equity listing agreement and section 186 of the companies Act, 2013

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
(a) Loans and advances in the nature of loans to subsidiaries		
Loan to subsidiary: Kopran Research Laboratories Ltd.		
Balance as at the year end	81,26,907	47,29,01,907
Maximum amount outstanding at any time during the year	47,31,01,907	47,93,91,907
(b) Investment in the shares of the Subsidiary Company		
Investment in subsidiary: Kopran Research Laboratories Ltd. (Conversion of loan)	40,00,00,000	-

43) The Company has made an investment of ` 4490.61 lacs and has also advanced a sum of ` 81.27 lacs to Kopran Research Laboratories Ltd (KRLL), a wholly owned subsidiary of the Company, the accumulated losses of KRLL as on 31 March, 2015 are ` 5216.04 lacs. During the year, Company has transferred, on slump sale basis a running business unit of API (bulk drugs), which is a profitable business. The investment in the said subsidiary is strategic & long term. In view of the above, the management believes that sufficient profit will be generated in future with API business and hence is of the opinion that no provision is required in respect of the said investment and advance.

44) PREVIOUS YEAR FIGURES

Previous year figures have been regrouped/ reclassified wherever necessary.

The notes referred to above form an integral part of the financial statements
Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Kopran Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Kopran Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the 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 of the requirements of the Companies Act, 2013 (hereinafter referred to as "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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, 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 there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, 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 but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 'Other Matters' paragraph 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 aforesaid 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 as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of 3 subsidiaries whose financial statements / financial information reflect total assets of ` 19,300.12 lakhs as at 31st March, 2015, total revenues of ` 19.50 lakhs and net cash out flows amounting to ` 6.43 lakhs for the year ended on that date, as considered in the consolidated financial statements.

These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and 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 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 is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary

companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - 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.
 - On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – refer Note 29 to the consolidated financial statements.
 - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For **BATLIBOI & PUROHIT**
Chartered Accountants
ICAI Firm Registration No. 101048W

Place : Mumbai
Date : 28th May, 2015

Kaushal Mehta
Partner
Membership No.111749

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF KOPRAN LIMITED

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

Our reporting on the Order includes two subsidiary companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- In respect of the fixed assets of the Holding Company and subsidiary companies incorporated in India to which clause 3(i) is applicable:
 - The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - Fixed assets are physically verified by the management of respective entities in a phased periodical manner which, in our opinion and the opinion of other auditors, is reasonable having regard to the size of the respective entities and the nature of their assets. No material discrepancies were noticed on such verification. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
- In respect of the inventories of the Holding Company and subsidiary companies incorporated in India to which clause 3(ii) of the Order is applicable:
 - As explained to us and the other auditors, physical verification of inventory has been conducted at reasonable intervals by the management of the respective entities.
 - In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventory and no material discrepancies were noticed on physical verification.
- The Holding Company and subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties outside the Group, covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.

- (iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company and subsidiary companies incorporated in India commensurate with the size of the respective entities and the nature of their business with regard to purchases of inventory and fixed assets and for the sale of services. During the course of our and the other auditors audit, no major weakness in such internal control system has been observed.
- (v) According to the information and explanations given to us, the Holding Company and subsidiary companies incorporated in India have not accepted any deposits during the year within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Holding Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 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. According to information and explanations given to other auditors, the maintenance of cost records under section 148(1) of the Companies Act, 2013 have not been prescribed for the respective entities.
- (vii) According to the information and explanations given to us, in respect of statutory dues of the Holding Company and subsidiary companies incorporated in India:
- (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
- (b) According to the information and explanations given to us and other auditors, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) Details of dues of Excise duty and service tax and other statutory dues which have not been deposited as on March 31, 2015 on account of disputes by the aforesaid entities are given below:

Name of the Statute	Nature of dues	Amount (` in Lakhs)	For the Period	Forum where the Dispute is pending
Central Excise Act	Excise Duty	14.06	1998-2002, 2002-2003, 2004-2005	Central Excise and Service Tax Appellate Tribunal
Central Excise Act	Excise Duty	1.46	2011-2012	Commissioner of Central Excise (Appeal)
Central Excise Act	Excise Duty	5.05	2012-2013	Joint Secretary of Government of India Ministry of Finance
Central Excise Act	Excise Duty	6.48	2012-2013, 1990-1991	Commissioner of Central Excise
Finance Act, 1994	Service Tax	507.95	2001-2002	High Court (Mumbai)
Drug Price Control Order – 95	Difference in pricing	591.34	2000-2003	High Court (Mumbai)

- (d) There are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Group's consolidated accumulated losses at the end of the financial year are more than fifty percent of its consolidated net-worth. The Group has incurred cash losses on a consolidated basis during the financial year covered by our audit. The Group had not incurred cash losses on a consolidated basis in the immediately preceding financial year.
- (ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company and subsidiary companies incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company and subsidiary companies incorporated in India have not issued any debentures.
- (x) According to the information and explanations given to us, the Holding Company and subsidiary companies incorporated in India have not given guarantees for loans taken by others outside of the Group from banks and financial institutions.
- (xi) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company and subsidiary companies incorporated in India, where applicable, during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no material fraud on or by the Holding Company and/or its subsidiary companies incorporated in India has been noticed or reported during the year.

For **BATLIBOI & PUROHIT**
Chartered Accountants
ICAI Firm Registration No. 101048W

Place : Mumbai
Date : 28th May, 2015

Kaushal Mehta
Partner
Membership No. 111749

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2015

	Notes	As at 31st March, 2015	As at 31st March, 2014	
I EQUITY AND LIABILITIES				
1. Shareholders' funds				
a	Share Capital	2	49,67,89,080	47,62,89,080
b	Reserves and Surplus	3	34,65,00,795	66,92,68,795
c	Share Warrant		141,900,000	-
			98,51,89,875	1,14,55,57,875
2. Non-current liabilities				
a	Long-term borrowings	4	14,00,53,743	63,22,69,942
b	Deferred tax liabilities (Net)	5	-	-
c	Other long term liabilities	6	-	25,00,000
d	Long-term provisions	7	4,30,80,000	3,54,69,000
			18,31,33,743	67,02,38,942
3. Current liabilities				
a	Short-term borrowings	8	51,38,30,052	52,26,59,664
b	Trade payables	9	69,21,99,585	35,70,85,092
c	Other current liabilities	10	36,70,25,178	29,32,95,899
d	Short-term provisions	11	90,30,000	14,35,000
			1,58,20,84,815	1,17,44,75,655
	Total		2,75,04,08,433	2,99,02,72,472
II ASSETS				
1. Non-current assets				
a	Fixed Assets			
	(i) Tangible assets	12	1,01,55,00,368	1,04,88,30,967
	(ii) Intangible assets	12	57,600	57,600
	(iii) Capital work-in-progress		1,23,32,009	19,76,33,758
b	Non-current investment	13	11,43,244	81,43,244
c	Long-term loans and advances	14	2,15,35,699	13,86,29,881
			1,05,05,68,920	1,39,32,95,450
2. Current assets				
a	Inventories	15	45,30,20,932	53,02,26,225
b	Trade receivables	16	81,16,65,307	56,03,11,882
c	Cash and Bank balances	17	3,73,23,236	4,71,31,311
d	Short-term loans and advances	18	39,78,30,038	45,93,07,604
			1,69,98,39,513	1,59,69,77,022
	Total		2,75,04,08,433	2,99,02,72,472
Significant accounting policies	1			

The notes referred to above form an integral part of the financial statements
Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

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

	Notes	For the year ended 31st March, 2015	For the year ended 31st March, 2014
I INCOME			
Revenue from operation (gross)	19	3,34,76,77,109	3,12,14,33,640
Less: Excise duty		9,04,07,961	9,29,63,319
Revenue from operation (net)		3,25,72,69,148	3,02,84,70,321
Other income	20	6,53,95,799	1,96,00,916
Total Revenue		3,32,26,64,947	3,04,80,71,237
II EXPENSES			
Cost of materials consumed	21	2,07,20,43,291	1,88,32,31,054
Purchase of traded goods		1,31,41,193	5,78,06,756
Changes in inventories of finished goods and work in progress	22	3,37,06,215	(6,36,28,266)
Employee benefit expense	23	28,82,64,192	23,01,00,739
Other expenses	24	53,57,68,622	49,49,69,970
Finance cost	25	12,96,95,762	14,46,02,203
Depreciation and amortisation expense	26	9,64,26,629	12,92,07,400
Total Expenses		3,16,90,45,904	2,87,62,89,856
Profit before exceptional items, extraordinary items and tax		15,36,19,043	17,17,81,381
Exceptional items (Expenses)	27	54,48,63,487	-
Profit / (Loss) before extraordinary items and tax		(39,12,44,444)	17,17,81,381
Extraordinary items		-	-
Profit / (Loss) before tax		(39,12,44,444)	17,17,81,381
Tax expense		-	-
Profit / (Loss) for the period		(39,12,44,444)	17,17,81,381
Earnings per equity share (₹)	28		
Basic and Diluted-Par value of ₹ 10/- per share		(9.84)	4.40
Significant accounting policies	1		

The notes referred to above form an integral part of the financial statements
Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

PARTICULARS	For the year ended 31st March, 2015	For the year ended 31st March, 2014
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	(39,12,44,444)	17,17,81,381
Adjusted for :		
Depreciation (including write back)	9,64,26,629	12,92,07,400
Dividend income	(5,487)	(5,437)
Finance cost	12,96,95,762	14,46,02,203
Interest income	(19,69,697)	(71,88,333)
Profit on sale of fixed assets	(61,201)	(2,674)
Capital work in progress charged off	18,92,40,572	-
Balances written off on slump sale (net)	28,21,39,615	-
Advances/liabilities - written off / (written back)	7,34,83,300	(70,52,465)
Sundry balances written off / back (net)	(2,66,836)	1,11,313
	<u>37,74,38,213</u>	<u>43,14,53,388</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS		
Adjustments for :		
Trade receivables	(25,13,53,425)	(4,85,59,315)
Inventories	7,72,05,293	(16,28,20,628)
Loans and advances	(17,65,70,517)	(17,24,37,732)
Trade payables	33,51,14,493	(11,27,46,700)
Other liabilities and provisions	10,05,00,392	9,17,52,644
Effect of change in exchange fluctuation reserve	8,82,793	16,08,318
Cash generated from operations	46,32,17,242	2,82,49,975
Direct Taxes (paid) / refund (net)	(2,13,813)	(3,73,881)
(a) NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	<u>46,30,03,429</u>	<u>2,78,76,094</u>
Cash flow from investing activities:		
Purchase of fixed assets (including capital work in progress)	(11,28,16,202)	(9,17,47,325)
Sale of fixed assets	61,201	90,000
Withdrawal of margin deposits	75,65,883	(78,39,229)
Sales of investments	70,00,000	-
Interest received	19,69,697	61,42,803
Dividend received	5,487	5,437
(b) NET CASH FLOW FROM / (USED) IN INVESTING ACTIVITIES	<u>(9,62,13,935)</u>	<u>(9,33,48,314)</u>
Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Share issue expenses paid	(14,25,000)	-
Proceeds / (repayment) of borrowings (net)	(23,76,46,006)	21,10,76,993
Finance cost	(12,99,60,680)	(14,42,20,908)
(c) NET CASH FLOW FROM/ (USED) IN FINANCING ACTIVITIES	<u>(36,90,31,686)</u>	<u>6,68,56,085</u>
Net increase in cash and cash equivalents (a+b+c)	<u>(22,42,192)</u>	<u>13,83,865</u>
Cash and cash equivalents as at the commencement of the year, comprising :		
Cash	15,49,035	9,15,912
Balances with scheduled banks on current accounts	63,28,775	55,78,033
	<u>78,77,810</u>	<u>64,93,945</u>
Cash and cash equivalents as at the end of the year, comprising :		
Cash	18,04,360	15,49,035
Balances with scheduled banks on current accounts	38,31,258	63,28,775
	<u>56,35,618</u>	<u>78,77,810</u>
NET INCREASE / (DECREASE) AS DISCLOSED ABOVE	<u>(22,42,192)</u>	<u>13,83,865</u>

Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749

Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015

1) OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

A OVERVIEW

The Subsidiaries (which along with Kopran Ltd, the parent Company 'Kopram Limited', constitute the group) considered in the preparation of these consolidated financial statements are:

Name of Subsidiaries	Financial year ending	Country	Ownership interest
Kopran (H.K) Limited (KHKL)	31st March, 2015	Hong Kong	100%
Kopran Lifesciences Limited (KLL)	31st March, 2015	India	100%
Kopran Research Laboratories Limited (KRLL)	31st March, 2015	India	100% (1.11% through Kopran Lifesciences Limited)

B SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of financial statement.

These consolidated financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable and in particular Accounting Standard 21 (AS 21) - 'Consolidated Financial Statements'.

The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances and intra group transactions and resulting unrealised profits are eliminated in full. Unrealised losses resulting from intra group transactions are also eliminated unless cost cannot be recovered.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for change in the accounting policy for depreciation by Kopran Limited and Kopran Research Laboratories Limited (KRLL) in respect of tangible assets other than factory building and plant and machinery as mentioned in Note No 12 and Note No 36.

The difference between the cost of investment in the subsidiaries, and the Company's share of net assets at the time of acquisition of share in the subsidiaries is recognised in the financial statement as Goodwill or Capital Reserve as the case may be.

(b) Uses of estimates

The presentation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

(c) Fixed assets and depreciation

i) Fixed assets :

1. Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost is inclusive of borrowing cost, pilot plant batch expenses and other incidental charges incurred upto the date of installation /put to use.
2. Cenvat credit availed on purchase of fixed assets is reduced from the cost of respective assets.
3. Adjustments arising from foreign exchange rate fluctuation relating to liabilities attributable to fixed assets are taken to the profit and loss account.
4. In respect of Kopran Research Laboratories Limited (KRLL), intellectual property rights acquired/developed in-house are shown as fixed assets. All revenue expenses incurred for the projects in progress with respect to process and product development are shown as capital work- in- progress. The same are to be capitalized on the completion of the project.

ii) Depreciation :

1. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the plant and machinery, in whose case the estimated useful life has been assessed to be 20 years based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, etc.
2. Depreciation on fixed assets added / disposed off during the year is provided on pro - rata basis with reference to the month of addition /disposal.
3. In respect of subsidiary Company KHKL, depreciation is provided on written down value method at following rate: Furniture and Fixtures - 20% p.a., Medical Equipments -20%

(d) Investments

1. Investments intended to be held for not more than a year are classified as current investments. These are valued at lower of cost or fair value.
2. Long term investments are stated at cost. Provision for diminution in value is made only if, in the opinion of management such a decline is other than temporary.

(e) Inventories

Items of inventories are measured at lower of cost or net realisable value. Cost of raw materials, stores & spares and packing materials is determined using first in first out (FIFO) method. Cost of work-in-process and finished goods is determined on absorption costing method.

(f) Research and development expenses

1. Revenue expenditure on research and development is charged to profit and loss account under respective heads of account in the year in which it is incurred.
2. Capital expenditure is included in fixed assets under the respective heads.

(g) Foreign exchange transactions

1. Transactions in foreign currency are recorded at the exchange rate prevailing as on the date of transaction.
2. Foreign currency assets / liabilities as on the balance sheet date are translated at the exchange rate prevailing on the date of balance sheet.
3. The exchange difference arising out of settlement and restatement of foreign currency monetary items including those arising on repayment and translation of liabilities relating to fixed assets are taken to statement of profit and loss account.

(h) Revenue recognition

1. Sales of products and services

Sales comprise of sale of goods and services, net of trade discounts and include excise duty.

2. Export benefits

The unutilised export benefits under DEPB Scheme / Advance License against export as on the balance sheet date are recognised as income on accrual basis.

3. Dividend

Dividend is recognised when the company's right to receive the payment is established .

4. Other income

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

(i) Employee benefits :

1. **Defined contribution plan :** Contributions paid/payable during the year to ESIC and labour welfare fund are charged to statement of profit and loss account. Provident fund contribution, in respect of employees, is made to a government administered fund and charged as an expense to the statement of profit and loss. The above benefits are classified as 'Defined Contribution Schemes' as the Company has no further defined obligations beyond the monthly contributions.
2. **Defined benefit plan :** The Group's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognised on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the statement of profit and loss account as income or expense. obligation is measured at the present value of estimated future cash flow using a discounted rate that is determined by the reference to market yields at the balance sheet date on government bonds where the currency and terms of government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(j) Excise and customs duty

1. Excise and customs duty payable in respect of finished goods lying at factory / bonded premises are provided for and included in the valuation of inventory.
2. CENVAT credit of excise duty availed during the year is accounted for by reducing purchase cost of the materials and is adjusted against excise duty payable on clearance of goods produced.

(k) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of the cost of the assets, upto the date the asset is put to use. Other costs are charged to the statement of profit and loss account in the year in which they are incurred.

(l) Prior period items

Prior period expenses / income is accounted under the respective head of expenses / income account, material items, if any, are disclosed separately by way of a note.

(m) Earning per share

In accordance with the Accounting Standard -20 (AS-20) "Earning Per Share" issued by the Institute of Chartered Accountants of India, earning per share is computed by dividing the profit after tax with the weighted average number of shares outstanding at the year end. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(n) Income Tax

Tax expense comprises of current tax, deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. The deferred tax charged or credit is recognised using prevailing enacted or substantively annexed tax rate where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred of tax assets / liabilities are reviewed as at each balance sheet date based on developments during the period.

(o) Intangible assets

Intangible assets are recognised only when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of such assets can be measured reliably. Intangible assets are stated at cost less accumulated amortization and impairment loss, if any. All costs relating to the acquisition are capitalized. Intangible assets are amortized over the useful life of the asset.

(p) Impairment of assets

An Asset is treated as impaired as and when the carrying cost of the asset exceeds its recoverable value. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cashflows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less cost of disposal. An impairment loss is charged off to the statement of profit and loss account in the year in which the asset is identified and impaired. The impaired loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

(q) Contingencies and provisions

A provision is recognised when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure 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 estimate.

(r) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, are considered to be cash equivalents.

(s) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments under such leases are charged to the statement of profit and loss on a straight line basis over the primary period of the lease.

(t) Other accounting policies

These are consistent with the generally accepted accounting practices.

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

2) SHARE CAPITAL

	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares		Number of Shares	
Authorised				
(i) Equity shares of ₹ 10 each	5,62,50,000	56,25,00,000	5,62,50,000	56,25,00,000
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,37,50,000	13,75,00,000	1,37,50,000	13,75,00,000
Total	<u>7,00,00,000</u>	<u>70,00,00,000</u>	<u>7,00,00,000</u>	<u>70,00,00,000</u>
Issued				
(i) Equity shares of ₹ 10 each fully paid up				
At the beginning of the year	3,90,52,602	39,05,26,020	3,90,52,602	39,05,26,020
Add: Issued during the year	20,50,000	2,05,00,000	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	<u>4,11,02,602</u>	<u>41,10,26,020</u>	<u>3,90,52,602</u>	<u>39,05,26,020</u>
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
At the beginning of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	<u>85,80,000</u>	<u>8,58,00,000</u>	<u>85,80,000</u>	<u>8,58,00,000</u>
Total	<u>4,96,82,602</u>	<u>49,68,26,020</u>	<u>4,76,32,602</u>	<u>47,63,26,020</u>
Subscribed and paid up				
(i) Equity shares of ₹ 10 each fully paid up				
At the beginning of the year	3,90,52,602	39,05,26,020	3,90,52,602	39,05,26,020
Add: Issued during the year	20,50,000	2,05,00,000	-	-
Less: Bought back during the year	-	-	-	-
Less: Calls in-Arrears (Other than Director's)	-	36,940	-	36,940
At the end of the year	<u>4,11,02,602</u>	<u>41,09,89,080</u>	<u>3,90,52,602</u>	<u>39,04,89,080</u>
(ii) 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
At the beginning of the year	85,80,000	8,58,00,000	85,80,000	8,58,00,000
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
At the end of the year	<u>85,80,000</u>	<u>8,58,00,000</u>	<u>85,80,000</u>	<u>8,58,00,000</u>
Total	<u>4,96,82,602</u>	<u>49,67,89,080</u>	<u>4,76,32,602</u>	<u>47,62,89,080</u>

a) Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

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

b) Terms of redemption of preference shares

55,80,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 15th March, 2025 or at any time after one year from 31st March, 2012 at the option of the company.

10,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 28th June, 2019 or at any time after one year from 31st March, 2012 at the option of the company.

20,00,000 10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10/- each are redeemable at par on 22nd June, 2019 or at any time after one year from 31st March, 2012 at the option of the company.

c) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

None of the shares of the Company are held by the subsidiaries, associates or joint ventures of the Company.

d) Details of shareholders holding more than 5% shares in the company

	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares	% holding	Number of Shares	% holding
Equity Shares of ₹ 10/- each fully paid				
Panorama Finvest Pvt Ltd	38,00,000	9.25%	38,00,000	9.73%
Sarvamangal Mercantile co. Ltd	29,02,951	7.06%	29,02,951	7.43%
Oricon Properties Ltd	38,11,758	9.27%	-	-
10% Non Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each				
Sarvamangal Mercantile co. Ltd	-	-	63,80,000	74.00%
Kopran Laboratories Ltd	-	-	10,00,000	12.00%
Susheel G. Somani and Mridula Somani	12,00,000	14.00%	12,00,000	14.00%
Rajendra Somani and Surendra Somani	73,80,000	86.00%	-	-

3) RESERVES AND SURPLUS

	As at 31st March, 2015	As at 31st March, 2014
(a) Capital reserve		
Opening balance	14,84,74,390	14,84,74,390
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	<u>14,84,74,390</u>	<u>14,84,74,390</u>
(b) Securities premium account		
Opening balance	99,52,42,754	99,52,42,754
Less : Calls in -arrears (other than Directors's)	(1,10,820)	(1,10,820)
	<u>99,51,31,934</u>	<u>99,51,31,934</u>
Add : Premium on shares issued during the year	11,48,00,000	-
Less : Share issue expenses written off	(14,25,000)	-
Closing balance	<u>1,10,85,06,934</u>	<u>99,51,31,934</u>
(c) General reserve		
Opening balance	8,14,20,684	8,14,20,684
Add: Transferred from surplus in the statement of profit and loss	-	-
Closing balance	<u>8,14,20,684</u>	<u>8,14,20,684</u>
(d) Export allowance reserve		
Opening balance	40,000	40,000
Add: Additions / transfers during the year	-	-
Less: Utilisations / transfers during the year	-	-
Closing balance	<u>40,000</u>	<u>40,000</u>
(e) Foreign exchange fluctuation reserve		
	<u>87,61,606</u>	<u>78,78,813</u>
(f) Surplus / (Deficit) in statement of profit and loss		
Opening balance	(56,36,77,026)	(73,54,58,407)
Add: Depreciation on transition to schedule II of the Companies Act, 2013 -refer note no 12	(4,57,81,349)	-
Add: Profit / (Loss) for the year	(39,12,44,444)	17,17,81,381
Closing balance	<u>(1,00,07,02,819)</u>	<u>(56,36,77,026)</u>
Total	<u>34,65,00,795</u>	<u>66,92,68,795</u>

4) LONG-TERM BORROWINGS

	As at 31st March, 2015	As at 31st March, 2014
Rupee loans from Banks (Secured)		
Term loans	15,87,503	66,45,713
Vehicles finance loans	46,65,928	1,76,445
Corporate loan from financial institution (Unsecured)*	-	8,00,00,000
Loan from related parties		
Mr. Surendra Somani	4,84,00,000	-
Mrs. Vandana Somani	6,41,00,000	-
Inter Corporate Deposits (Unsecured)		
Others	2,13,00,312	54,54,47,784
Total	14,00,53,743	63,22,69,942

- a) Term loans from banks include term loan of ₹ 66,45,713/- (Balance outstanding) which carries interest base rate +3.50% p.a. and is repayable in 10 equal quarterly installments of ₹ 50 lacs from June, 2013. Current maturities of ₹ 66,45,713/- have been shown under current liabilities. The loan is secured by first mortgage charge on the company's entire fixed assets on pari-passu basis with other working capital consortium banks and second charge on current assets of the company on pari-passu basis.
- b) Term loans from banks include term loan of ₹ 3,15,87,503/- (Balance outstanding) which carries interest base rate +3.50% p.a. and is repayable in 8 equal quarterly installments of ₹ 75 lacs from June, 2014, and last Installment of ₹ 50 lacs. Current maturities of ₹ 3,00,00,000/- have been shown under current liabilities. The loan is secured by first mortgage charge on the company's entire fixed assets on pari-passu basis with other working capital consortium banks and second charge on current assets of the company on pari-passu basis.
- c) Vehicle finance loans carry interest @ 10.73 to 12.40 % p.a. and is repayable in 35 to 40 equal monthly installments. The loans are secured by hypothecation of vehicles.
- d) * Loans from others carries Interest @ 13.50% p.a. and is repayable in 10 equal quarterly installments from December, 2013. The loan is secured by personal guarantee and mortgage/ pledge of certain assets of promoters and directors

5) DEFERRED TAX LIABILITIES (NET)

	As at 31st March, 2015	As at 31st March, 2014
Deferred tax liabilities:		
Depreciation	34,16,893	58,97,276
	<u>34,16,893</u>	<u>58,97,276</u>
Deferred tax assets:		
Unabsorbed depreciation and carried forward losses	2,98,09,539	2,98,09,539
Disallowances under Income Tax Act	54,57,434	-
	<u>35,266,973</u>	<u>29,809,539</u>
Deferred tax assets recognised to the extent of deferred tax liabilities	3,416,893	5,897,276
Total	<u>-</u>	<u>-</u>

6) OTHER LONG TERM LIABILITIES

Trade deposits	-	25,00,000
Total	<u>-</u>	<u>25,00,000</u>

7) LONG TERM PROVISIONS

Provision for employee benefits		
Gratuity (ref. note no. 31 Part A)	3,35,30,000	2,70,36,000
Leave encashment (ref. note no. 31 Part B)	95,50,000	84,33,000
Total	<u>4,30,80,000</u>	<u>3,54,69,000</u>

8) SHORT-TERM BORROWINGS

	As at 31st March, 2015	As at 31st March, 2014
From Banks:		
Cash credit / packing credit *	31,86,24,000	34,05,21,726
Buyers credit	19,52,06,052	18,21,37,938
Total	51,38,30,052	52,26,59,664

* Cash credit / packing credit facilities availed from banks are secured by hypothecation of inventories and book debts (present and future) also second charge by way of mortgage on all immoveable properties and by way of hypothecation on all the moveable fixed assets of the company both present and future and guaranteed by director / promoter jointly and severally. The said facility is repayable on demand.

9) TRADE PAYABLES

	As at 31st March, 2015	As at 31st March, 2014
Trade payables (including acceptances)		
Others	69,21,99,585	35,70,85,092
Total	69,21,99,585	35,70,85,092

10) OTHER CURRENT LIABILITIES

Current maturities of long-term borrowings	11,87,46,782	13,25,46,978
Interest accrued but not due on borrowings	1,16,377	3,81,295
Interest free trade deposits	37,18,804	44,68,804
Advance from customers	2,19,81,666	2,90,21,500
Statutory liabilities	67,10,876	1,16,29,785
Other payables:		
Creditors for capital goods	3,32,45,356	97,14,762
Employees related	5,03,77,639	4,61,12,205
Others	13,21,27,678	5,94,20,570
Total	36,70,25,178	29,32,95,899

11) SHORT TERM PROVISIONS

Provision for employee benefits		
Gratuity (ref. note no. 31 Part A)	61,63,000	10,07,000
Leave encashment (ref. note no. 31 Part B)	28,67,000	4,28,000
Total	90,30,000	14,35,000

12) FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION						NET BLOCK	
	As at 1st April, 2014 (₹)	Additions during the year (₹)	Deductions during the year (₹)	As at 31st March 2015 (₹)	Upto 1st April 2014 (₹)	Charge to Reserves (₹)	Depreciation written back (₹)	For the year (₹)	Deductions during the year (₹)	Upto 31st March, 2015 (₹)	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
Tangible assets												
1. Lease hold land	43,75,252	-	-	43,75,252	9,67,160	-	-	46,056	-	10,13,216	33,62,036	34,08,092
2. Free hold land	5,60,240	-	-	5,60,240	-	-	-	-	-	-	5,60,240	5,60,240
3. Buildings	31,19,12,102	1,29,04,150	-	32,48,16,252	12,16,25,380	-	-	1,01,59,600	-	13,17,84,980	19,30,31,272	19,02,86,722
4. Plant & equipments	2,39,96,28,712	8,33,05,710	-	2,48,29,34,442	1,56,11,46,826	4,21,52,666	2,29,78,022	10,73,22,594	-	1,68,76,44,064	79,52,90,358	83,84,81,886
5. Furniture and fixtures	3,78,99,746	18,58,733	-	3,97,58,479	3,10,76,487	6,58,093	11,67,675	9,57,291	-	3,15,24,196	82,34,283	68,23,259
6. Tube well	1,66,658	-	-	1,66,658	61,708	1,04,950	-	-	-	1,66,658	-	1,04,950
7. Office equipments	1,09,72,983	7,42,228	-	1,17,15,211	86,82,562	8,12,267	4,04,165	11,36,433	-	1,02,27,097	14,88,114	22,90,421
8. Computers	3,25,34,379	24,94,421	-	3,50,28,800	2,95,21,329	3,85,998	5,29,832	21,50,872	-	3,15,28,367	35,00,434	30,13,050
9. Vehicles	1,85,74,809	75,72,137	10,43,500	2,51,03,446	1,47,12,462	16,67,374	12,24,672	9,58,150	10,43,500	1,50,69,814	1,00,33,632	38,62,347
Tangible assets total	2,81,66,24,881	10,88,77,379	10,43,500	2,92,44,58,760	1,76,77,93,914	4,57,81,349	2,63,04,366	12,27,30,995	10,43,500	1,90,89,58,392	1,01,55,00,368	1,04,88,30,967
Intangible assets												
1. Intellectual property	14,28,00,000	-	-	14,28,00,000	14,28,00,000	-	-	-	-	14,28,00,000	-	-
2. Goodwill on consolidation	57,600	-	-	57,600	-	-	-	-	-	-	57,600	57,600
Intangible assets total	14,28,00,000	-	-	14,28,00,000	14,28,00,000	-	-	-	-	14,28,00,000	57,600	57,600

*Refer note no.36

13) INVESTMENTS (AT COST)

Face Value

Long Term Investments (At Cost)

I. In government securities (non-trade) :

7 years national savings certificate (lodged with collector of central excise and sales tax authority- Mumbai)

- 40,250 - 40,250

II. In equity shares (fully paid-up)

A. Quoted shares (non-trade)

10	DSQ Software Limited	400	1,99,608	400	1,99,608
1	Himachal Futuristic Communication Ltd	200	48,235	200	48,235
10	IMP Power Ltd	2,874	7,92,334	2,874	7,92,334
10	Advent Computers Ltd	30	24,060	30	24,060

Less: Provision for diminution in value of investments

10,64,237
4,26,243
6,37,994
6,37,994

B. Unquoted shares

Trade investments:

10	Kapol Co-Op Bank Ltd	20,000	2,00,000	20,000	2,00,000
10	The Saraswat Co-Op Bank Ltd	1,000	10,000	1,000	10,000
10	The New India Co-Op Bank Ltd	500	5,000	500	5,000
10	Mandvi Co-Op Bank Ltd.	25,000	2,50,000	25,000	2,50,000

4,65,000
4,65,000

Non trade investments:

10	Parijat Shipping & Finale Ltd	-	-	7,00,000	70,00,000
		-	-		70,00,000

TOTAL(A+B+C)

11,02,994
11,02,994

TOTAL(I+II)

11,43,244
11,43,244

Aggregate cost of quoted investment	10,64,237	10,64,237
Aggregate market value of quoted investment	2,19,762	67,886
Aggregate cost of unquoted investment	4,65,000	74,65,000
Aggregate provision for diminution	4,26,243	4,26,243

14) LONG TERM LOANS AND ADVANCES

(Unsecured considered good, unless stated otherwise)

	As at 31st March, 2015	As at 31st March, 2014
Capital advances	56,87,511	54,23,213
Deposits	1,23,97,996	6,75,55,443
Loans to others	-	6,04,83,300
Other loans and advances		
Loans to employees	25,59,612	38,21,512
Prepaid expenses	6,16,680	9,89,180
Advance income-tax (Net of provision of taxation)	2,73,900	3,57,233
Total	<u>2,15,35,699</u>	<u>13,86,29,881</u>

15) INVENTORIES

(As taken, valued and certified by management)

Stores & spares	1,64,47,372	1,33,88,840
Raw materials	22,46,03,981	27,05,29,350
Packing materials	3,13,55,332	3,19,87,573
Work-in-process	16,49,98,234	17,47,67,508
Traded goods	7,91,635	35,48,930
Finished goods	1,48,24,378	3,60,04,024
Total	<u>45,30,20,932</u>	<u>53,02,26,225</u>

16) TRADE RECEIVABLES

(Unsecured, considered good unless other wise stated)

Debts outstanding for a period exceeding six months from the date they are due for payment

Considered good	3,23,07,601	1,34,63,100
Considered doubtful	2,03,91,542	2,46,59,838
	<u>5,26,99,143</u>	<u>3,81,22,938</u>
Less: Provision for doubtful debts	2,03,91,542	2,46,59,838
	<u>3,23,07,601</u>	<u>1,34,63,100</u>
Other debts		
Others	77,93,57,706	54,68,48,782
Total	<u>81,16,65,307</u>	<u>56,03,11,882</u>

17) CASH AND BANK BALANCES

Balance with Banks in current accounts	38,31,258	63,28,775
Cash on hand	18,04,360	15,49,035
Margin money deposits (with original maturity up to 12 months)	3,16,87,618	3,92,53,501
Total	<u>3,73,23,236</u>	<u>4,71,31,311</u>

18) SHORT TERM LOANS AND ADVANCES

(Unsecured considered good, unless stated otherwise)

Loans to employees	18,86,906	10,86,406
Balance with statutory/ government authorities	33,24,50,032	29,60,67,346
Prepaid expenses	1,54,80,577	90,91,810
Advance income-tax (Net of provision of taxation)	22,77,570	19,80,424
Advances recoverable in cash or kind:	4,57,34,953	15,10,81,618
Total	<u>39,78,30,038</u>	<u>45,93,07,604</u>

NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT

19) REVENUE FROM OPERATION

	As at 31st March, 2015	As at 31st March, 2014
Sale of products	3,27,53,11,129	3,04,35,05,117
Other operating income		
Scrap sales	21,27,898	19,71,347
Other	7,02,38,082	7,59,57,176
Total	<u>3,34,76,77,109</u>	<u>3,12,14,33,640</u>

20) OTHER INCOME

Dividend Income		
Long-term investments	5,487	5,437
Interest Income		
On fixed deposit	19,05,755	23,00,168
Others	63,942	48,88,165
Recovery from bad debts	40,00,000	-
Net profit on sale of assets	61,201	2,674
Liabilities written back	13,86,411	70,52,465
Foreign exchange gain (net)	5,72,46,763	44,37,045
Insurance claim	1,47,552	14,962
Miscellaneous income	5,78,688	9,00,000
Total	<u>6,53,95,799</u>	<u>1,96,00,916</u>

21) COST OF MATERIALS CONSUMED

Raw material consumption		
Opening stock	27,05,29,350	17,45,06,625
Add: Purchases	1,84,99,28,387	1,82,39,88,165
	<u>2,12,04,57,737</u>	<u>1,99,84,94,790</u>
Less : Closing stock	22,46,03,981	27,05,29,350
	<u>1,89,58,53,756</u>	<u>1,72,79,65,440</u>
Packing materials consumption:		
Opening stock	3,19,87,573	3,12,03,296
Add: Purchases	17,55,57,294	15,60,49,891
	<u>20,75,44,867</u>	<u>18,72,53,187</u>
Less : Closing stock	3,13,55,332	3,19,87,573
	<u>17,61,89,535</u>	<u>15,52,65,614</u>
Total	<u>2,07,20,43,291</u>	<u>1,88,32,31,054</u>

22) CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Opening stock		
Finished goods	3,60,04,024	4,30,19,413
Traded goods	35,48,930	-
Work in progress	17,47,67,508	10,76,72,783
	<u>21,43,20,462</u>	<u>15,06,92,196</u>
Less : Closing stock		
Finished goods	1,48,24,378	3,60,04,024
Traded goods	7,91,635	35,48,930
Work in progress	16,49,98,234	17,47,67,508
	<u>18,06,14,247</u>	<u>21,43,20,462</u>
Total	<u>3,37,06,215</u>	<u>(6,36,28,266)</u>

23) EMPLOYEE BENEFIT EXPENSE

	As at 31st March, 2015	As at 31st March, 2014
Salaries, wages and bonus	25,19,92,016	19,59,04,826
Contribution to provident and other fund	1,43,51,873	1,16,34,766
Staff welfare expense	2,19,20,303	2,25,61,147
Total	28,82,64,192	23,01,00,739

24) OTHER EXPENSES

Stores and spares consumed	4,14,02,011	3,47,53,773
Power and fuel	12,92,78,400	11,70,58,435
Rent	2,56,54,076	2,07,94,910
Repairs and maintenance		
Building	77,54,704	62,55,959
Machinery	90,16,185	97,36,168
Others	30,33,864	15,67,586
Insurance	63,65,301	63,17,397
Commission on sales	7,21,71,029	6,57,35,233
Selling and distribution expenses	94,03,804	2,27,55,532
Packing, freight and forwarding	5,17,53,103	4,68,82,280
Payment to auditors (refer details below)	8,78,670	7,68,256
Printing and stationery	67,65,599	58,79,014
Postage, telegram and telephone	43,76,091	46,83,485
Travelling and conveyance	1,92,41,566	2,35,87,294
Legal and professional fees	3,37,62,118	2,81,62,151
Rates and taxes	47,49,200	74,68,645
Labour charges	1,81,87,556	1,68,52,240
Directors' sitting fees	2,68,000	58,000
Sundry balances written off	11,19,575	1,11,313
Miscellaneous expenses	9,05,87,770	7,55,42,299
Total	53,57,68,622	49,49,69,970
Payment to auditors		
As auditor		
Audit fee	7,28,670	6,18,256
Tax audit fee	1,50,000	1,50,000
Total	8,78,670	7,68,256

25) FINANCE COST

Interest expense	7,20,61,597	7,85,80,365
Other borrowing cost	5,76,34,165	6,60,21,838
Total	12,96,95,762	14,46,02,203

26) DEPRECIATION AND AMORTISATION

Depreciation on tangible assets	12,27,30,995	12,92,07,400
Depreciation on intangible assets	-	-
Less: Written back on change in policy	(2,63,04,366)	-
Total	9,64,26,629	12,92,07,400

27) EXCEPTIONAL ITEMS

Capital work in progress charged off	18,92,40,572	-
Loss/expense on intragroup slump sale charged to revenue	28,21,39,615	-
Advances written off	7,34,83,300	-
Total	54,48,63,487	-

28) EARNINGS PER EQUITY SHARE

	As at 31st March, 2015	As at 31st March, 2014
Number of equity shares	4,11,02,602	3,90,52,602
Weighted average number of equity shares	3,97,60,273	3,90,52,602
Face value per share	10	10
Profit after tax	(39,12,44,444)	17,17,81,381
Less: Dividend on preference shares	-	-
Profit after tax available to equity shareholders	(39,12,44,444)	17,17,81,381
Basic and diluted earning per share	(9.84)	4.40

29) CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF :

	As on 31st March, 2015	As on 31st March, 2014
i) Guarantees given by the company's bankers on behalf of the company	1,02,17,238	1,69,59,099
ii) Bills discounted with banks	51,58,80,825	43,28,85,659
iii) Disputed tax matters:-		
a) Service tax demand disputed in appeal	40,08,819	34,04,819
b) Excise duty demand disputed in appeal	46,60,949	38,69,299
c) Demand under drug price control order - 95 (DPCO - 95) demand disputed in appeal	5,91,34,474	5,91,34,474

30) Estimated amount of contracts remaining to be executed on capital account not provided for ` 62,38,140/- (Previous year ` 1,09,17,451/-)

31) EMPLOYEE BENEFITS :

Consequent upon adoption of Accounting Standard on "Employee Benefits" (AS-15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the Standard, the following disclosures are made :

Part A : Gratuity Benefits

	Gratuity benefit Unfunded	
	As on 31st March, 2015	As on 31st March, 2014
i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Obligation at the beginning of the year	2,80,43,000	2,86,99,000
Obligation of subsidiary company reversed	-	(2,45,000)
Interest cost	22,43,440	21,85,782
Service cost	28,14,897	26,66,871
Actuarial (gain)/ loss	83,58,768	(30,00,195)
Benefits paid	(17,67,105)	(22,63,458)
Obligation at the year end	3,96,93,000	2,80,43,000
ii) Change in plan assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contribution	3,96,93,000	22,63,458
Actuarial (gain)/ loss	-	-
Benefits paid	(3,96,93,000)	(22,63,458)
Fair value of plan assets at the end of the year	-	-
Unfunded status	(3,96,93,000)	(2,80,43,000)
iii) Limits of Corridor not considered since total actuarial gain/loss is being recognised as on 31st March, 2015		
Actuarial gain / (loss) for the year- obligation	83,58,768	30,00,195
Actuarial gain/(loss) for the year- plan assets	-	-
Sub- Total	83,58,768	30,00,195
Actuarial loss recognised	(83,58,768)	(30,00,195)

iv) Unrecognised actuarial gains (losses) at the end of the year		
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of the defined benefit obligations at the end of the year	(3,96,93,000)	2,80,43,000
Fair value of plan assets at the end of the year	-	-
Liability/(Asset) recognised in the balance sheet	(3,96,93,000)	2,80,43,000
v) Cost for the year		
Service cost	28,14,897	26,66,871
Interest cost	22,43,440	21,85,782
Expected return on plan assets	-	-
Actuarial (gain)/loss	83,58,768	(30,00,195)
Net cost recognised in the profit & loss account	1,34,17,105	18,52,458
vi) Movement in the liability recognised in the balance sheet		
Opening net liability	2,80,43,000	2,86,99,000
Obligation of subsidiary company reversed	-	(2,45,000)
Expenses as above	1,34,17,105	18,52,458
Contribution paid	(17,67,105)	(22,63,458)
Closing net liability	3,96,93,000	2,80,43,000
vii) Assumptions used to determine the benefit obligations:		
Discount rate	8.00%	8.00%
Rate of increase in compensation levels	6.00%	6.00%

Part B : Leave Encashment

	Leave Encashment benefit Unfunded	
	As on 31st March, 2015	As on 31st March, 2014
i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Obligation at the beginning of the year	88,61,000	85,29,000
Obligation of subsidiary company reversed	-	(1,39,000)
Interest cost	7,08,880	6,25,144
Service cost	10,50,323	10,52,763
Actuarial (gain)/ loss	34,14,223	(55,515)
Benefits paid	(16,17,426)	(11,51,392)
Obligation at the year end	1,24,17,000	88,61,000
ii) Change in plan assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contribution	1,24,17,000	11,51,392
Actuarial (gain)/ loss	-	-
Benefits paid	(1,24,17,000)	(11,51,392)
Fair value of plan assets at the end of the year	-	-
Unfunded status	(1,24,17,000)	(88,61,000)
iii) Limits of corridor not considered since total actuarial gain/loss is being recognised as on 31st March, 2015		
Actuarial (loss) for the year- obligation	34,14,223	55,515
Actuarial gain/(loss) for the year- plan assets	-	-
Sub- Total	34,14,223	55,515
Actuarial loss recognised	(34,14,223)	(55,515)
iv) Unrecognised actuarial gains (losses) at the end of the year		
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of the defined benefit obligations at the end of the year	1,24,17,000	88,61,000
Fair value of plan assets at the end of the year	-	-
Liability/(asset) recognised in the balance sheet	1,24,17,000	88,61,000

v) Cost for the year		
Service cost	10,50,323	10,52,763
Interest cost	7,08,880	6,25,144
Expected return on plan assets	-	-
Actuarial (gain)/loss	34,14,223	(55,515)
Net cost recognised in the profit & loss account	51,73,426	16,22,392
vi) Movement in the liability recognised in the balance sheet		
Opening net liability	88,61,000	85,29,000
Obligation of subsidiary company reversed	-	(1,39,000)
Expenses as above	51,73,426	16,22,392
Contribution paid	(16,17,426)	(11,51,392)
Closing net liability	1,24,17,000	88,61,000
vii) Assumptions used to determine the benefit obligations:		
Discount rate	8.00%	8.00%
Rate of increase in compensation levels	6.00%	6.00%

32) The disclosure as per Accounting Standard 17 (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India:

(a) Business segment:

Particulars	Pharmaceutical	Consumer Care Division	Total
(a) Revenue from operation	3,23,18,55,601	2,54,13,547	3,25,72,69,148
(b) Less: Operating and other expenses	2,98,58,04,085	5,35,46,057	3,03,93,50,142
(c) Segment result	24,60,51,516	(2,81,32,510)	21,79,19,006
(d) Less: Unallocated expenses			(12,96,95,762)
(e) Add: Other income			6,53,95,799
(f) Less: Exceptional items - expenses (net)			54,48,63,487
(g) Profit for the year			(39,12,44,444)

Fixed Assets used in the business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to total segment assets and liabilities are made.

(b) Geographical segment:

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Revenue from operation (net)		
In India	82,92,12,875	79,38,30,904
Outside India	2,42,80,56,273	2,23,46,39,417
Total	3,25,72,69,148	3,02,84,70,321

33) Disclosure as per Accounting Standard 18 (AS-18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India

i) Key management personnel

Shri Ajit Jain - Director and Chief Operating Officer

ii) The company has entered into transactions with related parties as listed below during the period under consideration. Full disclosure has been made and the board considers such transactions to be in normal course of business and at rates agreed between the parties. Details of transactions, with related parties are as follows :

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Key Management Personnel :		
Remuneration paid to personnels	1,77,19,767	86,97,360

- 34) In the opinion of the Board, current assets and loans and advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required. The balances of few creditors are subject to their confirmation.
- 35) a) The Company has taken certain office/factory premises on operating lease basis. Lease payments in respect of such leases recognised in statement of profit and loss account ` 2,56,54,076/- (Previous year ` 2,05,64,605/-).
- b) Except for escalation contained in certain lease arrangements providing for increase in the lease payment by specified percentage / amounts after completion of specified period. Further the lease terms do not contain any exceptional / restrictive covenants other than prior approval of the lessee before the renewal of lease.
- c) There are no restrictions such as those concerning dividend and additional debt other than in some cases where prior approval of lesser is required for further leasing. There is no contingent rent payment.
- 36) During the current year, the Parent Company and the subsidiary company KRLL have revised their accounting policy in respect of depreciation method on tangible assets, other than factory building and plant and machinery, from 'written down value method' to 'straight line method' over the expected useful life of the assets. The management is of the opinion that this change in accounting policy would result in a more appropriate presentation of the financial statements. As a result of this change, depreciation has been calculated retrospectively on straight line method and accordingly the Company has recorded reversal of depreciation expense amounting to ` 4,57,81,348 /- pertaining to previous years in the current year's statement of profit & loss (also refer note no 12).
- The Company has also revised the estimate useful life of assets, except plant and machinery, as prescribed in Schedule II of the Companies Act, 2013. The carrying value of assets where the remaining useful life was determined to be nil as on April 1, 2014 has been fully depreciated during the year and an amount of ` 4,57,81,348/- has been adjusted against the opening balance of profit and loss account in the balance sheet under reserves and surplus.
- Consequent to the above changes, the depreciation expense in the statement of profit and loss for the year is lower by ` 85,87,580/- (excluding depreciation written back in respect of previous year).
- 37) The subsidiary company 'KRLL' had developed two New Chemical Entities – KNC-6 and KNC-1206, over the earlier years, which was carried at cumulative value of ` 18,92,40,572/- as Capital WIP. Company's operations would now have a focus on product/process development of Active Pharmaceutical Ingredients. Therefore the company has now decided not to invest further in the new chemical entities in the near future. In view of the above, the management has decided to write off the Capital WIP of ` 18,92,40,572 /- invested over the years in the research of the new chemical entities.
- 38) In the absence of information regarding the status under Micro, Small and Medium Enterprises Development Act, 2006 amounts due to such enterprises have not been disclosed separately under sundry creditors. Kopran Research Laboratories Ltd. is in the process of compiling the additional information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The management does not envisage any material impact on the financial statement in this regard, which has been relied upon by the auditors.
- 39) The balances of unsecured loans, loans & advances and sundry creditors of Kopran Research Laboratories Ltd. are subject to the confirmation and consequential reconciliation/adjustments arising there from, if any. The management, however, does not expect any material variation.
- 40) The financial statements of the subsidiary company 'KRLL' have been prepared on the basis that the company is going concern. However having regard to the fact there are significant accumulated losses, the ability of company to continue as going concern is significantly dependent on the improvement of company's future operation and financial support from the holding company. Holding company has confirmed that necessary financial support will be provided as required.
- 41) Previous years' figures have been regrouped wherever necessary.

The notes referred to above form an integral part of the financial statements
Per our report attached

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No. 101048W

Kaushal Mehta
Partner
Membership No. 111749
Place : Mumbai
Date : 28th May, 2015

For and on behalf of the Board of Directors

SURENDRA SOMANI
Executive Vice Chairman

V. N. KHANNA
Director

B. K. SONI
Chief Financial Officer

SUNIL SODHANI
Company Secretary