

AN  **RPG** GROUP COMPANY



RPG LIFE SCIENCES LIMITED

ANNUAL REPORT 2015-16



ALL SET
TO ACCELERATE

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. H. V. Goenka	Chairman
Mr. C.L. Jain	
Dr. Lalit S.Kanodia	
Mr. Mahesh S. Gupta	
Mr. Manoj K. Maheshwari	
Mr. P.K. Mohapatra	
Mr. Narendra Ambwani	
Ms. Zahabiya Khorakiwala	
Mr. Sachin Nandgaonkar	
Mr. CT. Renganathan	Managing Director

AUDIT COMMITTEE

Mr. C.L. Jain
Mr. Mahesh S. Gupta
Mr. P.K. Mohapatra
Mr. CT. Renganathan

HEAD – LEGAL & COMPANY SECRETARY

Mr. Rajesh Shirambekar

AUDITORS

Lovelock & Lewes
Chartered Accountants

REGISTERED OFFICE

RPG House
463, Dr, Annie Besant Road
Worli
Mumbai - 400030.

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MANAGEMENT TEAM

Mr. CT. Renganathan	Managing Director
Mr. B.M. Sundaram	Head – International Business
Mr. Rajib Das	VP – Sales & Marketing (Speciality Business)
Mr. Satesh Siingh	General Manager – Sales & Marketing (Main & Derma Division)
Dr. Uday Bapat	Chief Scientific Officer
Mr. Mahesh Narayanswamy	Head – Finance
Dr. Nitin Gore	Chief Quality Officer
Ms. Suchitra Tiwari	Head – Regulatory & Project Management
Mr. Ninad Rawle	Head – Procurement & Sourcing

SOLICITORS

Crawford Bayley & Co.

BANKERS

Union Bank of India
State Bank of India
IDBI Bank
Export-Import Bank of India

REGISTRARS

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON WEDNESDAY, JULY 27, 2016 AT 3.00 P.M. AT RAVINDRA NATYA MANDIR, P. L. DESHPANDE MAHARASHTRA KALA ACADEMY, SAYANI ROAD, PRABHADEVI, MUMBAI 400 025 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016 and the Report of the Directors and Auditors' thereon.
2. To confirm payment of Interim Dividend of ₹ 1.60/- per Equity Share paid during the financial year 2015-16 as final dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Sachin Nandgaonkar (DIN:03410739), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, M/s. Lovelock & Lewes, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No. 301056E, who were appointed as Auditors of the Company at the Seventh Annual General Meeting of the Company to hold office till the conclusion of the Tenth Annual General Meeting of the Company on a remuneration as determined by the Board of Directors (which includes a Committee thereof) of the Company, plus reimbursement of out of pocket expenses incurred by them in connection with the audit, be and are hereby ratified and confirmed as Auditors of the Company till the conclusion of the next Annual General Meeting."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT Ms. Zahabiya Khorakiwala (DIN:00102689), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 29, 2015 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Zahabiya Khorakiwala, a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from July 27, 2016 to July 26, 2021."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

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

NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty shareholders and holding in aggregate not more than ten percent of the total Share Capital of the Company. Shareholders holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other shareholder. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

2. Shareholders/ proxies should bring duly filled attendance slip send herewith to attend the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 21, 2016 to Wednesday, July 27, 2016 (both days inclusive) for annual closing. The book closure dates have been fixed in consultation with the Stock Exchanges.
5. Shareholders holding shares in physical form are requested to notify the change, if any, in their address and bank mandate details to the Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
6. In case of joint holders attending the meeting, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The details of shares in Unclaimed Suspense Account and dematerialized are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate number as at April 1, 2015.	601	75,055
Number of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year.	3	361
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	3	361
Aggregate number as at March 31, 2016	598	74,694

The voting rights on the shares outstanding in the suspense account as on March 31, 2016 shall remain frozen till the rightful owner of such shares, claims the shares.

8. Details under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company / Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. For any communication, the shareholders may also send requests to the Company's investor email id: investorservices@rppls.com.
10. Shareholders who have not encashed their dividend warrant for the previous years, may approach the Company or the Registrar &

Share Transfer Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of seven (7) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 205C of the Companies Act, 1956. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claim shall lie in respect thereof.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company.
12. Pursuant to the provisions of Section 101 of the Act and Rules made thereunder, the Companies are allowed to send communication to Members electronically. To support the "Green Initiative", we request Members, holding shares in demat form, to kindly register/update your email address with your respective Depository Participants. Further Members, holding shares in physical form, can kindly register/update your email address with the Registrar and Share Transfer Agents of the Company at rnt.helpdesk@linkintime.co.in or with the Company at investerservices@rppls.com. The registered email address will be used for sending future communications.
13. Shareholders are requested to bring their copy of the Annual Report to the Annual General Meeting.
14. Shareholders seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
15. **Voting through electronic means:**
 In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its shareholders the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 9th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

 The facility of voting through polling paper shall also be made available at the venue of the 9th AGM. The shareholders attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The shareholders who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on July 23, 2016 (09.00 a.m. IST) and ends on July 26, 2016 (05.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, July 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address sticker.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of RPG Life Sciences Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
17. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
18. Mr. P. N. Parikh or failing him Mr. Mitesh Dhaliwala of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizers for conducting the remote e-voting and the voting at the AGM in a fair and transparent manner.
19. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website (www.rpglifesciences.com) and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited within 48 hours after the AGM.

By Order of the Board of Directors

Rajesh Shirambekar
Head – Legal & Company Secretary

Registered office:

RPG House
 463, Dr. Annie Besant Road,
 Worli, Mumbai 400 030.

Place: Mumbai

Date: April 29, 2016

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, listed Company is required to have at least one Women Director on the Board of the Company. In terms of the erstwhile Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall have optimum combination of Executive and Non-executive Directors with at least one Women Director.

In view of the above, the Board on recommendation of the Nomination and Remuneration Committee, at their meeting held on October 29, 2015 appointed Ms. Zahabiya Khorakiwala as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

A brief profile as required under the Listing Regulations is given below:

Ms. Khorakiwala did her schooling in Mumbai and then made her way to Switzerland for two years for her ‘A’ levels. She completed her graduation, Bachelor of Arts (Hons.) in Psychology from New York University. On her return to India, she got involved with certain developmental projects for Wockhardt and Wockhardt Hospitals. This initiation in the healthcare sphere led her to do her Masters in Business Administration from the Indian School of Business with specialization in Strategy and Leadership.

Ms. Khorakiwala is the driving force behind the resurgent new-age chain of multi super-speciality Wockhardt Hospitals. As the Managing Director, she is responsible for strategic decisions and the overall operations of the hospital chain.

Ms. Khorakiwala is well received at conferences, seminars and symposiums. She was recently conferred the title of ‘Most Promising Young Woman in Indian Business’ by Business Today, a India Today Group publication.

The Company has received a notice in writing from a shareholder of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Khorakiwala for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Khorakiwala fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

Accordingly, it is proposed to appoint Ms. Khorakiwala as an Independent Director for a term of up to 5 (five) consecutive years effective from July 27, 2016 to July 26, 2021 not being liable to retire by rotation. A copy of the draft letter of appointment of Ms. Khorakiwala setting out the terms

and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. The details of her attending the board meeting, amount of sitting fees paid during the year and membership/ chairmanship of committees of other boards are provided in Corporate Governance Report forming part of this annual report. The Board recommends her appointment as an Independent Director in the interest of the Company.

Except Ms. Khorakiwala, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution. Ms. Khorakiwala does not hold any shares in the Company.

Item No. 6:

The Board on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kirit Mehta & Co., Cost Auditors, to conduct the audit of the cost records in respect of pharmaceutical activities of the Company for the financial year ending March 31, 2017, on a remuneration not exceeding ₹ 2,75,000/- p.a., exclusive of all taxes and out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the

Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017. None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors

Rajesh Shirambekar
Head – Legal & Company Secretary

Registered office:

RPG House
 463, Dr. Annie Besant Road,
 Worli, Mumbai 400 030.

Place: Mumbai

Date: April 29, 2016

ANNEXURE TO NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE ANNUAL GENERAL MEETING IN PURSUANCE OF THE LISTING REGULATIONS

Mr. Sachin Nandgaonkar

Mr. Sachin Nandgaonkar, President & CEO – RPG Enterprises, heads the Speciality Sector at RPG Group which comprises of Raychem RPG Pvt. Ltd, RPG Life Sciences Ltd and Harrisons Malayalam Ltd. He also drives Digital, Business Excellence and New Ventures across the RPG group in his capacity as a Member of the Management Board of RPG.

Mr. Nandgaonkar joined the RPG group in 2015. Prior to that he was a Sr. Partner & Director at The Boston Consulting Group (BCG) where he worked for over 15 years. He is a B.Tech. in Electrical Engineering from IIT, Bombay and an MBA from IIM, Ahmedabad.

Mr. Nandgaonkar has extensive experience on dealing with strategic and operational issues related to business portfolio, growth strategy, globalisation, operational excellence, organisation design and change management across many industries.

Membership / Chairmanship:

Company / Industry	Division/s	Chairman/Member
RPG Life Sciences Ltd.	Risk Management Committee	Member
RPG Life Sciences Ltd.	Nomination and Remuneration Committee	Member
Harrisons Malayalam Ltd.	Audit Committee	Member
Harrisons Malayalam Ltd.	Risk Management Committee	Member
Harrisons Malayalam Ltd.	CSR Committee	Member
Raychem RPG Pvt. Ltd.	Audit Committee	Member

Mr. Nandgaonkar is not related to any member of the Board of Directors or to any Management Personnel of the Company.

Mr. Nandgaonkar doesn't hold any Equity Shares in the Company.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the annual report and audited statement of accounts of the Company for the year ended on March 31, 2016.

1. FINANCIAL RESULTS

The summary of financial performance of the Company for the year under review is given below:

	(₹ in Crores)	
	2015-16	2014-15
Total Income	280.10	243.18
Profit before depreciation, interest and tax	24.26	15.08
Less: Interest	2.49	2.72
Less: Depreciation	10.15	11.36
Profit for the year before tax	11.62	1.00
Add: Exceptional Item	-	-
Profit before tax	11.62	1.00
Less: Provision for tax (including Deferred Tax)	-	-
Profit for the year after tax	11.62	1.00
Appropriations:		
Interim Dividend	2.65	-
Tax on Interim Dividend	0.54	-
Proposed dividend	-	1.32
Tax on proposed dividend	-	0.27
Balance carried forward to balance sheet	77.25	68.82

2. DIVIDEND

In view of the improved profit levels reported by your Company in the first three quarters of the financial year under review, an Interim Dividend of ₹ 1.60 (20%) per share was paid in the month of March 2016. Your Directors recommend the aforesaid interim dividend as the final dividend for the financial year ended March 31, 2016.

3. OPERATIONS

The Company earned a total income of ₹ 280.10 Crore for the year as compared to ₹ 243.18 Crores during the previous year and a profit after tax of ₹ 11.62 Crore as against ₹ 1.00 Crore during the previous year. The profitability of the Company improved due to robust performance of Global Formulations and API divisions.

The Company's Formulations Plant located at Ankleshwar, Gujarat received EU GMP certification valid for the next 3 years. The API Facility located at Navi Mumbai successfully passed the TGA, Australia audit which will have positive impact on future orders.

The Company continues to hold EU GMP, WHO GMP and TGA, Australia certifications for the API facility at Navi Mumbai

plant and UK MHRA certification for its formulation plant at Ankleshwar.

Formulations Business:

Performance

During the year under review, the Formulations business achieved sales revenue of ₹ 169 Crore, with a growth of 17% over the previous year. The productivity of sales force improved by 25% year-on-year basis. As per the data compiled by Pharmatrac, a market researcher, the Company has improved its rank from 73rd to 66th positions in sales value terms over the previous year. The Company's Nephrocare Division continues to feature among the top 5 Indian Companies operating in the renal therapy segment. The company's strategy of focusing on brand building has shown promising outcomes with Tricaine and Minmin tonic performing well.

The Acute care business grew by 23%, Nephrocare by 14% growth and Oncology registered 28% growth.

The super specialty Oncology business showed impressive growth as well. The Company's major brands such as Lomotil, Aldactone, Naprosyn, Serenace and Azoran registered healthy growth in the year under review.

Outlook

In the current year, the Company will continue its emphasis on Focus brands and leverage the strength of its key brands to fuel growth. Dedicated efforts on strengthening Oncology and Nephrology therapies is expected to boost growth in the Chronic Specialty therapies segment, while Gastrointestinal, Pain Management and Nutritionals will drive growth in the Acute therapies segment. With focus on Dialysis and Transplant therapies, the Company will strive to consolidate its position in the Nephrocare space both in domestic as well as export markets. Brand extensions and new product launches in therapies where the Company's core competencies exist, in line with therapy gaps identified, are growth drivers. In addition, entry into new therapies like Dermatology (cosmetology) will provide avenues for further growth.

Training of field force will continue to remain the cornerstone for improving productivity by strengthening product knowledge and selling skills.

Global Generics Business:

Performance

The Global Generics business achieved sales revenue of ₹ 25.12 Crores, growth of 136% over the previous year. The company has also received EU GMP certification from the German Health Authority which shall help the Company in foraying into new untapped markets.

Outlook

The Global Generics business is likely to maintain these levels during the current financial year also despite the downward pricing pressure in the EU – one of its key markets. The Company signed one new contract for Azathioprine for Central and Eastern Europe and product has already been commercialized in few of these markets by the licensing partner. The company has also signed a new contract for a new product – Nicorandil for UK with one of the largest MNCs and this product shall be filed in Q1 FY 17 and is expected to be commercialized in Q4 FY 18. The company has also fared well in UK and Germany and these markets are likely to contribute significantly to the Global Generics business in the next year. The company intends to enter the US market through strategic alliances and partnerships and is already working on the products for this market.

The Company's presence in the German tender market will become stronger as market penetration improves with multiple partners. Addition of new customers and new products in EU as well as other geographies will be the key growth drivers in the Generics business.

Active Pharmaceutical Ingredients (API/Bulk Drugs) Business:

Performance

The API business achieved sales revenue of ₹ 35.95 Crores. The business showed a de-growth by 2% over last year as prime markets viz. Mexico & the Middle East which are major contributors to sales revenue, suffered due to weak local currencies and low Government funding.

Quinamide, which is one of the Company's key APIs continued to perform well vis-à-vis last year.

Outlook

API business has a strategic importance in the overall integration for Di-phenoxylate and Azathioprine (products of the formulation business). One of the key objectives of the Company is to build a strong and sustainable product portfolio. It has a plan to introduce new APIs every year in various key segments. On the basis of EU GMP certification, the Company plans to penetrate EU markets with a new API towards the end of the current financial year. With the emergence of BRIC markets, apart from domestic markets, Brazil & China would be increasingly important markets for some niche APIs that the Company manufactures.

Biotech Business:

Performance

The Biotech business achieved sales of ₹ 23.83 Crores, registering a growth of 3% over the previous year. The Company has managed to register reasonable growth in this division despite increasing competitive and pricing pressures in the domestic market. Growth was driven by strengthening existing client relationships and addition of new clients in Russia, Mexico and Indonesia. Sales to Russia & Indonesia have shown impressive growth. The Company continued to make several improvements and upgrades in its Biotech facility, to meet the requirements of various markets in emerging geographies, in line with its strategy to take products to regulated markets.

Outlook

The business, despite its profitability, is non-core for the company and therefore, has remained stagnant for several years, with de-growth in

some years. The strategy for this business is being reviewed for taking suitable action for the way forward.

4. EXTRACT OF ANNUAL RETURN

As required under Section 92 of the Companies Act, 2013, details forming part of the extract of the Annual Return in form MGT-9, is annexed herewith as **Annexure A**.

5. MEETINGS OF THE BOARD

The details of Board Meetings held during the year are given in the Corporate Governance Report.

6. DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors confirm that –

- a) in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards had been followed and there were no material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as at March 31, 2016 and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. STATEMENT ON DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declaration from each of the Independent Directors under Section 149 (6) and (7) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company, along with criteria for such payments and disclosures on the remuneration of the Directors

along with their shareholding are disclosed in Corporate Governance Report and Form MGT-9 which forms a part of this report.

9. NOMINATION AND REMUNERATION POLICY

The Company's policy on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178 (3) is annexed with this Report as **Annexure B**.

10. EXPLANATION AND COMMENTS ON AUDITOR'S AND SECRETARIAL AUDIT REPORT

There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditors in Auditors' Report.

Further, there is no qualification, disclaimer, reservation or adverse remark made by the Company Secretary in practice in Secretarial Audit Report.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Loans, Guarantees and Investments made by the Company are within the limits prescribed under the provisions of Section 186 of the Companies Act, 2013 and the details are given in the notes to the Financial Statements.

12. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements or transactions entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 during the course of business which were not at arm's length basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.rpglifesciences.com.

13. TRANSFER TO RESERVES

The Company has not transferred any sum to the General Reserve during the financial year ended March 31, 2016.

14. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2016 to which the financial statements relate and the date of this report.

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

The particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, are given in **Annexure C** to this report.

16. RISK MANAGEMENT

The details of Risk Management Committee (RMC) and its terms of reference are set out in the Corporate Governance Report.

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework help in identifying risks trend, exposure and potential impact analysis at Company's business.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee pursuant to Section 135 of the Companies Act, 2013 comprising of four Directors, namely, Mr. C. L. Jain, Mr. Narendra Ambwani, Ms. Zahabiya Khorakiwala and Mr. CT. Renganathan.

The terms and reference of the CSR Committee includes the following:

- a) To formulate and recommend to the Board the Corporate Social Responsibility Policy (CSR Policy) indicating activities to be undertaken as specified in Schedule VII of the Companies Act, 2013.
- b) To recommend to the Board the amount of expenditure to be incurred on the activities undertaken by the Company as per the CSR Policy within the overall limit specified in Section 135 (5) of the Act, as amended from time to time, but not less than 2% of the average net profits (calculated pursuant to Section 198 of the Act) of the Company during immediately preceding financial years or any other sum, as may be prescribed under Section 135 of the Act from time to time.
- c) To monitor the CSR policy of the Company from time to time.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sachin Nandgaonkar retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

At the Board Meeting held on October 29, 2015, Ms. Zahabiya Khorakiwala was appointed as an Additional Director.

Ms. Neera Saggi resigned from the Directorship of the Company effective from October 29, 2015.

The Board places on record its appreciation for the services rendered by Ms. Neera Saggi during her tenure with the Company.

None of the aforesaid Directors is related to any other Director of the Company.

Mr. CT. Renganathan, Managing Director, Mr. Sachin Raole, CFO & Sr. V.P. – Corporate Services and Mr. Rajesh Shirambekar, Head – Legal & Company Secretary are Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013.

19. SUBSIDIARY COMPANIES

There were no Companies which have become or ceased to be our subsidiaries, joint ventures or associate companies during the year.

20. FIXED DEPOSITS

Your Company has not accepted any fixed deposit during the year under review under Chapter V of the Companies Act, 2013. As on March 31, 2016, no deposit was overdue and deposit aggregating to ₹ 5.40 Lakhs was lying unclaimed with the Company.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

22. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of business.

23. INTERNAL FINANCIAL CONTROL

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this annual report.

24. INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL REMUNERATION) RULES, 2014

1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. H. V. Goenka (Chairman) – 2:3
		Mr. C. L. Jain – 2:3
		Dr. Lalit S. Konadia – 2:3
		Mr. Mahesh Gupta – 3:3
		Mr. Manoj Maheshwari – 1:3
		Mr. P. K. Mohapatra – 2:3
		Mr. Narendra Ambwani – 2:3
		Ms. Neera Saggi – 1:3
		Ms. Zahabiya Khorakiwala – 1:3
		Mr. Sachin Nandgaonkar – 2:3
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. CT. Renganathan (Managing Director)– 157:3
		Mr. H. V. Goenka (Chairman) – 33%
		Mr. C. L. Jain – 18%
		Dr. Lalit S. Konadia – 13%
		Mr. Mahesh Gupta – 36%
		Mr. Manoj Maheshwari – 33%
		Mr. P. K. Mohapatra – 20%
		Mr. Narendra Ambwani – 37%
Mr. Sachin Nandgaonkar – 13%		
3	The percentage increase in the median remuneration of employees in the financial year;	10% *
4	The number of permanent employees on the rolls of Company;	1,184 employees as on March 31, 2016

5	The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in remuneration of all employees was 10% for the FY 2015-16 which was based partly on the results of the company for the year ended March 31, 2015 and partly on the individual employee's performance. Total sales in the financial year 2014-15 has increased by 2% over previous year.									
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	Not Applicable.									
7	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations 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;	<p>Variations in Market Capitalisation and PE Ratio is as below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>31.03.2016</th> <th>31.03.2015</th> </tr> </thead> <tbody> <tr> <td>Market Capitalisation (₹ in Lakhs)</td> <td>36,776</td> <td>27,350</td> </tr> <tr> <td>PE Ratio</td> <td>31.64</td> <td>275.67</td> </tr> </tbody> </table> <p>The Company was listed as a result of Scheme of Arrangement and has not come out with an IPO. Hence the details of the same are not applicable.</p>	Particulars	31.03.2016	31.03.2015	Market Capitalisation (₹ in Lakhs)	36,776	27,350	PE Ratio	31.64	275.67
Particulars	31.03.2016	31.03.2015									
Market Capitalisation (₹ in Lakhs)	36,776	27,350									
PE Ratio	31.64	275.67									
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<ul style="list-style-type: none"> • Average Salary increase of non-managerial employees is around 14%. • Average Salary increase of managerial employees is around 11%. • There are no exceptional circumstances in increase of managerial remuneration. 									
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company;	Not Applicable.									
10	The key parameters for any variable component of remuneration availed by the Directors;	Only the Managing Director is entitled for performance bonus which is based on the individual's performance and Company's performance. Other components of remuneration are not variable during a particular year.									
11	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year; and	<p>The Managing Director is the highest paid Director.</p> <p>No employee received remuneration higher than the Managing Director.</p>									
12	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration Paid during the year ended March 31, 2016 is as per the Remuneration Policy of the Company.									

Notes:

* The percentage increase in the median remuneration of employees has been calculated after excluding Managing Director's remuneration.

25. WHISTLE BLOWER POLICY

The Audit Committee's terms of reference inter-alia include vigil mechanism which also incorporates a Whistle Blower Policy in terms of Section 177(10) of the Companies Act, 2013. The Company has adopted Whistle Blower Policy in the meeting of Board of Directors held on July 24, 2014. The Whistle Blower mechanism provides for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics. The Whistle Blower Policy is uploaded on the Company's website www.rpglifesciences.com.

26. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company has familiarisation programmes and the details of it have been uploaded on the website of the Company on the link below:

http://www.rpglifesciences.com/financial_policies.jsp

27. FORMAL ANNUAL EVALUATION OF BOARD AND ITS COMMITTEES

Pursuant to provisions of Section 134 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Nomination and Remuneration Committee laid down a criteria for evaluating Board effectiveness by assessing performance of the Board as a whole, performance of individual Director and Committees of the Board namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee. The Board approved the criteria laid down by Nomination and Remuneration Committee for evaluating Board effectiveness and engaged a third party agency to conduct Board effectiveness survey during the year under review.

28. AUDITORS

Statutory Auditors:

The members of the Company at its Annual General Meeting (AGM) held on September 25, 2014 appointed M/s. Lovelock & Lewes as the Statutory Auditors for a period of 3 (three) consecutive years from the conclusion of the seventh AGM to the conclusion of the tenth AGM. The auditors have confirmed that their appointment shall be in compliance with Section 139 and 141 of the Companies Act, 2013 subject to ratification at the ensuing AGM by the shareholders. The Board recommends ratification of appointment of M/s. Lovelock & Lewes as the Statutory Auditors for the financial year 2016-17.

Internal Auditors:

M/s. Aneja Associates, Chartered Accountants, are the Internal Auditors of the Company.

Secretarial Auditors:

M/s. Parikh Parekh & Associates, Practicing Company Secretaries, are the Secretarial Auditors of the Company. The Secretarial Audit Report required pursuant to sub-section (3) of Section 134 and Section 204 (1) of the Companies Act, 2013, is given in **Annexure D** to this report.

Cost Auditors:

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013, M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, was appointed to conduct audit of cost records of Pharmaceutical Activities for the year ended March 31, 2016. Cost Audit reports would be submitted to the Central Government within the prescribed time. Pursuant to Rule 6 of the Companies (Cost Records and Audit) Rules, 2014, cost audit reports for Pharmaceutical Activities for the year ended March 31, 2015 was filed with the Central Government on September 29, 2015.

29. EMPLOYEES STOCK OPTION PLAN

The Company has “2005 Employee Stock Option Plan” (ESOP 2005) for granting performance based stock option to employees. The employees have not exercised any options during the financial year ended March 31, 2016.

Disclosures for the financial year ended March 31, 2016 regarding ESOP 2005 in terms of Companies (Share Capital and Debentures) Rules, 2014 are as below:

Particulars	ESOP 2005
Options Granted	Nil
Options vested	10,014
Options exercised	Nil
The total no of shares arising as a result of exercise of options	Nil
Options lapsed/cancelled during the year	7,104
The exercise price	Nil
Variation of terms of options	No variation in the terms of options during the year under review
Money realized by exercise of options	Nil
Total no of options in force	2,910
Employee wise details of options granted to:	
Key Managerial Personnel (KMP)	No new options were granted to KMPs during the year under review
Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	Nil
Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil

30. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars of employees in compliance with the provisions of Section 134(3)(q) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided to the shareholder upon request. The same shall be available for inspection by the shareholder of the Company at the Registered Office of the Company during business hours on working days of the Company till the date of Annual General Meeting of the Company.

31. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis and Corporate Governance Report, as approved by the Board of Directors, together with a certificate from a Practicing Company Secretary confirming the compliance with the requirements of Corporate Governance policies are set out in the Annexures forming part of this annual report.

32. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee has been set up to redress complaints.

The Company has not received any complaint of sexual harassment during the financial year 2015-16.

33. MATERIAL TRANSACTIONS WITH RELATED PARTIES

The Company has not entered into any transaction with related parties during the year under review which requires reporting in Form AOC-2 in terms of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

34. SAFETY

Your company has carried out Safety audit, Fire audit and Environment audit through competent authorities at API Navi

Mumbai Plant. The Company also organised various safety awareness programmes to impart safety training to its employees.

35. AWARDS

The company has won the prestigious Indian Drugs Manufacturers Association (IDMA) Quality Excellence award in 2015 in the Silver category for its API Plant at Navi Mumbai.

Nephrocare division of the Company entered in Guinness World Record by setting the world's largest stress ball mosaic consisting of 10,000 stress balls signed by kidney patients & nephrology community.

Your Company took part for the first time in EFI (Employers Federation of India) for Excellence in Employee Relations – 2015 and received award for “commitment to excellence in Employee Relations” for its API Plant at Navi Mumbai.

36. APPRECIATION

Your Directors record their appreciation of the valuable services rendered by all employees of the Company, their gratitude to the banks for their assistance and to the Company's shareholders, customers and suppliers for their continued support.

For and on behalf of the Board of Directors

H.V. Goenka
Chairman

Place: Mumbai
Date: April 29, 2016

Annexure 'A' to the Directors' Report

FORM MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

[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	L24232MH2007PLC169354
ii.	Registration Date	March 27, 2007
iii.	Name of the Company	RPG Life Sciences Limited
iv.	Category/Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v.	Address of the Registered office and contact details	RPG House 463, Dr. Annie Besant Road, Worli Mumbai-400 030 Tel No: 91-22-24981650/66606375 Fax: +91-22-24970127 E-mail : info@rpglifesciences.com Web: www.rpglifesciences.com
vi.	Whether listed Company	Yes
vii.	Name Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400 078 Tel: +91-22-25946970 Fax: +91-22-25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacturer of Pharmaceutical preparations	21002	100%

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
	NIL	NA	NA	NA	NA

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	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	7,67,775	-	7,67,775	4.64	8,59,987	-	8,59,987	5.20	0.56
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt	-	-	-	-	-	-	-	-	-
d. Bodies Corp	1,01,77,195	-	1,01,77,195	61.55	1,01,83,933	-	1,01,83,933	61.59	0.04
e. Banks/Fl	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	1,09,44,970	-	1,09,44,970	66.19	1,10,43,920	-	1,10,43,920	66.79	0.60
(2) Foreign									
a. NRIs- Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp	-	-	-	-	-	-	-	-	-
d. Banks/Fl	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A) (2)	1,09,44,970	-	1,09,44,970	66.19	1,10,43,920	-	1,10,43,920	66.79	0.60
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	50	1,050	1,100	0.01	-	1,050	1,050	0.01	-
b. Banks/Fl	1,40,130	2,224	1,42,354	0.86	-	2,224	41,272	0.25	(0.61)
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govts	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. Flls	-	5,500	5,500	0.03	-	5,500	5,500	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	1,40,180	8,774	1,48,954	0.90	39,048	8,774	47,822	0.29	(0.61)

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	% of total Shares	Demat	Physical	Total	% of total Shares		
2. Non-Institutions										
a. Bodies Corp										
i Indian	9,51,035	3,444	9,54,479	5.77	12,54,652	3,444	12,58,096	7.61	1.84	
ii Overseas	-	-	-	-	-	-	-	-	-	
b. Individuals										
i Individual shareholders holding nominal share capital upto ₹ 1 lakh	28,26,074	4,21,559	32,47,633	19.64	26,05,586	4,06,217	30,11,803	18.21	(1.43)	
ii Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,11,826	-	8,11,826	4.91	7,61,506	-	7,61,506	4.61	(0.30)	
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	
c. Others (Specify)										
i. Clearing Member	1,46,069	-	1,46,069	0.88	1,14,153	-	1,14,153	0.69	(0.19)	
ii. NRI (Repatriable)	1,87,584	360	1,87,944	1.14	81,299	360	81,659	0.49	(0.65)	
iii. NRI (Non-Repatriable)	83,291	-	83,291	0.50	40,092	-	40,092	0.24	(0.26)	
iv. Trusts	10,939	-	10,939	0.07	6,000	-	6,000	0.04	(0.03)	
Sub-Total (B)(2)	50,16,818	4,25,363	54,42,181	32.91	50,34,328	4,10,035	54,44,363	32.92	0.01	
Total Public Shareholding (B)=(B)(1)+ (B) (2)	51,56,998	4,34,137	55,91,135	33.81	50,73,376	4,18,809	54,92,185	33.21	(0.60)	
C Shares held by the Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	1,61,01,968	4,34,137	1,65,36,105	100.00	1,61,17,296	4,18,809	1,65,36,105	100.00		

II. Shareholding of promoters

Shareholders Name	Shareholding at the Beginning of the year			% Change in share-holding during the year			% Change in share-holding during the year
	No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share holders	No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share holders	
1 Swallow Associates LLP	50,21,638	30.37	-	50,21,638	30.37	-	-
2 Instant Holdings Limited	27,27,659	16.50	-	27,34,397	16.54	-	0.04
3 Summit Securities Limited	17,92,398	10.84	-	17,92,398	10.84	-	-
4 STEL Holdings Limited	5,02,550	3.04	-	5,02,550	3.04	-	-

	Shareholders Name	Shareholding at the Beginning of the year			% Change in share-holding during the year			% Change in share-holding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share holders	No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share holders	
5	Chattarapati Investments Limited	1,26,450	0.76	-	1,26,450	0.76	-	-
6	Carniwal Investments Limited	6,500	0.04	-	6,500	0.04	-	-
7	Harsh Vardhan Goenka*	7,32,115	4.43	-	8,24,324	4.99	-	0.56
8	Harsh Vardhan Goenka	26,913	0.16	-	26,913	0.16	-	-
9	Mala Goenka	8,747	0.05	-	8,747	0.05	-	-
10	Harsh Vardhan Goenka**	-	-	-	1	-	-	-
11	Harsh Vardhan Goenka***	-	-	-	1	-	-	-
12	Harsh Vardhan Goenka****	-	-	-	1	-	-	-
	Total	1,09,44,970	66.19	-	1,10,43,920	66.79	-	0.60

* Trustee of Nucleus Life Trust.

**Trustee of Crystal India Tech Trust.

*** Trustee of Monitor Portfolio Trust.

**** Trustee of Stellar Energy Trust.

III. Change in Promoters' 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	1,09,44,970	16.50	1,09,44,970	66.19
1	Instant Holdings Limited				
	11.05.2015 Market Purchase	6,738	-	1,09,51,708	66.23
2	Harsh Vardhan Goenka*				
	01.04.2015 Market Purchase	6,042	0.03	1,09,57,750	66.27
	06.04.2015 Market Purchase	14,000	0.08	1,09,71,750	66.35
	08.05.2015 Market Purchase	42,033	0.25	1,10,13,783	66.60
	04.06.2015 Market Purchase	11,862	0.07	1,10,25,645	66.68
	05.06.2015 Market Purchase	18,272	0.11	1,10,43,917	66.79
3	Harsh Vardhan Goenka**				
	22.03.2016 Market Purchase	1	-	1,10,43,918	66.79
4	Harsh Vardhan Goenka***				
	22.03.2016 Market Purchase	1	-	1,10,43,919	66.79
5	Harsh Vardhan Goenka****				
	22.03.2016 Market Purchase	1	-	1,10,43,920	66.79
	At the End of the year	1,10,43,920	-	1,10,43,920	66.79

* Trustee of Nucleus Life Trust.

**Trustee of Crystal India Tech Trust.

*** Trustee of Monitor Portfolio Trust.

**** Trustee of Stellar Energy Trust

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mentor Capital Limited	3,61,760	2.19	3,45,000	2.09
2	Neville Jijibhoy Mistry	1,52,000	0.92	1,52,000	0.92
3	Bhupinder Kaur	1,10,057	0.67	1,43,103	0.87
4	Paramjeet Singh	1,11,321	0.67	1,39,814	0.85
5	Ajay Dilkush Sarupria	-	-	1,31,000	0.79
6	Divyam Tie up Private Ltd	-	-	97,000	0.59
7	Deepa Bagla	-	-	94,943	0.57
8	SAM Financial Services Pvt. Ltd	-	-	85,000	0.51
9	Deepa Bagla Financial Consultants Pvt. Limited	-	-	76,681	0.46
10	Muskan Arora	-	-	66,119	0.40

Notes:

- In case of joint holding, the name of first holder has been considered.
- The shares of the Company are traded on daily basis by the top ten shareholders and hence the date wise increase/decrease in the shareholding is on consolidated basis.
- The shareholding details are given on the legal ownership and not beneficial ownership.

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Shareholding of Directors:					
At the beginning of the year					
1	H.V. Goenka, Chairman	26,913	0.16	26,913	0.16
2	CT. Renganathan, Managing Director	-	-	-	-
At the end of the year					
		26,913	0.16	26,913	0.16
Shareholding of KMP:					
At the beginning of the year					
1	Sachin Raole, Chief Financial Officer	1	-	1	-
2	Rajesh Shirambekar, Company Secretary	-	-	-	-
At the end of the year					
		1	-	1	-

Notes:

- Apart from above no, other Director and KMP holds any shares at the beginning and end of the financial year 2015-16 in the Company.
- Further apart from above there was no increase/decrease in shareholding of any other Director and KMP.

VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
i. Principal Amount	3,286	37	-	3,323
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,286	37	-	3,323
Change in Indebtedness during the Financial year				
• Addition	-	-	-	-
• Reduction	(1,062)	(3)	-	(1,065)
Net Changes				
Indebtedness at the end of the Financial year				
i. Principal Amount	2,224	34	-	2,258
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not paid	-	-	-	-
Total (i +ii +iii)	2,224	34	-	2,258

VII. 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 Managing Director: Mr. CT. Renganathan	Total Amount
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,15,32,794	1,15,32,794
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	• As % of profit		
	• Others, specify		
5	Other please specify	-	-
	Total (A)	1,15,32,794	1,15,32,794
	Ceiling as per the Act	1,39,01,075	1,39,01,075

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Director										Total (₹)
		C.L Jain	Dr. Lalit S. Kanodia	Mahesh Gupta	Manoj Maheshwari	P.K. Mohapatra	Narendra Ambwani	Neera Saggi	Zahabiya Khoraki wala	H.V. Goenka	Sachin Nandgaonkar	
		1	2	3	4	5	6	7	8	9	10	
1.	Independent Directors											
	Fee for attending board committee meetings	2,15,000	2,05,000	2,68,000	120,000	1,97,000	1,93,000	70,000	80,000	-	-	13,48,000
	Commission	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-	-
	Total (1)	2,15,000	2,05,000	2,68,000	120,000	1,97,000	1,93,000	70,000	80,000	-	-	13,48,000
2.	Other Non-Executive Directors											
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-	1,90,000	2,05,000	3,95,000
	Commission	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	1,90,000	2,05,000	3,95,000
	Total (B)= (1+2)	2,15,000	2,05,000	2,68,000	120,000	1,97,000	1,93,000	70,000	80,000	1,90,000	2,05,000	17,43,000
Total Managerial Remuneration 17,43,000												
Overall Ceiling as per the Act ₹ 1 Lakh per meeting												

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	75,19,085	30,86,492	1,06,05,577
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,25,980	32,400	2,58,380
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	No new stock options granted during the year	No new stock options granted during the year	
3	Sweat Equity	-	-	-
4	Commission			
	• As % of profit	-	-	-
	• Others, specify	-	-	-
5	Other please specify	-	-	-
	Total (A)	77,45,065	31,18,892	1,08,63,957
	Ceiling as per the Act	-	-	-

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief Description	Details of penalty/ punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A.	Company				
B.	Directors				
C.	Other officers in Default				
Penalty/ Punishment/ Compounding	NIL	NIL	NIL	NIL	NIL

Annexure 'B' to the Directors' Report

NOMINATION AND REMUNERATION POLICY

1. Introduction:

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Listing Agreement in order to pay equitable remuneration to Directors, Key Managerial Personnel and other employees of the Company.

2. Objective:

- I. Formulate the criteria for determining qualifications, positive attributes and independence for appointment of a Director (Executive/non-executive) and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- II. To formulate the criteria for performance evaluation of all Directors.
- III. Formulate Board diversity policy.

3. Constitution of the Nomination and Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee (NRC) on April 30, 2014 as per Companies Act, 2013.

4. Definitions:

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board” means Board of Directors of the Company.

“Company” means RPG Life Sciences Limited

“Directors” means Directors of the Company.

“Independent Director” (ID) means a Director referred to in Section 149 (6) of the Companies Act, 2013 and Rules made thereunder.

“Key Managerial Personnel” (KMP) means

- 1) Chief Executive Officer or the Managing Director or the Manager; and in their absence, a Whole time Director;
- 2) Chief Financial Officer; and
- 3) Company Secretary

“Senior Management Personnel” (SMP) means the employees of the company who are directly reporting to the Managing Director/ Chief Executive Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. Matters to be dealt with and recommended by NRC to the Board

The following matters shall be dealt by the Committee:

a) Directors

Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrants the appointment of a new Director, having regard to the variety of skills, experience and expertise on the Board and who will best complement the Board.

b) Evaluation of performance

Making recommendations to the Board on appropriate criteria for evaluation of Directors' performance. Identifying familiarization and training programs for the Board to ensure that Non-Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities.

c) Board diversity

NRC is to assist the Board in ensuring Board nomination process with diversity of gender, thought, experience, knowledge and perspective in the Board in accordance with the Board diversity.

d) Remuneration framework and policies

NRC is responsible for reviewing and making recommendation to the Board on the following:

- i. The remuneration of MD/CEO and KMPs.
- ii. Remuneration of Non-executive Directors and Chairman.
- iii. Remuneration Policy for all employees including KMPs and SMPs which requires to take note of need to:
 - a) Attract and motivate talent to accomplish Company's long term growth plans.
 - b) Demonstrate a clear link between executive compensation and performance.
 - c) Company's stock option schemes.

6. Policy for appointment and retirement or removal of Director, KMP and SMP:

A. Appointment criteria and qualifications

NRC shall identify person and criteria for the qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his/her appointment.

B. Retirement

The Director, KMP and SMP shall retire as per the provisions of the applicable Act, and the prevailing policy of the Company. On the recommendation of the NRC, the Board if it considers it to be in the Company's interest, shall have the discretion to retain the Director, KMP and SMP even after attaining the retirement age.

C. Removal

In case any Director or KMP incurs any disqualification as provided under the Act or Rules made thereunder, or is in breach of Code of Governance and Ethics adopted by the Company, the NRC may recommend to the Board removal of such Director or KMP.

7. Policy for remuneration to Directors, KMP, SMP

MD/CEO:

Remuneration to the MD/CEO shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.

NEDs:

- i. NEDs shall be entitled to sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and sub Committees of the Board.
- ii. Commission as may be recommended by NRC and subsequently approved by the Board of Directors and shareholders whenever required.

- iii. The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

KMPs & SMPs:

The remuneration to be paid to the KMPs and SMPs, shall be recommended by the NRC considering relevant qualification and experience of the individual as well as the prevailing market condition. The remuneration shall be combination of fixed and variable pay.

- 8. NRC may consider granting Stock Options to MD/CEO, KMPs, SMPs and other employees pursuant to any Stock Option Plan adopted by the Company.

9. General:

This policy is framed based on the provisions of the Companies Act, 2013 and Rules thereunder and the requirements of Clause 49 of the Listing Agreement with Stock Exchanges. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other Regulations which makes any of the provisions in the policy inconsistent with the Act or Regulations, then the provisions of the Act or Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

Annexure 'C' to the Directors' Report

Pursuant to the Rule 8 (3) of the Companies (Accounts) Rules, 2014.

A. Conservation of Energy:

(a) (i) Energy Conservation measures taken during the year:

Energy audit has been conducted through competent authority and suggested recommendations are being implemented. Multiple energy conservation measures were taken across all manufacturing facilities such as strong vigilance, employee awareness, minimizing leakages & energy waste.

The significant energy conservation measures taken during the year:

- I. Maintaining Power factor Unit & getting incentives from power supply authorities.
- II. Replacement of ML Light fittings by PL lights in plant & corporate offices in API, Formulation plant.
- III. Installation of VFD's on Motors.
- IV. Installation of Heat Exchanger on Vacuum pumps for water circulation tank.

(ii) Impact of measures mentioned above for energy conservation and consequent impact on cost of production of goods during the year:

The energy conservation measures undertaken during the year contributed to reduction in the cost of production by approximately ₹ 30.47 Lakhs.

(b) Measures taken for utilizing alternate sources of energy:

Company has Pipe Natural Gas connection (PNG) which is being used in emergency. During the year PNG rates were at higher side therefore Company has used Furnace Oil.

(c) Capital investment on energy conservation equipments:

Various energy conservation equipments were added to the production facilities across all Plant locations with approximate cost of ₹ 4.43 lakhs.

B. TECHNOLOGY ABSORPTION:

1. Efforts made towards technology absorption/ development:

- a. Chemical Research and Development – Development of innovative processes for Active Pharmaceutical Ingredients (APIs) and their intermediates. Process excellence to meet current quality requirements and cost reduction to remain competitive.
- b. Formulation and Development – Development of solid dosage forms for markets of India, EU and rest of the world. Process excellence projects aimed at meeting current quality requirements. Technology absorption for site transfer projects.

- c. Fermentation Research and Development – Process optimization and excellence to reduce manufacturing cost of fermentation based APIs.

2. Benefits derived like product improvement, cost reduction, product development or import substitution as a result of above:

The R&D supports two businesses of the company namely International Business comprising Active Pharmaceutical Ingredients and solid dosage forms for regulated and non-regulated markets and Domestic Business comprising formulations for domestic market. During the year R&D efforts resulted into following –

- a. Successful completion of Pivotal BE study for Anti-anginal Product. The product is ready for registration in EU market.
- b. Pilot BE study was successfully completed for Prolong Release tablet formulation of antiepileptic drug for regulated markets. The product is ready for further scale up.
- c. Two site variation projects for EU client were completed successfully during the year.
- d. Process developed at laboratory scale for Active Pharmaceutical Ingredient used to treat symptoms of overactive bladder.
- e. At fermentation plant downstream process modification done to achieve significant reduction in effluent load.
- f. At laboratory scale new strain that produces 40% higher output developed.

3. In case of imported technology:

No new technologies have been imported during theyear 2015-2016.

4. Expenditure incurred on Research & Development:

Item	(₹ in Lakhs)
(a) Capital	79
(b) Recurring	947
(c) Total	1,026
(d) Total R & D expenditure as a percentage of total turnover	3.75%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, Foreign Exchange earned in terms of actual inflows was ₹ 9133 lakhs and the Foreign Exchange outgo in terms of actual outflow was ₹ 1716 lakhs.

Annexure 'D' to the Directors' Report FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule
No. 9 of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014)

To,

The Members,

RPG LIFE SCIENCES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RPG LIFE SCIENCES 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, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally 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 made available to us and maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;(Not applicable to the Company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company namely
1. Drug & Cosmetics Act, 1940
 2. The Environment (Protection) Act, 1986
 3. Manufacture, Storage & Impact of Hazardous Chemical Rules, 2000
 4. The Prevention of Food Adulteration Act, 1954
 5. Pharmacy Act, 1948
 6. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
 7. Narcotic Drugs and Psychotropic Substances Act, 1985
 8. Poisons Act 1919
 9. Food Safety And Standards Act, 2006
 10. The Patents Act, 1970
 11. The Trade Marks Act, 1999

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

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

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

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh Parekh & Associates

Company Secretaries

Mitesh Dhaliwala

Partner

Place: Mumbai

FCS: 8331 CP No: 9511

Date: 29.04.2016

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

'Annexure A to the Secretarial Audit Report'

To,

The Members

RPG LIFE SCIENCES LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates

Company Secretaries

Mitesh Dhaliwala

Partner

Place: Mumbai

FCS: 8331 CP No: 9511

Date: 29.04.2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1) Industry structure and developments

Healthcare in India has evolved rapidly from being a product centric industry to a service driven sector, with delivery and medical insurance segments gaining prominence.

India's pharmaceutical industry has been ranked 3rd in terms of volume and 10th in terms of value, globally.

It is estimated that Indian pharmaceutical sector will touch US\$ 55 billion in sales by 2020. India is now among the top five emerging pharmaceutical markets and is expected to grow at a Compounded Annual Growth Rate (CAGR) of 15%.

Driven by increasing sales of generic medicines, continued growth in chronic therapies and greater penetration in rural markets, the domestic formulation market in India is expected to register a growth of about 10% to 11% next year. In FY 16, it achieved a growth rate of 12.94%.

In FY 2016, there were 344 Cardiovascular & Anti-Diabetic Formulations that were brought under Price Control in addition to 108 formulations brought earlier in the year. New Drug Approval Committee's (NDAC) stringent control on combination drugs, delays in clinical trial approvals, uncertainties over the Foreign Direct Investment (FDI) policy, the new pharmaceutical pricing policy, a uniform code for sales and marketing practices and compulsory licensing for the domestic pharmaceutical market are some of the challenges which face the Indian Formulation business.

Some well-established combinations which have been in the market for some years, got phased out due to notification by New Drug Advisory Committee (NDAC) declaring some Food, Drug & Cosmetic (FDC) as irrational combinations. Also, gestation period for new product launch have become longer due to increasingly stringent norms by regulators in the conduct of clinical trials and the data thereof.

2) Opportunities and Threat

Indian pharmaceutical industry has seen gradual increase in government healthcare spending & expansion of the private hospital sector. Government initiatives such as allowing 100% FDI in health and medical services will benefit the industry. Indian government plans to increase health expenditure to 2.50% of gross domestic product by the end of the 12th Five-Year Plan (2012-17), which will give the sector a further boost.

Several socio-economic factors, including increasing sales of generic medicines, continued growth in chronic therapies and a greater penetration in rural markets will contribute majorly to the growth of the Indian pharmaceutical market.

Other contributing factors for growth are heightened health awareness, increasing affluence, changing lifestyles resulting in higher incidence of lifestyle diseases and a nascent, yet fast growing health insurance industry. In addition, low cost of production and R&D boosts the efficiency of Indian pharmaceutical companies.

National List of Essential Medicines (NLEM) announcement in 2014, resulted in 108 Cardiovascular System (CVS) & Anti-Diabetic Formulations coming under price control, while in 2013, 652 Formulations came under price control, thus slowing down growth in revenues.

The NLEM medicines are subject to price control and this reduced average price realisations for major pharma players who were commanding a huge premium otherwise. At present, about 18% of the Indian market is under price control. Some well-established combinations which have been in the market for some time, got phased out due to NDAC's notification declaring some FDCs as irrational combinations.

The industry growth is largely driven by chronic disease segments viz. cardiovascular, diabetes, cancer and is largely influenced by changing lifestyles. Intense price pressure in semi-regulated markets, emergence of new local players affecting the branded generic prices, delay in approval of manufacturing facilities by regulated authorities and increased regulatory intervention in price fixation for domestic formulations are threats facing the players in the industry.

3) Segment wise performance

The Company is exclusively engaged in pharmaceutical business and operates across segments including Domestic Formulations, International Formulations, Active Pharmaceutical Ingredients (API) and Biotech.

Domestic Formulations division business catering to Domestic market achieved sales of ₹ 168 Crores, registering a growth of 17% year on year. In the Domestic market, the Company has strengthened its presence in the market by leveraging the existing brands to get newer products launched. The Company also took a host of other initiatives such as increasing the in-clinic effectiveness of the field force through extensive scientific training, emphasis on focus brands and innovative promotional strategies.

The API business achieved sales of ₹ 36.20 Crores while the Biotech business achieved sales of ₹ 23.83 Crores in FY 16.

The International Formulations business consolidated the Rest of World (RoW) markets with Global Generics (Regulated Markets)

business to give a strong focus on International Formulations business. The Global Generics business achieved sales of ₹ 26.71 Crores registering a growth of 152% year on year, while RoW markets contributed sales of ₹ 20.07 Crores to the Company registering a growth of 4% year on year.

The Company expects to grow by increasing the product offerings and by geographic expansion routes.

4) Outlook

The growth estimate for the domestic Formulation Industry is pegged at 14%. In comparison to the Industry growth prediction, the Company has taken a growth target of 20% for products promoted through trade channels. In light of the initiatives detailed above, the outlook of the business looks promising.

The Company received EU GMP Certificate subsequent to completion of EU GMP audit in the month of March 2016. This certification being a hallmark of quality, shall help the Company to enter in new markets across multiple geographies.

5) Risks and Concerns

Some of the key brands of the Company are under NLEM. The list of NLEM is increasing. Also more and more FDC dose combination are coming under question mark. The regulatory environment across the globe is becoming more and more stringent, and this makes entry into new geographies more challenging.

6) Internal Control Systems and their adequacy

The Company has set up internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes. The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

7) Financial performance with respect to operational performance

The total income during the year stood at ₹ 280.10 Crores. EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisations) was at ₹ 24.26 Crores. After deducting, Finance Cost of ₹ 2.49 Crores, Depreciation of ₹ 10.15 Crores and Taxes, the Profit After Tax (PAT) was at ₹ 11.62 Crores.

8) Material developments in human resources/ industrial front

The Company has won the prestigious Indian Drugs Manufacturers Association (IDMA) Quality Excellence award in 2015 in the Silver category for its API Plant at Navi Mumbai.

Nephrocare division of the Company entered in Guinness World Record by setting the world's largest stress ball mosaic consisting of 10000 stress balls signed by kidney patients & nephrology community.

The Company took part for the first time in EFI (Employers Federation of India) for Excellence in Employee Relations – 2015 and received award for “commitment to excellence in Employee Relations” for its API Plant at Navi Mumbai.

The Company firmly believes that people are its most valued resource and their efficiency plays a key role in achieving defined goals and building a competitive work environment. In its pursuit to attract, retain and develop best available talents, several programmes are regularly conducted at various levels across the Company. Employee relations continued to be cordial and harmonious across all levels and all the units of the Company.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations and tax laws.

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy

The Company lays emphasis on the values of fairness, transparency and accountability for performance at all levels, thereby enhancing the shareholders' value and protecting the interest of the stakeholders. During the year, the Company continued its pursuit of achieving these objectives through adoption and monitoring of prudent business plans, monitoring of major risks to the Company's business and pursuing policies and procedures to satisfy its commercial, social, legal and ethical responsibilities. These practices endeavor to attain a balance between enhancement of stakeholder value, achievement of financial objective and corporate social responsibility.

2. Board of Directors

The responsibilities of the Board include formulation of policies, new initiatives, performance review and control. The Board has constituted Committees and delegated powers for different functional areas. The Board as well as its Committees meet at periodic intervals. The strength of the Board is ten directors. Mr. H. V. Goenka is a Non-Executive Chairman of the Board. Mr. CT. Renganathan is the Managing Director. The composition of the Board meets the requirement of the listing regulations.

3. Board / Committee meetings and proceedings

3.1 Scheduling and selection of agenda items

All Board/ Committee members are given notice of the meetings in advance. The meetings are governed by a structured agenda. The agenda along with the explanatory notes are distributed well in advance.

3.2 Availability of information to the Shareholders

All items in the agenda are supported by detailed background information to enable the Shareholders to take informed decisions.

3.3 Recording minutes of the proceedings

Minutes of the proceedings of each Board/ Committee meetings are recorded. Draft minutes are circulated amongst all Directors for their comments. The minutes of the proceedings of the meetings are entered in the minutes book.

3.4 Follow up mechanism

The Company has an effective mechanism for post meeting follow-up, review and reporting process for the actions taken on decisions of the Board and Committees.

3.5 Compliance

The Board periodically reviews the compliance reports to ensure adherence to all applicable provisions of law, rules and guidelines.

3.6 Board Meetings

During the financial year, five meetings of the Board of Directors were held on April 29, 2015, July 28, 2015, October 29, 2015, February 02, 2016 and March 14, 2016.

3.7 The composition, nature of directorship, number of meetings attended and their directorship in other public companies of the Board of Directors as on March 31, 2016 are as under:

Name	Category	No. of Board meetings held	No. of Board meetings attended	Whether attended last AGM held on 28.07.2015	No. of directorship in other public limited companies	Committee positions in other companies ¹	
						Chairman	Member
Mr. H. V. Goenka Chairman	Non-Executive & Non - Independent	5	5	Yes	5	-	-
Mr. C.L. Jain	Non-Executive & Independent	5	4	Yes	3	2	4
Dr. Lalit S. Kanodia	Non-Executive & Independent	5	5	Yes	2	-	-
Mr. Mahesh S. Gupta	Non-Executive & Independent	5	5	Yes	4	3	6
Mr. Manoj Maheshwari	Non-Executive & Independent	5	3	Yes	3	2	3
Mr. P.K. Mohapatra	Non-Executive & Independent	5	4	Yes	5	1	6
Mr. Narendra Ambwani	Non-Executive & Independent	5	5	Yes	3	1	10
Ms. Neera Saggi ²	Non-Executive & Independent	3	2	No	N.A.	N.A.	N.A.
Ms. Zahabiya Khorakiwala ³	Non-Executive & Independent	3	1	N.A.	1	-	1
Mr. CT. Renganathan Managing Director	Executive	5	5	Yes	1	-	2
Mr. Sachin Nandgaonkar	Non-Executive	5	5	Yes	2	-	-

1. Only Audit Committee and Stakeholder's Relationship Committee positions are considered.

2. Ms. Neera Saggi resigned from the Directorship of the Company, w.e.f. October 29, 2015.

3. Ms. Zahabiya Khorakiwala has been appointed as an Independent Director on the Board of the Company w.e.f. October 29, 2015.

3.8 Separate Meeting of Independent Directors

In compliance with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company, was held on March 14, 2016 for reviewing the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board. Majority of Independent Directors were present at the meeting.

4. Audit Committee

The Audit Committee consists of three Independent and Non-Executive Directors, namely, Mr. C. L. Jain, Mr. Mahesh S. Gupta, Mr. P. K. Mohapatra and the Managing Director, Mr. CT. Rengnathan. Mr. C. L. Jain is the Chairman of the Audit Committee.

The composition of the Audit Committee complies with the requirements laid down in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference and powers of the Audit Committee are those prescribed under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

The Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings. The Company Secretary acts as Secretary to the Audit Committee.

During the financial year, four meetings of the Audit Committee were held on April 29, 2015, July 28, 2015, October 29, 2015 and February 2, 2016.

Attendance of Directors at the Audit Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. C. L. Jain	3
Mr. Mahesh S. Gupta	4
Mr. P. K. Mohapatra	4
Mr. CT. Renganathan	4

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of three Independent and Non-Executive Directors, namely, Mr. C. L. Jain, Dr. Lalit S. Kanodia and Mr. P. K. Mohapatra and one Non-Executive Director, namely, Mr. Sachin Nandgaonkar. Mr. C. L. Jain is the Chairman of the Committee.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity; identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal; and to administer and superintend the ESOP Scheme of the Company.

The composition of the Committee complies with the requirements laid down in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference and powers of the Committee are those prescribed under Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

During the financial year, three meetings of the Nomination and Remuneration Committee were held on July 15, 2015, October 29, 2015 and February 2, 2016.

Attendance of Directors at the Nomination and Remuneration Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. C. L. Jain	2
Dr. Lalit S. Kanodia	2
Mr. P. K. Mohapatra	3
Mr. Sachin Nandgaonkar	3

6. Remuneration of Directors

(i) Non-Executive Directors

The Non-Executive Directors at present are only paid sitting fees for attending meetings of the Board and Committee(s) thereof. Each Non-Executive Director is paid a sitting fee of ₹ 40,000/- per Board Meeting, ₹ 20,000/- per Audit Committee and ₹ 5,000/- per Nomination and Remuneration Committee Meeting and ₹ 1,000/- per Stakeholders Relationship Committee. Keeping in view industry practices, the Board, unanimously decides the amount of sitting fees to be paid from time to time.

Details of remuneration of the Directors during the financial year 2015-16 are as under:

Name of the Director	Sitting Fees (₹)
Mr. H. V. Goenka	1,90,000
Mr. C. L. Jain	2,15,000
Dr. Lalit S. Kanodia	2,05,000
Mr. Mahesh S. Gupta	2,68,000
Mr. Manoj Maheshwari	1,20,000
Mr. P. K. Mohapatra	1,97,000
Mr. Narendra Ambwani	1,93,000
Ms. Neera Saggi	70,000
Ms. Zahabiya Khorakiwala	80,000
Mr. Sachin Nandgaonkar	2,05,000

Mr. H. V. Goenka holds 26,913 equity shares of the Company in his individual capacity and 8,24,324 equity shares as a Trustee of Nucleus Life Trust and 1 share each as a Trustee of Crystal India Tech Trust, Monitor Trust and Stellar Energy Trust. None of the other Non-Executive Directors hold any equity shares in the Company.

(ii) Executive Director

Remuneration of Executive Director is decided by the Board based on the recommendation of the Nomination and Remuneration Committee within the ceiling fixed by the Shareholders subject to the approval of the Central Government.

The Central Government vide its letter No. SRN C47700182/5/2015 - CL.VII dated November 3, 2015 has approved the appointment and payment of remuneration to the Managing Director for a period of three years from January 2, 2015 to January 1, 2018. In view thereof, excess remuneration of ₹ 59,22,886/- paid for the period from January 2, 2015 to December 31, 2015 was recovered from the Managing Director.

The elements of remuneration paid to Mr. CT. Renganathan, Managing Director during the financial year 2015-16 are as under:

Name of the Director	Salary	Perquisites	(₹ in Lakhs)
			Retrial Benefits
Mr. CT. Renganathan	107.23	-	8.10

All components of the above remuneration are fixed in nature. The Managing Director is also entitled to performance incentive that will be considered for payment during the current year. The above remuneration does not include provision for future liability for retrial benefit

made based on actuarial valuation, which is done on overall Company basis.

7. Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of four Directors, namely, Mr. Mahesh S. Gupta, Mr. P. K. Mohapatra, Mr. Narendra Ambwani and Mr. CT. Renganathan. Mr. Mahesh S. Gupta is the Chairman of the Stakeholders Relationship Committee.

The functioning and terms of reference of the Committee are as prescribed and in due compliance with the Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013 and include reviewing existing investor redressal system, redressing of Shareholder complaints like delay in transfer of shares, non-receipt of declared dividend, etc.

During the financial year, four meetings of the Stakeholders Relationship Committee were held on April 29, 2015, July 28, 2015, October 29, 2015 and February 2, 2016.

Attendance of Directors at the Stakeholders Relationship Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. Mahesh S. Gupta	4
Mr. P. K. Mohapatra	3
Mr. Narendra Ambwani	4
Mr. CT. Renganathan	4

The Company Secretary is the Compliance Officer in terms of Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's shares are tradable only in demat form. As regards transfer of shares in physical form, the Board of Directors has delegated the power to the Company Secretary in order to expedite share transfers.

Statement of the various complaints received and resolved by the Company during the year ended March 31, 2016 are as under:

Sr. No.	Type of complaints	Number of Complaints		
		Received	Resolved	Pending
1.	Non-receipt of dividend warrant.	10	10	-
2.	Non-receipt of share certificate.	1	1	-
		11	11	-

8. Risk Management Committee

Risk Management Committee (RMC) consists of three Directors, namely, Mr. C. L. Jain, Mr. Sachin Nandgaonkar and Mr. CT. Renganathan. Mr. C. L. Jain is the Chairman of the RMC.

The roles and responsibilities of the RMC are as prescribed under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and includes monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

During the financial year, two meetings of the RMC were held on July 28, 2015 and March 23, 2016.

Attendance of Directors at the RMC Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. C. L. Jain	2
Mr. Sachin Nandgaonkar	1
Mr. CT. Renganathan	2

9. General Body Meeting

The details of the last three Annual General Meetings are as under:

AGM for the period/ year ended	Venue	Date	Time	Special Resolutions passed
6th AGM March 31, 2013	Ravindra Natya Mandir P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.	July 26, 2013	11.00 a.m.	1*
7th AGM March 31, 2014	Ravindra Natya Mandir P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.	September 25, 2014	11.00 a.m.	3**
8th AGM March 31, 2015	Ravindra Natya Mandir P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.	July 28, 2015	3.00 p.m.	Nil

* The details of Special Resolution passed at the 6th AGM is as under:

- Resolution pursuant to Section 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 for re-appointment of Mr. Ajit Singh Chouhan as Managing Director of the Company.

** The details of Special Resolution passed at the 7th AGM is as under:

- Resolution pursuant to Section 196, 197, 198, read with Schedule V of the Companies Act, 2013 for payment of remuneration to Mr. Ajit Singh Chouhan as Managing Director of the Company.
- Resolution pursuant to Section 180 (1)(c) of the Companies Act, 2013 for authority to obtain loans/ borrowings for the Company.
- Resolution pursuant to Section 180 (1)(a) of the Companies Act, 2013 for creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company.

None of the items transacted at the last Annual General Meeting held on July 28, 2015 were required to be passed by postal ballot nor any resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting. During the year under review, no resolution has been passed through the exercise of postal ballot.

10. Disclosures

- The Company has not entered into any materially significant related party transaction that may have potential conflict with the interest of the Company at large. The Company has received disclosures from the Senior Management Personnel confirming that they have not entered into any financial or commercial transaction, which may have potential conflict with the interest of the Company. The policy on dealing with Related Party Transactions is posted on the Company's website www.rpglifesciences.com.
- To the best of the Company's knowledge, there has neither been any incidence of non-compliance with laws governing capital market nor has any penalty or stricture been imposed on the Company by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.

- (iii) The Board of Directors has laid down the Code of Conduct for Board Members and Senior Management, which they are bound to observe in the course of conduct of business of the Company. The Code of Conduct has also been posted on the website of the Company. Each Director and Senior Management Personnel including all functional heads, to which the code has been made applicable, have affirmed their compliance with the Code. A declaration by Mr. CT. Renganathan, Managing Director, to this effect forms part of this report.
- (iv) The Managing Director and Chief Financial Officer of the Company have submitted the certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Board of Directors.
- (v) The Company has adopted a Whistle Blower Policy and confirms that no personnel was denied access to the Audit Committee.
- (vi) The Company is in compliance with all the mandatory requirements of Regulation 17 to 27 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status on adoption of non-mandatory requirement is set out in this report.
- (vii) The details of shares in Unclaimed Suspense Account are provided in notes to Notice of Annual General Meeting of the Company included in this Annual Report.

11. Means of Communication

The quarterly, half-yearly and annual results are published in 'The Free Press Journal' and 'Nav Shakti' newspapers. The financial results and official news releases are also available on the Company's website www.rpglifesciences.com.

12. General Shareholder Information

- (i) **AGM: Date, time and venue** 9th Annual General Meeting on July 27, 2016 at 3.00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.
- (ii) **Financial Year** April 1 - March 31
- (iii) **Date of Book Closure** July 21, 2016 to July 27, 2016 (both days inclusive).
- (iv) **Dividend Payment Date** The Company has paid an interim dividend on March 29, 2016 which was recommended as the final dividend by the Board of Directors subject to approval of the shareholders.
- (v) **Listing on Stock Exchanges** The Equity Shares of the Company are listed on the BSE Limited (BSE) having office at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and National Stock Exchange of India Limited (NSE) having office at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.
The listing fees have been paid to both the Stock Exchanges for the financial year 2016-17.
- (vi) **Stock Code** BSE - 532983
NSE - RPGLIFE
- (vii) **ISIN Code** INE105J01010

(viii) Market Price Data

Month	BSE		NSE		SENSEX	
	High	Low	High	Low	High	Low
April 2015	175.70	130.50	175.00	131.40	29,094.61	26,897.54
May	169.00	137.50	169.00	135.30	28,071.16	26,423.99
June	191.10	143.40	190.90	145.05	27,968.75	26,307.07
July	217.30	176.00	216.90	176.00	28,578.33	27,416.39
August	192.70	138.00	192.90	135.00	28,417.59	25,298.42
September	177.00	146.80	179.70	147.30	26,471.82	24,833.54
October	217.90	171.00	217.80	171.05	27,618.14	26,168.71
November	320.00	183.70	320.80	180.00	26,824.30	25,451.42
December	360.60	274.00	361.00	273.60	26,256.42	24,867.73
January 2016	335.00	207.50	335.00	206.60	26,197.27	23,839.76
February	268.80	196.10	269.10	194.70	25,002.32	22,494.61
March	269.00	211.20	268.00	209.20	25,479.62	23,133.18

(ix) Registrar and Transfer Agents

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.

Tel No.(022) 2594 6970 | Fax No. (022) 2594 6969 | E-mail:rnt.helpdesk@linkintime.co.in

Contact Person: Ms. Udaya Rao

(x) Grievance Redressal

The investors may register their grievance on investorservices@rpgls.com, an exclusive E- mail ID for registration of complaints by the investors.

(xi) Share Transfer System

In order to expedite the process of share transfer, the Board of Directors has delegated the power of transfer of shares to the Company Secretary who considers and approves transfers every fifteen days.

(xii) Distribution of Shareholding

- The distribution of shareholding as on March 31, 2016 was as under:

Nominal Value of Shareholding	No. of Share-holders	% of Share-holders	Share Amount (₹)	% of Share Amount
Upto 5000	13,414	93.48	1,40,90,960	10.65
5001 to 10000	506	3.53	36,73,936	2.78
10001 to 20000	212	1.48	30,98,352	2.34
20001 to 30000	65	0.45	16,06,656	1.21
30001 to 40000	41	0.29	14,58,008	1.10
40001 to 50000	24	0.17	10,87,112	0.82
50001 to 100000	43	0.30	30,35,736	2.29
100001 and above	45	0.31	10,42,38,080	78.80
Total	14,350	100.00	13,22,88,840	100.00

- Shareholding Pattern as on March 31, 2016

Category	No. of Shares	%
Promoters	1,10,43,920	66.78
Insurance Companies	Nil	Nil
Foreign Intuitional Investors	5,500	0.03
Mutual Funds/Banks	42,472	0.26
Non Resident Indians	1,21,751	0.74
Public	53,22,462	32.19
Total:	1,65,36,105	100.00

(xiii) Dematerialization of Shares and Liquidity

Category	No. of Shares	% of shares	No. of Share-holders	% of Share-holders
Electronic Form	1,61,17,296	97.47	11,060	77.07
Physical Form	4,18,809	2.53	3,290	22.93
Total:	1,65,36,105	100.00	14,350	100.00

(xiv) Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs. As of March 31, 2016, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company.

(xv) Commodity Price Risk or Foreign Exchange Risk and Hedging activities

During the year, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign currency exposure are disclosed in Note No. 41 to the Annual Accounts.

(xvi) Plant Locations

Bulk Drugs (Biotech)	Bulk Drugs (Synthetic)	Pharma Formulation
Plot No.2702/A, G.I.D.C. Industrial Estate, Ankleshwar 393 002, Dist. Bharuch (Gujarat).	25,M.I.D.C Land, Thane-Belapur Road, Navi Mumbai 400 705 Maharashtra.	Plot No.3102/A, G.I.D.C. Industrial Estate, Ankleshwar 393 002, Dist. Bharuch (Gujarat).

(xvii) Address for Correspondence

Mr. Rajesh Shirambekar
 Head – Legal & Company Secretary
 25, M.I.D.C. Land, Thane–Belapur Road,
 Navi Mumbai 400 705, Maharashtra.
 Tel No. (022) 6795 5400/ 6795 5555
 Fax No. (022) 2763 3269
 Email: investorservices@rpgls.com

(xviii) Non-Mandatory Requirements**1. The Board**

The Chairman has not sought any reimbursement of expenses incurred for maintenance of his office or performance of his duties. The tenure of all Independent Directors on the Board is less than nine years. The Board ensures before appointment of Independent Directors that

they have the requisite qualifications and experience that would be of use to the Company and would enable them to contribute effectively to the Company in their capacity as Independent Directors.

2. Shareholders' Rights

The quarterly, half-yearly and annual financial results are published in the newspapers and also displayed on Company's website (www.rpplifesciences.com). In view of this, the Company does not send the financial results to the shareholders separately.

3. Audit Qualification

The financial statements for the year ended March 31, 2016 are unqualified.

4. Separate Posts of Chairman and CEO

The Company has separate persons to the post of the Chairman and the Managing Director.

5. Reporting of Internal Auditor

The Internal Auditors presents the Internal Audit Report at the meeting of the Audit Committee every quarter.

Declaration

I hereby declare that all the Directors and Senior Management Personnel including all functional heads of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2016.

CT. Renganathan
Managing Director

Place: Mumbai
Date: April 29, 2016

PRACTICING COMPANY SECRETARY'S CERTIFICATE

To the Shareholders of
RPG Life Sciences Limited

We have examined the compliance of conditions of Corporate Governance by RPG Life Sciences Limited (hereinafter referred "the Company") for the year ended March 31, 2016 as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per relevant provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 ('Listing Regulations') for the period December 1, 2015 to March 31, 2016.

The compliance of regulations 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 regulations of 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 regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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 Vikram P. Gandhi
Practicing Company Secretary

Vikram Gandhi
Proprietor
Membership No.: 2074
C.P. No.: 651

Place: Mumbai
Date: April 29, 2016

INDEPENDENT AUDITORS' REPORT

To the Members of RPG Life Sciences Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of **RPG Life Sciences Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' judgment,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. 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

8. 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.
 - ii. The Company has long-term contracts including derivative contracts as at March 31, 2016 for which there were no material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Mumbai
29th April, 2016

Sumit Seth
Partner
Membership Number: 105869

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of RPG Life Sciences Limited on the financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lovelock & Lewes
 Firm Registration Number: 301056E
 Chartered Accountants

Mumbai
 29th April, 2016

Sumit Seth
 Partner
 Membership Number: 105869

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of RPG Life Sciences Limited on the financial statements as of and for the year ended March 31, 2016.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, other than for self constructed buildings, as disclosed in Note 13 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, duty of customs or value added tax which have not been deposited on account of any dispute. The particulars of dues of sales tax, service tax and duty of excise as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount ₹ in Lakhs*	Period to which the amount relates	Forum where the dispute is pending
Local Sales Tax Acts and Central Sales Tax Act	Sales/Purchase tax including interest and penalty as applicable	118	Several demands pertaining to the period 1994-1995 and 1997-1998 to 2000-2001	Appellate Authority – up to Commissioner's level
The Finance Act, 1994	Service tax including interest and penalty as applicable	36	Pertaining to the period April 2006 to December 2006	Appellate Authority – up to Commissioner's level
		96	Several demands pertaining to the period April 2006 to May 2015	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Excise duty including interest and penalty as applicable	42	Several demands pertaining to the period 1994 to 1996	Appellate Authority – up to Commissioner's level
		11	Several demands pertaining to the period 1990 to 1994 and 1996-1997	Customs, Excise & Service Tax Appellate Tribunal

*Net of amounts paid including under protest.

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of RPG Life Sciences Limited on the financial statements as of and for the year ended March 31, 2016.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained. Further the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has not entered into transactions with related parties during the year. Accordingly, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Lovelock & Lewes
 Firm Registration Number: 301056E
 Chartered Accountants

Sumit Seth
 Partner

Mumbai
 29th April, 2016

Membership Number: 105869

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	As at 31st March, 2016		As at 31st March, 2015	
		₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Equity and Liabilities					
Shareholders' Funds					
Share Capital	3	1,323		1,323	
Reserves and Surplus	4	12,036		11,193	
			13,359		12,516
Non-Current Liabilities					
Long-Term Borrowings	5	24		32	
Deferred Tax Liabilities (Net)	6	-		-	
Other Long-Term Liabilities	7	261		266	
Long-Term Provisions	8	199		158	
			484		456
Current Liabilities					
Short-Term Borrowings	9	2,196		3,246	
Trade Payables	10				
Total outstanding dues of micro and small enterprises		-		-	
Total outstanding dues of creditors other than micro and small enterprises		3,371		2,530	
Other Current Liabilities	11	1,017		664	
Short-Term Provisions	12	96		279	
			6,680		6,719
Total			20,523		19,691
Assets					
Non-Current Assets					
Fixed Assets					
Tangible Assets					
Tangible Assets	13	9,289		8,660	
Intangible Assets		1,637		1,792	
Capital Work-in-Progress		159		72	
		11,085		10,524	
Long-Term Loans and Advances	14	719		557	
			11,804		11,081
Current Assets					
Inventories	15	3,902		3,448	
Trade Receivables	16	3,699		4,061	
Cash and Bank Balances	17	80		72	
Short-Term Loans and Advances	18	1,038		1,029	
			8,719		8,610
Total			20,523		19,691

The accompanying notes are an integral part of these Financial Statements.

In terms of our report of even date

For Lovelock & Lewes
Firm Registration No. 301056E
Chartered Accountants

Sumit Seth

Partner
Membership No. 105869
Mumbai, 29th April, 2016

For and on behalf of the Board

H. V. Goenka
Chairman
DIN: 00026726

C. L. Jain
Director
DIN:00102910

CT. Renganathan
Managing Director
DIN: 02158397

Sachin Raole
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

Mumbai, 29th April, 2016

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

	Note	Year ended 31st March, 2016		Year ended 31st March, 2015	
		₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Revenue					
Revenue from Operations (Gross)	21	29,021		25,169	
Less: Excise Duty		1,089		942	
Revenue from Operations (Net)		27,932		24,227	
Other Income	22	78		91	
Total Revenue			28,010		24,318
Expenses					
Cost of Materials Consumed	23	6,025		5,920	
Purchases of Stock-in-Trade		3,360		2,378	
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	(241)		171	
Employee Benefits Expense	25	7,413		6,866	
Finance Costs	26	249		272	
Other Expenses	27	9,020		7,798	
Depreciation and Amortisation Expense		1,015		1,136	
Provision for Doubtful Debts and Advances (Net)	28	7		(323)	
Total Expenses			26,848		24,218
Profit Before Tax			1,162		100
Tax Expense					
For the year					
Current Tax		224		-	
Less: Minimum Alternate Tax Credit Entitlement		(224)		-	
Net Current Tax		-		-	
Deferred Tax		-		(170)	
		-		(170)	
For earlier years					
Provision for Minimum Alternate Tax Credit Entitlement		-		170	
		-		-	
Profit for the year			1,162		100
Earnings per Share - ₹ per Equity Share of ₹ 8 each [Refer Note 46]					
Basic			7.03		0.60
Diluted			7.03		0.60

The accompanying notes are an integral part of these Financial Statements.

In terms of our report of even date

For Lovelock & Lewes
Firm Registration No. 301056E
Chartered Accountants

Sumit Seth
Partner
Membership No. 105869
Mumbai, 29th April, 2016

For and on behalf of the Board

H. V. Goenka
Chairman
DIN: 00026726

C. L. Jain
Director
DIN:00102910

Mumbai, 29th April, 2016

CT. Renganathan
Managing Director
DIN: 02158397

Sachin Raole
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

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

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
A. Cash flow from operating activities				
Net Profit before Tax		1,162		100
Adjustments for -				
Depreciation and Amortisation Expense	1,015		1,136	
Interest Income	(3)		(16)	
Liabilities no longer required written back	(29)		(453)	
Provision for Doubtful Debts and Advance (Net)	7		(323)	
(Profit)/Loss on Sale/Disposal of Fixed Assets (Net)	(2)		(13)	
Interest Expense	247		274	
Unrealised Exchange (Gain)/Loss (Net)	29		134	
		1,264		739
Operating profit before working capital changes		2,426		839
Adjustments for -				
Trade and Other Receivables	315		(335)	
Inventories	(454)		329	
Trade and Other Payables	1,231		(641)	
		1,092		(647)
Cash generated from operations		3,518		192
Direct Taxes paid (net of refund of taxes)		(237)		(389)
Net cash used in operating activities		3,281		(197)
B. Cash flow from investing activities				
Purchases of Fixed Assets (including advances for capital expenditure)	(1,537)		(1,073)	
Sale of Fixed Assets	17		26	
Interest received	3		16	
Net cash (used in)/from investing activities		(1,517)		(1,031)
C. Cash flow from financing activities				
Proceeds from Long-term Borrowings	42		54	
Repayment of Long-term Borrowings	(57)		(61)	
(Repayment of)/Proceeds from Short-term Borrowings (Net)	(1,020)		1,839	
Dividend paid	(394)		(326)	
Tax paid on Dividend	(81)		(56)	
Interest paid	(248)		(226)	
Net cash from/(used in) financing activities		(1,757)		1,224
Net (decrease)/increase in cash and cash equivalents		6		(4)

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

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Cash and Cash Equivalents - Opening Balance		25		29
Cash and Cash Equivalents - Closing Balance		31		25
Cash and cash equivalents comprise of:				
Balances with Banks				
on Current Accounts	21		23	
on Margin Money Deposit Account	8		-	
		29		23
Cash on Hand		2		2
		31		25

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of the Companies Act, 1956. [Refer Note 2(a)]
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For Lovelock & Lewes
 Firm Registration No. 301056E
 Chartered Accountants

Sumit Seth
 Partner
 Membership No. 105869
 Mumbai, 29th April, 2016

For and on behalf of the Board

H. V. Goenka
 Chairman
 DIN: 00026726

C. L. Jain
 Director
 DIN:00102910

Mumbai, 29th April, 2016

CT. Renganathan
 Managing Director
 DIN: 02158397

Sachin Raole
 Chief Financial Officer

Rajesh Shirambekar
 Company Secretary

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

1. Background

RPG Life Sciences Limited (the 'Company') was incorporated on 29th March, 2007 as RPG Pharmaceuticals Limited. The name of the Company was subsequently changed to RPG Life Sciences Limited on 13th February, 2008. RPG Life Sciences Limited is engaged in the manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs).

Pursuant to a Scheme of Arrangement, the Company has acquired the pharmaceuticals business of Brabourne Enterprises Limited (formerly RPG Life Sciences Limited) with retrospective effect from the appointed date of 2nd April, 2007.

2. Significant Accounting Policies

(a) Basis of Preparation

"These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated 30th March, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. 1st April, 2016."

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose

of current and non-current classification of assets and liabilities.

(b) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation/ amortisation and impairment loss. Cost comprises of purchase/acquisition price, taxes (net of CENVAT availed), borrowing costs and any directly attributable cost for bringing the asset to its working condition for its intended use.

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of the assets specified in Schedule II to the Companies Act, 2013 except for Vehicles and Servers which are depreciated at higher than the rates prescribed under the Schedule II to the Companies Act, 2013. Further the fixed assets acquired under the Scheme of Arrangement [Refer Note 1] are depreciated/ amortised over estimated useful lives as per the Scheme of Arrangement. The estimated useful lives of the fixed assets acquired under the Scheme of Arrangement are as under:

<u>Description</u>	<u>Useful Life</u>
Tangible Assets	
Buildings	25 years
Plant and Equipment	4 to 8 years
Furniture and Fixtures	4 to 5 years
Vehicles	5 years
Office Equipment	4 to 8 years
Computers	2 years
Intangible Assets	
Goodwill	5 years
Computer Software	5 years
Technical Knowhow	20 years

The estimated useful lives of Vehicles and Servers based on technical assessment are as under:

<u>Description</u>	<u>Useful Life</u>
Vehicles	5 years
Servers	3 years

Leasehold Lands are amortised on Straight Line Method, pro-rata to the period of use, over the remaining lease terms.

Assets costing ₹ 5,000 or less are fully depreciated in the year of acquisition.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

Fixed assets retired from active use and held for disposal are stated at the lower of net book value and net realisable value and are disclosed under Other Current Assets. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Assessment is carried out at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. Impairment loss is provided to the extent the carrying amount of assets exceed their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

(c) Inventories

Inventories are valued at lower of cost and net realisable value. Raw and Packing Material cost is determined on weighted average basis. Cost of work-in-progress and finished goods includes labour and manufacturing overheads, where applicable.

(d) Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the Balance Sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognised in the Statement of Profit and Loss.

(e) Forward Contracts

Premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing asset/liability is amortised as expense or income over the life of the contract. Exchange difference on forward contract is recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward contract is recognised as income or expense in the Statement of Profit and Loss.

(f) Revenue Recognition

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per

the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Revenue from Product development services are recognised on the basis of contractual arrangements as related services are performed.

(g) Employee Benefits

(i) Defined Contribution Plans

The Company has Defined Contribution Plans for post employment benefits in the form of Superannuation Fund, Provident Fund, Employees' Pension Scheme and Employees State Insurance Scheme which are administered through Government of India and/or trustees. Superannuation Fund, Provident Fund, Employees' Pension Scheme and Employees' State Insurance Scheme are classified as Defined Contribution Plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution Plans are charged to the Statement of Profit and Loss as incurred.

(ii) Defined Benefit Plan

The Company has Defined Benefit Plan for post employment benefits in the form of Gratuity. Gratuity scheme of the Company is administered through trustees. Liability for Defined Benefit Plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit method.

(iii) Other Long-term Employee Benefits

(a) Accumulated Compensated Absences which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of Accumulating Compensated Absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

(b) Accumulated Compensated Absences which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. Liability for such benefits is provided on the basis of

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method.

- (iv) Termination benefits are recognised as an expense as and when incurred.
- (v) Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss as income or expense.

(h) Expenditure on Research and Development

Revenue expenditure is recognised as expense in the year in which it is incurred and the expenditure on capital assets is depreciated over the useful lives of the assets.

(i) Borrowing Costs

Borrowing costs include interest, other direct cost incurred in connection with the borrowing and exchange difference arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing cost directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as expense in the year in which they are incurred.

(j) Leases

Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term.

(k) Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. A disclosure for a contingent liability is made when there is

a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

(l) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has an unabsorbed depreciation or carryforward losses under tax laws, all deferred tax assets are recognised only to the extent that there is a virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit entitlement asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

3. Share Capital

	As at 31st March, 2016	As at 31st March, 2015
	₹ in Lakhs	₹ in Lakhs
Authorised		
18,750,000 Equity Shares of ₹ 8 each	1,500	1,500
Issued, Subscribed and Paid-up		
16,536,105 (Previous year 16,536,105), Equity Shares of ₹ 8 each fully paid-up	1,323	1,323

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
(a) Reconciliation of Number of Shares				
Number of shares outstanding as at the beginning of the year	1,65,36,105	1,323	1,65,35,241	1,323
Add: Shares allotted under the Employee Stock Option Plan (ESOP)	-	-	864	*
Number of shares outstanding as at the end of the year	1,65,36,105	1,323	1,65,36,105	1,323

*Amount is below the rounding off norm adopted by the Company.

- (b) The Company has only one class of shares i.e. equity shares having a face value of ₹ 8 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- (c) List of shareholders holding more than 5% shares as at the Balance Sheet date:

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
Swallow Associates LLP	50,21,638	30.37	50,21,638	30.37
Instant Holdings Limited	27,34,397	16.54	27,27,659	16.50
Summit Securities Limited	17,92,398	10.84	17,92,398	10.84

- (d) Shares reserved for issue under options:

Refer Note 29 for details of shares to be issued under the Employee Stock Option Plan.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
4. Reserves and Surplus				
Capital Reserve		5		5
General Reserve				
Balance as at the beginning of the year	863		864	
Less: Book value of Fixed Assets with expired useful life as on 1 st April, 2014#	-		1	
Balance as at the end of the year		863		863
Securities Premium Account				
Balance as at the beginning of the year	3,443		3,443	
Add: Addition on account of ESOP [Refer Note 3(a)]	-		*	
Balance as at the end of the year		3,443		3,443
Surplus				
Balance as at the beginning of the year	6,882		6,941	
Profit for the year as per Statement of Profit and Loss	1,162		100	
	8,044		7,041	
Less: Appropriations				
Interim Dividend	265		-	
Proposed Dividend	-		132	
Tax on Interim Dividend	54		-	
Tax on Proposed Dividend	-		27	
Balance as at the end of the year		7,725		6,882
		12,036		11,193

#Refer clause 3 to Note 13

*Amount is below the rounding off norm adopted by the Company.

5. Long-Term Borrowings

	As at	
	31st March, 2016	31st March, 2015
	₹ in Lakhs	₹ in Lakhs
Secured		
Term Loan from a Bank	13	17
Unsecured		
Long term maturities of Finance Lease Obligations [Refer Note 45]	11	15
	24	32
(a) Nature of Security and terms of repayment for secured borrowings		
Nature of Security	Terms of Repayment	
Term Loan from a Bank is secured by hypothecation of specific assets purchased under loan.	Repayable in 36 Equated Monthly Instalments beginning from the time loan is taken along with interest ranging from 10.25% to 10.75%.	
(b) Terms of repayment for unsecured Finance Lease Obligations	Repayable in 12 Equated quarterly Installments beginning from the month of taking the lease along with interest at 14.09% to 14.36% per annum.	

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
6. Deferred Tax Liabilities (Net)				
Deferred Tax Liabilities				
Depreciation/Amortisation	888		841	
Others	44		54	
		932		895
Less: Deferred Tax Assets				
Unabsorbed Depreciation and Tax Losses	792		707	
Statutory Liabilities	69		82	
Provision for Doubtful Debts and Advances	71		106	
		932		895
		-		-

Note: Deferred Tax Assets have been recognised to the extent of Deferred Tax Liabilities.

7. Other Long-Term Liabilities				
Deposits from Dealers		261		266
8. Long-Term Provisions				
Provision for Employee Benefits - Provision for Leave Encashment and Compensated Absences [Refer Note 42(C)]		199		158
9. Short-Term Borrowings				
Secured Working Capital Loans repayable on demand from Banks		2,196		3,246
Working Capital Loans are secured by hypothecation of inventory and book debts and second charge on immoveable assets at Thane / Ankleshwar Factory.				
10. Trade Payables				
Total outstanding dues of Micro and Small Enterprises		-		-
Total outstanding dues of creditors other than micro and small enterprises		3,371		2,530
		3,371		2,530

Note: There are no delayed payments to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 during the year. Further, there are no dues to such parties which are outstanding as at the Balance Sheet date. This information has been determined on the basis of information available with the Company regarding their status as Micro and Small Enterprises.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

11. Other Current Liabilities

	As at 31st March, 2016	As at 31st March, 2015
	₹ in Lakhs	₹ in Lakhs
Current Maturities of Long-Term Borrowings [Refer Note 5]		
Term Loan from a Bank	15	23
Current Maturities of Unsecured Finance Lease Obligations [Refer Note 5]	23	18
Current Maturities of Secured Finance Lease Obligations	-	4
Interest accrued but not due on Borrowings	1	-
Unpaid Dividends*	49	46
Unpaid Matured Fixed Deposits*	5	5
Employee Benefits Payable	619	295
Statutory Dues	258	201
Payable for Fixed Assets	8	5
Advances from Customers	39	67
	1,017	664

*There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

Nature of Security and terms of repayment for secured lease obligations:

Nature of Security	Terms of Repayment
Finance Lease Obligations are secured by hypothecation of assets underlying the leases.	Monthly payment of Equated Monthly Instalments beginning from the month subsequent to taking the lease.

	As at 31st March, 2016		As at 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
12. Short-Term Provisions				
Provision for Employee Benefits				
Provision for Gratuity [Refer Note 42(B)]	-		22	
Provision for Compensated Absences [Refer Note 42(C)]	96		98	
		96		120
Proposed Dividend		-		132
Tax on Proposed Dividend		-		27
		96		279

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

13. Fixed Assets

(₹ in Lakhs)

Description	Gross Block (at cost)			Depreciation/Amortisation			Net Block		
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	As at 01.04.2015	For the year	On Deductions	As at 31.03.2016	As at 31.03.2016
Tangible Assets									
Leasehold Lands	2,450	4	-	2,454	319	40	-	359	2,095
Buildings	3,316	333	-	3,649	718	119	-	837	2,812
Plant and Equipment	7,286	1,018	37	8,267	3,802	565	37	4,330	3,937
Furniture and Fixtures	535	31	-	566	257	44	-	301	265
Vehicles - Owned	155	28	29	154	68	30	15	83	71
Vehicles - Under Lease	38	-	4	34	35	3	4	34	-
Office Equipment	245	72	2	315	166	41	1	206	109
	14,025	1,486	72	15,439	5,365	842	57	6,150	9,289
Intangible Assets									
Goodwill	349	-	-	349	349	-	-	349	-
Computer Software	292	18	-	310	181	33	-	214	96
Technical Knowhow	2,885	-	-	2,885	1,204	140	-	1,344	1,541
	3,526	18	-	3,544	1,734	173	-	1,907	1,637
Total	17,551	1,504	72	18,983	7,099	1,015	57	8,057	10,926
Capital Work-in-Progress									159
									11,085

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

Description	Gross Block (at cost)				Depreciation/Amortisation			Net Block		
	As at 1.4.2014	Additions	Deductions	Adjustment	As at 31.03.2015	1.4.2014 year	On Deductions	Adjustment	As at 31.03.2015	As at 31.03.2015
Tangible Assets										
Leasehold Lands	2,450	-	-	-	2,450	279	40	-	319	2,131
Buildings	3,007	156	4	157	3,316	582	98	1	718	2,598
Plant and Equipment	6,867	679	129	(131)	7,286	3,225	730	120	(33)	3,484
Furniture and Fixtures	504	55	4	(20)	535	222	44	3	(6)	278
Vehicles - Owned	136	19	-	-	155	40	28	-	-	87
Vehicles - Under Lease	38	-	-	-	38	32	3	-	-	3
Office Equipment	229	23	1	(6)	245	142	25	1	-	166
	13,231	932	138	-	14,025	4,522	968	125	-	5,365
Intangible Assets										
Goodwill	349	-	-	-	349	-	-	-	-	349
Computer Software	228	64	-	-	292	153	28	-	-	181
Technical Knowhow	2,885	-	-	-	2,885	1,064	140	-	-	1,204
	3,462	64	-	-	3,526	1,566	168	-	-	1,734
Total	16,693	996	138	-	17,551	6,088	1,136	125	-	7,099
Capital Work-in-Progress										72
										10,524

- Intangible Assets are other than internally generated.
- Additions to Building, Plant and Equipment and Furniture and Fixtures include Nil (Previous year - 5 Lakhs), ₹ 78 Lakhs (Previous year ₹ 90 Lakhs) and Nil (Previous year ₹ 1 Lakhs) respectively pertaining to Research and Development activities.
- In the previous year, pursuant to the enactment of the Companies Act, 2013, effective 1st April, 2014, the management has evaluated and reassessed the useful life of its fixed assets. Consequent to such change, the charge on account of depreciation for the previous year is higher by ₹ 37 Lakhs. Further, fixed assets of ₹ 1 lakh having no residual life as at 1st April, 2014, have been recognised in the opening balance of General Reserve in the previous year.
- Depreciation expense for previous year includes prior period credit of ₹ 56 Lakhs representing impact of rectification in the classification and estimated useful life of certain fixed assets.
- Computer Software includes assets acquired under finance lease amounting to ₹ 21 Lakhs and ₹ 8 Lakhs under gross block and accumulated depreciation, respectively.
- Office Equipment includes assets acquired under finance lease amounting to ₹ 26 Lakhs and ₹ 6 Lakhs under gross block and accumulated depreciation, respectively.
- Vehicles - Under Lease represent assets acquired under finance lease.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
14. Long-Term Loans and Advances				
(Unsecured, Considered good unless otherwise stated)				
Capital Advances		39		90
Security Deposits		62		71
Loans to Employees		6		4
Balances with Government Authorities		39		56
Current Taxation [Net of Provision of ₹ 1,761 Lakhs (Previous year - ₹ 1,537 Lakhs)]		106		95
Minimum Alternate Tax Credit Entitlement		467		241
		719		557
15. Inventories				
(At lower of cost and net realisable value)				
Raw Materials		810		582
Work-in-Progress		579		595
Finished Goods		1,422		1,552
Stock-in-Trade		890		503
Stores and Spares		50		58
Packing Materials		151		158
		3,902		3,448
16. Trade Receivables				
Outstanding for a period exceeding six months from the date they were due for payment				
Unsecured, Considered good	47		46	
Unsecured, Considered doubtful	166		283	
	213		329	
Less: Provision for Doubtful Debts [Refer Note 28]	166		283	
		47		46
Others				
Secured, Considered good	26		24	
Unsecured, Considered good	3,626		3,991	
		3,652		4,015
		3,699		4,061
17. Cash and Bank Balances				
Cash and Cash Equivalents				
Balances with Banks				
on Current Accounts	21		23	
on Margin Money Deposit Account	8		-	
	29		23	
Cash on Hand	2		2	
		31		25
Other Bank Balances				
Long term deposits with maturity more than 3 months but less than 12 months	-		1	
Unpaid Dividend accounts	49		46	
		49		47
		80		72

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	As at 31st March, 2016		As at 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
18. Short-Term Loans and Advances				
(Unsecured, Considered Good unless otherwise stated)				
Security Deposits				
Considered Good	27		32	
Considered Doubtful	33		21	
	60		53	
Less: Provision for Doubtful Security Deposits	33		21	
		27		32
Loans and Advances recoverable in cash or in kind or for value to be received				
Considered Good	655		610	
Considered Doubtful	31		37	
	686		647	
Less: Provision for Doubtful Loans and Advances	31		37	
		655		610
Balance with Government Authorities		356		387
		1,038		1,029
19. Contingent Liabilities				
(a) Guarantee given to Gujarat Industrial Development Corporation		15		15
(b) Bank guarantees given to third parties		405		293
Note:				
The management is of opinion that there will be no impact on future cash outflow of the Company in respect of (a) and (b) above.				
20. Capital Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 199 Lakhs [Previous year ₹ 740 Lakhs].				
21. Revenue from Operations				
Sale of Products		28,384		24,250
Sale of Service				
Product Development		159		-
Other Operating Revenue				
Export Incentives	364		307	
Sales tax Refunds	3		1	
Sale of Scrap	64		114	
Liabilities no longer required written back	29		453	
Miscellaneous Income	18		44	
		478		919
Revenue from Operations (Gross)		29,021		25,169
Less: Excise Duty		1,089		942
Revenue from Operations (Net)		27,932		24,227

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
22. Other Income				
Interest Income		3		16
Net Gain on Foreign Currency Transactions and Translation (other than considered as Finance Cost)		56		54
Insurance Claims		17		8
Profit on sale of Assets (Net)		2		13
		78		91
23. Cost of Materials Consumed				
Raw Materials Consumed		5,375		5,168
Packing Materials Consumed		650		752
		6,025		5,920
24. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade				
Opening Stock				
Work-in-Progress	595		627	
Finished Goods	1,552		1,700	
Stock-in-Trade	503		494	
		2,650		2,821
Closing Stock				
Work-in-Progress	579		595	
Finished Goods	1,422		1,552	
Stock-in-Trade	890		503	
		2,891		2,650
		(241)		171
25. Employee Benefits Expense				
Salaries, Wages and Bonus		6,420		5,810
Contribution to Provident and Other Funds [Refer Note 42(A)]		231		251
Gratuity [Refer Note 42(B)]		79		109
Compensated Absences		82		84
Staff Welfare Expenses		601		612
		7,413		6,866
26. Finance Costs				
Interest on Borrowings		246		272
Other Borrowing costs		1		2
Net (Gain) on Foreign Currency Transactions and Translation		2		(2)
		249		272

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
27. Other Expenses				
Consumption of Stores and Spare Parts		831		672
Power and Fuel		1,123		1,076
Rent [Refer Note 45(II)]		105		103
Repairs and Maintenance				
Buildings	187		145	
Plant and Machinery	182		152	
Others	54		73	
		423		370
Insurance		247		178
Rates and Taxes				
Excise Duty	40		44	
Others	311		251	
		351		295
Processing Charges		197		195
Product Development Cost		122		-
Legal and Professional Charges		229		343
Travelling and Conveyance		1,025		918
License Fees		133		11
Directors' Fees		17		10
Printing and Stationery		88		75
Postage and Telephone		216		206
Freight and Distribution		532		488
Commission on Sales		566		477
Advertisement		7		5
Sales Promotion		210		172
Bad Debts and Advances written off	118		243	
Less: Provision	(118)		(243)	
		-		-
Spoilages		465		372
Miscellaneous Expenses [Refer Note 30]		2,133		1,832
		9,020		7,798

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

28. Provision for Doubtful Debts and Advances (Net) for the previous year includes credit of an amount of ₹ 414 Lakhs recovered from a party towards which provision was created in Financial Year 2013-14. Accordingly, the provision had been reversed by the amount received.

29. 2005 Employee Stock Option Plan (ESOP 2005)

Pursuant to a special resolution passed by the Shareholders at the Annual General Meeting held on 27th August, 2008, the Company adopted the Employee Stock Option Scheme titled '2005 Employee Stock Option Plan' (ESOP 2005) for employees and directors of the Company including those employees and directors who were to be granted options, pursuant to the Scheme of Arrangement sanctioned by the Hon'ble High Court of Judicature at Bombay on 14th December, 2007, in lieu of options that were granted by Brabourne Enterprise Limited (the transferor Company) under its ESOP 2005. The total number of equity shares reserved under the said plan is 250,000 equity shares of ₹ 8 each. The details of such equity shares granted are as follows:

A) The Remuneration/Compensation Committee at its meeting held on 6th August, 2010 -

- (a) Granted and vested 30,119 equity stock options to employees, in lieu of options that were granted to them by Brabourne Enterprise Limited. The employee had an option to apply for one equity share of ₹ 8 each at an exercise price of ₹ 32.06.

Of these options, 29,255 equity stock options have been exercised as on 31st March, 2016 and the remaining equity stock options have lapsed.

- (b) Granted 95,000 equity stock options to the eligible director and employees of the Company, with an option for one equity share of ₹ 8 each at an exercise price of ₹ 100 being the price higher than the closing price quoted on the National Stock Exchange prior to the date of meeting of the Remuneration/Compensation Committee. These equity stock options shall vest, in case of employees of General Manager

grade and above, equally but conditionally on linear scale based on performance, over five years beginning from one year after the date of grant. Barring certain eventualities, the exercise period to subscribe to the equity shares would be 10 years from the dates of vesting except otherwise mentioned in ESOP 2005.

As on 31st March, 2016 all equity stock options have lapsed / forfeited.

- B) The Remuneration/Compensation Committee at its meeting held on 20th October, 2010 -

Granted 15,000 equity stock options to an eligible employee with an option for one equity share of ₹ 8 each at an exercise price of ₹ 104 being the price higher than the closing price quoted on the National Stock Exchange prior to the date of meeting of the Remuneration/Compensation Committee. These equity stock options shall vest, in case of employees of General Manager grade and above, equally but conditionally on linear scale based on performance, over five years beginning from one year after the date of grant. Barring certain eventualities, the exercise period to subscribe to the equity shares would be 10 years from the dates of vesting except otherwise mentioned in ESOP 2005. Of these options, 2,910 equity stock options remain outstanding as on 31st March, 2016 and the remaining equity stock options have lapsed / forfeited.

The Company has adopted intrinsic value method as permitted by the SEBI Guidelines and the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India to account for the cost of stock options to employees and a director of the Company. Intrinsic value is the amount by which the quoted market price of the underlying share exceeds the exercise price of the option. In view of the exercise price being higher than the closing market price on the day prior to the date of grant, the intrinsic value of the option is Nil. Consequently, the accounting value of the option (compensation cost) is also Nil.

Movement in the Options under ESOP 2005:

Particulars	Year ended 31st March, 2016		Year ended 31st March, 2015	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding at the beginning of the year	10,014	104.00	10,878	90.28
Granted during the year	Nil	Not Applicable	Nil	Not Applicable
Forfeited during the year	Nil	Not Applicable	Nil	Not Applicable
Exercised during the year	Nil	Not Applicable	864	32.06
Expired/lapsed during the year	7,104	91.73	Nil	Not Applicable
Outstanding at the end of the year	2,910	104.00	10,014	95.30
Exercisable at the end of the year	2,910	104.00	10,014	95.30

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

The weighted average fair value of each stock option on the date of its grant is ₹ 41.34, which has been vetted by an independent valuer. This fair value has been calculated using Black-Scholes Option Pricing Model. The inputs used for this calculation are (i) Average Share Price: ₹ 91.33 on the date of grant (ii) Average Exercise Price: ₹ 90.70 (iii) Average Expected Volatility: 47.98% (iv) Average Option Life: 8 years (v) Average Expected Dividend Yield: 3.50%, and (vi) Average Risk Free Interest Rate: 8.08%. The daily volatility of the company's shares on the National Stock Exchange over a period of time prior to the date of grant, corresponding with the expected life of the options, has also been considered for determining the fair value.

Had compensation cost for the stock options granted under ESOP 2005 been determined based on the fair value method, the Company's Profit for the year and Earnings per Share would have been as per the pro forma amounts indicated below:

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹ in Lakhs	₹ in Lakhs
Profit for the year (as reported)	1,162	100
Less: Stock based compensation expense/(income) determined under fair value method	(3)	*
Net Profit for the year (under fair value method)	1,165	100
Weighted average number of equity shares (Basic)	1,65,36,105	1,65,35,835
Weighted average number of equity shares (Diluted)	1,65,36,105	1,65,36,818
Pro-forma Earnings per Share (Basic) (₹)	7.04	0.60
Pro-forma Earnings per Share (Diluted) (₹)	7.04	0.60

*Amount is below the rounding off norm adopted by the Company.

30. Auditors' Remuneration#

Audit Fees	28	26
Tax Audit Fees	5	5
Other Services	13	10
Reimbursement of Expenses	1	1
	47	42

#Included in Miscellaneous Expenses in Note 27.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
31. Cost of Materials Consumed				
Furazodoline I. P.		123		166
Naproxen I. P.		900		788
4 - Androstene - 3, 17-Dione (AD)		99		117
4 - Chloro Phenyl 4hydroxy Piperidine (CPP)		76		46
Spironolactone		697		650
Others		3,480		3,401
Packing Material		650		752
		6,025		5,920
	%	₹ in Lakhs	%	₹ in Lakhs
Imported	17.71	1,067	18.83	1,115
Indigenous	82.29	4,958	81.17	4,805
	100.00	6,025	100.00	5,920

Notes:

- Consumption of Materials includes consumption by third parties under contract with the Company and consumption in respect of physician samples.
- Components and spare parts referred to in paragraph VIII(c) of Additional Information under General Instructions for Preparation of Statement of Profit and Loss in Part II of Schedule III of the Companies Act, 2013 are assumed to be those forming part of the finished goods produced and not those used for maintenance of plant and machinery.

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
32. Opening Stock of Finished Goods and Stock-in-Trade				
Pharmaceutical Preparations				
Tablets		1,119		1,093
Liquids		157		166
Injections - Ampoules		248		191
Capsules		70		117
Powder Pouches		3		9
Ointments		14		12
		1,611		1,588
Bulk Drugs and Chemicals		444		606
		2,055		2,194

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
33. Sales				
Pharmaceutical Preparations				
Tablets		16,789		13,137
Liquids		2,546		2,080
Injections - Ampoules		1,832		1,794
Capsules		969		1,012
Powder Pouches		124		83
Ointments		77		93
		<u>22,337</u>		<u>18,199</u>
Bulk Drugs and Chemicals		6,047		6,051
		<u>28,384</u>		<u>24,250</u>
34. Purchases of Stock-in-Trade				
Pharmaceutical Preparations				
Tablets		1,033		743
Liquids		700		279
Injections - Ampoules		1,410		1,242
Capsules		81		70
Powder Pouches		51		3
Ointments		85		41
		<u>3,360</u>		<u>2,378</u>
35. Closing Stock of Finished Goods and Stock in Trade				
Pharmaceutical Preparations				
Tablets		1,242		1,119
Liquids		177		157
Injections - Ampoules		344		248
Capsules		65		70
Powder Pouches		12		3
Ointments		65		14
		<u>1,905</u>		<u>1,611</u>
Bulk Drugs and Chemicals		407		444
		<u>2,312</u>		<u>2,055</u>
36. Closing Stock of work-in-progress				
Pharmaceutical Preparations		264		255
Bulk Drugs and Chemicals		315		340
		<u>579</u>		<u>595</u>

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
37. CIF Value of Imports				
Raw Materials		1,154		990
Components and Spare Parts		42		20
Capital Goods		215		123
38. Expenditure in Foreign Currency				
Travelling		61		60
Professional and Consultation Fees		3		152
Commission on Sales		133		182
Interest		2		1
Others		106		122
39. Earnings in Foreign Exchange				
FOB Value of Exports [Excluding FOB Value of Exports in Indian Rupees amounting to ₹ 103 Lakhs (Previous year ₹ 252 Lakhs)]		8,816		7,047
Freight and Insurance [Excluding Freight and Insurance on Exports in Indian Rupees amounting to ₹ 1 Lakhs (Previous year ₹ 2 Lakhs)]		158		133
Income from Product Development		159		-
40. Revenue Expenditure on Research and Development				
Salaries and Wages		472		451
Consumable Stores		213		171
Utilities		56		48
Others		206		215
		947		885

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

41. Forward Contracts and Unhedged Foreign Currency Outstanding Balances

The Company uses forward contracts to hedge its risks of net exposure associated with foreign currency fluctuations. The Company does not enter into any forward contract which is intended for trading or speculative purposes.

(a) The details of forward contracts outstanding against foreign currency Receivables as at the Balance Sheet date are as follows:

Currency	As at 31st March, 2016			As at 31st March, 2015		
	Number of	Foreign	Rupees	Number of	Foreign	Rupees
	Contracts	Currency	Equivalent	Contracts	Currency	Equivalent
		Amount	in Lakhs		Amount	in Lakhs
US Dollar	3	10	663	5	15	939
GBP	-	-	-	1	3	231
Euro	-	-	-	1	1	34

(b) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at the Balance Sheet date are as follows:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Amount in	Amount in	Amount in	Amount in
	Foreign	Rupees	Foreign	Rupees
	Currency		Currency	
	in Lakhs	in Lakhs	in Lakhs	in Lakhs
Receivables				
Trade Receivables				
US Dollar	19	1,233	20	1,230
GBP	1	80	-	-
Euro	2	130	*	8
Payables				
Foreign Currency Loans from Banks				
US Dollar	20	1,309	11	674
Euro	2	145		
Trade Payables				
US Dollar	*	5	1	64
Euro	1	69	1	78

*Amount is below the rounding off norm adopted by the Company.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

42. Employee Benefits

(A) Defined Contribution Plans

The Company has recognised the following amounts in the Statement of Profit and Loss for the year:

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹ in Lakhs	₹ in Lakhs
(i) Contribution to Provident Fund	91	110
(ii) Contribution to Employee's Superannuation Fund	28	27
(iii) Contribution to Employees' State Insurance Scheme	16	30
(iv) Contribution to Employees' Pension Scheme	96	84
	231	251

(B) Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

	Year ended 31st March, 2016	Year ended 31st March, 2015
(a) Discount Rate (per annum)	7.99%	7.90%
(b) Rate of increase in Compensation Levels	7.50%	5.50%
(c) Rate of Return on Plan Assets	7.99%	7.90%
(d) Expected Average remaining working lives of employees in number of years	12	12

	Year ended 31st March, 2016	Year ended 31st March, 2015
	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs
(i) Changes in the Present Value of Obligation		
(a) Opening Present Value of Obligation	467	384
(b) Interest Cost	37	36
(c) Past Service Cost	-	-
(d) Current Service Cost	52	46
(e) Liability Transferred In	-	22
(f) Curtailment Cost/(Credit)	-	-
(g) Settlement Cost/(Credit)	-	-

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	Year ended 31st March, 2016	Year ended 31st March, 2015
	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs
(h) Benefits Paid direct by employer	(84)	(83)
(i) Actuarial (Gain)/Loss	33	62
(j) Closing Present Value of Obligation	505	467
(ii) Changes in the Fair Value of Plan Assets		
(a) Opening Fair Value of Plan Assets	445	371
(b) Expected Return on Plan Assets	35	32
(c) Actuarial Gain/(Loss)	8	2
(d) Employers' Contributions	17	18
(e) Asset Transferred In	-	22
(f) Benefits Paid	-	-
(g) Closing Fair Value of Plan Assets	505	445
(iii) Actual Return on Plan Assets	43	35
(iv) Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at the year end		
(a) Government Securities and Corporate Bonds	22%	24%
(b) Administered by Life Insurance Corporation of India	64%	66%
(c) Others	14%	10%

	As at 31st March,				
	2016	2015	2014	2013	2012
	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs	Gratuity ₹ in Lakhs
(v) Amount recognised in the Balance Sheet					
(a) Present Value of Obligation as at the year end	505	467	384	340	331
(b) Fair Value of Plan Assets as at the year end	505	445	371	340	331

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

	As at 31st March,				
	2016	2015	2014	2013	2012
	Gratuity	Gratuity	Gratuity	Gratuity	Gratuity
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
(c) (Asset)/Liability recognised in the Balance Sheet	-	22	13	-	-
(d) Experience adjustments Loss/ (Gain) in plan liabilities	(25)	27	19	3	(2)
(e) Experience adjustments Loss/ (Gain) in plan Assets	(8)	(2)	(1)	2	(1)

	Year ended	Year ended
	31st March, 2016	31st March, 2015
	Gratuity	Gratuity
	₹ in Lakhs	₹ in Lakhs
(vi) Expenses recognised in the Statement of Profit and Loss		
(a) Current Service Cost		46
(b) Past Service Cost		-
(c) Interest Cost	37	36
(d) Expected Return on Plan Assets	(35)	(32)
(e) Curtailment Cost/(Credit)	-	-
(f) Settlement Cost/(Credit)	-	-
(g) Net Actuarial (Gain)/Loss	25	59
(h) Employees' Contribution	-	-
(i) Total Expenses recognised in the Statement of Profit and Loss	79	109
(vii) Expected Contribution to the Fund in the next year	66	75

(C) Other Employee Benefits

Long-term and short-term liabilities for Compensated Absences as at the Balance Sheet date were ₹ 199 Lakhs (Previous year ₹ 158 Lakhs) and ₹ 96 Lakhs (Previous year ₹ 98 Lakhs) respectively.

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

45. Leases

(I) Disclosures for Finance Leases

The Company has acquired certain Vehicles and Computer Software under Finance Lease. The details of minimum lease payments outstanding as at the Balance Sheet date in respect of these assets are as under:

	As at 31st March, 2016			As at 31st March, 2015		
	Not later than one year	Later than one year and not later than five years		Not later than one year	Later than one year and not later than five years	
		Later than five years	Later than five years		Later than five years	Later than five years
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Minimum Lease Payments outstanding as at the year end	27	12	-	26	16	-
Finance Charges to be recognised in subsequent years	4	1	-	4	1	-
Present Value of Minimum Lease Payments	23	11	-	22	15	-

(II) Disclosures for Operating Leases

Disclosures in respect of Residential Premises, Office premises, Warehouses, Office Equipment, Server and Laptops taken on lease:

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹ in Lakhs	₹ in Lakhs
(a) Lease payments recognised in the Statement of Profit and Loss	105	103
(b) Significant leasing arrangements The terms of lease include terms of renewals, increase in rent in future period, terms of cancellation, etc.		
(c) Future minimum lease payments under non cancellable agreements		
(i) Not later than one year	24	41
(ii) Later than one year and not later than five years	14	38
(iii) Later than five years	-	-

46. Earnings per share

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed

Notes forming part of the Financial Statements as at and for the year ended 31st March, 2016

converted as of the beginning of the year, unless they have been issued at a later date. Dilutive potential equity shares that have been converted in to equity shares during the year are included in the calculation of diluted earnings per share from the beginning of the year to the date of conversion and from the date of conversion, the resulting equity shares are included in computing both basic and diluted earnings per share. Earnings per Share has been computed as under:

	Year ended 31st March, 2016	Year ended 31st March, 2015
Profit for the year (₹ in Lakhs)	1,162	100
Weighted average number of Shares for Basic Earnings per Share	1,65,36,105	1,65,35,835
Add: Effect of Dilutive Potential Shares (Employee Stock Options)	-	983
Weighted average number of Shares for Diluted Earnings per Share	1,65,36,105	1,65,36,818
Earnings per Share (₹ per Equity Share of ₹ 8 each)		
Basic	7.03	0.60
Diluted	7.03	0.60

	As at 31st March, 2016	As at 31st March, 2015
47. Proposed Dividend		
Proposed Dividend (₹ in Lakhs)	-	132
Number of shares outstanding as at the end of the year	1,65,36,105	1,65,36,105
Dividend per Share (₹ per Equity Share of ₹ 8 each)	-	0.80

48. Previous year's figures have been regrouped / reclassified wherever necessary.

Signatures to Notes 1 to 48

In terms of our report of even date

For Lovelock & Lewes
Firm Registration No. 301056E
Chartered Accountants

Sumit Seth
Partner
Membership No. 105869
Mumbai, 29th April, 2016

For and on behalf of the Board

H. V. Goenka
Chairman
DIN: 00026726

C. L. Jain
Director
DIN:00102910

Mumbai, 29th April, 2016

CT. Renganathan
Managing Director
DIN: 02158397

Sachin Raole
Chief Financial Officer

Rajesh Shirambekar
Company Secretary



RPG LIFE SCIENCES LIMITED

Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.

CIN:L24232MH2007PLC169354

Tel: + 91-22-2498 1650 | Fax: + 91-22-2497 0127 | Email: info@rpglifesciences.com | Website: www.rpglifesciences.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Sr. No.:

Registered Folio No./ DP ID/ Client ID	
Name and address of the Member(s)	
No. of Share(s)	
Name of the Proxy (In Block letters)	
Signature of the Member(s)/ Proxy	

I/ We hereby record my/ our presence at the 9th Annual General Meeting of the Company on Wednesday, July 27, 2016, at 3.00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025.

NOTE: Members/Proxies are requested to bring the attendance slip with them.



Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.

CIN: L24232MH2007PLC169354

Tel: + 91-22-2498 1650 | Fax: + 91-22-2497 0127 | Email: info@rpplifesciences.com | Website: www.rpplifesciences.com

FORM NO.MGT-11

PROXY FORM

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

Name of the Member(s): _____

Registered Address: _____

Email ID: _____

Folio No./Client ID: _____

DP ID: _____

I/ We, being the member(s) of shares of the above named company, hereby appoint;

1. Name: _____ Address _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Wednesday, July 27, 2016 at 3.00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. Confirmation of payment of interim dividend for the financial year ended March 31, 2016.
3. Re-appointment of Mr. Sachin Nandgaonkar as a Director of the Company.
4. Ratification of the appointment of Statutory Auditors of the Company.
5. Appointment of Ms. Zahabiya Khorakiwala as Director of the Company.
6. Ratification of remuneration payable to Cost Auditors of the Company.

Signed this _____ day of _____ 2016

Signature of member : _____

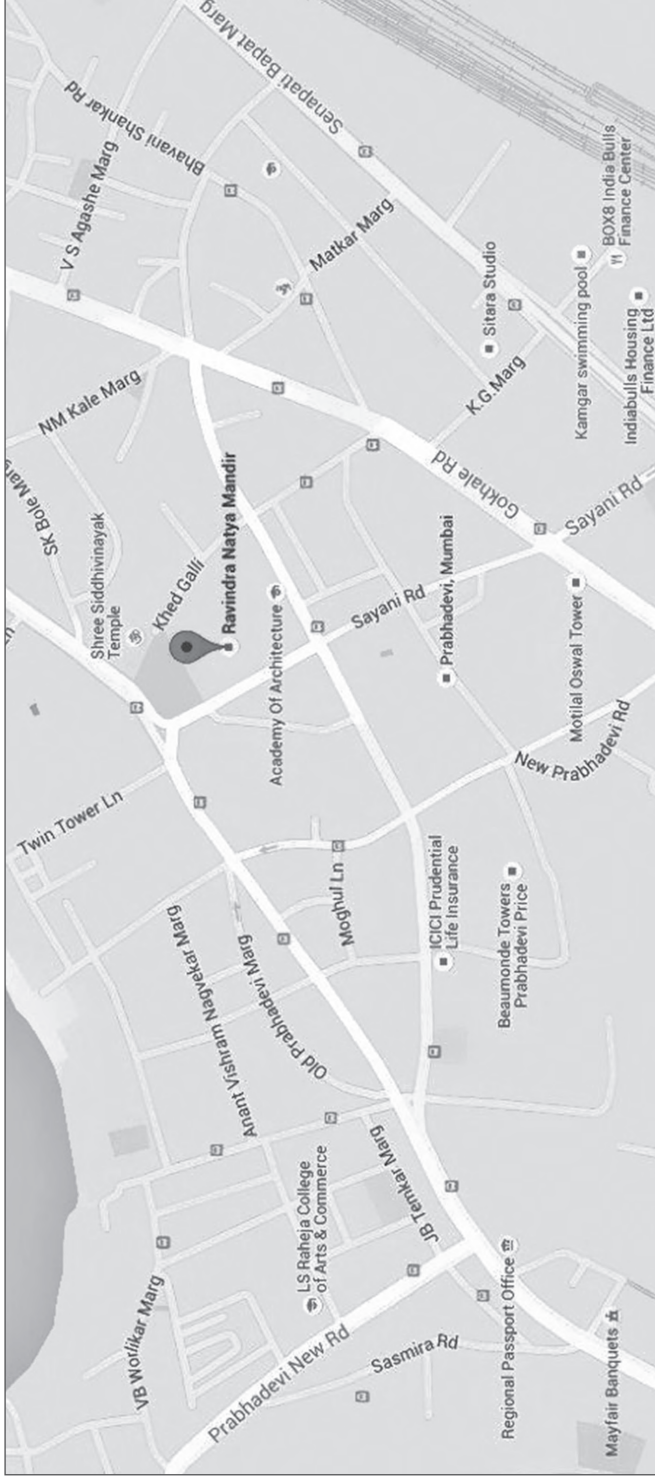
Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RPG Life Sciences Limited

Route Map for the 9th Annual General Meeting



Venue Address: Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025.

(Source: Google Map)