

## IPCA PHARMACEUTICALS LIMITED S.A DE C.V

### DIRECTORS' REPORT

To  
The Members  
Ipca Pharmaceuticals Limited S.A De C.V

Your Directors have pleasure in presenting their Annual Report together with the audited statement of accounts for the year ended 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS

Particulars	For the year ended 31 <sup>st</sup> March 2016 (Rs. in lacs)	For the year ended 31 <sup>st</sup> March 2015 (Rs. in lacs)
Total Income	14.53	--
Total Expenditure	17.39	3.34
Financial Cost	--	--
Depreciation	--	--
<b>Profit before extraordinary items and tax</b>	<b>(2.86)</b>	<b>(3.34)</b>
Less: Provision for taxation		
Current	--	--
Deferred	--	--
Earlier Year's Tax	--	--
<b>Profit after tax but before extraordinary items</b>	<b>(2.86)</b>	<b>(3.34)</b>
Extraordinary Items	--	--
<b>Profit after tax and extraordinary items</b>	<b>(2.86)</b>	<b>(3.34)</b>
<b>YOUR DIRECTORS RECOMMEND THE FOLLOWING APPROPRIATIONS</b>		
Surplus in Profit & Loss Account as per last Balance Sheet	(112.08)	(108.74)
Net Profit for the year	(2.86)	(3.34)
Less:		
Transfer to General Reserve	--	--
Balance as at year end	(114.94)	(112.08)

### INCORPORATION

Your Company is a wholly owned subsidiary of Ipca Laboratories Limited, India and was incorporated on 7<sup>th</sup> May, 2008 mainly to hold pharmaceutical registration dossiers and promotion of pharmaceuticals manufactured by the parent company viz. Ipca Laboratories Ltd., India in the Mexican market.

Your company is currently in the process of registering formulation dossiers with the regulatory authority in Mexico and yet to commence any business of distribution of pharmaceuticals for which purpose the company was incorporated.

## **IPCA PHARMACEUTICALS LIMITED S.A DE C.V**

### **TRANSFER TO GENERAL RESERVE**

During the year under report, the Company has not transferred any amount to General Reserve Account.

### **OPERATIONS**

The total income for the financial year under report was Rs. 14.53 lacs (Previous year Rs. NIL) and the operations have resulted in a net loss of Rs. 2.86 lacs (Previous year net loss of Rs. 3.34 lacs). During the year under report there was no change in the nature of Company's business.

### **MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR**

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

### **SHARE CAPITAL**

The paid-up equity share capital of the Company as at 31<sup>st</sup> March, 2016 is Rs. 115.15 lacs. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.

### **SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, joint venture and associate companies.

### **DIVIDEND**

In view of the carry forward loss, your Directors do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2016.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2016 and of the loss of the Company for the year;
- iii) that your Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

**IPCA PHARMACEUTICALS LIMITED S.A DE C.V**

- iv) that your Directors have prepared the annual accounts on a going concern basis.
- v) that your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) that your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**FIXED DEPOSIT**

During the year under review, the Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans or guarantees or made any investment in any other Company.

**AUDITORS, AUDIT REPORT AND AUDITED FINANCIAL STATEMENTS:**

Since it is not required in the country of incorporation, the company has not appointed any auditor for the financial year under report.

**PARTICULARS OF EMPLOYEES**

The Company had no employees covered under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**For and behalf of the Board**

  
**N. Guhaprasad**  
**Chairman**  
**May 30, 2016**

**IPCA PHARMACEUTICALS LIMITED, S.A DE C.V**

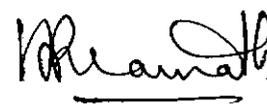
Balance Sheet as at March 31, 2016

Particulars	Note Ref.	₹ Lakhs)	
		As at 31st March' 2016	As at 31st March' 2015
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	115.15	111.97
(b) Reserves & Surplus	2	(106.09)	(102.52)
(c) Money Received Against Share Warrants		-	-
		<u>9.07</u>	<u>9.46</u>
<b>2 Share Application Money Pending Allotment</b>		-	-
<b>3 Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
		<u>-</u>	<u>-</u>
<b>4 Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	3	6.75	7.70
(c) Other Current Liabilities	4	0.16	0.44
(d) Short-Term Provisions		-	-
		<u>6.91</u>	<u>8.14</u>
<b>TOTAL</b>		<u><u>15.98</u></u>	<u><u>17.60</u></u>
<b>II ASSETS</b>			
<b>1 Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	5	-	-
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
		<u>-</u>	<u>-</u>
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (net)		-	-
(d) Long-Term Loans & Advances	6	10.88	11.14
(e) Other Non-Current Assets		-	-
		<u>10.88</u>	<u>11.14</u>
<b>2 Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Bank Balances	7	1.29	1.97
(e) Short-term loans and advances	6	3.81	4.49
(f) Other current assets		-	-
		<u>5.10</u>	<u>6.46</u>
<b>TOTAL</b>		<u><u>15.98</u></u>	<u><u>17.60</u></u>

Statement of Significant Accounting policies and Other Explanatory Notes form part of the Balance Sheet and Statement of Profit and Loss

For and on behalf of the Board

  
 N. Gunaprasad  
 Director

  
 Harish P. Kamath  
 Director

Place: Mumbai  
Date: May 30, 2016

**IPCA PHARMACEUTICALS LIMITED, S.A DE C.V**  
**Statement of Profit and Loss for the year ended March 31, 2016**

Particulars	Note Ref.	(₹ Lakhs)	(₹ Lakhs)
		2015-16	2014-15
<b>Revenue</b>			
I Revenue from Operations ( Gross):			
Sale of products		-	-
Sale of Services		-	-
Other operating revenue		-	-
Less : Excise duty		-	-
II Other Income	8	<u>14.53</u>	-
<b>III Total Revenue (I + II)</b>		<b>14.53</b>	-
<b>IV Expenses</b>			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee Benefit Expenses		-	-
Finance Cost		-	-
Depreciation & Amortization	5	-	-
Foreign Exchange (Gain)/Loss (Net)		-	-
Other Expenses	9	<u>17.39</u>	<u>3.34</u>
<b>Total Expenses</b>		<b>17.39</b>	<b>3.34</b>
<b>V Profit/(Loss) before exceptional, extraordinary items and Tax (III-IV)</b>		<b>(2.86)</b>	<b>(3.34)</b>
VI Exceptional Items		-	-
<b>VII Profit/(Loss) before extraordinary items and Tax (V-VI)</b>		<b>(2.86)</b>	<b>(3.34)</b>
VIII Extraordinary Items		-	-
<b>IX Profit/(Loss) Before Tax (VII-VIII)</b>		<b>(2.86)</b>	<b>(3.34)</b>
X Tax Expense			
1. Current Tax		-	-
2. Deferred Tax		-	-
3. Tax Provision for earlier years		-	-
<b>XI Profit/(Loss) After Tax (IX-X)</b>		<b>(2.86)</b>	<b>(3.34)</b>
<b>XII Earnings per Equity Share:</b>	11		
Basic		-	-
Diluted		-	-
Par Value		No par value*	No par value*

Statement of Significant Accounting policies and Other Explanatory Notes form part of the Balance Sheet and Statement of Profit and Loss

For and on behalf of the Board

Place: Mumbai  
Date: May 30, 2016

  
N. Guhaprasad  
Director

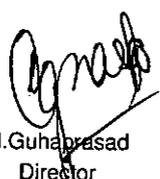
  
Harish P. Kamath  
Director

**IPCA PHARMACEUTICALS LIMITED, S.A DE C.V**  
**Cash flow statement for the year ended 31st March 2016**

Particulars	2015-16 (₹ Lakhs)	2014-15 (₹ Lakhs)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
1. Net profit/(loss) before taxation	(2.86)	(3.34)
2. Operating profit/(loss) before working capital changes	(2.86)	(3.34)
(Increase)/Decrease in Loans and advances	0.94	1.16
Increase/(Decrease) in Current liabilities	(1.23)	(1.48)
3. Cash generated from operation	(3.15)	(3.66)
Movement in Foreign currency translation reserve	(0.71)	(0.91)
<b>Net cash from operating activities ( A )</b>	<b>(3.86)</b>	<b>(4.57)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital	3.18	3.08
<b>Net cash from Financing activities ( B )</b>	<b>3.18</b>	<b>3.08</b>
<b>Net increase/(decrease) in cash and cash equivalents ( A + B )</b>	<b>(0.68)</b>	<b>(1.48)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>1.97</b>	<b>3.45</b>
<b>Cash and cash equivalents at end of period</b>	<b>1.29</b>	<b>1.97</b>
<b>Components of Cash &amp; Cash equivalents:</b>		
Cash in hand	-	-
Balance with Banks	1.29	1.97
	<b>1.29</b>	<b>1.97</b>

For and on behalf of the Board

Place: Mumbai  
Date: May 30, 2016

  
N. Guha Prasad  
Director

  
Harish P. Kamath  
Director

## Statement of Significant Accounting policies and Other Explanatory Notes

### ACCOUNTING POLICIES

#### a) Accounting convention

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by Schedule III to the Companies Act, 2013.

The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

#### b) Conversion into Indian rupees

The translation of financial statements into Indian Rupees is done in accordance with AS 11 (Revised) the Effects of Changes in Foreign Exchange Rates notified by the Companies (Accounting Standards) Rules 2006. The resultant Foreign Currency Translation Reserve is shown separately under Reserves and Surplus forming part of shareholders funds.

The Assets and Liabilities are translated at closing rate except share capital which is translated at the rate as on transaction date. The income and expenditure are translated at a rate nearing the average rate during the year.

c) **Fixed assets:** Tangible/Intangible Assets are recorded at cost of acquisition or construction. Cost of acquisition comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discount and rebates are deducted in arriving at the purchase price. Revalued assets are recorded at revalued amounts.

d) **Depreciation:** Depreciation is computed on straight line basis over the estimated useful life of the assets at the following rates:

Computers	30%
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e) **Cash and Cash Equivalents:** Cash and cash equivalents in the Balance Sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

#### f) Foreign Exchange Transactions

i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement / negotiation during the year is recognised in the Statement of Profit and Loss.

ii) Foreign currency transactions remaining unsettled at the end of the year are converted at year-end rates. Gain or loss arising on account of transactions covered by forward contract is recognised over the period of contracts.

iii) Current assets and current liabilities at the end of the year are converted at the year end rate and the resultant gain or loss is accounted for in the Statement of Profit and Loss.

iv) Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

#### g) Taxation

Tax expenses comprise Current Tax and Deferred Tax, if any and the same are calculated as per the income tax rules prevailing in Mexico.

Statement of Significant Accounting policies and Other Explanatory Notes (contd)

1 SHARE CAPITAL

	31st March' 2016		31st March' 2015	
	No. of Shares*	(₹ Lakhs)	No. of Shares	(₹ Lakhs)
Face Value	No par value*		No par value*	
Class of Shares	Equity Shares fully paid		Equity Shares fully paid	
Authorized Capital*	-	-	-	-
Issued, Subscribed And Paid up Capital	-	115.15	-	111.97
<b>PER BALANCE SHEET</b>		<b>115.15</b>		<b>111.97</b>

\* In accordance with the governing law of the country where the company is incorporated there is no provision for authorized capital, number of shares and par value. The same are therefore not disclosed.

Disclosures:

Reconciliation of number of shares

Particulars	As at 31 March 2016		As at 31 March 2015	
	No. of shares*	(₹ Lakhs)	No. of shares*	(₹ Lakhs)
Shares outstanding at the beginning of the year	-	111.97	-	108.89
Shares Issued during the year	-	3.18	-	3.08
Shares outstanding at the end of the year		<b>115.15</b>		<b>111.97</b>

Details of Shareholding in excess of 5%  
Name of Shareholder

Name of Shareholder	31st March' 2016		31st March' 2015	
	No. of shares*	Percentage	No. of shares*	Percentage
Ipca Laboratories Ltd	-	100	-	100

Particulars	31st March' 2016 (₹ Lakhs)	31st March' 2015 (₹ Lakhs)
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2 RESERVES & SURPLUS

a) Other Reserve

Foreign Currency Translation Reserve

Balance as per last Balance Sheet	9.56	10.47
Add : Addition during the year	(0.71)	(0.91)
Balance as at year end	<b>8.85</b>	<b>9.56</b>

( Net exchange differences are accumulated in foreign currency translation reserve account )

b) Surplus

Balance as per last Balance Sheet	(112.08)	(108.74)
Add : Profit/(Loss) for the year	(2.86)	(3.34)
Balance as at year end	<b>(114.94)</b>	<b>(112.08)</b>

<b>PER BALANCE SHEET</b>	<b>(106.09)</b>	<b>(102.52)</b>
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3 TRADE PAYABLES

Trade Payables		
- Others	6.75	7.70
<b>PER BALANCE SHEET</b>	<b>6.75</b>	<b>7.70</b>

The Company represents that in the country of its operation there is no requirement of classification of business enterprises as Micro, Small and Medium enterprises.

4 OTHER CURRENT LIABILITIES

Duties and Taxes payable	-	0.27
Other payables	0.16	0.17
<b>PER BALANCE SHEET</b>	<b>0.16</b>	<b>0.44</b>

Note 5

TANGIBLE ASSETS

(₹ Lakhs)

Particulars	Gross Block					Depreciation					Net block	
	Opening as on 01/04/15	Additions	Sale/W.off/ Adjustment	Foreign Exchange fluctuation Reserve	Total as on 31/03/16	Up to 31/03/15	For the year	Sale/W.off/ Adjustment	Foreign Exchange fluctuation Reserve	Up to 31/03/16	As on 31/03/16	As on 31/03/15
Computer	0.55	-	-	(0.04)	0.51	0.55	-	-	(0.04)	0.51	-	-
Total	0.55	-	-	(0.04)	0.51	0.55	-	-	(0.04)	0.51	-	-
Previous Year	0.61	-	-	(0.06)	0.55	0.61	-	-	(0.06)	0.55	-	-

**6 LOANS & ADVANCES** (Unsecured, considered good)

	Long Term		Short Term	
	31st March' 2016 (₹ Lakhs)	31st March' 2015 (₹ Lakhs)	31st March' 2016 (₹ Lakhs)	31st March' 2015 (₹ Lakhs)
Indirect tax Recoverable	10.88	11.14	-	-
Advance Tax	-	-	-	-
Advance to Suppliers	-	-	3.43	3.68
Others	-	-	0.38	0.81
<b>Total</b>	<b>10.88</b>	<b>11.14</b>	<b>3.81</b>	<b>4.49</b>

Particulars	31st March' 2016 (₹ Lakhs)	31st March' 2015 (₹ Lakhs)
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**7 CASH AND BANK BALANCES****Cash and Cash Equivalents**

Cash	0.37	-
Balances with Banks	0.92	1.97
<b>PER BALANCE SHEET</b>	<b>1.29</b>	<b>1.97</b>

Particulars	2015-16 (₹ Lakhs)	2014-15 (₹ Lakhs)
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**8 OTHER INCOME**

VAT refund	0.27	-
Discounts Debts	2.36	-
Cancellation of Debts	11.90	-
<b>PER STATEMENT OF PROFIT &amp; LOSS</b>	<b>14.53</b>	<b>-</b>

**9 OTHER EXPENSES**

Product Registration Expenses	1.18	0.18
Communication Expenses	0.04	0.35
Professional Charges	15.42	2.55
Bank Charges	0.74	0.22
Others	0.01	0.04
<b>PER STATEMENT OF PROFIT &amp; LOSS</b>	<b>17.39</b>	<b>3.34</b>

10 Related Party Disclosure as required by Accounting Standard- 18 notified by the Companies (Accounting Standards) Rules 2006

Relationship:

Country

A. Entities where control exists

Shareholders of IPCA Pharmaceuticals Limited, S.A DE C.V

Ipca Laboratories Limited.

India

B. Transactions

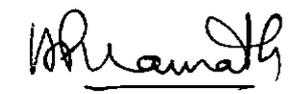
Description	Entities where control exists Holding Company	(₹ Lakhs)	
			Total
<b>Contribution to Share Capital</b>			
Ipca Laboratories Limited.	3.18		3.18
(Previous Year)	3.08		3.08
<b>Total</b>	<b>3.18</b>		<b>3.18</b>
(Previous Year)	3.08		3.08

- 11 Earning per share is not given since shares carry no par value.
- 12 Prior period comparatives  
Previous year's figures have been regrouped or rearranged wherever necessary.
- 13 The annual accounts have been prepared on going concern basis.
- 14 The Company is 100% subsidiary of Ipca Laboratories Limited. The accounts have been prepared and restated in Indian Rupees for the purpose of attachment to the accounts of the holding company to comply with the provisions of Indian
- 15 The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of significant accounting policy and other explanatory notes form an integral part of the financial statements of the company for the year ended on March 31, 2016

For and on behalf of the Board

Place: Mumbai  
Date: May 30, 2016

  
N. Guhaprasad  
Director

  
Harish P. Kamath  
Director