



27th Annual Report 2013-2014

IOL Chemicals and Pharmaceuticals Limited

Awarded with prestigious "National Energy Conservation Award 2013" First prize in Drugs & Pharmaceuticals Sector and Second prize in Chemicals Sector by the Ministry of Power, Government of India



Mr Vijay Singla, Director (Works), receiving award from Sh Pranab Mukherjee, Hon'ble President of India



Mr Vikas Gupta, Deputy Manager (Strategic), receiving award from Sh Pranab Mukherjee, Hon'ble President of India

Board of Directors

Dr M A Zahir - *Chairman*
 Mr Varinder Gupta - *Managing Director*
 Mr Chandra Mohan
 Mr Yogesh Goel
 Mr Ravi Pratap Singh
 Dr Sandhya Mehta
 (w.e.f. 22 August 2014)
 Mr Vijay Singla - *Director (Works)*
 Mr Vijay Kumar Garg - *Joint Managing Director*

Chief Financial Officer

Mr Rakesh Mahajan

Vice President & Company Secretary

Mr Krishan Singla

Statutory Auditors

M/s S C Vasudeva & Co.
 Chartered Accountants,
 New Delhi

Cost Auditors

M/s Ramanath Iyer & Co.
 Cost Accountants,
 New Delhi

Bankers

Punjab National Bank
 State Bank of India
 Allahabad Bank
 Oriental Bank of Commerce
 Export-Import Bank of India

Registrar and Share Transfer Agents

Alankit Assignments Limited
 (Unit: IOL Chemicals and Pharmaceuticals Limited)
 2E/21, Jhandewalan Extension,
 New Delhi-110055
 Phone : +91-11-23541234,42541234
 Fax : +91-11-42541967
 E-mail : rta@alankit.com

Registered Office :

Trident Complex, Raikot Road,
 Barnala – 148 101 (Punjab)
 Phone : +91-1679 - 244701-07
 Fax : +91-1679 - 244708
 E-mail : contact@iolcp.com

Board's Committees**Audit and Risk Management Committee**

Dr M A Zahir - *Chairman*
 Mr Yogesh Goel
 Mr Ravi Pratap Singh
 Dr Sandhya Mehta

Stakeholders' Relationship Committee

Dr M A Zahir - *Chairman*
 Mr Varinder Gupta
 Mr Vijay Singla

Nomination and Remuneration Committee

Mr Chandra Mohan - *Chairman*
 Dr M A Zahir
 Mr Ravi Pratap Singh
 Dr Sandhya Mehta

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Corporate Office :

85, Industrial Area,
 'A' Ludhiana – 141 003
 Phone : +91-161 - 2225531-35
 Fax : +91-161 - 2608784
 E-mail : contact@iolcp.com

Works :

Village Fatehgarh Chhana,
 Mansa Road, Barnala - 148 101
 Phone : +91-1679 - 285285-86
 Fax : +91-1679 - 285292
 E-mail : contact@iolcp.com

Please visit our website: www.iolcp.com

Members are requested to intimate their e-mail Id for quick correspondence to the Depository Participants / investor@iolcp.com and/or register themselves at Company's website www.iolcp.com

NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the members of IOL Chemicals and Pharmaceuticals Limited (CIN: L24116PB1986PLC007030) will be held on **Tuesday, 30 September 2014 at 11:00 AM** at the Registered Office of the Company; Trident Complex, Raikot Road, Barnala, Punjab to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31 March 2014 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Auditors and Board of Directors thereon.
2. To appoint a director in place of Mr Vijay Singla (holding DIN 03577178) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr Vijay Kumar Garg (holding DIN 06510248) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

"RESOLVED that pursuant to provisions of Section 139, 141, 144 and other applicable provisions, if any, of the Companies Act, 2013, M/s. S C Vasudeva & Co., Chartered Accountants, New Delhi be and are hereby appointed as the Statutory Auditors of the Company for four consecutive years till the conclusion of thirty first Annual General Meeting of the Company, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting, on such remuneration as may be fixed by the Board of Directors from time to time as agreed upon between the Auditors and the Board of Directors."

Special Business:

5. Appointment of Dr M A Zahir as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and Clause 49 of the Listing Agreement, Dr M A Zahir (holding DIN 00002973) who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto the conclusion of thirty second Annual General Meeting of the Company."

6. Appointment of Mr Chandra Mohan as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and Clause 49 of the Listing Agreement, Mr Chandra Mohan (holding DIN 00017621), who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto the conclusion of thirty second Annual General Meeting of the Company."

7. Appointment of Mr Yogesh Goel as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and Clause 49 of the Listing Agreement, Mr Yogesh Goel (holding DIN 00015387), who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto the conclusion of thirty second Annual General Meeting of the Company."

8. Appointment of Mr Ravi Pratap Singh as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and Clause 49 of the Listing Agreement, Mr Ravi Pratap Singh (holding DIN 02248382), who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto the conclusion of thirty second Annual General Meeting of the Company."

9. Appointment of Dr Sandhya Mehta as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules framed there under and Clause 49 of the Listing Agreement, Dr Sandhya Mehta (holding DIN 06954964) who was appointed as Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. 22 August 2014 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 21 August 2019."

10. Approval of Remuneration to the Cost Auditor for the financial year ending 31 March 2015

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, and such other permissions as may be necessary, the members hereby approve the remuneration of ₹1,00,000/- plus service tax and out-of-pocket expenses payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi, who are appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the Cost Accounting records maintained by the Company in respect of chemicals and bulk drugs for the financial year ending 31 March 2015."

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

11. Borrowing powers of the Company

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

"RESOLVED that pursuant to the provisions of Section 180 (1)

(c) and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the Company with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 700 crore. (Rupees seven hundred crore)."

"**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to take such steps and do such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the above resolution."

12. Creation of charges on the immovable/movable assets of the Company

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

"**RESOLVED** that pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors to mortgage and/or charge in addition to the mortgages/charges created /to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) working capital limits and securities (comprising of fully/partly convertible debentures and/ or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, in one or more tranches, upto an aggregate limit of ₹ 700 crore (Rupees seven hundred crore only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/ to be entered into between the Company and the lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the said and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that and agreed to between the Board of Directors or any Committees thereof and the lender(s), agent(s), and/ or trustee(s)."

"**RESOLVED FURTHER** that the Board of Directors of the

Company be and is hereby authorized to finalize the documents and such other agreements for creation of charge as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to the above resolution."

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited

Registered Office:

Trident Complex,
Raikot Road,
Barnala-148 101 (Punjab)
Dated : 22 August 2014

Sd/-
[Krishan Singla]
Vice President & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and share transfer books will remain closed from **Tuesday, 23 September 2014 to Tuesday, 30 September 2014 (both days inclusive)**.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of **Permanent Account Number (PAN)** by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose **e-mail IDs are registered with the Company or the Depository Participant(s)** unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
7. Members may also note that the Annual Report will also be available on the Company's website **www.iolcp.com** for their download. The physical copies of the aforesaid documents will

also be available at the Company's Registered Office in Barnala (Punjab) for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@iolcp.com.

8. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.

The process and instructions for e-voting are as under:

- The voting period begins on **24 September 2014 from 09:00 A.M. and ends on 26 September 2014 at 6:00 P.M.**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **29 August 2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- Click on "**Shareholders**" tab.
- Now Enter your **User ID**
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter **Folio Number** registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:**

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

- After entering these details appropriately, click on "**SUBMIT**" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the **EVSNI i.e. 140825012 of the IOL Chemicals and Pharmaceuticals Limited** to vote.
- 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.
- Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- 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.
- Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on **Forgot Password & enter the details as prompted by the system.**
- Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create 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 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.
- 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.
- The Company has appointed Mr Vinay Kohli partner, M/s. K.K. Kapoor & Associates, Chartered Accountants as scrutinizer for conducting the e-voting process in fair and transparent manner and he will submit his report to the chairman within 3 days of conclusion of voting.

10. Members who are holding shares in identical order of names under more than one folio are requested to send the relative share certificates to the RTA for consolidation of the entire holding under one folio.
11. All activities for transfer of shares, dematerialization of shares, change of address etc. are carried out by the Company through its Registrar and Share Transfer Agents (RTA). Members are requested to make their requests to RTA at the following address:
- Alankit Assignments Limited**
2E/21, Jhandewalan Extension, New Delhi-110 055
12. Documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11:00 AM to 1:00 PM.
13. Members desiring any information on Accounts or other items of Agenda are requested to write to the Company at its Registered Office at least ten days before the date of the Annual General Meeting so as enable the Management to keep the information ready.
14. Members are requested to:
- Notify the change of address with pin code, to ensure quick delivery of letters and quote their folio/ client ID & DP ID in all correspondence.
 - Bring their copies of Annual Report at the meeting.
 - Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

- d) **Intimate their e-mail Id for quick correspondence to the Depository Participants / investor@iolcp.com and/or register themselves at Company's website www.iolcp.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5 to 8

Dr M A Zahir, Mr Chandra Mohan, Mr Yogesh Goel and Mr Ravi Pratap Singh, are Independent Directors of the Company and have held the positions as such for more than five years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia providing that a person who has already served as an Independent Director for more than five years, will serve for one term of maximum of five years and shall not be liable to retire by rotation at every Annual General Meeting of the Company.

It is proposed to appoint Dr M A Zahir, Mr Chandra Mohan, Mr Yogesh Goel and Mr Ravi Pratap Singh, who will retire by rotation at the ensuing Annual General Meeting of the Company, as Independent Directors in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement for a term of five consecutive years upto the conclusion of thirty second Annual General Meeting of the Company, who are not disqualified in terms of Sections 164 of the Act and have given their consent to act as Directors.

Notices have been received from members proposing the candidature of the above persons for the office of Directors of the Company. The Company has also received declarations from Dr M A Zahir, Mr Chandra Mohan, Mr Yogesh Goel and Mr Ravi Pratap Singh that they meet the criteria of independence as prescribed both under the Act and Rules made there under.

In the opinion of the Board, Dr M A Zahir, Mr Chandra Mohan, Mr Yogesh Goel and Mr Ravi Pratap Singh fulfill the conditions

specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company.

A brief profile of proposed Independent Directors, including nature of their expertise, is provided at the end of the Notice.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board commends the Ordinary Resolutions as set out at item no. 5 to 8 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

Item No. 9

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Dr Sandhya Mehta, was appointed as an Additional Director designated as an Independent Director w.e.f. 22 August 2014 on the recommendation of Nomination and Remuneration Committee and she shall hold office up to the date of the ensuing Annual General Meeting. She has vast 22 experience to her credit. She has published seven books in addition to numerous papers published in reputed National & International Journals. She holds master degree in Business Management and Ph.D in Management Studies.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr Sandhya Mehta for the office of Independent Director of the Company.

She is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

Section 149 of the Act inter alia stipulates the criteria of a person for appointment as independence director. As per the said Section 149, an independent director can hold office for a term maximum up to 5 (five) consecutive years on the Board of a company and he shall not retire by rotation.

The Company has received a declaration from Dr Sandhya Mehta that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, she fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement.

Brief profile of her including nature of her expertise as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided at end of the notice.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that she is appointed as an Independent Director.

A copy of the draft Letter of Appointment as an Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board commends the Ordinary Resolution set out in for approval by the members.

Save and except her none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No. 10

The Board had on 30 May 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, New Delhi to conduct the audit of the Cost Accounting records maintained by the Company in respect of chemicals and bulk drugs for the financial year ending 31 March 2015 and remuneration of ₹ 1,00,000/- plus service tax and out-of-pocket expenses have been fixed for this purpose subject to the approval of the members.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval for the remuneration payable to the Cost Auditors for the financial year 2014-15 by way of an Ordinary Resolution is being sought from the members as set out at Item No.10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.10 of the Notice.

Item No. 11

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from Company's bankers in the ordinary course of business, in excess of aggregate of the paid-up capital and its free reserves that is to say reserves not set for any specific purpose.

Presently, the Company has power to borrow the monies upto ₹ 500/- (Rupees five hundred) crore apart from the temporary loans. Keeping in view of the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing powers to ₹ 700/- (Rupees seven hundred) crore.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.11 of the Notice.

Item No. 12

The Company is required to create charges over its assets, movable and immovable properties by way of hypothecation, mortgage, assignment, lien, pledge etc in favour of its lenders for the purpose of securing the loan facilities and /or working capital limits extended/ to be extended by the lenders to the Company. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, movable and immovable properties including the power to take over the management of business and concern of the Company in certain events of default.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors shall not, without the consent of the Company in the general meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking.

Since the mortgage by the Company of its assets as aforesaid in favour of the lender(s) may be regarded as disposal of the Company's properties/undertakings, the approval of the members is being sought under Section 180 (1)(a) of the Companies Act, 1956 for creating of the said charge.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.12 of the Notice.

Information pursuant to Clause 49 of the Listing Agreement regarding the directors seeking appointment/re-appointment at the Annual General Meeting.

Name of the Director	Mr Vijay Singla	Mr Vijay Kumar Garg	Dr Sandhya Mehta
Date of Birth	1 January 1975	17 January 1970	25 March 1968
Date of Appointment	11 July 2011	02 March 2013	22 August 2014
Expertise in specific functional area	Pharmaceuticals and Chemicals Industries	Commercial activities of the Chemicals and Pharmaceuticals Products	Management, Marketing, Administration, Research & HRM
Total Experience	14 years	21 years	22 years
Present profession	Director (Works) in IOL Chemicals and Pharmaceuticals Ltd	Joint Managing Director in IOL Chemicals and Pharmaceuticals Ltd	Deputy Director in Guru Nanak Institute of Management & Technology, Ludhiana
Qualification	Degree in Chemicals Engineering and Electric Engineering	B.Sc (Chemistry), EPIB (IIM Kolkata), MBA Marketing	MBA and Ph.D in Management Studies
Directorship in other companies	IOL Lifesciences Limited	Nil	Nil
Chairmanship of Board Committees	Nil	Nil	Nil
Membership of Board Committees	Shareholder's / Investors' Grievance Committee/ Stakeholders' Relationship Committee 1. IOL Chemicals and Pharmaceuticals Limited	Nil Nil	Audit Committee 1. IOL Chemicals and Pharmaceuticals Limited
No of Shares held	Nil	Nil	Nil
Relationship with other directors	Not related to any other director	Not related to any other director	Not related to any other director

Information pursuant to Clause 49 of the Listing Agreement regarding the directors seeking appointment/re-appointment at the Annual General Meeting.

Name of the Director	Dr M A Zahir	Mr Chandra Mohan	Mr Ravi Pratap Singh	Mr Yogesh Goel
Date of Birth	18 December 1942	30 December 1932	18 October 1958	9 May 1955
Date of Appointment	30 July 1998	27 October 2005	31 July 2008	31 October 2008
Expertise in specific functional area	Management and Finance	Management, Administration, Operation, Finance and Marketing	Finance	Management and Administration
Total Experience	48 Years	More than 50 years	30 years	37 years
Present profession	Chairman of Syntetic Business School	Consultant	Partner of Sycamore Ventures	Additional Managing Director in Punjab State Industrial Development Corporation Ltd and Punjab Infrastructure Development Board
Qualification	M.Com and Ph.D in Management	BA (Hons), B.Sc. in Mechanical Engineering	BS in Mechanical Engineering & MBA From Columbia University	Graduate in Chemical Engineering
Directorship in other companies	1. Hero Cycles Ltd 2. Ralson (India) Ltd 3. Sohrab Spinning Mills Ltd 4. Rockman Industries Ltd 5. Lotus Integrated Texpark Ltd 6. Majestic Autos Ltd	1. Engineering Innovations Ltd 2. Sandhar Technologies Ltd 3. DCM Engineering Ltd 4. Kamla Dials & Devices Ltd 5. Winsome Textiles Industries 6. Nextgen Telesolutions Private Ltd	1. VNR Powertech Private Ltd 2. VNR Infrastructure Ltd 3. VNR Rail Infrastructure Private Ltd 4. IFCI Sycamore Capital Advisors (P) Ltd 5. S&S Thrill Rides Private Ltd 6. VNR Logistics Private Ltd	1. Punjab State Industrial Development Corporation Ltd 2. Punjab Alkalies & Chemicals Ltd 3. Nahar Industrial Infrastructure Corporation Ltd 4. Healthcaps India Ltd 5. Indian Acrylics Ltd 6. Globus Industries and Service Ltd 7. Krishna Engg. Works Ltd 8. Punjab Venture Capital Ltd
Chairmanship of Board Committees	<i>Audit Committee</i> 1. Hero Cycles Ltd 2. IOL Chemicals and Pharmaceuticals Ltd <i>Investors' Grievance/ Stakeholders' Relationship Committee</i> 1. IOL Chemicals and Pharmaceuticals Ltd	Nil	Nil	Nil
Membership of Board Committees	<i>Audit Committee</i> 1. Rockman Industries Ltd 2. Lotus Integrated Texpark Ltd 3. Majestic Auto Ltd	<i>Audit Committee</i> 1. DCM Engineering Ltd 2. Winsome Textiles IndustriesLtd 3. Kamla Dials & Devices Ltd <i>Shareholder's / Investors' Grievance Committee</i> 1. Winsome Textiles Industries Ltd	<i>Audit Committee</i> 1. IOL Chemicals and Pharmaceuticals Ltd	<i>Audit Committee</i> 1. Healthcaps India Ltd 2. Krishna Engg. Works Ltd 3. IOL Chemicals and Pharmaceuticals Ltd
No of Shares held	300	Nil	Nil	Nil
Relationship with other directors	Not related to any other director	Not related to any other director	Not related to any other director	Not related to any other director

Registered Office:

Trident Complex, Raikot Road,
Barnala-148 101 (Punjab)
Dated : 22 August 2014

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited
Sd/-
[Krishan Singla]
Vice President & Company Secretary

DIRECTORS' REPORT

Dear Members

The Board of Directors of the Company has the pleasure of presenting the Twenty-seventh Annual Report of IOL Chemicals and Pharmaceuticals Limited together with Audited Statements of Accounts for the financial year ended 31 March 2014.

1. Financial Results

Financial results of the Company for the financial year under report vis-a-vis previous year are as under:

Particulars	(₹ in crore)	
	Year ended 31 March 2014	Year ended 31 March 2013
Gross sales and other Income	626.04	536.43
Net sales and other income	564.81	484.04
Profit before interest & depreciation	97.06	91.57
Interest	60.34	57.23
Profit before depreciation	36.72	34.33
Depreciation	31.63	31.37
Profit before tax	5.08	2.96
Provision for tax (including deferred tax)	1.78	1.37
Profit after tax	3.30	1.59
Balance carried to the Balance Sheet	49.33	46.03

2. Performance Review

The Company, during financial year 2013-14, has clocked a growth of 16.70% in gross revenue, which has grown to ₹ 626.04 crore from the gross revenue of ₹ 536.43 crore in the previous year. The profit before depreciation interest and tax (PBDIT) to net revenue has decreased from 18.92% to 17.18%. The Company has earned profit before tax (PBT) of ₹ 5.08 crore during the year under review against ₹ 2.96 crore during the previous year. Higher PBT is mainly due to increase in sale of the Company and improved in operation efficiency during the year.

The Company continues to maintain strategic focus on grabbing more share in market, improvement in the product mix, capitalizing product level opportunities for which regulatory approvals have been received, product rationalization, cost effectiveness throughout the organization.

3. Cash Flow Statement

A Cash Flow Statement for the financial year 2013-14 is included in the annexed Statement of Accounts.

4. Dividend

The Board of Directors has not recommended any dividend keeping in view the ongoing expansion, modification and other future investment possibilities and decided to plough back profit.

5. Capital Structure

Authorised Capital

The Company has enhanced the authorized share capital from ₹ 54 crore to ₹ 80 crore divided into 2,20,00,000 Preference Share of ₹ 10/- each and 5,80,00,000 Equity Shares of ₹ 10/- each on 20 June 2014

Paid-up Share Capital

The paid up equity share capital of the Company has been

increased from ₹ 28,81,51,640/- to ₹ 39,31,15,910/- due to allotment of 1,04,96,427 equity share on the conversion of preference share and allotment on preferential basis in following trenches:

71,46,427 Equity Share of face value of ₹ 10/- each at a premium of ₹ 18/- per share on 21 June 2014 against redemption of 1,50,10,000 1% Non Cumulative Redeemable Preference Shares of ₹ 10/- each to promoter group Companies and 50,00,000 7% Non Cumulative Redeemable Preference Shares of ₹ 10/- each to a non-promoter;

22,00,000 equity share of face value of ₹ 10/- each at premium of ₹ 18/- each on preferential basis on 21 June 2014 to non-promoters;

11,50,000 equity share of face value of ₹ 10/- each at premium of ₹ 18/- each on preferential basis on 4 July 2014 to non promoters;

In addition of above, the Company has allotted 1,10,00,000 warrants with option to subscribe to a equity share of face value of ₹ 10/- at the premium of ₹ 18/- for each warrant, within period of 18 month from the date of allotment on preferential basis to non-promoters on 04 July 2014.

6. Adjustment of Conversion Price of FCCBs

On the issue of aforesaid equity shares and warrants, the pursuant to para 6.3.12 of the Terms and Conditions relating to adjustment of conversion price in connection with the Zero Coupon Unsecured Foreign Currency Convertible Bonds (FCCB) issued by the Company in May 2010, the conversion price of said Bonds stands adjusted from date of allotment that is from 04 July 2014 from ₹ 78/- to ₹ 77/- per equity share.

7. Credit Rating

The Credit Analysis & Research Ltd (CARE) has rated Company as "CARE BB-" (pronounced "Double B Minus") for Long Term Facilities and "CARE A4" (pronounced "A Four") for Short Term Facilities.

8. Holding & Subsidiary Company

The Company has neither any holding company nor a subsidiary company.

9. Awards

Members would be happy to note the receipt of following Awards by the Company during the year under review:

The Company has been awarded with "1st prize in National Energy Conservation Award" in Drugs and Pharmaceuticals sector and with "2nd prize in National Energy Conservation Award" in Chemicals sector by the Ministry of Power, Government of India. The Company has been awarded the prize consecutively for eight years by the Government of India.

10. Recognitions

Following recognitions were received by the Company during the year under review:

- Certificate of Good Manufacturing Practices Compliance of Manufacturer" from Authority for Health and Consumer Protection, Hamburg, Germany

11. Directors

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Dr Sandhya Mehta, was appointed as an Additional Director designated as an