

## Annexure to the Directors' Report Report on Corporate Governance for the year ended March 31, 2020

### Indoco's Philosophy on Code of Governance:

Indoco fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, Indoco focuses its energies in safeguarding the interests of its stakeholders by utilizing its resources for maximum benefits.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates, but also to implement the best international practices in that regard.

### BOARD OF DIRECTORS

#### Composition and Size:

The Company's policy is to have a proper blend of Executive and Non-Executive Directors to maintain independence of the Board and at the same time separate Board's functions of governance from management. As at March 31, 2020 in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company's Board of Directors headed by its Chairman – Mr. Suresh G Kare, comprises of Eight Other Directors, out of which Five Directors are Independent Non-Executive Directors. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

The day-to-day management of the Company is conducted by the Chairman, Managing Director and Joint Managing Director subject to the supervision, direction and control of the Board of Directors.

The Directors are not related to each other in terms of the definition of "relative" under the Companies Act, 2013, except Ms. Aditi Panandikar, Managing Director, who is the daughter of the Chairman, Mr. Suresh G Kare.

#### The Composition of the Board of Directors, the number of other Directorships and Committee positions held by each Director as on March 31, 2020 is as under:

| Name of Director                                 | Category of Directorship     | Number of other Directorship             |                        | Number of Chairmanship/<br>Membership in committees<br>of other companies ** |        |
|--|------------------------------|--|------------------------|--|--------|
|  |                              | Of Indian<br>Public Limited<br>Companies | Of other<br>Companies* | Chairman   | Member |
| Mr. Suresh G Kare                                | Promoter & Chairman          | 1  | 2                      | Nil  | Nil    |
| Ms. Aditi Panandikar                             | Promoter & Managing Director | Nil                                      | 2                      | Nil  | Nil    |
| Mr. Sundeep V Bambolkar                          | Joint Managing Director      | Nil                                      | 2                      | Nil  | Nil    |
| Mr. Divakar M Gavaskar                           | Independent Non-Executive    | Nil                                      | 1                      | Nil  | Nil    |
| Mr. Rajiv P Kakodkar                             | Independent Non-Executive    | 1  | Nil                    | Nil  | Nil    |
| Mr. Sharad P Upasani                             | Independent Non-Executive    | 1  | 2                      | 3  | 2      |
| Dr. Anil M Naik                                  | Independent Non-Executive    | 2  | 1                      | Nil  | Nil    |
| Dr. (Ms) Vasudha V Kamat<br>(wef March 27, 2020) | Independent Non-Executive    | Nil                                      | Nil                    | Nil  | Nil    |
| Dr. Anand Nadkarni                               | Non-Executive                | Nil                                      | Nil                    | Nil  | Nil    |

\* Include Directorships in Private Limited / Section 8 Companies.

\*\* Represents Membership/Chairmanship of Audit Committee / Stakeholders Relationship Committee/Nomination and Remuneration Committee/ CSR Committee in other Companies.

### Names of the Listed entities where the person is a director and the category of directorship

| Name of Director     | Name of Listed entity                                       | Category of Directorship              |
|----------------------|---|---------------------------------------|
| Dr. Anil M Naik      | Dai-Ichi Karkaria Limited<br>(CIN: L24100MH1960PLC011681)   | Independent Non-Executive             |
|                      | Greycells Education Limited<br>(CIN: L65910MH1983PLC030838) | Independent Non- Executive            |
| Mr. Sharad P Upasani | Blue Dart Express Limited<br>(CIN: L61074MH1991PLC061074)   | Chairman - Independent Non- Executive |
| Mr. Rajiv P Kakodkar | Vasundhara Rasayans Limited<br>(CIN:L24110TG1987PLC007242)  | Independent Non- Executive            |

**Note:**

- None of the Directors of the Company were members of more than 10 committees or acted as Chairperson of more than 5 committees across all Public Limited Companies in which they were Directors in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- None of the Directors held directorship in more than 10 Public Limited Companies.
- None of the Independent Directors of the Board served as Independent Director in more than 7 listed companies.
- None of the Directors held directorship in more than 7 Listed entities.

Brief profiles of all the Directors are available on the website of the Company at <https://www.indoco.com/about-us-directors.asp>.

### BOARD MEETINGS:

During the year, the Board met **Four (4)** times on May 29, 2019, August 13, 2019, October 30, 2019 and January 23, 2020. The maximum gap between any two Board Meetings was less than one hundred and twenty days. All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances on a half-yearly basis. None of the Non-Executive Directors held any equity shares of the Company during the financial year ended March 31, 2020.

### Attendance of each Director at the Board Meetings held in financial year 2019-2020 and at the last Annual General Meeting of the Company:

| Name of the Director                             | No. of Board Meetings held during the year | No. of Board Meetings attended | Attendance at the last AGM held on 28.08.2019 |
|--|--|--------------------------------|---|
| Mr. Suresh G Kare                                | 4  | 4                              | Present                                       |
| Ms. Aditi Panandikar                             | 4  | 4                              | Present                                       |
| Mr. Sundeep V Bambolkar                          | 4  | 4                              | Present                                       |
| Mr. Divakar M Gavaskar                           | 4  | 4                              | Present                                       |
| Mr. Rajiv P Kakodkar                             | 4  | 3                              | Present                                       |
| Mr. Sharad P Upasani                             | 4  | 4                              | Present                                       |
| Dr. Anil M Naik                                  | 4  | 4                              | Present                                       |
| Dr. Anand Nadkarni                               | 4  | 4                              | Present                                       |
| Dr. (Ms) Vasudha V Kamat<br>(wef March 27, 2020) | 4  | NA                             | NA  |

## **FAMILIARIZATION PROGRAMME FOR DIRECTORS**

At the time of appointment of a Director, a formal letter of appointment is given explaining the role, duties and responsibilities expected of him/her as a Director of the Company. He/She is also explained the Compliance required from him/under the Companies Act, 2013, Listing Regulations and other various statutes and an affirmation is obtained. As part of the Agenda of the Board Meeting, presentations are regularly made to the Independent Directors on various matters covering the Company, industry, regulatory updates, strategy, finance and also the role, rights, responsibilities of the Independent Directors.

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values), major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

## **COMMITTEES OF THE BOARD:**

Currently, the Board has the following Committees

- Audit Committee
- Stakeholder Relationship Committee
- CSR Committee
- Nomination and Remuneration Committee
- Executive Committee of Directors

The Board decides the terms of reference of these Committees.

### **a) AUDIT COMMITTEE:**

#### **Composition:**

The Audit Committee comprises of following five (5) members. Four (4) are Independent Directors and one is the Joint Managing Director:

1. Dr. Anil M Naik – Chairman (Independent Director)
2. Mr. Divakar M Gavaskar – Member (Independent Director)
3. Mr. Rajiv P Kakodkar – Member (Independent Director)
4. Mr. Sharad P Upasani – Member (Independent Director)
5. Mr. Sundeep V Bambolkar - Member (Jt. Managing Director)

**Terms of reference:**

The terms of reference of the Audit Committee are wide covering the matters specified under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions contained in Section 177 of the Companies Act, 2013 and they can be broadly stated as follows:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.
- b) Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.
- c) Reviewing with the management the quarterly financial statements before submission to the board for approval.
- d) Reviewing the adequacy of internal control systems and internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- e) Discussing with internal auditors any significant findings and follow-up thereon.
- f) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal financial control systems of a material nature and reporting the matter to the Board.
- g) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- h) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- i) Scrutiny of corporate loans and investments.
- j) Approval or subsequent modification of transactions with related parties.
- k) Valuation of the undertaking or asset of the company wherever it is necessary.
- l) Monitoring the end use of funds raised through public offers and related matters.
- m) In addition to the above, all items listed in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- n) Review of functioning of Whistle blower policy.

**Meetings and attendance:**

During the financial year the Audit Committee met **Four (4)** times: May 29, 2019, August 13, 2019, October 30, 2019 and January 23, 2020. The attendance of the Members of the Committee at the said Meetings were as follows:

| Name of the Director    | No. of Audit Meetings held during the year | No. of Audit Meetings attended |
|-------------------------|--|--------------------------------|
| Dr. Anil M Naik         | 4  | 4                              |
| Mr. Divakar M Gavaskar  | 4  | 4                              |
| Mr. Rajiv P Kakodkar    | 4  | 3                              |
| Mr. Sharad P Upasani    | 4  | 4                              |
| Mr. Sundeep V Bambolkar | 4  | 4                              |

The maximum gap between any two meetings was less than one hundred and twenty days.

Mr. Jayshankar Menon, Company Secretary, acts as the Secretary of the Committee.

The Statutory Auditor of the company was present at Four (4) audit committee meetings held during the year.

The Chairman of the Audit Committee was present at the last Annual General Meeting.

#### b) **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Committee comprises of:

1. Mr. Rajiv P Kakodkar, Chairman (Independent Director)
2. Ms. Aditi Panandikar, Member (Managing Director)
3. Mr. Sundeep V Bambolkar, Member – (Jt. Managing Director)

**Terms of reference:** The Committee looks into the redressal of shareholder's/investors' complaints related to non-receipt of annual report, non-receipt of declared dividends, issue of share certificates, transfer of shares, etc. The Committee oversees the performance of the Registrars and Share Transfer Agents of the Company and recommends measures for overall improvement of the quality of service.

#### **Meetings and attendance:**

During the financial year **Four (4)** Committee Meetings were held: on April 25, 2019, August 28, 2019, October 30, 2019 and January 23, 2020. The attendance of the Members of the Committee at the said Meetings were as follows:

| <i>Name of the Director</i> | <i>No. of Meetings held during the year</i> | <i>No. of Meetings attended</i> |
|-----------------------------|---|---------------------------------|
| Mr. Rajiv P Kakodkar        | 4   | 4                               |
| Ms. Aditi Panandikar        | 4   | 4                               |
| Mr. Sundeep V Bambolkar     | 4   | 4                               |

Mr. Jayshankar Menon, Company Secretary, acts as the Secretary of the Committee.

#### **Details of Shareholders Complaints:**

| <i>Particulars</i>  | <i>No. of complaints</i> |
|---|--------------------------|
| Investor complaints pending as at April 1, 2019   | –                        |
| Investor complaints received during the year ended on March 31, 2020<br>(The complaints pertained to revalidation of dividend warrants and non-receipt of Annual Reports) | –                        |
| Investor complaints resolved during the year ended March 31, 2020   | –                        |
| Investor complaints pending as on March 31, 2020  | –                        |

#### c) **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):**

The Committee comprises of:

- Ms. Aditi Panandikar, Chairperson (Managing Director)  
Mr. Sundeep V Bambolkar, Member (Jt. Managing Director)  
Dr. Anil M Naik, Member (Independent Director)

**Terms of reference:** The CSR committee will provide guidelines and assistance in order to implement the CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013. The guidelines are framed so as to cover the compliances under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is updated on the Company website and can be accessed at : <https://www.indoco.com/policies/CSR.pdf>

**Meetings and attendance:**

During the financial year, **Two (2)** CSR Committee Meetings were held: on May 29, 2019, and January 23, 2020. The attendance of the Members of the Committee at the said Meetings were as follows:

| <i>Name of the Director</i> | <i>No. of Meetings held during the year</i> | <i>No. of Meetings attended</i> |
|-----------------------------|---|---------------------------------|
| Ms. Aditi Panandikar        | 2   | 2                               |
| Mr. Sundeep V Bambolkar     | 2   | 2                               |
| Dr. Anil M Naik             | 2   | 2                               |

Mr. Jayshankar Menon, Company Secretary, acts as the Secretary of the Committee.

**d) NOMINATION AND REMUNERATION COMMITTEE:**

The Committee comprises of:

1. Dr. Anil M Naik, Chairman (Independent Director)
2. Mr. Rajiv P Kakodkar, Member (Independent Director)
3. Mr. Sharad P Upasani, Member (Independent Director)

The terms of reference of the Nomination and Remuneration Committee are wide covering the matters specified under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 178 of the Companies Act, 2013. They can be broadly stated as follows:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.
- To identify persons who may be appointed in senior management in accordance with the criteria laid down.
- To carry out evaluation of every Director’s performance and recommend to the board his/her appointment and removal based on the performance.
- To recommend & review remuneration package of Executive Directors.
- To approve & evaluate the performance of Executive Directors & Senior Management.
- To approve formulating the compensation plans, policies and programs of the Company.

**Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

**Meetings and attendance:**

During the financial year, **Three (3)** meeting on May 29, 2019, October 30, 2019, March 16, 2020 were held.

| <i>Name of the Director</i> | <i>No. of Meetings held during the year</i> | <i>No. of Meetings attended</i> |
|-----------------------------|---|---------------------------------|
| Dr. Anil M Naik             | 3   | 3                               |
| Mr. Rajiv P Kakodkar        | 3   | 3                               |
| Mr. Sharad P Upasani        | 3   | 3                               |

There were no pecuniary relationships and transactions of the Non - Executive Directors vis-à-vis the Company.

**e) EXECUTIVE COMMITTEE OF DIRECTORS:**

The Committee comprises of:

1. Mr. Suresh G Kare (Chairman)
2. Ms. Aditi Panandikar, Member (Managing Director)
3. Mr. Sundeep V Bambolkar, Member – (Jt. Managing Director)

**Terms of reference:** The Committee looks into the day to day operations of the Company.

**Meetings and attendance:**

During the financial year, Eight (8) Executive Committee Meetings were held:

June 14, 2019, July 2, 2019, August 24, 2019, August 28, 2019, September 18, 2019, November 14, 2019, December 11, 2019, February 14, 2020.

All the Directors were present at these Meetings.

**INDEPENDENT DIRECTORS MEETING**

During the year, separate meetings of the Independent Directors was held on October 30, 2019 without the attendance of Non-Independent Directors and members of the Management.

| <i>Name of the Director</i> | <i>No. of Meetings held during the year</i> | <i>No. of Meetings attended</i> |
|-----------------------------|---|---------------------------------|
| Dr. Anil M Naik             | 1   | 1                               |
| Mr. Sharad P Upasani        | 1   | 1                               |
| Mr. Divakar M Gavaskar      | 1   | 1                               |
| Mr. Rajiv P Kakodkar        | 1   | 1                               |

The Independent Directors met interalia to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and Board that is necessary for the Board to effectively and reasonably perform its duties.

The evaluation has been started to improve Board effectiveness, maximize strength and tackle weaknesses. The criteria for evaluation included:

- Setting up of annual goals
- Periodic review of corporate strategy
- Display of leadership qualities
- Development of Policies and strategic plans aligned with the Vision and Mission of the Company
- Establishment of an effective organization structure to ensure there is management focus on key functions
- Whether information provided to the Board is appropriate, timely and unbiased
- Whether relationships and communications with shareholders are well managed
- Whether directors effectively probe the information resented by the management

The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

## REMUNERATION TO DIRECTORS:

### Remuneration Policy:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

Individual Directors including the Chairman of the Board, were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc.

The performance evaluation of the Chairman and the Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Company Secretary & CFO.

The Directors expressed their satisfaction with the evaluation process.

The Executive Directors were paid remuneration as approved by the Board and the members in General Meeting. The remuneration comprises of salary, perquisites, allowances and commission/performance incentive.

The Non-Executive Independent Directors are paid remuneration by way of sitting fees for attending the meetings of the Board or Committee thereof.

### Information as per Rule 5(1) of Chapter XIII the Companies (Appointment and Remuneration) of Management Personnel Rules 2014

#### 1) Executive Directors:

(₹ in Lakhs)

| Name of Director        | Salary | Perquisites | Others- PF & superannuation | Commission/ Performance Linked Incentives | Stock Options | Total         |
|-------------------------|--------|-------------|-----------------------------|---|---------------|---------------|
|                         | ₹      | ₹           | ₹                           | ₹   | ₹             | ₹             |
| Mr. Suresh G Kare       | 207.00 | 0.39        | 16.56                       | Nil                                       | Nil           | <b>223.95</b> |
| Ms. Aditi Panandikar    | 161.28 | 2.79        | 36.76                       | Nil                                       | Nil           | <b>200.83</b> |
| Mr. Sundeep V Bambolkar | 147.07 | 2.79        | 32.98                       | Nil                                       | Nil           | <b>182.84</b> |



2) **Non-Executive Directors:**

| <i>Name of Director</i> | <i>Sitting fees (₹ in Lakhs)</i> |
|-------------------------|----------------------------------|
| Dr. Anil M Naik         | 4.40                             |
| Mr. Sharad P Upasani    | 4.00                             |
| Mr. Rajiv P Kakodkar    | 4.00                             |
| Mr. Divakar M Gavaskar  | 3.40                             |
| Dr. Anand Nadkarni      | 1.60                             |

**Notes:**

The sitting fees indicated above includes fees paid for attending Meetings of the Board and Committees.

There is no severance fee payable.

3) **Key Managerial Personnel (KMP):**

(₹ in Lakhs)

| <i>Name of KMP</i>   | <i>Salary</i> | <i>Benefits &amp; Perquisites</i> | <i>Commission / Performance Linked Incentives</i> | <i>Others- PF &amp; Super Annuation</i> | <i>Total</i> |
|----------------------|---------------|-----------------------------------|---|---|--------------|
|                      | ₹             | ₹                                 | ₹   |   | ₹            |
| Mr. Mandar Borkar    | 62.55         | 1.11                              | 5.00  | 8.91                                    | 77.57        |
| Mr. Jayshankar Menon | 27.29         | 0.69                              | Nil   | 1.05                                    | 29.03        |

**Subsidiary Companies:**

Following Companies are subsidiaries of the Company

| <b>Name</b>                                     | <b>Percentage of Holding</b> |
|---|------------------------------|
| Xtend Industrial Designers & Engineers Pvt. Ltd | 100%                         |
| Indoco Remedies Czech S.R.O                     | 100%                         |

**Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The following is a summary of sexual harassment complaints received and disposed off during the year 2019-2020:

- No of complaints received: Nil
- No of complaints disposed off: Nil

**Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:**

| <b>Payment to Statutory Auditors FY 2019-2020</b> | <b>₹ in Lakhs</b> |
|---|-------------------|
| Audit Fees  | 7.25              |
| GST Audit Fees                                    | 4.25              |
| Other Services                                    | 2.16              |
| Reimbursement of expenses                         | 0.79              |
| <b>Total</b>                                      | <b>14.45</b>      |

## RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 during the financial year were in the ordinary course of business and on an arms length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Ind AS has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website: [http://www.indoco.com/policies/related\\_party\\_transaction\\_policy.pdf](http://www.indoco.com/policies/related_party_transaction_policy.pdf)

## DISCLOSURES:

- 1) There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc., during the year, that may have the potential conflict with the interests of the Company at large.
- 2) The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- 3) There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
- 4) All mandatory requirements as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 have been complied with by the Company.
- 5) The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 6) In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Managing Director and the Joint Managing Director have made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

## GENERAL BODY MEETINGS:

**Corporate Identity Number (CIN):** **L85190MH1947PLC005913** The Company is registered at Mumbai in the State of Maharashtra, India.

## Annual General Meeting:

The details of the last three Annual General Meetings held:

| <i>Financial Year</i> | <i>AGM</i>       | <i>Date</i>        | <i>Time</i> | <i>Location of the AGM</i>                               |
|-----------------------|------------------|--------------------|-------------|--|
| 2018-2019             | 72 <sup>nd</sup> | August 28, 2019    | 10.30 a.m.  | MIG Cricket Club. MIG Colony, Bandra East, Mumbai 400051 |
| 2017-2018*            | 71 <sup>st</sup> | September 11, 2018 | 10.30 a.m.  |  |
| 2016-2017             | 70 <sup>th</sup> | August 09, 2017    | 10.30 a.m.  |  |

\* One Special Resolutions was passed at the AGM- Re-appointment of Mr. Suresh G Kare, Chairman for a further period of five years w.e.f. 01.07.2018

## MEANS OF COMMUNICATION:

### Financial Results

The quarterly and annual financial results are generally published in the Business Standard (All India Edition) and Mumbai Lakshdeep. The results are also displayed on Company's website: [www.indoco.com](http://www.indoco.com). The official news releases are also displayed on the website of the Company.

### Presentation to Institutional Investors/Analysts

Tele-conferences were held with Institutional Investors/Analysts at the end of every quarter after the declaration of the Quarterly Results. The Company also regularly met Institutional Investors during the year.

## GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

|                       |  |
|-----------------------|--|
| Date & Time           | Thursday, September 24, 2020 at 10.30 A.M.                     |
| Venue                 | Through Video Conferencing/OAVM                                |
| Financial Year        | April 1, 2019 to March 31, 2020                                |
| Date of Book closure  | September 22, 2020 to September 24, 2020 (both days inclusive) |
| Dividend Payment Date | On or after September 29, 2020                                 |

### Insider Trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted w.e.f. April 01, 2019 the Revised "Code of Conduct to Prevent Inside Trading."

The code is posted on the Company Website. The Company keeps the Code updated as per the requirements of SEBI from time to time - [https://www.indoco.com/policies/code\\_of\\_conduct\\_to\\_prevent\\_insider\\_trading.pdf](https://www.indoco.com/policies/code_of_conduct_to_prevent_insider_trading.pdf)

### Code of Conduct:

The Company has adopted a Code of Conduct for Directors and Senior Management, which is hosted on the website of the Company. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes whistle blower provisions, where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

The Company affirms that under the provisions of the Whistle blower Policy, it does not deny any personnel access to the Audit Committee and that it will provide protection to whistle blower from adverse personnel action.

The Managing Director of the Company has given a declaration of due compliance with Code of Conduct by the Directors and Senior Management.

### Listing on Stock Exchanges:

The Company's shares are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The annual listing fees have been paid upto March 31, 2021 and there is no outstanding payment towards the Exchanges, as on date.

## Stock Code

|  |          |
|--|----------|
| Bombay Stock Exchange                    | 532612   |
| National Stock Exchange of India Limited | INDOCOEQ |

## MARKET PRICE DATA

The High and Low prices of the Company's share (of the face value of ₹ 2/- each) from April, 2019 till March, 2020 are as below:

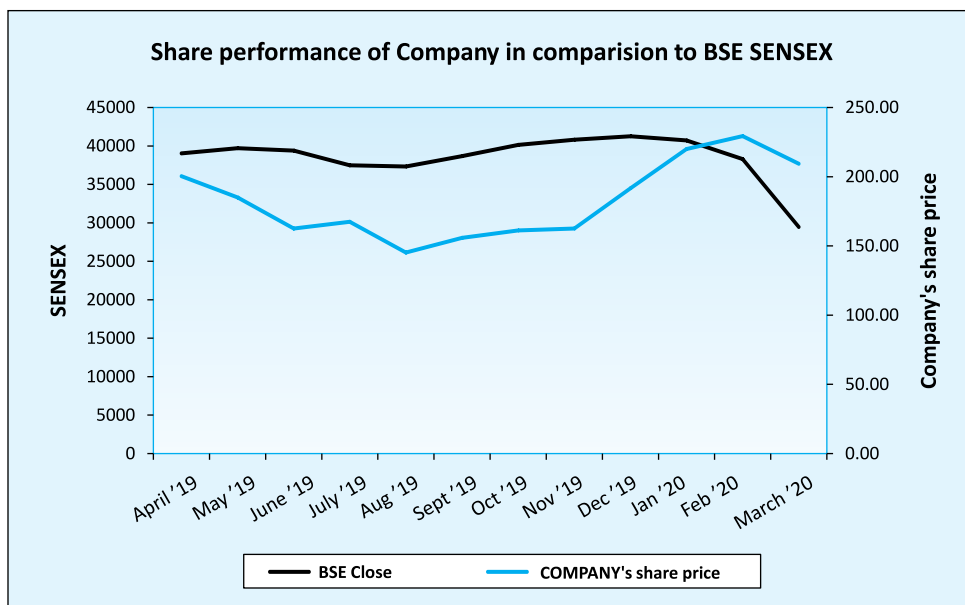
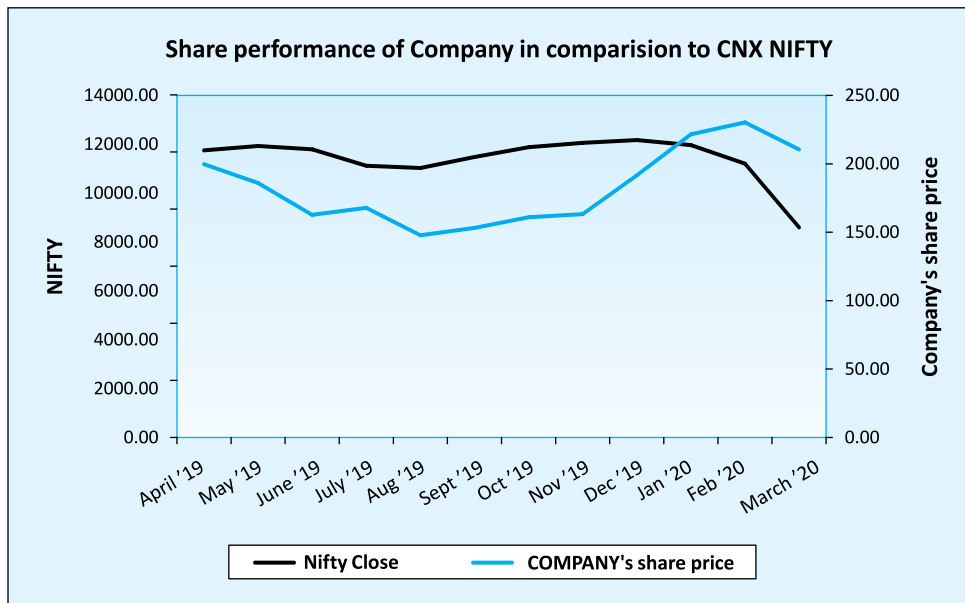
### National Stock Exchange of India Limited (NSE)

| Month        | Share Price (₹) |        |        | No. of Shares Traded | Turnover   |
|--------------|-----------------|--------|--------|----------------------|------------|
|              | High            | Low    | Close  |                      | ₹ In Lakhs |
| April'19     | 224.90          | 185.00 | 199.70 | 9,13,676             | 1,884.17   |
| May'19       | 199.60          | 179.00 | 185.90 | 3,68,757             | 687.43     |
| June'19      | 187.55          | 134.40 | 162.65 | 5,69,396             | 936.24     |
| July'19      | 183.10          | 146.30 | 167.75 | 10,44,783            | 1,735.91   |
| August'19    | 166.95          | 133.15 | 147.75 | 10,35,365            | 1,554.96   |
| September'19 | 184.30          | 150.00 | 153.15 | 6,29,706             | 1,026.62   |
| October'19   | 178.00          | 132.45 | 160.95 | 12,07,362            | 1,923.19   |
| November'19  | 178.90          | 140.00 | 163.15 | 17,57,416            | 2,769.68   |
| December'19  | 197.00          | 143.60 | 191.55 | 14,72,809            | 2,588.04   |
| January'20   | 245.00          | 173.95 | 221.50 | 40,56,775            | 8,932.17   |
| February'20  | 272.50          | 206.15 | 230.20 | 22,42,582            | 5,570.86   |
| March'20     | 259.90          | 144.75 | 210.40 | 27,34,568            | 5,931.86   |

### Bombay Stock Exchange Limited (BSE)

| Month        | Share Price (₹) |        |        | No. of Shares Traded | Turnover   |
|--------------|-----------------|--------|--------|----------------------|------------|
|              | High            | Low    | Close  |                      | ₹ In Lakhs |
| April'19     | 224.00          | 186.00 | 200.35 | 1,05,434             | 219.55     |
| May'19       | 201.90          | 179.10 | 185.00 | 33,804               | 63.34      |
| June'19      | 187.05          | 134.10 | 162.45 | 85,745               | 133.07     |
| July'19      | 183.00          | 147.90 | 167.40 | 84,032               | 139.84     |
| August'19    | 167.90          | 133.80 | 145.15 | 7,04,883             | 1016.96    |
| September'19 | 175.10          | 149.60 | 155.70 | 4,33,415             | 733.11     |
| October'19   | 178.05          | 133.10 | 161.10 | 14,16,185            | 2,007.48   |
| November'19  | 178.70          | 140.20 | 162.55 | 97,007               | 154.02     |
| December'19  | 197.15          | 145.25 | 191.60 | 66,685               | 115.62     |
| January'20   | 237.90          | 174.25 | 219.95 | 2,47,526             | 541.66     |
| February'20  | 272.40          | 206.05 | 229.30 | 91,607               | 226.81     |
| March'20     | 259.50          | 145.50 | 209.35 | 1,41,757             | 308.04     |

**Performance of Indoco share price to broad based index –Nifty, BSE Sensex:**



## Distribution of Shareholding as on March 31, 2020

| <b>Promoter &amp; Promoter Group</b> |                    |              |
|--------------------------------------|--------------------|--------------|
| <b>Indian</b>                        | <b>Numbers</b>     | <b>%</b>     |
| Individuals                          | 1,98,71,714        | 21.56        |
| Bodies Corporate                     | 1,57,71,755        | 17.12        |
| Person Acting in Concert             | 1,84,37,677        | 20.01        |
| <b>Total (A)</b>                     | <b>5,40,81,146</b> | <b>58.69</b> |
| <b>Public Shareholdings</b>          |                    |              |
| <b>Institutions</b>                  | <b>Numbers</b>     | <b>%</b>     |
| Mutual Funds                         | 1,42,91,278        | 15.51        |
| Alternate Investment Funds           | 23,325             | 0.03         |
| Foreign Portfolio Investors          | 18,18,750          | 1.97         |
| Financial Institutions / Banks       | 20,366             | 0.02         |
| <b>Total (B)</b>                     | <b>1,61,53,719</b> | <b>17.53</b> |
| <b>Non Institutions</b>              | <b>Numbers</b>     | <b>%</b>     |
| Other Bodies Corporate               | 27,93,068          | 3.03         |
| NRI & Foreign National               | 11,38,195          | 1.24         |
| Clearing Members                     | 75,427             | 0.08         |
| Investor Education & Protection Fund | 56,018             | 0.06         |
| Public & Others                      | 1,78,52,782        | 19.37        |
| <b>Total (C)</b>                     | <b>2,19,15,490</b> | <b>23.78</b> |
| <b>Total (A + B+ C)</b>              | <b>9,21,50,355</b> | <b>100</b>   |

### Disclosure of information on pledged shares:

The details of shares pledged by promoter are as follows:

| <i>Name of Promoter/<br/>Promoter Group</i> | <i>No. of shares held</i> | <i>No. of shares<br/>pledged</i> | <i>% of total shares pledged<br/>to total no of shares held by<br/>entity in the Company</i> | <i>% of shares pledged to the total<br/>no of outstanding shares of the<br/>Company</i> |
|---|---------------------------|----------------------------------|--|---|
| NIL   | NIL                       | NIL                              | NIL  | NIL   |

### Details showing Shareholding of more than 1% of the Capital as on March 31, 2020:

| <i>Sl. No</i> | <i>Name of Shareholder</i>                                       | <i>Number of Shares</i> | <i>% of Capital</i> |
|---------------|--|-------------------------|---------------------|
| 1             | SPA Holdings Private Limited                                     | 1,83,35,000             | 19.90               |
| 2             | Shanteri Investment Private Limited                              | 1,57,71,755             | 17.12               |
| 3             | Reliance Capital Trustee Co. Ltd. A/C Nippon Mutual Fund         | 60,97,774               | 6.62                |
| 4             | Ms. Aditi Milind Panandikar                                      | 55,59,013               | 6.03                |
| 5             | Ms. Madhura Ramani   | 51,84,079               | 5.63                |
| 6             | Ms. Aruna Suresh Kare  | 47,94,714               | 5.20                |
| 7             | Mr. Suresh Govind Kare   | 40,60,408               | 4.41                |
| 8             | HDFC Capital Builder Value Fund                                  | 22,98,303               | 2.49                |
| 9             | DSP Mutual Fund- Various Mutual Funds                            | 19,58,471               | 2.13                |
| 10            | ICICI Prudential Pharma Healthcare and Diagnostics (P.H.D.) Fund | 15,96,404               | 1.73                |
| 11            | IDFC Mutual fund- Various Mutual Funds                           | 15,95,821               | 1.73                |
| 12            | Mr. Ashish Agarwal   | 14,65,781               | 1.59                |
| 13            | Mangeshi Investment Pvt. Ltd.                                    | 11,67,300               | 1.27                |

**ADR/GDR:**

The Company has not issued any ADR/GDR.

**Dematerialisation Information:**

The shares of the Company are available in Dematerialised form with National Securities Depository Limited (NSDL) & Central Depository Services (I) Limited (CDSL). The ISIN of the Company is **INE873D01024**.

**Dematerialization of shares:**

As on March 31, 2020, the number of shares of the Company in the demat form is as shown below:

|   |                    |
|---|--------------------|
| <b>Total No. of Shares of the Company</b>       | <b>9,21,50,355</b> |
| No. of Shares in demat mode                     | 9,10,71,179        |
| % to Total No. of Shares of the Company         | 98.83%             |
| <b>Total No. of Shareholders of the Company</b> | <b>16,825</b>      |
| No. of Shareholders with dematerialised shares  | 16,766             |
| % to Total No. of Shareholders                  | 99.65%             |

Shareholders, who continue to hold shares in physical form, are requested to dematerialise their shares and avail various benefits of dealing in securities in electronic/dematerialised form. For any clarification, assistance or information, please contact the Registrars and Share Transfer Agents of the Company. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (I) Limited (CDSL).

The break-up of shares in physical and demat form as on March 31, 2020 is given below:

|                                | <b>No. of Shares</b> | <b>% of Total Shares</b> |
|--------------------------------|----------------------|--------------------------|
| No. of shares in physical form | 10,79,176            | 1.17%                    |
| No. of shares in demat form    |                      |                          |
| (1) With NSDL                  | 8,37,62,113          | 90.90%                   |
| (2) With CDSL                  | 73,09,066            | 7.93%                    |
| <b>Total No. of Shares</b>     | <b>9,21,50,355</b>   | <b>100.00</b>            |

**Share Transfer System**

The share transfer, transmission, consolidation, sub-division and matters related thereto are delegated to a Stakeholder Relationship committee. The requests are processed within 7 days of lodgment. In case of requests for dematerialisation of shares, if the documents are clear in all respects, the requests are processed and confirmation given by Company's Registrars to the Depository i.e. NSDL or CDSL within 7 days.

**Registrar & Share Transfer Agent:**

Link Intime India Pvt. Ltd

Address: C-101,247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083.

e-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Phone No. : 022-49186000

**Address for correspondence:**

Shareholders may address their communication to the Company's Registrars and Share Transfer Agent or the Secretarial Department of the Company at the following address:

**(1) Link Intime India Private Limited**

Unit: Indoco Remedies Limited  
C-101, 247 Park  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400083

Tel. No.: +91 -22-49186000

Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**(2) Secretarial Department**

Indoco Remedies Limited  
Indoco House, 166 CST Road,  
Kalina, Santacruz (East),  
Mumbai – 400098

Contact Person: **Mr. Jayshankar Menon**

Tel No.: +91- 22-26541851-55

Email id: [compliance.officer@indoco.com](mailto:compliance.officer@indoco.com)

**Nomination Facility:**

Shareholders holding physical shares may send their nominations in prescribed form 2B to the Company. Those holding shares in dematerialised form may contact their respective Depository Participant (DP) for availing the nomination facility.

**UNPAID/ UNCLAIMED DIVIDENDS**

The Company is required to transfer dividends which have remained unpaid /unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before it is transferred to the Investor Education and Protection Fund.

The due dates for transfer to IEPF of dividends remaining unclaimed / unpaid since 2012-2013 are given below:

| <i>Financial year</i> | <i>Unclaimed dividend amount as on<br/>31.03.2020 (in ₹)</i> | <i>Due date for transfer to IEPF</i> |
|-----------------------|--|--------------------------------------|
| 2012-2013 - Final     | 3,60,681.20  | 04.10.2020                           |
| 2013-2014 – Final     | 3,15,246.40  | 04.10.2021                           |
| 2014-2015 – Final     | 3,86,084.80  | 04.10.2022                           |
| 2015-2016 - Interim   | 6,98,089.00  | 15.05.2023                           |
| 2015-2016 - Final     | 74,269.80  | 03.10.2023                           |
| 2016-2017 - Final     | 4,52,220.80  | 14.10.2024                           |
| 2017-2018 - Final     | 3,28,410.00  | 17.11.2025                           |
| 2018-2019 - Final     | 1,07,756.90  | 04.11.2026                           |



**Plant Locations:**

- 1) L-14, Verna Industrial Estate,  
Verna - Goa - 403722
- 2) L-32, 33, 34 Verna Industrial Estate,  
Verna - Goa - 403722
- 3) R-104 Rabale  
TTC Industrial Area,  
MIDC Thane Belapur Road  
Navi Mumbai  
Maharashtra - 400701
- 4) A-26,27,28/1, 28/2  
MIDC Industrial Estate  
Patalganga, Village Kaire  
Dist Raigad,  
Maharashtra - 410220
- 5) B- 20 MIDC, Waluj,  
Aurangabad,  
Maharashtra - 431133
- 6) Village Katha, P.O. Baddi  
Tehsil Nalagarh, Dist.: Solan,  
Himachal Pradesh - 173205
- 7) Unit No. 3, Village Katha,  
Pargana Dharampur, Tehsil Nalagarh,  
Dist.: Solan, Himachal Pradesh - 173205

**R & D Center:**

R-92/93, Rabale TTC Industrial Area  
MIDC Thane Belapur Road  
Navi Mumbai - 400701

**Clinical Research Centre:**

Anacipher Clinical Research Organization  
3<sup>rd</sup> & 4<sup>th</sup> Floor Mirakamshetty Mall  
Ramnathpur, RR District, Hyderabad - 500013

**Registered Office:****Indoco Remedies Limited**

Indoco House, 166 CST Road,  
Kalina, Santacruz (East),  
Mumbai - 400098.  
Tel: +91- 22-68321400

Presently the Company complies with the following discretionary requirements of Regulation 27(1), specified in "**Part E**" of Schedule II of the Listing regulations:

- a) The Company has appointed separate persons to the Post of Chairman and Managing Director
- b) Internal Auditor reports to the Audit committee.

The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.