

**BY HAND DELIVERY**

12<sup>th</sup> April, 2016

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
27<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

Dear Sir / Madam,

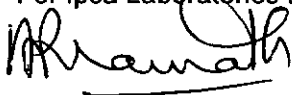
**Re: Quarterly and Yearly Compliance Report on Corporate Governance for the quarter and year ended 31<sup>st</sup> March, 2016**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Quarterly (Annexure I) and Yearly Report (Annexure II) on Corporate Governance of the Company for the quarter and year ended 31<sup>st</sup> March, 2016.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For Ipca Laboratories Limited



Harish P. Kamath  
Corporate Counsel & Company Secretary

Encl: a/a

Cc: The Secretary  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Flr, Plot # C/1  
G Block, Bandra-Kurla Complex,  
Bandra E, Mumbai 400 051

Ipca Laboratories Ltd.

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E: [ipca@ipca.com](mailto:ipca@ipca.com) CIN: L24239MH1949PLC007837

**FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS**

1. Name of Listed Entity: **Ipca Laboratories Limited**

2. Quarter ending: **31<sup>st</sup> March, 2016**

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms.)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive /Non-Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Premchand Godha	AFDPG6492E & 00012691	Executive / Chairman & Managing Director	31.10.1975	5 years till 31.03.2018	1	1	0
Mr.	A. K .Jain	AADPJ2602A & 00012657	Executive / Joint Managing Director	21.08.1994	5 years till 20.08.2019	1	1	0
Mr.	Pranay Godha	AEMPG2714F & 00016525	Executive Director	11.11.2008	5 years till 10.11.2018	1	0	0
Mr.	Prashant Godha	AFFPG4317N & 00012759	Executive Director	16.08.2011	5 years till 15.08.2016	1	1	0
Mr.	Babulal Jain	AAFPJ1390K & 00016573	Non-Executive / Independent Director	07.06.1988	5 years till 31.03.2019	1	2	2
Mr.	A. T. Kusre	AACPK9130D & 00818477	Non-Executive / Independent Director	21.01.2010	5 years till 31.03.2019	2	3	2
Mr.	Dev Parkash Yadava	AAAPY0846J & 00778976	Non-Executive / Independent Director	13.04.2012	5 years till 31.03.2019	2	3	1
Dr. (Mr.)	Ramakanta Panda	AAOPP2308N & 01161791	Non-Executive / Independent Director	23.03.2013	5 years till 31.03.2019	1	0	0
Dr. (Ms.)	Manisha Premnath	ALSPM0843J & 05280048	Non-Executive / Independent Director	21.09.2014	5 years till 20.09.2019	1	0	0

§ PAN number of any director would not be displayed on the website of Stock Exchange  
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



Ipca Laboratories Ltd.

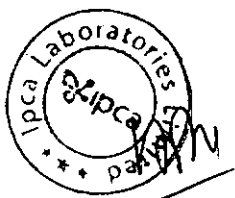
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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>a</sup>	
1. Audit Committee	Mr. Babulal Jain	Chairman / Non-Executive / Independent Director	
	Mr. Anand T. Kusre	Non-Executive / Independent Director	
	Mr. Dev Parkash Yadava	Non-Executive / Independent Director	
	Mr. Prashant Godha	Executive Director	
2. Nomination & Remuneration Committee	Mr. Babulal Jain	Chairman / Non-Executive / Independent Director	
	Mr. Anand T. Kusre	Non-Executive / Independent Director	
	Mr. Dev Parkash Yadava	Non-Executive / Independent Director	
3. Risk Management Committee (if applicable)	Mr. A. K. Jain	Executive / Joint Managing Director	
	Mr. Pranay Godha	Executive Director	
	Mr. Prashant Godha	Executive Director	
	Mr. Manish Jain	Vice President – Business Development	
4. Stakeholders Relationship Committee	Mr. Babulal Jain	Chairman / Non-Executive / Independent Director	
	Mr. Premchand Godha	Executive / Chairman & Managing Director,	
	Mr. A. K. Jain	Executive / Joint Managing Director	
<sup>a</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
30 <sup>th</sup> October, 2015	8 <sup>th</sup> February, 2016	30.10.2015 to 08.02.2016 – 100 days	
IV. Meeting of Committees - (Audit Committee)			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement Of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two Consecutive meetings in number of days*
8 <sup>th</sup> February, 2016	All committee members present	30 <sup>th</sup> October, 2015	30.10.2015 to 08.02.2016 – 100 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



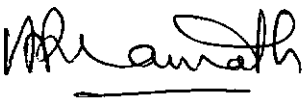

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/N.A.) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There are no material transactions with Related Parties.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p style="text-align: center;">    </p> <p><b>Name &amp; Designation : Harish Kamath, Corporate Counsel &amp; Company Secretary</b>  <b>Mumbai, 12<sup>th</sup> April, 2016</b></p>	

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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**FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR (FOR THE WHOLE OF FINANCIAL YEAR)**

<b>Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes / No / N.A.)</b> Refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes / No / NA)</b> Refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



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Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & 8	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



**Name & Designation :** Harish Kamath, Corporate Counsel & Company Secretary  
**Mumbai, 12<sup>th</sup> April, 2016**


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