



39TH
ANNUAL REPORT 2014-15



VENKY'S (INDIA) LIMITED



**Padmashree Late Dr. B.V. Rao
(1935-1996)**

"VH Group has earned this leadership position because of our extraordinary high standards in quality, service and absolute integrity."

"Technologically Indian poultry can match the world's best. Our productivity levels both in layer and broiler segments are second to none. Yet we also feel small, for there is so much to be done and so much more that can be done."

"All our plans and programmes should be aimed at ensuring that the small farmer continues to remain in the industry and prosper."

"My group is passionately committed in bringing quality and technology to the Indian Poultry Industry."

"To succeed in any business one must have a firm commitment and an affinity for the business – more so in the poultry business. Making money, though welcome, should not be the sole criteria."

"The process of economic liberalisation will help this industry to expand rapidly. There are no longer any artificial barriers between us and modern technology."

"Every successful organisation needs a clear commitment to excel in a chosen field; and this commitment will hold up over the years only by staying true to an original vision even in the worst of times."

Padmashree Dr. B. V. Rao



A Message From The Chairperson

Dear Shareholders,

Greetings of the Season!

I take pleasure in presenting you with a brief review of the performance of Venky's (India) Limited in 2014-15 and a general scenario of the poultry industry in India.

For the financial year ended 31st March, 2015 though the company's sales turnover was similar to that of the previous year, the profitability was lower due to high cost of feed ingredients and lower realizations from sale of day old chicks and grown up birds. The performance of the Animal Health Products segment continued to be satisfactory. The oilseed segment's performance was affected due to lower realizations.

Various expansion programmes of the Company initiated during the last two years i.e. to augment capacities in poultry and poultry products segment and setting up a new plant for processing of soya seeds have been completed during the year ended 31st March, 2015. Steady progress is made as regards setting up of Venky's XPRS outlets at various locations. I, therefore, anticipate that the overall performance of Venky's would be better for the financial year 2015-16. However, any steep increase in the prices of maize and soya – the key raw materials for poultry feed – due to poor monsoon may affect the profit margins.

In spite of the challenging environment we are able to maintain the steady growth of the poultry industry, thanks to the creation of high quality infrastructure, continuous focus on quality and the very high standards of customer service and the farsighted vision of our Late Chairman Padmashree Dr. B.V. Rao. We are successfully maintaining the competitive edge in a steadily growing market and I see tremendous potential for manifold growth for this industry for several years in future.

I wish you and your family all the best.

Anuradha J. Desai
Chairperson



BOARD OF DIRECTORS

Mrs. Anuradha J. Desai	(DIN : 00012212)	—	Chairperson
Mr. B. Venkatesh Rao	(DIN : 00013614)	—	Vice Chairman
Mr. B. Balaji Rao	(DIN : 00013551)	—	Managing Director
Mr. Jitendra M. Desai	(DIN : 00013533)	—	Director
Mr. C. Jagapati Rao	(DIN : 00003425)	—	Independent Director
Lt. Col. Ashok Mahajan (Retd.)	(DIN : 00017150)	—	Independent Director
Col. Surinder Kumar (Retd.)	(DIN : 05202620)	—	Independent Director
Brig. Rajeshwar Singh Rathore (Retd.)	(DIN : 00992251)	—	Independent Director
Brig. Amrit Kapur (Retd.)	(DIN : 06778401)	—	Independent Director

AUDIT COMMITTEE

Lt. Col. Ashok Mahajan (Retd.)	—	Chairman
Mr. Jitendra M. Desai	—	Member
Col. Surinder Kumar (Retd.)	—	Member
Brig. Rajeshwar Singh Rathore (Retd.)	—	Member
Brig. Amrit Kapur (Retd.)	—	Member

STAKE HOLDERS RELATIONSHIP COMMITTEE

Mrs. Anuradha J. Desai	—	Chairperson
Mr. B. Venkatesh Rao	—	Member
Mr. Jitendra M. Desai	—	Member

NOMINATION AND REMUNERATION COMMITTEE

Mrs. Anuradha J. Desai	—	Chairperson
Lt. Col. Ashok Mahajan (Retd.)	—	Member
Col. Surinder Kumar (Retd.)	—	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. B. Venkatesh Rao	—	Chairman
Mr. Jitendra M. Desai	—	Member
Col. Surinder Kumar (Retd.)	—	Member

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. A. G. Bauskar

BANKERS

State Bank of India
IDBI Bank Ltd.
ICICI Bank Ltd.
HDFC Bank Ltd.
Yes Bank Ltd.
IFCI Ltd.
Axis Bank Ltd.

STATUTORY AUDITOR

M/s Sudit K. Parekh & Co.
Chartered Accountants
Ballard House, Adi Marzaban Path,
Ballard Estate, Fort, Mumbai-400 001.
Tel. : 022-66178000

REGISTRAR AND SHARE TRANSFER AGENT

M/s Bigshare Services Private Limited
E-2, Ansa Industrial Estate
Sakivihar Road, Sakinaka
Andheri (East), Mumbai-400 072.
Tel. : 022-28470652-53, 40430200

SECRETARIAL AUDITOR

Mr. P.L. Shettigar
Practicing Company Secretary
Manek Hall,
Premises Monaa Hotels Pvt. Ltd.
Pune.
Tel. No. : 9422026291

COST AUDITOR

M/s Joshi Apte & Associates,
Cost Accountants,
"CMA PRIDE", Erandawana Housing
Society, Erandawana, Pune – 411 004
Tel. No. 020-25436408

REGISTERED AND CORPORATE OFFICE

"Venkateshwara House"
S.No. 114/A/2, Pune-Sinagad Road,
Pune - 411 030.
Tel. : 020-24251530 to 41
Fax : 020-24251077

CIN - L01222PN1976PLC017422



FINANCIAL HIGHLIGHTS

(Rupees In Lacs)

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11
OPERATING RESULTS					
Turnover & Other Income	1,76,426	1,76,601	1,44,393	100,644	86,074
Material Cost	1,24,479	1,33,410	1,05,708	65,062	51,558
Personnel Cost	11,955	9,518	8,601	6,860	5,658
Interest	7,106	4,171	2,237	1,311	455
Other Expenses	27,054	24,113	22,373	20,503	16,661
Depreciation	3,215	1,924	1,554	1,177	964
Provision for Contingencies Written back	—	—	—	—	—
Exceptional items - Income	155	1,053	—	—	—
Profit Before Tax	2,772	4,517	3,920	5,719	10,775
Profit After Tax	1,870	3,404	2,478	4,105	7,303
Dividend (In Rs. per Equity Share)	5.00	5.00	5.00	5.00	5.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	71,071	62,521	45,970	32,536	21,077
Current Liabilities	76,939	59,410	35,119	20,423	7,554
Net Current Assets	(5,868)	3,111	10,851	12,112	13,522
Net Fixed Assets	48,530	46,885	31,320	24,346	17,599
Investments	6,153	5,208	3,308	3,733	9,278
Deferred Tax Liability	(2,456)	(2,364)	(2,072)	(1,723)	(1,530)
Other Non Current Assets	16,285	7,826	5,613	2,851	—
Miscellaneous Expenses	—	—	—	—	—
Total Assets	62,644	60,665	49,019	41,320	38,870
Financed By					
Share Capital	939	939	939	939	939
Reserves & Surplus	36,203	35,841	32,802	30,639	26,478
Capital Grants and Subsidies	—	—	—	—	—
Borrowings	25,502	23,886	15,278	10,303	11,452
Total Liabilities	62,644	60,665	49,019	41,882	38,870
Earning Per Share (Rs.)	19.91	36.25	26.39	43.72	77.76
Book Value per share (Rs.)	395.48	391.62	359	336	291
Debt Equity Ratio	0.69	0.65	0.45	0.33	0.42
Share Price ** High	640.00	594.95	621.50	757.00	1012.40
Low	322.00	390.00	322.05	363.00	336.05
No. of Employees	5,288	4,418	4,090	4,343	3,728

Note: Previous year's figures have been regrouped wherever necessary in financials of FY-2013-14 and accordingly changed here

** Source : www.bseindia.com



FINANCIAL HIGHLIGHTS

(Rupees In Lacs)

PARTICULARS	2009-10	2008-09	2007-08	2006-07	2005-06
OPERATING RESULTS					
Turnover & Other Income	71,066	57,526	52,838	41,688	38,377
Material Cost	45,007	38,224	32,940	26,042	23,070
Personnel Cost	4,374	4,099	3,774	3,302	2,918
Interest	504	788	872	483	317
Other Expenses	12,055	10,450	10,243	9,314	9,677
Depreciation	898	862	827	734	617
Provision for Contingencies	—	—	—	—	—
Written back	—	—	—	—	—
Exceptional items - Income	—	—	—	—	—
Profit Before Tax	8,229	3,103	4,182	1,814	1,779
Profit After Tax	5,432	2,056	2,661	1,152	1,177
Dividend (In Rs. per Equity Share)	4.00	3.50	3.50	3.00	2.00
FINANCIAL SUMMARY					
Assets Employed					
Current Assets	15,948	14,708	14,684	13,450	10,899
Current Liabilities	6,317	6,095	5,750	5,215	4,543
Net Current Assets	9,630	8,613	8,934	8,235	6,356
Net Fixed Assets	13,352	12,617	12,270	11,596	10,700
Investments	8,131	5,211	5,263	4,442	4,040
Deferred Tax Liability	(1,458)	(1,341)	(1,392)	(1,543)	(1,392)
Other Non Current Assets	—	—	—	—	—
Miscellaneous Expenses	—	—	—	—	—
Total Assets	29,655	25,100	25,075	22,730	19,704
Financed By					
Share Capital	939	939	939	939	939
Reserves & Surplus	19,721	14,768	13,097	11,227	10,307
Capital Grants and Subsidies	3	3	4	5	103
Borrowings	8,992	9,389	11,035	10,559	8,356
Total Liabilities	29,655	25,100	25,075	22,730	19,704
Earning Per Share (Rs.)	57.83	21.89	28.33	12.26	12.53
Book Value per share (Rs.)	220	167	149	129	120
Debt Equity Ratio	0.44	0.60	0.79	0.87	0.74
Share Price ** High	371.00	174.00	288.00	151.00	227.25
Low	73.00	65.05	100.00	88.00	70.00
No. of Employees	3,084	3,335	3,566	3,095	3,079

** Source : www.bseindia.com



Locations of Units of Venky's (India) Limited





Locations of Units of Venky's (India) Limited

- **Pune, Maharashtra**
Breeder Farms
Specific Pathogen Free Egg
Poultry Feed
Animal Health Products
Chicken Processing
Commercial Farms
- **Solapur, Maharashtra**
Solvent Extraction and Refinery
Poultry Feed
- **Nanded, Maharashtra**
Solvent Extraction and Refinery
- **Anand, Gujarat**
Breeder Farm and Hatchery
- **Dehradun, Uttarakhand**
Breeder Farms
Hatchery and Poultry Feed
- **Allahabad, Uttar Pradesh**
Breeder Farms
Hatchery and Poultry Feed
Commercial Farms
- **Sunderpur, Uttar Pradesh**
Breeder Farms
- **Jasmour, Uttar Pradesh**
Breeder Farms
- **Basti, Uttar Pradesh**
Hatchery
- **Sonepat, Haryana**
Breeder Farms and Hatchery
- **Panipat, Haryana**
Breeder Farms, Hatchery
- **Ambala, Haryana**
Breeder Farms, Hatchery,
Poultry Feed
Commercial Farms
- **Hissar, Haryana**
Commercial Farms
- **Hansi, Haryana**
Commercial Farms
- **Kurukshetra, Haryana**
Commercial Farms
- **Kaithal, Haryana**
Commercial Farms
- **Yamuna Nagar, Haryana**
Commercial Farms
- **Tohana, Haryana**
Commercial Farms
- **Ludhiana, Punjab**
Breeder Farms
Hatchery and Commercial Farms
Packaging Unit
- **Hoshiapur, Punjab**
Breeder Farms
Hatchery and Commercial Farms
- **Gurudaspur, Punjab**
Commercial Farms
- **Pathankot, Punjab**
Commercial Farms
- **Batala, Punjab**
Commercial Farms
- **Sangrur, Punjab**
Commercial Farms
- **Patiala, Punjab**
Commercial Farms
- **Barnala, Punjab**
Commercial Farms
- **Rewa, Madhya Pradesh**
Breeder Farms and Hatchery
- **Kangra, Himachal Pradesh**
Hatchery
- **Nalagarh, Himachal Pradesh**
Breeder Farms and Hatchery
- **Una, Himachal Pradesh**
Commercial Farms
- **Kathua, Jammu & Kashmir**
Hatchery
- **Mujjafarpur, Bihar**
Hatchery
- **Arrah, Bihar**
Hatchery
- **Palsana, Rajasthan**
Commercial Farms
- **Chirwa, Rajasthan**
Commercial Farms



CONTENTS

	Page No.
Directors' Report	20
Management Discussion and Analysis Report	24
Report on Corporate Governance	26
Auditors' Report	53
Balance Sheet	58
Statement of Profit & Loss	59
Cash Flow Statement	60
Notes Forming Parts of Financial Statements	62

IMPORTANT COMMUNICATION TO SHAREHOLDERS

Following are the Company's recommendations to its shareholders:

Green Initiative

We seek the support of our shareholders in helping us saving our environment by registering their email id with the company for receiving all the communication i.e. Annual Report, various notices etc. through email as permitted by the law. Investors willing to avail the electronic mode of communication shall register their email id by filling and sending the form appearing on page no. 108 of this annual report.

Open demat account and dematerialise your shares

Members are requested to convert their physical shares into demat form. Holding shares in demat form helps investors to get immediate transfer of shares. No stamp duty is payable on transfer of shares held in demat form and risk associated with physical certificates such as forged transfer, loss of share certificate or torn certificates are avoided.

Consolidate multiple folios

Members holding shares in identical order or names in more than one folio are requested to write to the company to consolidate their shares and send relevant share certificates for consolidation. This would facilitate the member in one point tracking of his/her holding and corporate benefits.

Appoint a Nominee

Investors are requested to appoint a nominee for their shareholding. Nomination would help the nominees to get the shares transmitted in their name without any hassles. Investor should register their nomination in case of physical shares with the Registrar and Share Transfer Agent of the Company i.e. M/s Bigshare Services Private Limited and in case of demat holding with their respective Depository participant.

(Form on Page No.108)

39th
Annual
Report
2014-15

Venky's (India) Limited

Registered office : Venkateshwara House, Sinhagad Road, Pune - 411 030

CIN: L01222PN1976PLC017422

Telephone : (020) 2425 1530 to 41

Website : www.venkys.com

Email: corp.shares@venkys.com

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

To

The Members of Venky's (India) Limited

Notice is hereby given that the 39th Annual General Meeting (AGM) of the members of Venky's (India) Limited will be held on Wednesday, 16th September, 2015 at 10.30. a.m. at Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune 411001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended as on that date together with the Auditor's Report and Directors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Anuradha J. Desai (holding DIN 00012212), who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify appointment of Auditors and to pass the following resolution thereof:

"Resolved that pursuant to provisions of section 139 of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee, appointment of M/s Sudit K Parekh & Co, Chartered Accountants, (having registration no 110512W), as the auditors of the Company in the 38th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that pursuant to provisions of section 148 of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Rules made thereunder, remuneration not exceeding Rs.3,00,000/- (Rupees Three Lacs Only) (exclusive of taxes and incidental expenses) be and is hereby approved to be payable to M/s Joshi Apte & Associates, Cost Accountants, in respect of cost audit of the Company for the financial year 2015-16, on such terms and conditions as may be agreed upon between the cost auditor and the Board of Directors."

By order of the Board of Directors

Pune
May 29, 2015

A. G. Bauskar
Company Secretary
Membership No: F1953



Venky's (India) Limited

NOTES :

- a. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto. The information pursuant to Clause 49 of the Listing Agreement, in respect of item no.3 in respect of Director seeking re-appointment at the AGM is given in the Report of Corporate Governance, which forms part of Directors' Report and members are advised to refer to the same.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 & RULE 21 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE ITS MEMBERS THE ELECTRONIC FACILITY TO EXERCISE THEIR RIGHT TO VOTE IN RESPECT OF BUSINESS MENTIONED IN THE NOTICE. THE BUSINESS AT THE AGM MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL). IT IS HEREBY CLARIFIED THAT IT IS NOT MANDATORY FOR A MEMBER TO VOTE USING THE E-VOTING FACILITY, AND A MEMBER MAY AVAIL OF THE FACILITY AT HIS/ HER/IT'S DISCRETION. THE INSTRUCTIONS AS REGARDS AVAILING E-VOTING FACILITY IS ANNEXED.
- d. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- e. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
- f. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- g. The Register of Members and Share Transfer Books will remain closed from 31st August, 2015 to 4th September, 2015 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31st March, 2015.
- h. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 4th September, 2015.
- i. Members may avail Electronic Clearing Service (ECS) for receiving direct credit of dividend to their respective accounts with banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrants.
- j. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents viz. M/s Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai -400 072, Telephone: (022) 40430200.
- k. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. S Kannan, Assistant General Manager – Secretarial or Mr. Rohan Bhagwat, Assistant Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
- l. The Company encourages members to intimate / update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members holding shares in demat may please update their e-mails with the respective depository participant. At the option of the member, the Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the

**39th
Annual
Report
2014-15**

Company / Depositories and physical copies of the aforesaid documents are being sent by the permitted mode.

- m. Members may also note that, additionally, the Notice of 39th AGM and the Annual Report will be available on the Company's website www.venkys.com.
- n. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2015 AND THE BALANCE SHEET AS AT THAT DATE ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST SEVEN (7) DAYS BEFORE THE DATE OF THE MEETING TO ENABLE THE COMPANY TO FURNISH THE INFORMATION.
- o. Members/ Proxies/ Representatives are requested to bring their copy of the Annual Report, attendance slip enclosed to the Notice for attending the AGM.
- p. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Transfer Agent.
- q. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
- r. Members are requested to convert their physical shares into demat form. Holding shares in demat form helps investors to get immediate transfer of shares.
- s. Members holding shares in identical order or names in more than one folio are requested to write to the company to consolidate their shares and send relevant share certificates for consolidation. This would facilitate the member in one point tracking of his/her/it's holding and corporate benefits.
- t. All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.



Venky's (India) Limited

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item no. 5

Section 148 of the Companies Act, 2013 read with Rules made thereunder requires certain class of companies to get its cost accounts audited by qualified cost accountant who is member of Institute of Cost Accountants of India and engaged in Wholetime practice. Appointment of such cost auditor has to be made by the Board of Directors at the recommendation of Audit Committee and remuneration payable to him is subject to ratification by the members of the Company. Accordingly, the Board of Directors has appointed M/s Joshi Apte & Associates, Cost Accountants and remuneration payable to them is put up for members ratification.

M/s. Joshi Apte & Associates, Cost Accountants, does not hold any shares in the Company and is not related with any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 5 of the accompanying Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No.5 of the Notice.

By order of the Board of Directors

Pune
May 29, 2015

A. G. Bauskar
Company Secretary
Membership No: F1953

Shareholder Instructions for e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 12th September, 2015 at 9.00 a.m. and ends on Tuesday, 15th September, 2015 at 5.00 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 Wednesday, 9th September, 2015 at may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



Venky's (India) Limited

- (xii) Click on the EVSN for Venky's (India) Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com, or contact CDSL e-Voting Helpdesk on 18002005533 (toll free).

DIRECTORS' REPORT

The Shareholders,

Your Directors have pleasure in presenting the Thirty Ninth Annual Report and audited accounts for the financial year ended 31st March 2015.

FINANCIAL SUMMARY

(Rs. in Lacs)

Description	2014-15	2013-14
Revenue from Operations (Net)	1,73,081	1,73,612
Operating Expenditure	1,63,175	1,67,011
Depreciation	3,215	1,924
Operating Profit	6,691	4,677
Finance Costs	7,419	4,260
Exceptional Items (Depreciation/ Profit on sale of Fixed Assets)	155	1,053
Other Income	3,345	2,989
Profit Before Tax	2,772	4,517
Provision for Tax	902	1,112
Tax adjustment in respect of earlier years	—	—
Profit for the year	1,870	3,404
Amount available for appropriation	6,836	7,515
Appropriations :		
Transfer to General Reserve	2,000	2,000
Proposed Dividend	470	470
Dividend Distribution Tax	96	80
Net Surplus in the Statement of Profit and Loss	4,270	4,966

OPERATIONS

For the year ended 31st March, 2015, the Company's sales turnover was at Rs. 1,73,081 lacs as against Rs. 1,73,612 lacs in the previous year. The profit before tax stood at Rs. 2,772 lacs as compared to Rs. 4,517 lacs in the previous year. During the year the cost of raw material like maize and soya de-oiled cake was on higher side and realizations from the sale of grown up broiler birds were on lower side.

During the year under review, the Poultry and Poultry Products Segment showed improved performance

as compared to the previous year. Performance of the animal health products segment was better as compared to the previous year. However, the performance of the oilseed segment was affected due to lower realizations.

EXPANSION

All the expansion programmes of the Company i.e. to augment capacities in poultry and poultry products segment and setting up a new plant for processing of soya seeds have been completed during the year under review. Setting up of Venky's XPRS outlets at various locations is under way.

DIVIDEND

Your Directors recommend a dividend of Rs. 5.00 per equity share (50%). The dividend, if approved at the ensuing Annual General Meeting, will absorb Rs. 470 lacs (previous year Rs. 470 lacs) plus taxes. Your Directors propose to transfer Rs. 2,000 lacs to the General Reserve.

SEGMENT-WISE PERFORMANCE

Operational performance of each business segment has been comprehensively covered in the Management Discussion and Analysis Report given in Annexure-A which forms part of this Report.

CORPORATE GOVERNANCE REPORT

As per the requirements of Clause 49 of the Listing Agreement a separate report on Corporate Governance along with the certificate issued by Company Secretary in Whole-Time Practice thereupon is given in Annexure-B which forms part of this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 of the Companies Act, 2013 an extract of the Annual Return in Form MGT-9 is annexed to this report as Annexure C and forms of this report.

MEETINGS OF BOARD

During the year 2014-15, five meetings of the Board of Directors were held. The dates on which the said meetings were held are as follows:

1) 12th May, 2014, 2) 29th May, 2014, 3) 11th August, 2014, 4) 12th November, 2014, 5) 11th February, 2015.



DIRECTORS' RESPONSIBILITY STATEMENT

The Directors declare that :

1. the accounts for the year ended 31st March, 2015 have been prepared by following applicable accounting standards;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2015 and of the profit of the Company for that year;
3. proper care has been taken for the maintenance of adequate records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
4. the accounts for the year ended 31st March, 2015 have been prepared on a going concern basis;
5. internal financial controls to be followed by the company are laid down and that such internal financial controls are adequate and are operating effectively; and
6. proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

BOARD OF DIRECTORS & THEIR COMMITTEES

- a. Changes in the Composition of Board of Directors.

As per the provisions of Companies Act, 2013 and Articles of Association of the Company, Mrs. Anuradha J. Desai, Director is due for retirement by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for reappointment. A brief profile of the retiring director is given in the Corporate Governance Report annexed to this report.

Apart from the above, there is no change in the Board of Directors of the Company.

- b. Declaration from Independent Directors:

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from all the Independent Directors confirming that they meet the criteria of

independence as stipulated under sub section 6 of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

- c. Policy relating to the remuneration for directors, key management personnel & other employees.

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in sub section 3 of Section 178 is available on the website of the Company at <http://www.venkys.com/Policy on Remuneration of Director, KMP etc.pdf>

- d. Annual evaluation by the Board of its own performance and that of its Committees.

The board annually performs the evaluation of its own performance, the Committees of the Board and that of individual directors. While carrying out such evaluation various aspects relating to the Board functioning such as adequacy of composition, level of diversity of the Board, execution of specific duties, governance etc. are considered. The same mechanism is applied while evaluating the performance of the Committees of the Board and additionally the fulfillment of duties and scope as stipulated by the Companies Act, 2013 and Listing Agreement is considered.

The performance evaluation of individual directors is carried considering factors like execution of specific assignments, effective contribution to the Board discussions and decisions, independence of judgment and steps taken towards proper governance of business and safeguarding interest of stakeholders.

- e. Familiarisation Programme of Independent Directors

The Company at selected intervals takes steps to familiarise its independent directors about their roles, rights and responsibilities. The details of such programme is available on the website of the Company at <http://www.venkys.com/Familiarisation Programme for ID.pdf>

- f. Audit Committee:

The Company has already formed Audit Committee as per Section 177 of the Companies Act 2013. Details of such committee is given in corporate

governance report which is annexed and forms part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review the Company has not given any loans, guarantees or made investments under Section 186 of the Companies Act, 2013.

RISK MANAGEMENT

The Company has in place a risk management plan devised by the Board and focuses on three key elements i.e. Risk Assessment, Risk Management and Risk Monitoring. The Board therefore identifies elements of risk, focus on mitigating the risk as per the plan and monitor the same post execution.

CORPORATE SOCIAL RESPONSIBILITY

VH Group and in particular Venky's (India) Limited has been historically doing CSR activities concentrated on educational and medical services for the upliftment of the society. Your company has pursuant to Section 135 of the Companies Act, 2013 formed a CSR Committee. The Annual Report on CSR for the F.Y. 2014-15 is appended as Annexure D to this report. The policy on CSR is available on the website of the company at http://www.venkys.com/CSR_Policy.pdf.

INTERNAL FINANCIAL CONTROLS

The internal control system is designed to ensure that all the financial and other records are reliable for preparing financial statements and for maintaining accountability of the assets. The Company has a proper and adequate system of internal controls.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your company has established a Vigil Mechanism as per the provisions of the Companies Act, 2013 for the directors and employees to report genuine concerns. The Audit Committee overlooks this function. The details of vigil mechanism is available on the website of the Company at http://www.venkys.com/VIGIL_MECHANISM.pdf.

DEPOSITS

During the year under review the Company has neither accepted any deposits under Chapter V of the Companies Act, 2013 nor any such deposits remained unpaid or unclaimed.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC - 2. However, Related Party disclosures as per AS -18 have been provided in Note no. 10 to the Financial Statements.

ACCOUNTS

The accounts read with the notes thereon are self-explanatory and hence do not call for any further comments.

INSURANCE

The assets of the Company which include buildings, sheds, machinery, stocks, etc. are adequately insured.

PERSONNEL AND HUMAN RESOURCES

Employee relations continued to be cordial throughout the year. The Company did not have any employee during the year under review whose remuneration is required to be disclosed in terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Further information as per said rule is appended to this report as Annexure E.

AUDITORS

M/s. Sudit K. Parekh & Co., Chartered Accountants, were appointed in the 38th Annual General Meeting and their appointment is liable for ratification in the ensuing Annual General Meeting.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and allied rules thereof, the Board of Directors has appointed Mr. P. L. Shettigar, Practicing Company Secretary as Secretarial Auditor for conducting the audit for the financial year 2014-15. The Secretarial Audit report issued by Mr. Shettigar is appended as Annexure F and forms part of this report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.



COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) Rules, 2014 the Company has appointed M/s. Joshi Apte & Associates, Pune as Cost Auditors of the Company for conducting cost audit for the financial year 2015-16. Further, as per sub section (3) of Section 148 of the Companies Act, 2013 the remuneration decided between the Board of Directors and Cost Auditor is put before the members for their ratification in the ensuing Annual General Meeting. The Cost Audit for the financial year ended 31st March, 2015 is under process and the Company will submit the Cost Auditors' Report to the Central Government in time.

INFORMATION UNDER SECTION 134 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. Conservation of Energy

The operations of the Company are not very power intensive. Nevertheless, the Company continues its efforts to conserve energy wherever practicable, by economizing on the use of power at the farms, hatchery and offices. The Company has installed state-of-the-art hatchers and setters at its hatcheries.

B. Technology Absorption

1. Research and Development (R & D)

- Specific areas: R & D activities of the Company are concentrated in the areas of developing wider application of Specific Pathogen Free (SPF) eggs and application of various breeder management techniques to improve productivity and increase feed efficiency.
- Benefits derived : Wider acceptance of SPF eggs in the manufacture of human and livestock vaccines in India and higher production and increased feed efficiency of breeders.
- Plan of action : Further promotion of SPF eggs applications in the biological industry
- Expenditure on R & D : The expenditure incurred by the Company during the year on Research and Development was Rs. 69.49 Lacs.

2. Technology Absorption, Adaptation and Innovation

- Efforts made : The Company maintains continuous interaction with Charles River Laboratories Inc. (formerly SPAFAS Inc.), U.S.A for absorption of technology.
- Benefits :
 - Development of new application
 - Savings in foreign exchange through import substitution.
- Technology Imported : SPF egg production and Reagent production technologies were imported from Charles River Laboratories Inc. The benefit of the ongoing research by them in the said technologies is being derived by the Company through continued association with them.

C. Foreign Exchange Earnings and Outgo

- Efforts have been made to increase exports of hatching eggs and SPF eggs.
- Earnings and outgo:
 - Foreign exchange earnings (FOB):
Rs. 213.25 lacs
 - Foreign exchange outgo:
Rs. 1,353.75 lacs

ACKNOWLEDGEMENT

The Directors place on record their appreciation for the excellent services of the employees at all the levels. The Company also expresses its thanks to its shareholders, bankers, Central and State Governments and district level authorities, Stock Exchanges, dealers and customers of the Company for their valued support.

For and on behalf of the Board of Directors

Pune
May 29, 2015

Anuradha J. Desai
Chairperson

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development :

The world economy continues to grow at a moderate rate and recent data reflects marginal pick-up in growth in some advanced economies. On the domestic front, the Indian economy is now showing signs of transformation with expectations of policy initiatives being implemented. Various policy initiatives taken by the Government are expected to result in a significant growth in GDP. Indian GDP growth rate has been 7.3% for the year 2014-15 as compared to 6.9% in the previous year. Given this backdrop the poultry industry continued to grow at satisfactory rates.

The poultry industry is expected to maintain its growth rates in the coming years as well. Presently, the poultry industry is a Rs.95,000 crore industry that provides direct and indirect employment to 5.0 million people and also supports the economy of over 2 crore agricultural farmers, especially the maize and soya grower, dependent on this industry. 75% to 80% of the cost of production in the poultry industry consists of feed ingredients, like maize and soya. With an annual production of 67,000 million eggs, India ranks second in the world in egg production. The broiler production is estimated at 4 million tons of chicken meat and India ranks 3rd in the world.

2. Opportunities, Threats, Risks and Concerns:

The vast gap between our present per capita consumption (64 eggs and 3.5 kg. of meat) and National Institute of Nutrition (NIN) recommended level (180 eggs and 11 kg of meat) offers an excellent opportunity for the growth of poultry industry at least for the next two decades. Factors like increasing disposable income and rapid urbanization are expected to contribute to the growth in demand for poultry products.

However, lack of adequate cold storage facilities at key locations and retail infrastructure are the main reasons for slower than anticipated growth of the processing segment of poultry industry. Higher volatile behaviour of feed ingredients prices is also one of the concerns of the poultry industry.

3. Segmentwise Performance:

a. Poultry and Poultry Products

The Company's major business segment is poultry and poultry products which consists of production and sale of day old broiler and layer chicks, specific pathogen free eggs, processed chicken products and poultry feed. In 2014-15 this segment's turnover was Rs. 99,262 lacs as compared to Rs.1,00,172 lacs in the last year. The profit before tax and interest of this segment was Rs.7,149 lacs as compared to Rs.2,822 lacs in the previous year.

b. Animal Health Products

The Company has its animal health products manufacturing facility at Pune. This segment's sales turnover was Rs.14,160 lacs as compared to Rs.12,324 lacs. Profit before tax and interest was Rs. 1,986 lacs as against Rs.1,679 lacs in the last year.

c. Oilseed

This segment registered a sales turnover of Rs. 63,364 lacs as compared to Rs. 65,255 lacs last year. Profit before tax and interest was Rs. 1,426 lacs as against Rs. 2,968 lacs in the previous year.

4. Outlook

The outlook for the year 2015-16 is expected to be better as compared to the year ended 31st March, 2015.

5. Internal Control Systems and their adequacy

The internal control system is designed to ensure that all the financial and other records are reliable for preparing financial statements and for maintaining accountability of the assets. The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly.



Venky's (India) Limited

Commensurate with the size of operation, your Company has Internal Audit department which continuously reviews the internal control system by an exclusive programme of Internal Audit. The significant findings are then discussed by the Audit Committee of Directors and corrective measures are initiated. The Audit Committee also monitors the implementation of recommendations made by it.

6. Discussion on Financial Performance with respect to Operational Performance:

For the year ended 31st March, 2015, the Company's sales turnover was at Rs. 1,73,081 lacs as against Rs. 1,73,612 lacs in the previous year. The profit before tax stood at Rs. 2,772 lacs as compared to Rs. 4,517 lacs in the previous year. During the year the cost of raw material like maize and soya de-oiled cake was on higher side and realizations from the sale of grown up broiler birds were on lower side.

The long term borrowings of the Company during the year increased by about 6% from Rs. 23,174 lacs to Rs. 24,612 Lacs. These funds were utilized for the expansion plans as well as for

general corporate purposes of the Company. The short term borrowings of the Company during the year were increased by about 32% from Rs. 35,599 lacs to Rs. 46,940 Lacs. Short term borrowings are being utilized for meeting operational expenditure and working capital requirements. Interest cost of the Company has increased by 74% from Rs. 4,260 lacs to Rs. 7,419 Lacs.

Keeping in view liquidity, returns and also safety, the Company has invested certain funds in bank deposit and debt/liquid schemes of mutual funds.

7. Material Development in Human Resources/ Industrial Relations front, including number of people employed:

In line with VH Group's corporate philosophy, the Human Resource is considered as the most valuable resource in the Company. The focus is on developing a performance culture with high standards of efficiency and innovation. Employee relations at all levels continue to remain cordial. As on 31st March, 2015 the Company has 5,288 employees.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

A. MANDATORY REQUIREMENTS

1. Company's Philosophy on Code of Governance :

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's Philosophy of Corporate Governance is aimed at strengthening the confidence among shareholders, customers, employees and ensuring a long-term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct in all the activities of the Company.

2. Board of Directors, Composition, No. of Board Meetings attended during the year :

(a) Composition and size of the Board.

As on 31st March, 2015 the Board consists of 9 Directors out of which 5 Directors are Independent Directors and 4 Directors are Non - Independent Directors.

Independent Directors are Non-executive Directors, who apart from receiving Director's Remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its directors, its senior management or its associates, which, may affect the independence of the Director and who are not related to the promoters or senior management of the Company and who has not been an executive of the Company and who is not a partner or an executive of the statutory audit firm, internal audit firm, legal firm and consulting firm who is associated with the Company and who is not a material supplier, service provider or customer or a lessor or a lessee of the Company, which may affect the independence of the director and who is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

(b) No. of Board Meetings held during the year along with the dates of the Meetings.

During the year 2014-15, five meetings were held. The dates on which the said meetings were held are as follows:

1) 12th May, 2014, 2) 29th May, 2014, 3) 11th August, 2014, 4) 12th November, 2014, 5) 11th February, 2015.

(c) Attendance of Directors:

Attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and the number of Companies and Committees where he/she is Director/Member (as on the date of the Directors' Report)

Name of Director of the Company	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 27 th August, 2014	No. of Directorships in other Public Companies	No. of Committee Positions [other than Venky's (India) Limited] in which Chairperson/Member	
					Chairperson	Member
Mrs. Anuradha J. Desai	Chairperson	5	Yes	1	1	1
Mr. B. Venkatesh Rao	Vice -Chairman	5	No	-	-	1
Mr. B. Balaji Rao	Managing Director	5	No	-	-	1
Mr. Jitendra M. Desai	Director	5	Yes	-	-	2
Mr. C. Jagapati Rao*	Director	4	No	2	-	-
Col. Ashok Mahajan (Retd.)*	Director	5	Yes	-	-	-



Venky's (India) Limited

Name of Director of the Company	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 27 th August, 2014	No. of Directorships in other Public Companies	No. of Committee Positions [other than Venky's (India) Limited] in which Chairperson/Member	
					Chairperson	Member
Col. Surinder Kumar* (Retd.)	Director	5	Yes	-	-	-
Brig. Rajeshwar Singh Rathore* (Retd.)	Director	5	Yes	-	-	-
Brig. Amrit Kapur* (Retd.)	Director	5	Yes	-	-	-

*Independent Directors

No. of Equity Shares held by Non-Executive Directors as of 31st March, 2015:

Name of the Director	No. of Equity Shares as of 31 st March, 2015
Mrs. Anuradha J. Desai	3,21,951
Mr. B. Venkatesh Rao	44,034
Mr. Jitendra M. Desai	20,053
Mr. C. Jagapati Rao	14,248
Lt. Col. Ashok Mahajan (Retd.)	Nil
Col. Surinder Kumar (Retd.)	Nil
Brig. Rajeshwar Singh Rathore (Retd.)	Nil
Brig. Amrit Kapur (Retd.)	Nil

3. Details of Directors being appointed or re-appointed :

As per the provisions of the Companies Act, 2013 and Articles 141 to 143 of the Articles of Association of the Company, Mrs. Anuradha J. Desai, Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered herself for re-appointment.

Brief profile of the Director proposed for appointment / re-appointment.

Mrs. Anuradha J. Desai, age 53 years, is a Director of the Company since 1988. She is the Chairperson and Managing Director of VH Group of Companies. She has been instrumental in consolidating the group's pre-eminent position in the Country's poultry sector. She has received many accolades, which include the "Udyog Rattan Award" by institute of Economic Studies - Delhi, "Best Women Entrepreneur Gold Award" from the Institute of Marketing Management and the "Best Woman Entrepreneur Award" from Yuva Bharati and Honorary Doctorate from Tamil Nadu University of Veterinary and Animal Sciences. Mrs. Anuradha J. Desai is the first woman to be elected as President of World Poultry Science Association (IB) for four years from 1996.

Mrs. Anuradha J. Desai is Chairperson and Managing Director of Venkateshwara Hatcheries Private Limited and Chairperson of Agrocorpex India Limited, Bharat Eggs Producers Association, National Egg Co-ordination Committee, Venco Research and Breeding Farm Private Limited, Venkateshwara Research and Breeding Farm Private Limited, Bala Industries and Entertainment Private Limited, and Centre for International Trade in Agriculture and Agro Based Industries and Director in Srivenk Investment and Finance Private Limited, B.V. Bio-Corp Private Limited, Uttara Masala Products Pvt Ltd, Eastern Hatcheries Private Limited, Uttara Foods and Feeds Private Limited, All India Poultry Development and Services Private Limited, Poultry Development Promotion Council, Uttara Hatcheries and Agri- Farms Private Limited, Uttara Poultry and Agri - Farms Private Limited, Uttara Biosciences Private Limited, Uttara Impex Private Limited, Uttara Bakers Private Limited, Padmavati Marbles Private Limited, Srivenk Biological Laboratories Private Limited and National Agricultural And Foods Analysis And Research

Institute. She is also a Director on overseas companies viz. Venky's (Middle East) FZCO, Uttara Foods and Feeds (Bangladesh) Ltd, Wayward Acres Inc., Venkys South Africa Pty Ltd., Venky's INC, Venky's Vietnam Co. Ltd, Venky's (London) Limited, Blue Ridge Avian Services Inc., Venky's XPRS UK Ltd, Uttara Impex Private LLC and Vice President of Venky's USA Inc.

Mrs. Anuradha J. Desai is Chairperson of "Stakeholders Relationship Committee", "Nomination and Remuneration Committee" and "Operations Committee" of Venky's (India) Limited and Chairperson of Committee of Directors of Venkateshwara Hatcheries Private Limited and member of Audit Committee of Srivenk Investments and Finance Private Limited.

4. Audit Committee

(Terms of Reference, Composition, and Meetings held during the year.)

There were four meetings of the Audit Committee held during the year. The dates on which the said Audit Committee Meetings were held are as follows:

1) 29th May, 2014, 2) 11th August, 2014, 3) 12th November, 2014, 4) 11th February, 2015

The attendance of each Member of the Committee is given below:

Name of Member	Number of Meetings attended
Mr. Jitendra M. Desai	4
Lt. Col. Ashok Mahajan (Retd.)	4
Col. Surinder Kumar (Retd.)	4
Brig. Rajeshwar Singh Rathore (Retd.)	4
Brig. Amrit Kapur (Retd.)	4

The Terms of Reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013 as applicable. .

The Audit Committee comprises of all the Non-Executive Directors. Lt. Col. Ashok Mahajan (Retd.), an Independent Director, is the Chairman of the Committee. Mr. Jitendra M. Desai, Col. Surinder Kumar (Retd.), Brig. Rajeshwar Singh Rathore (Retd.) and Brig. Amrit Kapur (Retd.) are the other members of the Committee. The Statutory Auditors and Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary is the Secretary of the Audit Committee.

5. Remuneration to Directors

The remuneration of Directors is decided at the Board level and approval of the shareholders is obtained at a general meeting. The details of remuneration paid / payable to the Directors (including sitting fees paid for attending Board Meetings and Committee Meetings) during the financial year 2014-2015 are given below:

Directors	Salary (Rs.)	Perquisites # (Rs.)	Commission Payable (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mrs. Anuradha J. Desai	-	-	1,25,000	1,00,000	2,25,000
Mr. B. Venkatesh Rao	-	-	1,25,000	25,000	1,50,000
Mr. B. Balaji Rao	20,00,000	7,91,024	3,00,000	-	30,91,024
Mr. Jitendra M. Desai	-	-	1,25,000	1,20,000	2,45,000
Mr. C. Jagapati Rao	-	-	1,25,000	20,000	1,45,000
Lt. Col. Ashok Mahajan (Retd.)	-	-	1,25,000	45,000	1,70,000
Col. Surinder Kumar (Retd.)	-	-	1,25,000	45,000	1,70,000
Brig. Rajeshwar Singh Rathore (Retd.)	-	-	1,25,000	45,000	1,70,000
Brig. Amrit Kapur (Retd.)	-	-	1,25,000	45,000	1,70,000
TOTAL	20,00,000	7,91,024	13,00,000	4,45,000	45,36,024



Venky's (India) Limited

Perquisites includes House Rent Allowance, Leave Travel Assistance and Company's contribution to Provident and Superannuation Funds, Gratuity and other allowances.

The Company has no stock option scheme for any of its Directors.

Except for the above, there are no pecuniary transactions between the Company and Non-Executive Directors.

6. Stakeholders Relationship Committee (Composition, Number of investor complaints received, number of complaints redressed.)

Mrs. Anuradha J. Desai is the Chairperson of the Committee, Mr. B. Venkatesh Rao and Mr. Jitendra M. Desai are the other members of the Committee. Mr. A. G. Bauskar, Company Secretary is the Compliance Officer.

During the period under review, 23 complaints were received from the shareholders and others and all of them have been resolved to date to the satisfaction of shareholders.

7. Nomination and Remuneration Committee (Terms of Reference, Composition, Remuneration Policy and Meetings held during the year.)

The Board of Directors has formed Nomination and Remuneration Committee in its meeting held on 12th May, 2015. The Terms of Reference of this Committee cover the matters specified for Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and allied applicable rules.

The Committee met once on 29th May, 2015 and the details of attendance of each member are as follows:

Name of Member	Number of Meetings attended
Mrs. Anuradha J. Desai	1
Lt. Col. Ashok Mahajan (Retd.)	1
Col. Surinder Kumar (Retd.)	1

The policy relating to remuneration of directors, key management personnel and & other employees is available on the website of the Company.

8. Details of last Three General Meetings

Details of the location of the last three Annual General Meetings (AGM), including Extra-Ordinary General Meetings and the details of the resolutions passed or to be passed by the Postal Ballot :

Sr. No.	Meeting	Date, Time and Place
1.	AGM for the year 2013-14	27 th August, 2014 at 10.30 a.m. at Best Western The Pride Hotel, 5, University Road, Shivaji Nagar, Pune – 411 005.
2.	AGM for the year 2012-13	12 th August, 2013 at 10.30 a.m. at Best Western The Pride Hotel, 5, University Road, Shivaji Nagar, Pune – 411 005.
3.	AGM for the year 2011-12	23 rd August, 2012 at 10.30 a.m. at Best Western The Pride Hotel, 5, University Road, Shivaji Nagar, Pune – 411 005.

No Extra-ordinary General Meeting was held during the period under consideration. All the resolutions including the special resolutions set out in the respective notices were passed by the shareholders.

The following resolutions were passed by the shareholders of the Company with requisite majority through postal ballot:

- Authority to Board of Directors to borrow.
- Authority to Board of Directors for creation of charges / mortgages in respect of borrowings.
- Approval for issuing non - convertible debentures through private placement.

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereof the Company had sent notice dated 12th November, 2014 to all its shareholders through courier and registered post. The physical voting period was kept open for 30 days from 6th December, 2014 to 4th January, 2015 and e-voting facility was also provided to the shareholders. All the aforementioned resolutions were passed with requisite majority and the result of the postal ballot was announced by the Company on 5th January, 2015.

9. Code of Conduct:

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management Personnel have affirmed compliance with Code of Conduct, as on 31st March, 2015.

10. Managing Director / CFO Certification:

The Managing Director and Chief Financial Officer have certified to the Board of Directors, inter alia, the accuracy of Financial Statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49 of the Listing Agreement, for the year ended 31st March, 2015.

11. Disclosures

There are no related party transactions made by the Company with its Promoters, Directors or Management or their Subsidiaries or Relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. The transactions with the related parties are disclosed in Note No. 10 of the Accounts in this Annual Report.

The track record of the Company in handling shareholders' grievances has been very good. During the last three years there were no penalties imposed either by Securities and Exchange Board of India (SEBI) or the Stock Exchanges or any statutory authority for non-compliance of any matter relating to the capital markets.

12. Means of communication (Publishing of financial results in newspapers English and Marathi)

The financial Results of the Company are published in widely circulating national dailies such as:

1. Loksatta (Marathi).
2. Financial Express (English)

The Company's results and official news releases are displayed on Company's website www.venkys.com.

13. General Shareholders Information

Particulars	Details
Annual General Meeting Date	16 th September, 2015
Time	10.30 A.M.
Venue	Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune 411001
Financial Calendar 2015-16	i. First Quarter Results – upto August 14, 2015. ii. Second Quarter Results – upto November 15, 2015. iii. Third Quarter Results – upto February 15, 2016. iv. Audited Results for the year ending 31 st March, 2016 – end of May, 2016
Date of Book Closure	31 st August, 2015 - 4 th September, 2015
Dividend Payment Details	Within 30 Days after Annual General Meeting.



Venky's (India) Limited

Particulars	Details
Names of Stock Exchanges in which it is listed and scrip code.	I. Bombay Stock Exchange Limited – 523261. II. National Stock Exchange of India Limited – VENKEYS
Demat ISIN number for NSDL and CDSL	INE 398A01010
Registrar & Transfer Agent	M/s Bigshare Services Private Limited, E – 2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072.
Share Transfer System	All the transfers received are processed at the office of Registrar and Share Transfer Agent and are approved by the “Stakeholders Relationship Committee” which meets twice in a month or more depending on the volume of transfers. Share transfers are registered and returned within 30 Days from the date of lodgement, if documents are complete in all respects.

Monthly Market High / Low for the year 2014-2015 on Bombay Stock Exchange Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2014	616	468	October 2014	604	480
May 2014	522	458	November 2014	503	437
June 2014	549	483	December 2014	465	387
July 2014	640	501	January 2015	403	373
August 2014	524	417	February 2015	411	356
September 2014	600	455	March 2015	419	322

(Source: www.bseindia.com)

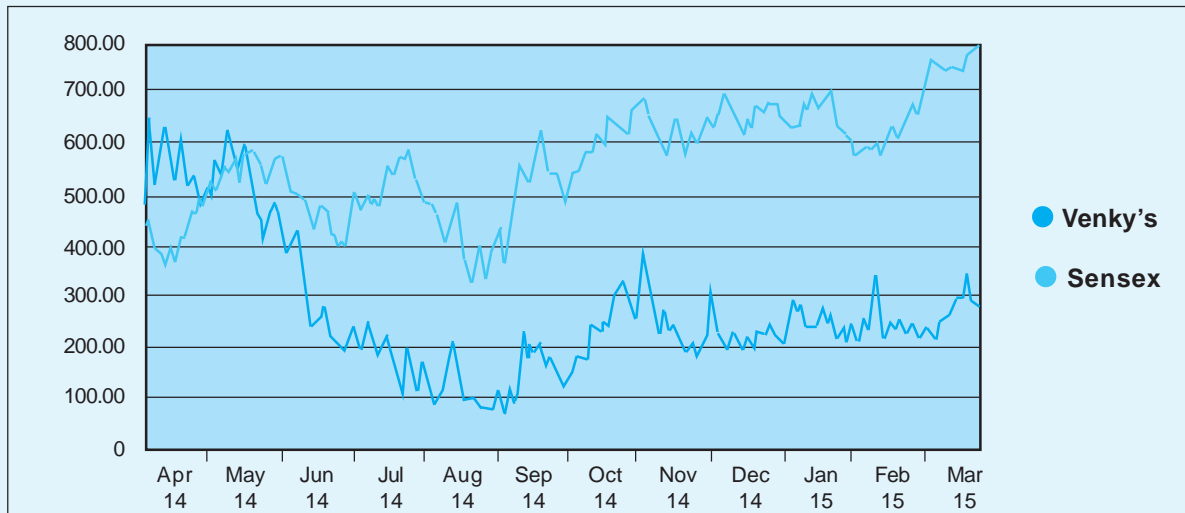
Monthly Market High / Low for the year 2014-2015 on National Stock Exchange of India Limited.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 2014	577	476	October 2014	603	480
May 2014	524	450	November 2014	505	436
June 2014	550	482	December 2014	467	386
July 2014	641	501	January 2015	401	372
August 2014	523	435	February 2015	414	357
September 2014	603	452	March 2015	421	324

(Source: www.moneycontrol.com)

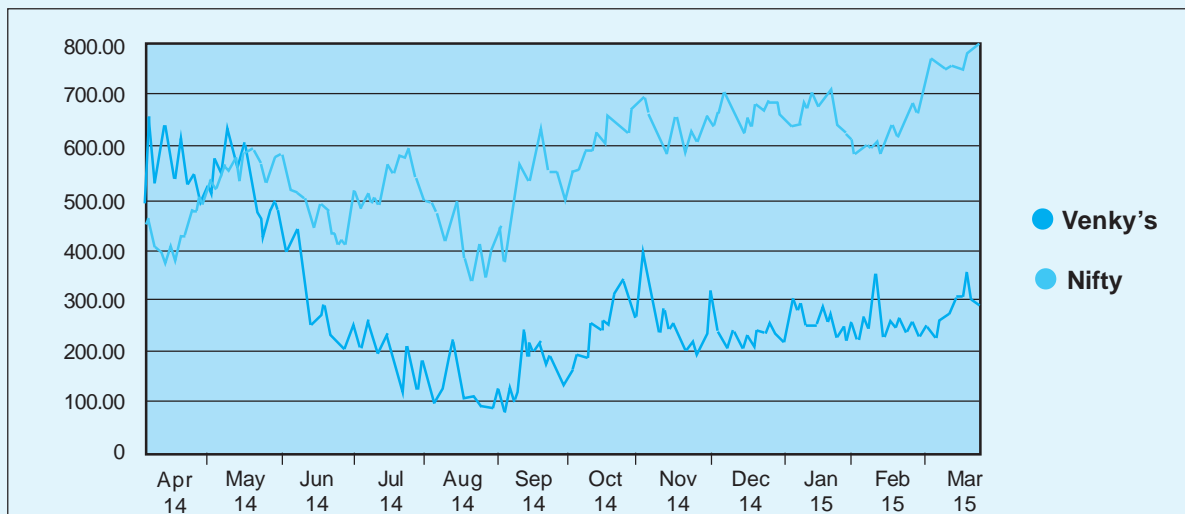
Comparative Price Charts:

Bombay Stock Exchange Limited V/s Venky's (India) Limited



(Source: www.moneycontrol.com)

National Stock Exchange of India Limited V/s Venky's (India) Limited



(Source: www.moneycontrol.com)



Venky's (India) Limited

Distribution of shareholding and its patterns as on 31.03.2015

I. Distribution of Shareholding

No. of Equity Shares held	No. of Folios	%	No. of Shares	%
1 - 500	21165	96.90	13,76,210	14.65
501 - 1000	343	1.57	2,58,772	2.75
1001 - 2000	151	0.69	2,20,549	2.35
2001 - 5000	96	0.44	3,06,422	3.26
5001 - 10000	34	0.16	2,34,916	2.51
10001 & above	53	0.24	69,94,688	74.48
Total	21,842	100	93,91,557	100

II. Shareholding Pattern:

Category	No. of Shares	%
Promoters	52,69,445	56.12
Mutual Funds / Unit Trust of India	3,59,749	3.83
Financial Institutions / Banks	1,781	0.01
Foreign Institutional Investors	2,69,133	2.87
Private Bodies Corporate	5,56,281	5.92
Non-resident Indians	61,924	0.66
Public	28,73,244	30.59
Total	93,91,557	100

Dematerialisation of shares and liquidity:

About 92.71 % of the paid-up capital of the Company was dematerialised as on 31st March, 2015. The Company has not issued any GDRs/ ADRs/ warrants or any convertible instruments.

Unclaimed Dividend:

Unclaimed dividend up to and for the year 2006-07 has been transferred to the Investor Education and Protection Fund (IEPF) established by Central Government.

According to the provisions of the Companies Act, 2013, if the amount in the Dividend Account remained unclaimed for the period of 7 years from the date of disbursement, then same has to be transferred to IEPF. Following are the details of the unclaimed Dividend, if not claimed within the period of 7 years then same will be transferred to IEPF in accordance with the schedule given below:

Financial Year	Date of declaration of dividend	Total Dividend (Rs.)	Unclaimed Dividend as on 31 st March, 2015 (Rs.)	Due date for transfer to IEPF
2007-08	18.09.2008	3,28,70,450	7,00,368	26.10.2015
2008-09	25.06.2009	3,28,70,450	7,51,422	02.08.2016
2009-10	27.08.2010	3,75,66,000	9,81,208	02.11.2017
2010-11	05.08.2011	4,69,58,000	12,16,070	02.09.2018
2011-12	23.08.2012	4,69,58,000	13,18,670	21.09.2019
2012-13	12.08.2013	4,69,58,000	13,93,075	09.09.2020
2013-14	27.08.2014	4,69,58,000	14,85,060	26.09.2021

Location of Units:

A. Maharashtra

- Pune - Breeder Farms, Specific Pathogen Free Egg, Poultry Feed, Animal Health Products, Chicken Processing, Commercial Farms.
- Solapur - Solvent Extraction, Refinery and Poultry Feed.
- Nanded - Solvent Extraction and Refinery.

B. Gujrat

- Anand - Breeder Farms & Hatchery

C. Uttaranchal

- Dehradun - Breeder Farms, Hatchery and Poultry Feed.

D. Uttar Pradesh

- Allahabad - Breeder Farm, Hatchery and Poultry Feed and Commercial Farms.
- Sunderpur - Breeder Farm.
- Basti - Hatchery.
- Jasmour - Breeder Farm.

E. Haryana

- Sonapat - Breeder Farms and Hatchery.
- Panipat - Breeder Farms, Hatchery.
- Ambala - Breeder Farms, Poultry Feed, Commercial Farms, Hatchery.
- Hissar - Commercial Farms.
- Hansi - Commercial Farms.
- Kurukshetra - Commercial Farms.
- Kaithal - Commercial Farms.
- Yamuna Nagar - Commercial Farms.
- Tohana - Commercial Farms.

F. Punjab

- Ludhiana - Breeder Farms, Hatchery and Commercial Farms & Packaging unit.
- Hoshiarpur - Breeder Farms, Hatchery and Commercial Farms.
- Gurdaspur - Commercial Farms.
- Pathankot - Commercial Farms.
- Batala - Commercial Farms.
- Sangrur - Commercial Farms.
- Patiala - Commercial Farms.
- Barnala - Commercial Farms.

G. Madhya Pradesh

- Rewa - Breeder Farms and Hatchery.

H. Himachal Pradesh

- Kangra - Hatchery.
- Nalagarh - Breeder Farms, Hatchery.
- Una - Commercial Farms.

I. Jammu and Kashmir

- Kathua - Hatchery.

J. Bihar

- Mujjafarpur- Hatchery.
- Arrah - Hatchery.

K. Rajasthan

- Palsana - Commercial Farms.
- Chirawa - Commercial Farms.



Venky's (India) Limited

Address for correspondence.

Shareholders' correspondence should be addressed to Registrar and Transfer Agent, M/s Bigshare Services Private Limited. Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants. For dividend related queries, shareholders may contact Mr. S. Kannan, Assistant General Manager – Secretarial (Mob.No. 0988 147 3832) or Mr. Rohan Bhagwat, Asst. Company Secretary (Mob.No.095 45 22 88 22) at the registered office, Tel Nos. : 020 – 24251530 to 41 or Email: corp.shares@venkys.com.

B. NON-MANDATORY REQUIREMENTS :

a. The Board

Whether Chairman of the Board is entitled to maintain a Chairman's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.	Expenses incurred in performance of duties by the Chairperson are reimbursed.
---	---

b. Shareholder Rights

The half yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of shareholders.	The Company's half yearly results are published in English and Marathi newspapers having wide circulation and uploaded on the Company's website i.e. www.venkys.com.
---	--

c. Audit Qualifications

Company may move towards a regime of unqualified financial statements.	The Company's financial statements have been unqualified till date.
--	---

d. Separate posts of Chairman and Managing Director / CEO

The Company may appoint separate persons to the post of Chairman and Managing Director/ CEO.	The Company already has separate persons for the post of Chairperson and Managing Director.
--	---

e. Reporting of Internal Auditor

The internal auditor may report directly to the Audit Committee.	The internal auditor has direct access to the Audit Committee Chairman and members and is also an invitee for audit committee meetings.
--	---

DECLARATION UNDER CLAUSE 49 (II) (E) OF THE LISTING AGREEMENT

This is to confirm that, all the Board Members and Senior Management Personnel of Venky's (India) Limited have affirmed compliance with the respective Codes of Conduct for the Financial Year ended 31st March, 2015.

Pune
May 29, 2015

B. Balaji Rao
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
VENKY'S (INDIA) LIMITED

I have examined the compliance of conditions of Corporate Governance by Venky's (India) Limited ("the Company") for the year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreements of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Pune
Date: May 29, 2015

P. L. Shettigar
Practicing Company Secretary
Manek Hall, Premises Monaa Hotels Pvt. Ltd.,
2, East Street,
Pune - 411001.
C.P. Number : 2917
Membership Number : FCS 3816



Venky's (India) Limited

Annexure C

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L01222PN1976PLC017422
- ii) Registration Date : 01/07/1976
- iii) Name of the Company : VENKY'S (INDIA) LIMITED
- iv) Category / Sub-Category of the Company : Company limited by shares / Indian Non-Government Company
- v) Address of the Registered office and contact details : "Venkareshwara House" Survey No. 114/ A/2 Pune Sinhgad Road, Pune 411 030.
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s. Bigshare Services Private Limited
Unit : Venky's (India) Limited
E-2 / 3, Ansa Industrial Estate,
Saki-Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400072
Tel. No. 022 - 40430200
Fax: 022 28475207
Email: info@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Day Old Commercial Chicks	01222	15.01%
2	Grown Up Commercial Broiler	01222	22.28%
3	De-Oiled Cake for Poultry Feed	15332	25.16%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Venkareshwara Hatcheries Private Limited "Venkareshwara House", H. No. 3-5-808 & 808/1, Hyderguda, Hyderabad 500 029	U01222AP1971PTC001422	Holding Company	51.02%	Section 2 (46) & Section 2 (87) (ii) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	demat	physical	Total	% of total shares	demat	physical	Total	% of total shares
A. PROMOTERS								
(1) INDIAN								
a) Individual/ HUF	463142	15021	478163	5.09	463142	15021	478163	5.09
b) Central Govt	0	0	0	0.00	0	0	0	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00
d) Bodies Corp.	4791282	0	4791282	51.02	4791282	0	4791282	51.02
e) Banks / FI	0	0	0	0.00	0	0	0	0.00
f) Any Other....								
Sub-total (A) (1):-	5254424	15021	5269445	56.11	5254424	15021	5269445	56.11
(2) Foreign								
a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00
Sub-total (A)(2):-								
Totalshareholding of Promoter (A) = (A)(1)+(A)(2)	5254424	15021	5269445	56.11	5254424	15021	5269445	56.11
. Public Shareholding								
1. Institutions								
a) Mutual Funds	789600	801	790401	8.41	358991	758	359749	3.83
b) Banks / FI	4105	166	4271	0.04	1615	166	1781	0.01
c) Central Govt	0	0	0	0.00	0	0	0	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00
g) FIs	285064	1599	286663	3.05	267534	1599	269133	2.87
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
i) Others (foreign bank)	210	0	210	0.01	210	0	210	0.01
(i-1) NRIs / Banks	0	3133	3133	0.03	0	3133	3133	0.03
Sub-total (B)(1):-	1078979	5699	1084678	11.54	628350	5656	634006	6.75
2. Non Institutions								
a) Bodies Corp.								
i) Indian	382978	3194	386172	4.11	553087	3194	556281	5.92
ii) Overseas	0	0	0	0.00	0	0	0	0.00
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1173448	576368	1749816	18.63	1529620	568645	2098265	22.34
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	748001	98798	846799	9.03	666167	84132	750299	7.99
c) Others(specify)								
(c-i) NRIs /OCBS	41409	8102	49511	0.53	53822	8102	61924	0.66
(c-ii) Clearing Member	5036	0	5036	0.05	21337	0	21337	0.23
(c-iii) Trust	100	0	100	0.00	0	0	0	0.00
Sub-total (B)(2):-	2350972	686462	3037434	32.35	2824033	664073	3488106	37.14
Total Public Shareholding (B)= (B)(1)+ (B)(2)	3429951	692161	4122112	43.89	3452383	669729	4122112	43.89
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00
Grand Total (A+B+C)	8684375	707182	9391557	100.00	8706807	684750	9391557	100.00



Venky's (India) Limited

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at theEnd of the year			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mrs. Anuradha J. Desai	321951	3.43	0.00	321951	3.43	0.00	0.00
2	Mr. B. Venkatesh Rao	44034	0.47	0.00	44034	0.47	0.00	0.00
3	Mr. B. Balaji Rao	43778	0.47	0.00	43778	0.47	0.00	0.00
4	M/s. Venkateshwara Hatcheries Private Limited	4791276	51.02	0.00	4791276	51.02	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change): There is no change in the Promoters Shareholding.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

No.	Name	Shareholding		Dates	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at 01.04.14 / 31.03.15	% of total shares of the Company				No. of shares	% of total shares of the Company
1	ICICI Prudential Balanced Advantage Fund	1,71,848	1.83	1-Apr-14	-	-	171,848	1.83
				4-Apr-14	2280	Transfer	174,128	1.85
				20-Jun-14	5910	Transfer	180,038	1.92
				30-Jun-14	92000	Transfer	272,038	2.90
				11-Jul-14	16865	Transfer	288,903	3.08
				31-Oct-14	-11717	Transfer	277,186	2.95
				7-Nov-14	-23873	Transfer	253,313	2.70
				14-Nov-14	-22008	Transfer	231,305	2.46
				9-Jan-15	-7771	Transfer	223,534	2.38
				16-Jan-15	-16591	Transfer	206,943	2.20
				23-Jan-15	-5867	Transfer	201,076	2.14
				6-Feb-15	-10782	Transfer	190,294	2.03
				13-Feb-15	-105455	Transfer	84,839	0.90
				27-Feb-15	-3534	Transfer	81,305	0.87
				31-Mar-15	0	-	81,305	0.87
2	Chitturi Jagapati Rao	81,094	0.86	1-Apr-14	-	-	81,094	0.86
				22-Aug-14	-81094	Transfer	0	0.00
				31-Mar-15	0	-	0	0.00
3	Eadala Padmaja	852	0.01	1-Apr-14	-	-	852	0.01
				22-Aug-14	81094	Transfer	81,946	0.87
				31-Mar-15	-	-	81,946	0.87
4	Reliance Capital Trustee Co. Ltd. A/c Reliance Equity Opportunities Fund	563,181	6.00	1-Apr-14	-	-	563,181	6.00
				11-Apr-14	-23400	Transfer	539,781	5.75
				16-May-14	4727	Transfer	544,508	5.80
				6-Jun-14	50000	Transfer	594,508	6.33
				13-Jun-14	30000	Transfer	624,508	6.65
				4-Jul-14	8650	Transfer	633,158	6.74
				11-Jul-14	-15271	Transfer	617,887	6.58
				18-Jul-14	-26313	Transfer	591,574	6.30
				25-Jul-14	-33325	Transfer	558,249	5.94
				1-Aug-14	-6567	Transfer	551,682	5.87
				8-Aug-14	-11960	Transfer	539,722	5.75

**39th
Annual
Report
2014-15**

No.	Name	Shareholding		Dates	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at 01.04.14 / 31.03.15	% of total shares of the Company				No. of shares	% of total shares of the Company
				19-Sep-14	-11172	Transfer	528,550	5.63
				3-Oct-14	-6671	Transfer	521,879	5.56
				10-Oct-14	-2322	Transfer	519,557	5.53
				31-Oct-14	-11972	Transfer	507,585	5.40
				7-Nov-14	-13918	Transfer	493,667	5.26
				19-Dec-14	-1410	Transfer	492,257	5.24
				31-Dec-14	-15781	Transfer	476,476	5.07
				2-Jan-15	-12412	Transfer	464,064	4.94
				9-Jan-15	-34107	Transfer	429,957	4.58
				16-Jan-15	-11653	Transfer	418,304	4.45
				23-Jan-15	-10780	Transfer	407,524	4.34
				30-Jan-15	-5642	Transfer	401,882	4.28
				6-Feb-15	-3688	Transfer	398,194	4.24
				13-Feb-15	-89798	Transfer	308,396	3.28
				27-Feb-15	-5705	Transfer	302,691	3.22
				6-Mar-15	-20352	Transfer	282,339	3.01
				13-Mar-15	-5104	Transfer	277,235	2.95
		277,235	2.95	31-Mar-15	0	-	277,235	2.95
5	DB International (Asia) Ltd.	194,500	2.07	1-Apr-14	-	-	194,500	2.07
		194,500	2.07	31-Mar-15	-	-	194,500	2.07
6	Deutsche Securities Mauritius Limited	73,400	0.78	1-Apr-14	-	-	73,400	0.78
				27-Mar-15	-22422	Transfer	50,978	0.54
				31-Mar-15	-15044	Transfer	35,934	0.38
		35,934	0.38	31-Mar-15	0	-	35,934	0.38
7	KB Capital Markets Pvt. Ltd.	63,771	0.68	1-Apr-14	-	-	63,771	0.68
				16-May-14	-20000	Transfer	43,771	0.47
				11-Jul-14	-771	Transfer	43,000	0.46
		43,000	0.46	31-Mar-15	0	-	43,000	0.46
8	Bajaj Allianz Life Insurance Company Limited	0	0.00	1-Apr-14	-	-	0	0.00
				19-Sep-14	91260	Transfer	91,260	0.97
				30-Sep-14	8740	Transfer	100,000	1.06
		100,000	1.06	31-Mar-15	0	Transfer	100,000	1.06
9	Srinivasa Hatcheries Limited	74,881	0.80	1-Apr-14	-	-	74,881	0.80
		74,881	0.80	31-Mar-15	-	-	74,881	0.80
10	Kaushik Poddar	51,000	0.54	1-Apr-14	-	-	51,000	0.54
		51,000	0.54	31-Mar-15	-	-	51,000	0.54
11	Roopa B. Rao	70,988	0.76	1-Apr-14	-	-	70,988	0.76
		70,988	0.76	31-Mar-15	-	-	70,988	0.76
12	Neeraj Kumar Gupta	52,567	0.56	1-Apr-14	-	-	52,567	0.56
				7-Nov-14	-52567	Transfer	0	0.00
		0	0.00	31-Mar-15	-	-	0	0.00
13	Sharadaben Patel	45,651	0.49	1-Apr-14	-	-	45,651	0.49
		45,651	0.49	31-Mar-15	-	-	45,651	0.49
14	Deepak Bhagnani	160,579	1.71	1-Apr-14	-	-	160,579	1.71
				6-Jun-14	-66517	Transfer	94,062	1.00
				13-Jun-14	-91905	Transfer	2,157	0.02
				25-Jul-14	-860	Transfer	1,297	0.01
				1-Aug-14	-881	Transfer	416	0.00
				8-Aug-14	-416	Transfer	0	0.00
		0	0.00	31-Mar-15	0	-	0	0.00



Venky's (India) Limited

No.	Name	Shareholding		Dates	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at 01.04.14 / 31.03.15	% of total shares of the Company				No. of shares	% of total shares of the Company
15	Anjul	0	0.00	1-Apr-14	-	-	0	0.00
				7-Nov-14	52,567	Transfer	52,567	0.56
		52,567	0.56	31-Mar-15	-	-	52,567	0.56

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year
		No. of shares	% of total shares of the company	
1	Mrs. Anuradha J. Desai			
	At the beginning of the year	3,21,951	3.43	3,21,951
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	3,21,951	3.43	3,21,951
2	Mr. B. Venkatesh Rao			
	At the beginning of the year	44,034	0.47	44,034
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	44,034	0.47	44,034
3	Mr. B. Balaji Rao			
	At the beginning of the year	43,778	0.47	43,778
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	43,778	0.47	43,778
4	Mr. Jitendra M. Desai			
	At the beginning of the year	20,053	0.21	20,053
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	20,053	0.21	20,053

**39th
Annual
Report
2014-15**

Sl. No.	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year
		No. of shares	% of total shares of the company	No. of shares
5	Mr. C. Jagapati Rao			
	At the beginning of the year	14,248	0.15	14,248
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	14,248	0.15	0.15
6	Lt. Col. Ashok Mahajan (Retd.)			
	At the beginning of the year	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL
7	Col. Surinder Kumar (Retd.)			
	At the beginning of the year	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL
8	Brig. Rajeshwar Singh Rathore (Retd.)			
	At the beginning of the year	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL
9	Brig. Amrit Kapur (Retd.)			
	At the beginning of the year	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL



Venky's (India) Limited

Sl. No.	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year
		No. of shares	% of total shares of the company	No. of shares
10	Mr. Ashok G. Bauskar			
	At the beginning of the year	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL

V. INDEBTEDNESS :

DETAILS OF INDEBTEDNESS AS OF 31/03/2015.

(Rs. in Lacs)

Indebtedness of the company including interest outstanding accrued but not due for payment	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	41,576	20,988	NIL	62,564
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	601	NIL	601
Total (i+ii+iii)	41,576	21,589	NIL	63,165
Change in Indebtedness during the financial year				
Addition	13,208	NIL	NIL	13,208
Reduction	NIL	591	NIL	591
Net Change	13,208	591	NIL	12,617
Indebtedness at the end of the financial year				
i) Principal Amount	54,785	21,410	NIL	76,195
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	770	NIL	770
Total (i+ii+iii)	54,785	22,180	NIL	76,965

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs.in Lacs)

Sl. no.	Particulars of Remuneration	Name of MD/WTM/Manager	
		Mr. B. Balaji Rao	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23.00	23.00
	(b) Value of perquisites u/s 17(2)Income-tax Act, 1961	4.19	4.19
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961)	0	0
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission		
	- as % of profit	NIL	NIL
	- others, (fixed)	3.00	3.00
5.	Others, please specify (Own PF Contribution)	0.72	0.72
	Total (A)	30.91	30.91
	Ceiling as per the Act		93.49

B. Remuneration to other directors:

No.	Particulars of Remuneration	Name of Directors					Total
1	Independent Directors	Mr. C. Jagapati Rao	Lt. Col. Ashok Mahajan (Retd.)	Col. Surinder Kumar (Retd.)	Brig. Rajeshwar Singh Rathore (Retd.)	Brig. Amrit Kapur (Retd.)	
	● Fee for attending board / committee meetings	20,000	45,000	45,000	45,000	45,000	2,00,000
	● Commission	1,25,000	1,25,000	1,25,000	1,25,000	1,25,000	6,25,000
	● Others, please specify(Out of pocket expenses for attending Board / Committee Meetings.)	6,000	13,500	13,500	13,500	13,500	60,000
	Total (1)	1,51,000	1,83,500	1,83,500	1,83,500	1,83,500	8,85,000
2	Non Executive Directors	Mrs. Anuradha J. Desai	Mr. B. Venkatesh Rao	Mr. Jitendra M. Desai	-	-	Total
	● Fee for attending board / committee meetings	1,00,000	25,000	1,20,000	-	-	2,45,000
	● Commission	1,25,000	1,25,000	1,25,000	-	-	3,75,000
	● Others, please specify: (Out of pocket expenses for attending Board / Committee Meetings.)	30,000	7,500	36,000	-	-	73,500
	Total (2)	2,55,000	1,57,500	2,81,000			6,93,500
	Total (B)=(1+2)						15,78,500
	Total Managerial Remuneration						15,78,500



Venky's (India) Limited

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (Rs.in Lacs)
		CFO & CS
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15.82
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission - as % of profit -others, specify...	NIL
5.	Others, please specify	NIL
	Total	15.82

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (giveDetails)
A. COMPANY : Penalty Punishment Compounding B. DIRECTORS: Penalty Punishment Compounding C. OTHER OFFICERS IN DEFAULT: Penalty Punishment Compounding			NIL		

Note :

There were no material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

ANNEXURE D

CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.:

The Company's objective is managing its business processes to produce an overall positive impact on the society at large and create wellness. The Company perceives CSR as a strategic social investment aimed at uplifting the society at large. Over the years your company is striving to achieve a fine balance of economic and social imperative. The Company contributes for this purpose through a registered trust viz. Venkateshwara Charitable Foundation. The Company year after year is contributing to the social cause for betterment of society and also monitor its end use. At present the contribution made by the Company to Venkateshwara Charitable Foundation is primarily used for activities like a) Eradicating hunger, malnutrition, promoting preventive health care and sanitation and making available safe drinking water and b) Promoting education, including special education and employment enhancing vocation skills. The CSR policy adopted by the Company is available on its website at http://www.venkys.com/CSR_Policy.pdf.

2. CSR Committee: The CSR committee provides oversight of policy execution to ensure that CSR objectives of the Company are met. CSR committee comprises:
 - (a) Mr. B. Venkatesh Rao – Chairman
 - (b) Mr. Jitendra M. Desai – Member
 - (c) Col. Surinder Kumar (Retd.) - Member
3. Average net profit of the company for last three financial years: Rs. 33.29 Crores
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : Rs. 0.66 Crores
The current CSR expenditures are Rs. 0.70 Crores.
5. Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year : Rs. 0.70 Crores;
 - (b) Amount unspent, if any: NIL;
 - (c) Manner in which the amount spent during the financial year is detailed below.

(Amount in Rs. Crores)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs(1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency
1	Donation to Charitable Trust	Health Care, Education and Eradication of hunger & Poverty etc.	Pune, (Maharashtra)	0.70	0.70	0.70	Through, Venkateshwara Charitable Foundation
	TOTAL			0.70	0.70	0.70	



Venky's (India) Limited

6. Details of Implementing Agency:

Venkateshwara Charitable Foundation is a public trust registered under the Bombay Public Trust Act, 1950 and was established in the year 1980. Since inception the trust is carrying on charitable activities in the field of providing education, medical aid in rural areas and other charitable services to the weaker sections of the society.

7. Responsibility Statement of CSR Committee.

We hereby affirm that the CSR policy has been implemented and the CSR committee monitors the implementation of CSR projects and activities in Compliance with CSR objectives.

For Venky's (India) Limited

Mr. B. Venkatesh Rao
Chairman - CSR Committee

Mr. Jitendra M. Desai
Director & Member of CSR Committee

Annexure E

Information as per Section 197 of the Companies Act, 2013 read with
Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

Information as per Rule 5(1)

1. The ratio of remuneration of each director to the median remuneration of the employees;

Managing Director : 17.95

Non Executive Directors : 0.73

(Mrs. Anuradha J. Desai, Mr. B. Venkatesh Rao and Mr. Jitendra M. Desai.)

Independent Directors : 0.73

[Mr. C. Jagapati Rao, Lt. Col. Ashok Mahajan (Retd.), Col Surinder Kumar (Retd.), Brig. Amrit Kapur (Retd.) and Brig. Rajeshwar Singh Rathore (Retd.)]

2. % increase in remuneration of each Director, KMP and of % increase in median remuneration of employees

There is no change in the remuneration of Directors as compared to the previous year. The remuneration to Company Secretary and CFO was decreased by 6.62% whereas the median remuneration of employees was increased by 7%. The decrease in the remuneration of CS and CFO was due to variation in leave encashment whereas the basic remuneration remain unchanged as compared to previous year.

3. The number of permanent employees on the role of Company as of 31st March, 2015 is 5,288.

4. Explanation of relationship between average increase in remuneration & Company performance.

Average increase in remuneration is 7% whereas for the F.Y. 2014-15 the profit after tax was down by 39% as compared to previous year.

5. Comparison of remuneration of each KMP against performance of company.

The profit after tax was down by 39% as compared to previous year. There was no change in the remuneration of Managing Director whereas the remuneration of Company Secretary and CFO decreased by 6.62%. The decrease in the remuneration of CS and CFO was due to variation in leave encashment whereas the basic remuneration remain unchanged as compared to previous year.

6. Other Details:

- a. Variation in market cap of the Company: Market cap of the Company as on 31st March 2014 was Rs. 450.74 Crores and as at 31 March, 2015 was Rs.315 Crores showing a decline of Rs.135.74 Crores.

- b. PE Ratio as on 31st March 2014 = 13.24

PE Ratio as on 31st March 2015 = 16.84



Venky's (India) Limited

- c. % increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with last public offer:

Closing price on BSE as on 31st March 2015 : Rs. 335.40

Public issue price : Rs.23

Increase : 1358.26%.

7. Average percentile increase in managerial remuneration with that of increase in remuneration of other employees : There was no change in the remuneration of Directors while remuneration of CFO and CS decreased by 6.62%. Whereas the average increase in remuneration of other employees was 7%. The decrease in the remuneration of CS and CFO was due to variation in leave encashment whereas the basic remuneration remain unchanged as compared to previous year.
8. Key parameters for any variable remuneration of directors: Remuneration paid to Managing Director does not have any variable component. The Commission received by other non executive directors is decided by the Board considering the performance of the Company in that year.
9. Ratio of remuneration of highest paid director to other employees who gets remuneration more than highest paid director: NIL
10. Affirmation that remuneration is as per remuneration policy of the Company: It is hereby affirmed that the remuneration paid to all managerial personnel and other directors is as per the remuneration policy of the Company.

For Venky's (India) Limited

Place:Pune
Date: May 29, 2015.

Anuradha J. Desai
Chairperson.

Annexure F

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

VENKY'S (INDIA) LIMITED,

"Venkateshwara House",

S.No.114/A/2, Pune-Sinhagad Road,

Pune - 411030.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Venky's (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct and statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper, board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period.)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable during the audit period.)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period.)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the audit period)



Venky's (India) Limited

(vi) The following other laws as applicable to the Company:

- Food Safety and Standards Act, 2006 & Rules and Regulations made thereunder.
- Foods and Drugs Administration Laws.
- Drug Price Control Order, 2013.
- Drugs and Cosmetic Act, 1940, Drugs and Cosmetic (Amendment) Act, 2008 and rules and regulations made thereunder.
- Legal Metrology Act, 2009 & Rules and Regulations made thereunder.
- The Environment (Protection) Act, 1986
- The Water (Prevention and Control of Pollution) Act, 1974
- The Air (Prevention and Control of Pollution) Act, 1981
- Agricultural Produce Marketing Committee Act.
- Edible Oil Packaging Order, 1990
- Factories Act, 1948
- Local Gram Panchayat laws.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges.

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

I further report that the compliances by the Company of applicable financial laws like direct and indirect tax laws, have not been reviewed in this Audit since the same are subject to review by statutory financial audit.

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

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

I further report that as per the minutes of the meetings recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views of the Directors have been noticed in the Minutes.

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

I further report that during the audit period the Company has obtained shareholders approval through postal ballot for power to Board of Directors to borrow money upto Rs.500 Crores in excess of the aggregate of then paid up share capital and free reserves and create mortgage against such borrowings if required. The Company has complied with all the applicable provisions of the Companies Act, 2013 and Listing Agreement in obtaining such approval through postal ballot.

Place: Pune
Date: May 29, 2015

P. L. Shettigar
Practicing Company Secretary
FCS 3816/C.P.NO.2917

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE

To
The Board of Directors
VENKY'S (INDIA) LIMITED

Dear Madam / Sirs,

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Venky's (India) Limited ["the Company"], to the best of our knowledge and belief, certify that:

- (a) We have reviewed the financial statements and the cash flow statements for the year ended on 31st March, 2015 and based on our knowledge and belief, we state that:
 - (i) these statements do not contain any material untrue statement or omit any material fact or contain any statement that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

We hereby declare that all the Members of the Board of Directors and Senior Management have confirmed compliance with the Code of Conduct as adopted by the Company.

- (c) We are responsible for establishing and maintaining internal control and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - i. significant changes, if any, in the internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Pune
May 29, 2015

B. Balaji Rao
Managing Director

A.G. Bauskar
Chief Financial Officer



Venky's (India) Limited

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Venky's (India) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Venky's (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in

- paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) on the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 5.7 to the financial statements;
 - ii. there are no material foreseeable losses on long-term contracts including derivative contracts for which provision is required to be made by the Company under the applicable law or accounting standards.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Sudit K. Parekh & Co.**
Chartered Accountants
Firm Registration Number: 110512W

Pune
May 29, 2015

Ch. Soma Raju
Partner
Membership Number: 200354



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date)

Re: Venky's (India) Limited

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2015, we report that:

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified during the year by the management under a regular programme of verification by rotation over a period of three years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii. In respect of its inventories:
 - a) As explained to us, inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the record of inventories, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and were properly dealt with in the books of account.
- iii. In respect of loans granted:
 - a) According to the information and explanations given to us, the Company has granted unsecured loan to a company covered in the register maintained under section 189 of the Companies Act, 2013.
 - b) In respect of the aforesaid loan, the party was regular in payment of interest. The principal amount of loan is repayable on demand.
 - c) The aforesaid loan is repayable on demand and hence the question of taking reasonable steps for receipt of principal and interest does not arise.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 or any relevant provisions of the Companies Act and the rules framed thereunder.
- vi. We have broadly reviewed the cost accounting records maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rules, 2013 prescribed by the Central Government under section 148(1) of the Companies Act, 2013, however we have not made a detailed examination of the records with a view to determine its accuracy. Based on our review we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii. In respect of statutory dues:
 - a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues

applicable to it. No undisputed amounts payable in respect of the aforesaid dues were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, the particulars of dues of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of Dues	Amount Involved (Rupees in Lacs)	Period	Forum where Dispute is pending
Central Sales Tax Act, 1956 and Sales Tax Acts of various states	Sales Tax*	5.62	1991-92	High Court, Mumbai
		12.33	1992-93	High Court, Mumbai
		3.14	1993-94	High Court, Mumbai
		16.60	2001-02	Joint Commissioner, Trade Tax, Dehradun
		4.77	2004-05	Sales Tax appellate tribunal, West Bengal
		35.38	2006-07	Sales Tax appellate tribunal, West Bengal
		2.44	2010-11	Deputy Commissioner of Sales Tax, Pallakad
		189.45	2004-05	Sales Tax appellate tribunal, Mumbai
Income Tax Act, 1961	Income Tax	24.77	2010-11	Commissioner of Income Tax (Appeals) – Central Pune

*net of amounts paid under protest

- c) According to the information and explanations given to us, the amounts which were required to be transferred to the investor education and protection fund in

accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under have been transferred to such fund within time.

- viii. The Company does not have accumulated losses as at the end of the financial year and has not incurred any cash losses during the current and the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions. The Company does not have any dues to debenture holders.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. According to the information and explanations given to us, the Company has applied term loans for the purpose for which the loans were obtained.
- xii. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **Sudit K. Parekh & Co.**
Chartered Accountants
Firm Registration Number: 110512W

Ch. Soma Raju
Partner
Pune
May 29, 2015
Membership Number: 200354



Financial Statements

39th
Annual
Report
2014-15

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note Reference	As at 31 st March, 2015	(Rupees in Lacs) As at 31 st March, 2014
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share capital	1.1	939.16	939.16
Reserves and surplus	1.2	36,203.03	35,840.51
	(a)	37,142.19	36,779.67
NON-CURRENT LIABILITIES			
Long term borrowings	2.1	24,612.08	23,173.73
Deferred tax liabilities (net)	2.2	2,455.60	2,364.40
Other long-term liabilities	2.3	180.22	138.71
Long term provisions	2.4	709.96	573.29
	(b)	27,957.86	26,250.13
CURRENT LIABILITIES			
Short term borrowings	3.1	46,939.87	35,599.15
Trade payables	3.2	17,873.95	14,358.22
Other current liabilities	3.3	11,056.61	8,809.48
Short-term provisions	3.4	1,068.74	643.19
	(c)	76,939.17	59,410.04
Total (a+b+c)		142,039.22	122,439.84
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	4.1	46,309.85	41,480.37
Intangible assets	4.1	1300.27	1,648.48
Capital work-in-progress		920.07	3,395.74
		48,530.19	46,884.59
Long-term loans and advances	4.2	13,787.03	5,317.53
Other non-current assets	4.3	2,498.28	2,508.70
	(a)	64,815.50	54,710.82
CURRENT ASSETS			
Current investments	5.1	6,152.74	5,207.95
Inventories	5.2	21,083.20	19,875.52
Trade receivables	5.3	22,952.71	16,694.92
Cash and bank balances	5.4	18,797.53	17,563.80
Short-term loans and advances	5.5	7,823.85	7,664.09
Other current assets	5.6	413.69	722.74
	(b)	77,223.72	67,729.02
Total (a+b)		1,42,039.22	122,439.84

Summary of Significant Accounting Policies

1

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For **SUDIT K. PAREKH & CO**
Chartered Accountants
Firm Registration Number : 110512W

CH. SOMA RAJU
Partner
Membership Number : 200354

Place : Pune
Date : May 29, 2015

For and on behalf of the Board of Directors of
VENKY'S (INDIA) LIMITED

ANURADHA J. DESAI
Chairperson

B. BALAJI RAO
Managing Director

Place : Pune
Date : May 29, 2015

B. VENKATESH RAO
Vice Chairman

A. G. BAUSKAR
Chief Financial Officer &
Company Secretary



Venky's (India) Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

		(Rupees in Lacs)	
	Note Reference	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
REVENUES			
Revenue from operations (gross)	6.1		
Sale of products		1,67,445.00	169,288.10
Other operating revenues		5,791.92	4,449.95
		1,73,236.92	173,738.05
Less: Excise duty		156.34	125.98
Revenue from operations (net)		1,73,080.58	173,612.07
Other income	6.2	3,345.28	2,989.15
TOTAL REVENUES (I)		1,76,425.86	176,601.22
EXPENSES			
Cost of raw materials and packing materials consumed	7.1	1,20,685.25	129,207.46
Purchases of stock-in-trade	7.2	6,907.36	5,809.89
Changes in inventories of finished goods, work-in-progress, stock-in-trade and poultry for livestock breeding	7.3	(1,347.18)	(1,403.76)
Employee benefits expense	7.4	11,955.11	9,518.44
Finance costs	7.5	7,419.30	4,260.33
Depreciation and amortisation expense	4.1	3,214.59	1,924.18
Other expenses	7.6	24,912.72	23,791.72
TOTAL EXPENSES (II)		1,73,747.15	173,108.26
PROFIT BEFORE TAX, PRIOR PERIOD AND EXCEPTIONAL ITEMS (I-II)		2,678.71	3,492.96
Prior period items (net)	7.7.2	62.23	28.93
PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS		2,616.48	3,464.03
Exceptional Items		155.04	1,052.51
PROFIT BEFORE TAX		2,771.52	4,516.54
Less: Tax expense			
Current tax		570.00	820.00
Deferred tax		331.69	292.12
		901.69	1,112.12
PROFIT AFTER TAX		1,869.83	3,404.42
PROFIT FOR THE YEAR		1,869.83	3,404.42
EARNINGS PER SHARE	12		
(Nominal value of share: Rs.10/- per equity share; Previous year: Rs.10/-)			
Basic		Rs. 19.91	Rs. 36.25
Diluted		Rs. 19.91	Rs. 36.25

Summary of Significant Accounting Policies

1

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For **SUDIT K. PAREKH & CO**
Chartered Accountants
Firm Registration Number : 110512W

CH. SOMA RAJU
Partner
Membership Number : 200354

Place : Pune
Date : May 29, 2015

For and on behalf of the Board of Directors of
VENKY'S (INDIA) LIMITED

ANURADHA J. DESAI
Chairperson

B. BALAJI RAO
Managing Director

Place : Pune
Date : May 29, 2015

B. VENKATESH RAO
Vice Chairman

A. G. BAUSKAR
Chief Financial Officer &
Company Secretary

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2015

	(Rupees in Lacs)	
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	2,771.52	4,516.54
Adjustments for :		
Depreciation / Amortisation	3,214.59	1,924.18
Exceptional income on account of change in method of depreciation	(155.04)	—
Dividend income	(31.15)	(43.69)
Interest income	(2,305.69)	(2,046.70)
Finance cost	7,419.30	4,260.33
Loss/(Profit) on sale/discard of fixed assets (net)	(281.56)	(994.02)
Loss/(Gain) on sale of current investments (net)	(27.28)	(271.43)
Provision for doubtful debts	261.92	(12.24)
Provision for doubtful deposits	8.20	—
Operating profit before changes in assets and liabilities	10,874.81	7,332.97
Changes in assets and liabilities		
Inventories	(1,207.68)	(2,038.79)
Trade receivables	(6,519.71)	(5,870.01)
Loans & advances and other assets	(359.65)	(74.01)
Other bank balances	(1,318.42)	(5,444.38)
Liabilities and provisions	5,443.95	1,808.43
Cash generated from operations	6,913.60	(4,285.79)
Direct taxes paid	(917.81)	(1,284.52)
NET CASH GENERATED BY (USED IN) OPERATING ACTIVITIES	5,995.79	(5,570.31)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of fixed assets	353.76	1,046.39
Payment towards capital expenditure	(13,396.57)	(18,011.54)
Purchase of investments in mutual funds	(25,281.21)	(16,354.81)
Disposal of investments in mutual funds	24,363.70	14,726.01
Intercompany deposits placed during the year	—	(7,350.00)
Intercompany deposits received back during the year	—	2,105.00
Interest received	2,644.92	1,741.80
Dividend received	31.15	43.69
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(11,284.25)	(22,053.47)



Venky's (India) Limited

	(Rupees in Lacs)	
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	4,463.76	11,402.97
Repayment of long term borrowings	(2,839.78)	(739.26)
Repayment of / Proceeds from short term borrowings (net)	11,340.72	19,508.35
Finance cost paid	(7,253.88)	(4,378.55)
Dividend paid (including dividend distribution tax)	(541.02)	(542.94)
NET CASH PROVIDED BY FINANCING ACTIVITIES	5,169.80	25,250.56
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(118.65)	(2,373.21)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,343.16	4,716.37
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	2,224.51	2,343.16
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Balances with banks:		
in current accounts	1,371.55	916.77
in deposit accounts with original maturity for less than 3 months	—	300.00
In unpaid dividend accounts*	78.46	70.10
Cheques, drafts on hand	568.22	729.42
Cash on hand	206.28	326.87
TOTAL CASH AND CASH EQUIVALENTS	2,224.51	2,343.16

* The Company can utilise these balances only towards settlement of the unclaimed dividends.

Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

As per our attached report of even date

For **SUDIT K. PAREKH & CO**
Chartered Accountants
Firm Registration Number : 110512W
CH. SOMA RAJU
Partner
Membership Number : 200354
Place : Pune
Date : May 29, 2015

For and on behalf of the Board of Directors of
VENKY'S (INDIA) LIMITED

ANURADHA J. DESAI
Chairperson

B. BALAJI RAO
Managing Director

Place : Pune
Date : May 29, 2015

B. VENKATESH RAO
Vice Chairman

A. G. BAUSKAR
Chief Financial Officer &
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of financial statements

➤ Basis of accounting:

The financial statements are prepared under historical cost convention on an accrual basis of accounting to comply in all material respects with mandatory accounting standards as notified by the Companies (Accounting Standards) Rules, 2006 (as amended) issued by the Central Government, in consultation with National Advisory Committee on Accounting Standards ("NACAS") read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 1956 to the extent applicable and Companies Act, 2013 to the extent notified and applicable to the Company.

➤ Classification of assets and liabilities:

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

b. Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates.

c. Valuations of inventories:

Inventories are valued as under:

- Poultry for livestock breeding : At cost
- Raw materials and packing materials : At cost or net realizable value, whichever is lower
- Work-in-progress : At cost or net realizable value, whichever is lower
- Finished goods : At cost or net realizable value, whichever is lower
- Stores and spares : At cost or net realizable value, whichever is lower
- By products : At estimated selling price
- Cost of raw materials (except oilseeds), packing material and stores & spares is determined on first in first out (FIFO) basis and it is net of taxes/duties for which input credit is available.
- Cost of oilseeds inventories is determined on quarterly moving weighted average basis.
- Cost of finished goods and work-in-progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make sale.

d. Tangible fixed assets:

- Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost includes all expenditure incurred necessary to bring the asset to its working condition for its intended use and is net of taxes/duties which are eligible for credit. In respect of



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

self constructed assets, the expenditure incurred prior to commencement of commercial production and specifically attributable to the construction of the asset are capitalised upon the commencement of commercial production. The cost of fixed assets acquired in a business purchase is their fair value determined as at the date of purchase by an independent valuer.

- Fixed assets acquired in a business purchase are depreciated over the remaining useful life as determined by an independent valuer as at the date of purchase.
- Capital work-in-progress comprises the cost of fixed assets that are yet not ready for their intended use at the balance sheet date.

e. Depreciation:

- The Company has adopted estimated useful life of the fixed assets as stipulated by Schedule II to the Companies Act, 2013 for the purpose of computing depreciation that takes an effect from 1 April 2014.
- Assets costing Rupees 5,000/- or less are depreciated fully in the year of purchase.
- Leasehold improvements are amortised over a period of lease or useful life whichever is less.
- Depreciation is provided on a pro-rata basis for assets purchased/sold during the year.
- Estimated life of Individual assets costing Rs. 5,000/- or less is considered as 1 year and has been depreciated accordingly.

f. Revenue recognition:

- Sale of goods
Revenues from sales of goods are recognized when risks and rewards of ownership of goods are passed on to the customers, which are generally on dispatch of goods and are recorded net of taxes and duties.
- Income from services
Incomes from services are recognised pro-rata as and when services are rendered.
- Interest income
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- Dividend income
Dividend income is recognised when the Company's right to receive is established by the reporting date.

g. Foreign currency transactions:

- Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of transactions.
- Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year.
- Monetary assets and liabilities in foreign currency, which are outstanding as at the year end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognized in statement of profit and loss for the year.
- Exchange differences arising in respect of fixed assets acquired from outside India are charged to the statement of profit and loss for the year.
- Exchange differences arising in respect of foreign currency loan for acquisition of fixed assets

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

either in India or outside India are charged to the statement of profit and loss for the year.

- Forward Contracts, other than those entered into to hedge foreign currency risks on highly probable forecasted transactions, existing financial assets and liabilities, are treated as foreign currency transactions and accounted accordingly as per AS 11. Exchange differences arising on such contracts are recognized in the period in which they arise.
- Gains and losses arising on account of roll over/ cancellation of forward contracts are recognized as income/expenses of the period in which such roll over/ cancellation takes place.
- All the other derivative contracts, including forward contracts entered into to hedge foreign currency risks on highly probable forecast transactions, existing financial assets and liabilities are recognized in the financial statements at fair value as on the Balance Sheet date, in pursuance of the announcement of the Institute of Chartered Accountants of India (ICAI) dated March 29, 2008 on accounting of derivatives. The Company has adopted Accounting Standard (AS) 30 ["Financial Instruments Recognition and Measurement"] for the accounting of such derivative contracts, not covered under Accounting Standards (AS) 11 ["The Effects of Changes in Foreign Exchange Rates"] as mandated by the ICAI in the aforesaid announcement since April 1, 2011.
- Accordingly, the resultant gains and losses on fair valuation/ settlement of the derivative contracts covered under Accounting Standard (AS) 30 ["Financial Instruments: Recognition and Measurement"] are recognized in the Statement of profit and loss for the year or Balance Sheet as the case may be after applying the test of hedge effectiveness. Where the hedge is effective, the gains or losses are recognized in the "Hedging Reserve" which forms part of "Reserves and Surplus" in the Balance Sheet, while the same is recognized in the statement of profit and loss where the hedge is ineffective. The amount recognized in the "Hedging Reserve" is transferred to the statement of profit and loss in the period in which the underlying hedged item affects the statement of profit and loss.
- The Company uses derivative financial instruments such as Forwards, Swaps and Options to hedge its risks associated with foreign exchange fluctuations. The Company uses Interest Rate Swaps specifically to protect against Interest Rate Volatility on the floating rate of External Commercial Borrowings (ECBs). It also uses Cross Currency Swaps to protect against foreign currency exchange rate as well as interest rate fluctuations on its foreign currency loans. Swaps and Forwards are also used to hedge the currency risk inherent in the settlement of the Liabilities denominated in foreign exchange.
- The fair values of all such derivative financial instruments are recognized as assets or liabilities at the balance sheet date. Such derivative financial instruments are used as risk management tools only and not for speculative purposes.
- For derivative financial instruments and foreign currency monetary items designated as cash flow hedges, the effective portion of the fair value of the derivative financial instruments are recognized in hedging reserve and reclassified to the statement of profit and loss as per guidance in AS 30.
- The ineffective portion of the change in fair value of such instruments is recognised in the statement of profit and loss in the period in which they arise. The various cash flows with reference to the hedged items and the hedging instruments are expected to occur over the next ten years and are expected to affect the statement of profit and loss over the same period of time. If the hedging relationship ceases to be effective or it becomes probable that the expected transaction will no longer occur, hedge accounting is discontinued and the fair value changes arising from the derivative financial instruments are recognized in statement of profit and loss.
- For derivative financial instruments designated as fair value hedges, the fair value of both the derivative financial instrument and the hedged item are recognized in the statement of profit and loss till the period the relationship is found to be effective. If the hedging relationship ceases to be effective or it becomes probable that the expected transaction will no longer occur, future gains or



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

losses on the derivative financial instruments are recognized in the statement of profit and loss.

- If no hedging relationship is designated, the fair value of the derivative financial instruments is marked to market through statement of profit and loss.

h. Government grants & subsidies:

- Non-refundable capital grants towards project undertaken by the Company are transferred to revenue account to the extent of depreciation on assets acquired out of the grants.
- Grant received against specific fixed assets are reduced from the cost of that asset.
- Subsidy in respect of air freight for export development is accounted for on accrual basis.
- Grants in the nature of Promoter's Contributions are treated as a part of Capital reserve.

i. Investments

- Investments are classified as current investments and long-term investments based on intention of the management at the time of purchase.
- Current investments are stated at the lower of cost and fair value.
- Long-term investments are stated at cost.
- Provision for diminution in value is made to recognize a decline, other than temporary, in the value of long-term investments.

j. Employee benefits:

a. Short term employee benefits

All employee benefits which fall due wholly within twelve months after the end of the period in which employee renders the related service are classified as short-term employee benefits. Undiscounted value of short term benefits such as salaries, wages, bonus and ex-gratia are recognized in the period in which the employee renders the related service.

b. Post-employment benefits

- Defined Contribution Plans:

The Company's Employee's Provident Fund scheme, Employee's State Insurance Scheme and Employee's Superannuation Scheme are defined contribution plans. The Company's contribution paid/payable under the schemes are recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

- Defined Benefit Plans:

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under the plan is determined based on independent actuarial valuation using the Projected Unit Credit Method. The gratuity liability is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the statement of profit & loss.

c. Other long term employee benefits:

Entitlement to annual leave is recognized when they accrue to employees. Annual leave can either be availed or en-cashed subject to a restriction on the maximum number of accumulation of leaves. The present value of the liability is determined based on independent actuarial valuation using the Projected Unit credit method. The discount rates used for determining the present value of the liability is based on the market yields on Government securities as at the balance sheet

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

date. Actuarial gains and losses are recognized immediately in the statement of profit & loss.

k. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the statement of profit and loss.

l. Segment reporting

- Identification of segments
- The Company's operating businesses are organised and managed separately according to the nature of products, with each segment representing a strategic unit that offers different products and serves different markets. The analysis of the geographical segments is based on the areas in which major operating divisions of the Company operate.
- Intersegment transfers
- The Company accounts for intersegment sales on the basis of price charged for inter segments transfers.
- Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

- Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

- Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

m. Operating leases:

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vests with lessor are classified as operating lease. Rental income on assets given and rental expenses on assets obtained under operating lease arrangements are recognised in the statement of profit and loss for the year as per the terms and conditions of the respective lease agreement.

n. Earnings per share:

Earnings per share (EPS) is calculated by dividing the net profit for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

o. Taxes on income

- Tax expense for a year comprises of current tax and deferred tax.
- Tax on income for the current year is determined on the basis of the taxable income and tax credits computed in accordance with the provisions of Income Tax Act, 1961, and based on expected outcome of assessment / appeals.
- Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is a convincing evidence that the Company will pay income tax higher than the tax computed under MAT, during the period under which MAT is permitted to be setoff under applicable laws.
- In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the statement of profit and loss and shown as a MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is longer convincing evidence to the effect that Company will pay income tax higher than MAT during the specified period.

p. Research and development:

Revenue expenditure on research and development is charged to Statement of profit and loss for the year.

q. Intangible assets:

- Intangible assets are recorded at the consideration paid for their acquisition.
- Intangible assets are amortised over their useful economic life, as estimated by the management, on a straight line basis commencing from the date the asset is available to the company for its use. Management estimates of useful life of Intangible assets are as follows:

Goodwill/Trade mark/Technical know-how/License cost	-	5 years
Software	-	3 years

r. Impairment of fixed assets:

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of the profit and loss.

s. Provisions:

- Provisions are recognised when the Company recognizes that it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.
- Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.
- Contingent assets are not recognised in the financial statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
1.1 SHARE CAPITAL			
AUTHORISED			
11,000,000 (Previous year 11,000,000) equity shares of Rs.10/- each		1,100.00	1,100.00
1,000,000 (Previous year 1,000,000) preference shares of Rs.100/- each		1,000.00	1,000.00
ISSUED, SUBSCRIBED AND PAID-UP			
9,391,557 (Previous year 9,391,557) equity shares of Rs.10/- each fully paid-up		939.16	939.16
Total		939.16	939.16
Forfeited equity shares pending re-issue 5,715 (Previous year 5,715)		0.57	0.57

- (a) **Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year :**

	As at 31 st March, 2015		As at 31 st March, 2014	
	Nos.	Amount	Nos.	Amount
Equity Shares				
Number of shares outstanding at the beginning of the year	9,391,557	939.16	9,391,557	939.16
Additions/deductions during the year	—	—	—	—
Number of shares outstanding at the end of the year	9,391,557	939.16	9,391,557	939.16

- (b) **Terms, rights and restrictions attached to equity shares :**

The Company has only one class of equity shares having a par value of Rs.10/- per share.

Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one shareholder is entitled to one vote.

The Company declares and pays dividend in Indian Rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholdings.

- (c) **Shares held by holding/ultimate holding company and/or their subsidiaries/associates :**

	As at 31 st March, 2015		As at 31 st March, 2014	
	Nos.	Amount	Nos.	Amount
Equity Shares				
Holding company				
Venkateshwara Hatcheries Private Limited	4,791,276	479.13	4,791,276	479.13



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- (d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :

Equity Shares	As at 31 st March, 2015		As at 31 st March, 2014	
	Nos.	% of holding	Nos.	% of holding
Venkateshwara Hatcheries Private Limited	4,791,276	51.02%	4,791,276	51.02%

- (e) There are no shares reserved for issue under options or contracts/commitments for the sale of shares/ disinvestment as at 31st March, 2015 and 31st March, 2014.
- (f) The Company has neither allotted any shares as fully paid up pursuant to contracts without payments being received in cash or by way of bonus shares nor bought back any shares for the period of five years immediately preceding 31st March, 2015 or 31st March, 2014.
- (g) The Company does not have any securities convertible into equity or preference shares as at 31st March, 2015 and 31st March, 2014.
- (h) For the year ended 31st March, 2014, the amount of per share dividend recognized as distribution to equity shareholders was Rupees 5/- towards final dividend. The total dividend appropriation for the year ended 31st March, 2014 amounted to Rupees 549.38 Lacs including dividend distribution tax of Rupees 79.80 Lacs.
- (i) The Board of Directors, in it's meeting on 29th May, 2015, proposed final dividend of Rupees 5/- per equity share. The total dividend appropriation for the year ended 31st March, 2015 amounts to Rupees 565.18 Lacs including dividend distribution tax of Rupees 95.60 Lacs. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
1.2 RESERVES AND SURPLUS			
Capital reserves			
Capital grants		97.78	97.78
Profit on reissue of forfeited shares and debentures		1.64	1.64
Amalgamation reserve		75.95	75.95
	(a)	175.37	175.37
Capital redemption reserve	(b)	87.50	87.50
Securities premium account	(c)	223.19	223.19
Hedging reserve			
Opening balance		944.49	761.19
Additions/(deduction) during the year ¹		(487.74)	183.30
	(d)	456.75	944.49

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2015	(Rupees in Lacs) As at 31 st March, 2014
General reserve		
Opening balance	29,444.11	27,444.11
Transferred from surplus in the statement of profit and loss	2,000.00	2,000.00
Adjustments as per transitional provision under Schedule II of the Companies Act, 2013 (Refer note no. 4.1)	(454.39)	—
(e)	<u>30,989.72</u>	<u>29,444.11</u>
Surplus in the statement of profit and loss		
Opening balance	4,965.85	4,110.81
Net Profit for the year as per the Statement of Profit and Loss	1,869.83	3,404.42
Balance available for appropriations	<u>6,835.68</u>	<u>7,515.23</u>
Less: Appropriations		
Transferred to general reserve	2,000.00	2,000.00
Proposed dividend	469.58	469.58
Dividend distribution tax	<u>95.60</u>	<u>79.80</u>
Total appropriations	<u>2,565.18</u>	<u>2,549.38</u>
Net Surplus in the Statement of Profit and Loss	<u>4,270.50</u>	<u>4,965.85</u>
(f)		
Total (a+b+c+d+e+f)	<u><u>36,203.03</u></u>	<u><u>35,840.51</u></u>
Note :		
1	As per valuation carried out by an Independent valuer as at 31 March 2015.	
2.1 LONG TERM BORROWINGS		
Secured		
Term loans		
From banks		
Rupee loan	13,108.45	10,939.11
External commercial borrowings	<u>16,146.96</u>	<u>16,026.16</u>
	<u>29,255.41</u>	<u>26,965.27</u>
Less: Current maturities of term loans (Refer note no. 3.3)	<u>4,644.50</u>	<u>3,793.47</u>
(a)	<u>24,610.91</u>	<u>23,171.80</u>
Unsecured		
Deferred payment liabilities		
Sales tax deferral	1.93	2.69
Less: Current maturities of deferred payment liabilities (Refer note no. 3.3)	<u>0.76</u>	<u>0.76</u>
(b)	<u>1.17</u>	<u>1.93</u>
Total (a+b)	<u><u>24,612.08</u></u>	<u><u>23,173.73</u></u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Details of securities, terms of repayments and rate of interest :

(i) Rupee loan-I (Secured) :

Rupee term loan from ICICI Bank Limited amounting to Rupees 469.54 Lacs outstanding as at 31st March, 2015 (previous year Rupees 939.11 lacs) carries an interest rate of sum of base rate as increased by appropriate term premia and spread per annum, subject to minimum rate of ICICI bank base rate +2.25%. The payment of interest shall be subject to statutory levies, if any. The loan is repayable in 9 half yearly equal installments commencing from 25th March, 2012. The loan is secured by an exclusive mortgage of land and buildings located at (a) Village Dikadla, Tehsil Samalkha, Dist. Panipat, State Haryana, (b) Plot no. 55, Sansarpur terrace, Dist. Kangra, State Himachal Pradesh and (c) Village Laider, Tehsil Bara, District Allahabad, State Uttar Pradesh and by way of hypothecation of movable fixed assets acquired/to be acquired out of said loan at these locations.

(ii) Rupee loan- II (Secured) :

Rupee term loan from IDBI Bank Limited amounting to Rupees 3,888.89 Lacs outstanding as at 31st March, 2015 (previous year Rupees 5,000.00 Lacs) carries an interest rate of sum of bank borrowing rate (BBR) as increased by 150 basis points per annum. The loan is repayable in 54 equal monthly installments commencing from 1th April, 2014. The loan is secured by way of second charge on movable fixed assets of the Company in form of plant & machinery, electrical installations, vehicles, furniture and fixtures, office equipments, etc and on the entire current assets of the Company.

(iii) Rupee loan - III (Secured) :

Rupee term loan from Axis Bank Limited amounting to Rupees 3,750.00 Lacs outstanding as at 31st March, 2015 (previous year Rupees 5,000.00 Lacs) carries an interest rate of sum of base rate as increased by 50 basis points per annum. The loan is repayable in 12 equal quarterly installments commencing from June, 2014. The loan is secured by an exclusive charge by way of hypothecation of plant and machinery and mortgage of land and buildings of the Feed Mill situated at Village Morwadi (Kikwi), Taluka Bhore Pune - 412206 and of the Animal Health Plant & Feed Mill unit located at Village - Osade, 19/2 Milestone, Pune - Panshet Road, Taluka - Velhe District Pune - 411042.

(iv) Rupee loan - IV (Secured) :

Rupee term loan from State Bank of India amounting to Rupees 5,000.00 lacs outstanding as at 31st March, 2015 (previous year Rupees NIL) carries an interest rate of 2% above BR present effective rate 12% per annum with monthly rests (including tenor premium). The loan is repayable in 19 quarterly installments commencing from June, 2015. The loan is secured by way of hypothecation on moveable assets of the Company situated at (a) Morwadi, Kikwi, Bhore, Pune. (b) AHP and Feed Mill, Osade, Velhe, Pune. (c) Sountli, PO Shahzadpur, Tehsil Naraingarh, District Ambala, State Haryana, (c) Patvi, Tehsil Naraingarh, District Ambala, State Haryana. (d) Dhamouli/ Patheri, Tehsil Naraingarh, District Ambala, State Haryana. (e) Dikadala and Jorasi, Tehsil Samalakha, District Panipat, Haryana. (f) Larsauli, Tehsil Ganapur, District Sonapat, State Haryana. (g) Packaging Division, Gadapur, PO Jodhewal, Basti. (h) Srini, Naugaon, Pargana Pachwa doon, District Dehradun, State Uttaranchal and also by way of mortgage proposed to be created on these immovable properties.

(v) External commercial borrowings - I (Secured) :

The Company has availed external commercial borrowing (ECB - I) from ICICI Bank Limited amounting to Rupees 9,399.43 Lacs outstanding as at 31st March, 2015 (previous year Rupees 9,557.46 Lacs) into two tranches for financing its expansion plans. ECB - I is repayable in 11 half yearly predetermined installments commencing from 3rd April, 2013 and is denominated in US\$. It carries an interest rate of 6 month USD LIBOR plus 4.5 percent per annum. Taking the currency risks in the cash flows arising out of fluctuations of USD LIBOR rates and also the currency fluctuations, the Company has entered into hedge agreements with its bankers. Further the repayment of said

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

liability in respect of the ECB-I is also fixed at predetermined exchange rate pursuant to the hedge agreements. ECB-I is secured by an exclusive mortgage of land, buildings and immovable plant and machinery at processing plant situated at Baur Kamshet, Pune, Feed Mill and Oilseed plant at Solapur, poultry farm at Village Bhigwan and SPF plant at Pasure Bhor. Further ECB - I is secured by an exclusive hypothecation of movable assets of the company acquired/to be acquired from the loan facilities extended by the bank.

(vi) External commercial borrowings - II (Secured) :

The Company has availed external commercial borrowing (ECB - II) from ICICI Bank Limited amounting to Rupees 6,747.53 Lacs outstanding as at 31st March, 2015 (previous year Rupees 6,468.69 Lacs) for financing its expansion plans. ECB - II is repayable in 11 half yearly predetermined installments commencing from 5th August, 2015 and is denominated in US\$. It carries an interest rate of 6 month USD LIBOR plus 4.25 percent per annum. Taking the currency risks in the cash flows arising out of fluctuations of USD LIBOR rates and also the currency fluctuations, the Company has entered into hedge agreements with its bankers. Further the repayment of said liability in respect of the ECB - II is also fixed at predetermined exchange rate pursuant to the hedge agreements subject to caps. ECB - II is secured by an exclusive charge on the properties of the Company situated at Village Tondal, Taluka Purandar, District Pune and at Village Kouthadi, Taluka Daund, District Pune and extension of charge on land and buildings at Khadki and processing plant situated at Village Baur, Kamshet already charged to ICICI Bank Limited.

(vii) Deferred payment liabilities (Unsecured) :

The deferred sales tax liabilities shall be repaid in equal annual installments not exceeding five such installments at the expiry of 10th year. The details of which are as stated below :

(Rupees in Lacs)

Particulars	Animal Health products division	
	Scheme 01*	Scheme 02*
Deferred sales tax liability amount	1.90	1.92
Deferment scheme started from	30 th April 2002	30 th April 2003
Instalments will start from	30 th April 2012	30 th April 2013

* The above schemes are interest free.

(Rupees in Lacs)

2.2 DEFERRED TAX LIABILITIES (NET)

Deferred tax liabilities

Depreciation/Amortisation

(a)

Deferred tax assets

Employee benefits

Provision for doubtful debts

Others²

(b)

Deferred tax liabilities (net)

Total (a-b)

Note :

- Deferred tax assets - others represent deferred tax asset in respect of items which are allowed under Income Tax Act, 1961 on a payment basis.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
2.3 OTHER LONG-TERM LIABILITIES		
Others		
Security deposits	180.22	127.51
Statutory dues	—	11.20
Total	180.22	138.71
2.4 LONG TERM PROVISIONS		
Provision for employee benefits - Compensated absences	709.96	573.29
Total	709.96	573.29
3.1 SHORT TERM BORROWINGS		
Secured		
Loans repayable on demand		
From banks - Cash credit facilities	3,271.75	2,076.22
Others - from banks		
External commercial borrowings	1,988.27	—
Short term loans	20,269.89	12,534.93
Unsecured		
From banks - Working capital facilities	17,996.96	20,988.00
Loans and advances from related parties	3,413.00	—
Total	46,939.87	35,599.15

The details of securities :

(i) Loan repayable on demand :

The cash credit facilities except cash credit taken from ICICI Bank are secured by way of first charge on the entire current assets of the Company on pari passu basis.

(ii) External commercial borrowings :

The short-term loan from ICICI Bank Limited in USD amounting to Rupees 1,988.27 lacs and cash credit facilities in Rupees amounting to Rupees 374.68 lacs outstanding as at 31st March, 2015 (previous year Rupees Nil) is secured on first charge by way of hypothecation of the company's entire stocks of raw materials, semi-finished and finished goods, consumables stores and spares and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank, ranking pari passu with other participating consortium banks.

(iii) Short term loans :

- The short-term loans from State Bank of India, Industrial Development Bank of India and HDFC Bank amounting to Rupees 12,943.00 lacs (previous year Rupees 7,575.00 lacs) are secured by way of hypothecation of first charge on all current assets of the company on pari passu basis.
- The short-term loan from ICICI Bank Limited amounting to Rupees 7,326.89 lacs outstanding as at 31st March, 2015 (previous year Rupees 4,959.93 lacs) is secured by an extension of charge on land and buildings located at (a) Village Dikadla, Tehsil Samalkha, Dist. Panipat, State Haryana, (b) Plot No.55, Sansarpur terrace, Dist. Kangra, State Himachal Pradesh, (c) Village Laider, Tehsil Bara, District Allahabad, State Uttar Pradesh, (d) Processing Plant at Baur Kamshet, Pune, (e) Feed Mill and Oilseed Plant at Solapur, (f) Poultry farm at Village Bhigwan and (g) SPF Plant at Pasure Bhor and by way of hypothecation of movable fixed assets acquired/ to be acquired out of Rupee term loan and external commercial borrowings obtained from ICICI Bank Limited at these locations.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
3.2 TRADE PAYABLES			
Dues to Micro and Small Enterprises ³		—	—
Others		<u>17,873.95</u>	<u>14,358.22</u>
Total		<u>17,873.95</u>	<u>14,358.22</u>
Note :			
3.	Under Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 nd October, 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. Accordingly, information relating to disclosure under the said Act has been given only to the extent such information is readily available with the Company. This information has been relied upon by the auditors.		
3.3 OTHER CURRENT LIABILITIES			
Current maturities of long-term debt (Refer note no. 2.1)		4,645.26	3,794.23
Interest accrued but not due on borrowings		769.88	601.16
Advance from customers		1,899.10	1,080.01
Unclaimed dividends ⁴		78.46	70.10
Other payables			
Payable against capital goods		473.89	595.16
Other creditors		1,660.55	1,473.07
Statutory dues ⁵		350.00	503.82
Payable to employees		932.40	564.78
Bank overdrafts accounts		60.55	—
Security deposits		8.67	38.20
Payable to trade associations towards contributions		84.94	70.69
Deferred premium account (Net)		73.65	—
Other liabilities		19.26	18.26
Total		<u>11,056.61</u>	<u>8,809.48</u>

Notes :

4. There are no amounts due and outstanding to be credited to Investors Education and Protection Fund as at 31st March, 2015.
5. Statutory dues as at 31st March, 2015 include stamp duty payable of Rupees 88.49 Lacs (Previous year Rupees 214.27 Lacs) on land and buildings for which registration of sale deed is yet to be executed and registered.



Venky's (India) Limited

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
3.4 SHORT TERM PROVISIONS			
Provision for employee benefits			
Compensated absences		100.04	79.49
Gratuity		403.52	14.32
	(a)	<u>503.56</u>	<u>93.81</u>
Others			
Proposed dividend		469.58	469.58
Dividend distribution tax		95.60	79.80
	(b)	<u>565.18</u>	<u>549.38</u>
Total (a+b)		<u>1,068.74</u>	<u>643.19</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

4.1 FIXED ASSETS

Description	Gross Block					Depreciation / Amortisation					(Rupees in Lacs)	
	As at 1 st April, 2014	Additions during the year	Addition on business acquisition (under slump sale) (Refer note no. 5.8)	Adjustments ⁷	Deductions during the year	As at 31 st March, 2015	For the Year	Adjustment Due to change in method ⁹	Adjustment with general reserve ¹⁰	Deductions during the year	As at 31 st March, 2015	As at 31 st March, 2014
Tangible assets⁶												
Freehold land ⁸	6,609.98	160.91	-	-	11.28	6,759.61	-	-	-	-	-	6,609.98
Leasehold land	327.04	18.51	-	-	-	345.55	-	-	-	-	-	327.04
Buildings ⁸	20,928.39	2,900.71	-	122.10	1.13	23,950.07	737.01	(80.64)	317.91	1.13	4,429.37	17,472.17
Plant and Equipment	19,680.40	3,411.73	-	91.73	165.38	23,018.48	7,010.46	(60.98)	138.52	110.22	8,119.13	14,899.35
Furniture & Fixtures	672.79	269.11	-	-	11.90	930.00	277.99	(1.38)	8.27	11.86	377.48	394.80
Vehicles	1,377.66	78.34	-	-	17.67	1,438.33	137.97	(6.47)	8.44	12.43	822.48	682.69
Office Equipments	1,237.48	216.91	-	-	125.93	1,328.46	725.10	(1.96)	78.34	125.90	912.20	512.38
Electrical Installation	4,691.69	677.46	-	-	26.36	5,342.79	1,519.94	(3.61)	143.41	25.91	2,142.78	3,171.75
(a)	55,525.43	7,733.68	-	213.83	359.65	63,113.29	2,866.36	(155.04)	694.89	287.45	16,803.44	46,309.85
Intangible assets												
Goodwill	1,584.68	-	-	-	-	1,584.68	316.94	-	-	-	316.94	1,584.68
Computer Software	275.86	0.40	-	-	57.62	218.64	232.67	-	-	57.62	199.60	43.19
Technical Know How	49.24	-	-	-	-	49.24	49.24	-	-	-	49.24	-
License Cost	33.71	-	-	-	-	33.71	13.48	-	-	-	20.22	20.22
(b)	1,943.49	0.40	-	-	57.62	1,886.27	295.39	-	-	57.62	586.00	1,300.27
Total (a) + (b)	57,468.92	7,734.08	-	213.83	417.27	64,999.56	3,214.59	(155.04)	694.89	345.07	17,389.44	47,610.12
Previous Year	38,496.72	14,956.30	3,966.58	409.97	360.65	57,468.92	12,187.32	-	-	131.43	13,980.07	43,488.85

Notes:

- 6 Opening figures are reclassified with adoption of classification as prescribed in Part C of Schedule II of the Companies Act, 2013 (the "Act").
- 7 This represents additions in connection with or on account of capitalisation of borrowing costs as part of qualifying asset.
- 8 Include land and buildings with book value of Rupees 317.72 and rupees 889.22 lacs for which sale deed is yet to be executed as at 31 March, 2015.
- 9 Effective 01st April, 2014, the Company has with retrospective effect changed its method of providing depreciation on fixed assets related to Narmada Division from the 'Written Down Value' method to the 'Straight Line' method. Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets. Accordingly, an amount of Rupees 155.04 lacs relating to period up to 31st March, 2014 has been recognized and disclosed as exceptional income by the Company. This change in method together with adoption of estimated useful life as prescribed in Part C of Schedule II of the Companies Act, 2013 has resulted into reduction of depreciation by Rupees 24.94 lacs for the year ended 31st March, 2015. Had the Company continued to use the earlier method of depreciation, the profit after tax for the year ended 31st March, 2015 would have been lower by Rupees 16.46 lacs.
- 10 As per the provisions of the Act, the management has decided to adopt the useful lives as prescribed in Part C of Schedule II of the Act, with effect from 01st April, 2014 for all its fixed assets. Accordingly, an additional depreciation of Rupees 622.78 lacs has been recognised for the year in the statement of profit and loss. In accordance with the transitional provisions under Note 7(b) to Part C of Schedule II of the Act, the Company has recognised an amount of Rupees 694.89 lacs (net off of deferred tax Rupees 454.40 lacs) in the opening retained earnings, pertaining to assets whose balance useful life was Nil as at 01st April, 2014, pursuant to such adoption.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

4.1 FIXED ASSETS (Contd.)

(Rupees in Lacs)

c. Include assets given on operating lease :

Description	Gross Block		As at 31 st March, 2015	Depreciation / Amortization			Net Carrying Value			
	As at 1 st April, 2014	Adjustments ¹¹		As at 1 st April, 2014	For the year	Adjustments ¹¹ in general reserve	As at 31 st March, 2015	As at 31 st March, 2014		
Buildings	607.33	179.56	786.89	263.50	19.49	27.59	31.02	341.60	445.29	343.83
Plant and equipment	298.64	294.60	593.24	203.33	21.58	85.13	2.41	312.45	280.79	95.30
Furniture and fixtures	16.71	0.07	16.78	16.44	0.01	0.03	0.22	16.70	0.09	0.29
Vehicles	4.01	-	4.01	4.01	-	-	-	4.01	-	-
Office equipments	16.01	0.76	16.77	14.23	0.13	0.22	1.69	16.27	0.50	1.78
Electrical installations	82.70	85.51	168.21	49.66	20.73	22.52	0.19	93.10	75.11	33.04
Total	1,025.41	560.50	1,585.91	551.17	61.94	135.49	35.53	784.13	801.78	474.24

¹¹ Adjustments represents lease entered into/cancelled during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2015	As at 31 st March, 2014
(Rupees in Lacs)		
4.2 LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good except as otherwise stated)		
Capital advances*	10,804.41	2,867.69
Security deposits**		
Considered good	682.66	574.51
Considered doubtful	8.20	—
	690.86	574.51
Less: Provision for doubtful deposits	8.20	—
	682.66	574.51
Other loans and advances		
Loans and advances to employees	58.22	68.84
Payments under protest	509.80	420.88
Balances with Government authorities	80.84	82.32
Taxes paid (net of provisions for taxes)	1,651.10	1,303.29
Total	13,787.03	5,317.53
* Capital advances includes		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	10,000.00	2,100.00
** Include deposits from		
(a) Private companies in which some of the directors of the Company are directors/members		
- Venkateshwara Hatcheries Private Limited (holding company)	140.68	139.68
4.3 OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Balances with banks held as margin money against guarantees ¹²	4.63	38.59
Interest accrued but not due	—	23.76
Derivative asset ¹³	2,493.65	2,446.35
Total	2,498.28	2,508.70

Notes:

12 Represents restricted bank balances against guarantees.

13 As per valuation carried out by an independent valuer as at 31st March, 2015.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

5.1 CURRENT INVESTMENTS

As at 31 st March, 2015 (No. of Units)	As at 31 st March, 2014 (No. of Units)		As at 31 st March, 2015	As at 31 st March, 2014
UNQUOTED INVESTMENTS IN MUTUAL FUNDS (Units of face value of Rupees 10/- each, unless otherwise stated)				
HDFC Mutual Fund				
—	255,609	HDFC Cash Management Fund - TAP -Retail	—	69.66
3,299,261	52,948	HDFC Liquid Fund - Growth	909.39	13.39
DSP Black Rock Mutual Fund (Units of face value of Rupees 1000/- each)				
1,689	5,597	DSP Black Rock Money Manager Fund Regular -	31.71	97.29
Birla Sun Life Mutual Fund (Units of face value of Rupees 100/- each)				
35,098	9,200	Birla Sun Life Savings Fund - Growth - Regular Plan	94.21	22.59
—	1,226	Birla Sun Life Cash Manager - Growth - Regular Plan	—	3.78
—	1,230	Birla Sun Life Savings Fund - Daily Dividend - Regular Plan	—	1.24
L&T Mutual Fund				
519,501	24,046,323	L & T Ultra Short Term Loan Fund - Growth	117.43	5,000.00
SBI Magnum Insta Cash Funds (Units of face value of Rupees 100/- each)				
161,872	—	SBI Income Fund	5,000.00	—
Total			6,152.74	5,207.95
Aggregate amount of unquoted investments			6,152.74	5,207.95
Aggregate provision made for diminution in value of investments			—	—

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
5.2 INVENTORIES			
(As taken, valued and certified by the management)			
Poultry for livestock breeding		6,058.96	5,546.36
Raw materials and packing materials		7,052.42	7,315.32
Raw material in transit		127.97	16.90
Work-in-Progress		4,789.21	4,643.27
Finished goods		2,023.51	1,415.99
Finished goods-in-transit		—	3.74
Stock-in-trade		365.62	280.76
Stores and spares		665.51	653.18
	Total	21,083.20	19,875.52
5.3 TRADE RECEIVABLES			
(Unsecured, considered good*)			
Outstanding for a period exceeding six months from the date they are due for payment			
Considered good		1,621.47	804.48
Considered doubtful		560.20	298.28
		2,181.67	1,102.76
Less: Provision for doubtful debts		560.20	298.28
	(a)	1,621.47	804.48
Other debts	(b)	21,331.24	15,890.44
	Total	22,952.71	16,694.92
* Include dues from			
(a) Private companies in which some of the directors of the Company are directors/members			
- Venkateshwara Hatcheries Private Limited		14,333.17	10,144.70
- Eastern Hatcheries Private Limited		254.52	156.85
- Bala Industries & Entertainment Private Limited		581.51	510.99
- Uttara Foods & Feeds Private Limited		2,196.73	1,170.64
- Venkateshwara Research & Breeding Farm Private Limited		—	67.59
(b) Firms in which some of the directors of the Company are partners			
- Venkateshwara Foods and Feeds		1,309.88	890.27



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 st March, 2015	(Rupees in Lacs) As at 31 st March, 2014
5.4 CASH AND BANK BALANCES		
Cash and cash equivalents		
Balances with banks in:		
- Current accounts	1,371.55	916.77
- Deposit accounts with original maturity of less than three months	—	300.00
- Unclaimed dividend accounts ¹⁴	78.46	70.10
Cheques, drafts on hand	568.22	729.42
Cash on hand	206.28	326.87
(a)	2,224.51	2,343.16
Other bank balances		
Bank Deposits ¹⁵	16,435.22	15,160.64
Balances with banks held as margin money against guarantees ¹⁶	137.80	60.00
(b)	16,573.02	15,220.64
Total (a+b)	18,797.53	17,563.80

Notes :

14. Represents restricted bank balances on account of unclaimed dividends.
15. Bank deposits represents restricted bank balances amounting to Rs. 16,383.00 (previous year Rs. 13,583.00) marked as lien for loan taken by group companies.
16. Represents restricted bank balances against guarantees.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		As at 31 st March, 2015	As at 31 st March, 2014
5.5	SHORT-TERM LOANS AND ADVANCES (Unsecured, considered good)		
	Other loans and advances		
	Inter-corporate loans	7,145.00	7,145.00
	Loans and advances to employees	151.31	130.56
	Advances to suppliers	257.75	202.06
	Prepayments	174.99	130.07
	Security deposits	84.49	48.43
	Balances with Government Authorities	10.31	7.97
	Total	7,823.85	7,664.09
5.6	OTHER CURRENT ASSETS (Unsecured, considered good)		
	Interest accrued but not due	346.26	661.73
	Other receivables	67.43	61.01
	Total	413.69	722.74
5.7	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)		
	Contingent liabilities¹⁷		
	Claims against the company not acknowledged as debt;		
	Income tax matters in dispute	87.03	62.25
	Non agriculture tax in dispute	—	4.24
	Sales tax demands in dispute	375.19	480.73
	Excise duty demands in dispute	320.56	206.68
	Electricity demands in dispute	252.48	421.01
	Labour wages in dispute	2.70	16.88
	Service tax demands in dispute	64.90	64.90
	Other demands in dispute	31.25	25.00

Notes :

17. The Company is subject to legal proceedings and claims, which have arisen during the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)		
		As at		As at
		31 st March, 2015	31 st March, 2014	31 st March, 2014
Committments				
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3,294.33		531.91
(ii)	Other commitments	—		—
(a)	Hedge agreement to buy (US\$)			
		2014-15 In Lacs (US\$)	2013-14 In Lacs (US\$)	2014-15 (Rupees in Lacs)
				2013-14 (Rupees in Lacs)
External commercial borrowings - I				
	Hedge of external commercial borrowings principal repayment	150.41	159.53	9,399.43
				9,557.47
	Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 12.00% and receive a variable interest @ 6 months USD LIBOR and applicable margin.			
	Notional amount	136.74	145.03	8,544.94
				8,688.60
	Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 12.60% and receive a variable interest @ 6 months USD LIBOR and applicable margin.			
	Notional amount	13.67	14.50	854.49
				868.86
External commercial borrowings - II				
	Hedge of external commercial borrowings principal repayment	107.97	107.97	6,747.53
				6,468.69
	Interest rate swap against exposure to variable interest outflow on external commercial borrowings, swap to pay fixed interest @ 7.50% and receive a variable interest @ 6 months USD LIBOR and applicable margin			
	Notional amount	107.97	107.97	6,747.53
				6,468.69
	Options against hedging foreign currency risk, (Net) Premium to be paid @ 5.15% on the outstanding INR on quarterly basis.	19.87	25.49	1,241.98
				1,527.20
Short term borrowings				
	Hedge of short term borrowings principal repayment	31.82	—	1,988.21
				—
	Interest rate swap against exposure to variable interest outflow on short term borrowings, swap to pay fixed interest @ 0.55% and receive a variable interest @ 3 months USD LIBOR and applicable margin			

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

5.8 BUSINESS ACQUISITION

With an aim to consolidate poultry operations in Northern India, thereby increasing operational efficiency due to synergy and to strengthen the geographical presence of the Company in Northern India, during the year under report, the Company has acquired North based poultry and packaging divisions of Venkateshwara Hatcheries Private Limited (articulated as 'North Poultry Division' or 'NPD', 'North Packaging Division' or 'NPAD') situated at Naraingarh - Haryana, Nalagarh - Himanchal Pradesh and Ludhiana - Punjab with effect from 31st March, 2014 ('the effective date'). These divisions are engaged into production of commercial layer chicks and packing boxes for day old chicks and eggs. The aggregate cost of acquisition is around Rupees 7,501.82 Lacs and the same will be completed by using a combination of slump sale and itemized sale methods.

The total purchase consideration agreed for the business transfer by way of slump sale is Rupees 4,168 Lacs. Pursuant to business transfer, the Company has valued land, buildings and plant & machinery by an independent valuer as at the effective date of transfer for the purpose of allocation of purchase consideration. The goodwill arising on acquisition of NPD and NPAD amounting to Rupees 1,584.68 Lacs has been treated as an intangible asset. The details of assets purchased and liabilities acquired on said business acquisition by way of slump sale are as follows :

Assets/Liabilities acquired by way of slump sale :

	As at 31st March, 2015	As at 31 st March, 2014
ASSETS		
Tangible fixed assets (Refer note no.4.1)	—	2,381.22
Intangible fixed assets (Refer note no.4.1)	—	0.68
Long-term loans and advances	—	23.58
Inventories	—	762.76
Trade receivables	—	32.00
Cash and bank balances	—	31.83
Short-term loans and advances	—	4.83
(a)	—	<u>3,236.90</u>
LIABILITIES		
Long-term provisions	—	50.93
Trade payables	—	297.17
Other current liabilities	—	305.48
(b)	—	<u>653.58</u>
NET ASSETS	Total (a) - (b)	<u><u>2,583.32</u></u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

				(Rupees in Lacs)	
		For the year ended 31 st March, 2015		For the year ended 31 st March, 2014	
6.1 REVENUE FROM OPERATIONS					
	Unit¹⁸	Quantity¹⁸	Amount	Quantity¹⁸	Amount
Sale of products					
Day old commercial chicks	Nos.	107,300,522	26,010.68	78,105,659	18,798.57
S.P.F. eggs	Nos.	7,793,097	4,241.26	6,498,531	3,173.47
Grownup commercial broiler	Kgs.	59,169,409	38,592.93	76,624,278	49,266.04
Grownup commercial layer	Nos.	714,841	1,364.66	694,851	1,295.38
Processed chicken	Kgs.	7,515,110	16,051.49	6,872,178	14,509.43
Animal health products					
Powder	M.T.	5,264	10,493.37	4,737	8,912.68
Liquid	K.L.	1,977	2,580.82	1,898	2,467.00
Poultry feed	M.T.	34,741	8,065.43	39,950	9,282.69
Refined oil	M.T.	26,791	16,457.17	27,090	17,659.86
De-oiled cake for poultry feed	M.T.	124,091	43,587.19	124,156	43,922.98
	(a)		167,445.00		169,288.10
Other operating revenues					
Grown up parents			164.04		247.65
Hatching eggs			695.22		282.87
Culls			2,009.21		1,342.37
By-products			2,173.59		2,020.87
Miscellaneous			749.86		556.19
	(b)		5,791.92		4,449.95
Total (a+b)			173,236.92		173,738.05

Note :

18. Given voluntarily by the management for better understanding of shareholders.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
6.2 OTHER INCOME			
Interest income		2,305.69	2,046.70
Dividend income from current investments		31.15	43.69
Gain on sale of current investments (net)		27.28	271.43
Profit/(loss) on fixed assets sold / discarded (net)		281.56	(58.49)
Other non-operating income (net)			
Rent		187.92	138.56
Miscellaneous income		511.68	547.26
Total		3,345.28	2,989.15
7.1 COST OF RAW MATERIALS AND PACKING MATERIALS CONSUMED			
a. Cost of raw materials and packing materials consumed			
Inventories at the beginning of the year		7,315.32	6,728.68
Add : Purchases (net of returns)		120,422.35	129,794.10
		127,737.67	136,522.78
Less: Inventories at the end of the year		7,052.42	7,315.32
Total		120,685.25	129,207.46
b. Break up of raw materials and packing materials consumed under broad heads			
		For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	Unit ¹⁹	Quantity ¹⁹ Amount	Quantity ¹⁹ Amount
Feed and feed ingredients	M.T.	217,003 44,379.66	251,441 52,540.40
Breeder S.P.F. eggs	Nos.	7,000 254.88	7,500 223.65
Oilseeds	M.T.	159,724 58,968.32	161,280 58,972.86
AHP ingredients		Numerous 5,114.09	Numerous 4,730.60
Other raw materials		Numerous 9,450.86	Numerous 10,114.70
Packing materials		Numerous 2,517.44	Numerous 2,625.25
Total		120,685.25	129,207.46

Note :

19. Given voluntarily by the management for better understanding of shareholders.



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)			
		For the year ended 31 st March, 2015		For the year ended 31 st March, 2014	
	Unit ¹	Quantity	Amount	Quantity	Amount
7.2 PURCHASES OF STOCK-IN-TRADE					
Day old commercial chicks	Nos.	12,266,859	2,152.56	10,834,742	1,888.54
Processed chicken	Kgs.	159,913	356.23	101,091	196.85
Animal health products					
Powder	M.T.	3,645	3,993.63	2,991	2,955.10
Liquid	K.L.	24	78.90	35	137.64
Others		Numerous	326.04	Numerous	631.76
Total			6,907.36		5,809.89

		For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
7.3 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS, STOCK-IN-TRADE AND POULTRY FOR LIVESTOCK BREEDING			
a. Changes in inventories			
Inventories at the beginning of the year			
Poultry for livestock breeding		5,546.36	4,105.20
Finished goods		1,419.73	1,474.61
Work in progress		4,643.27	4,767.77
Stock in trade		280.76	138.78
		11,890.12	10,486.36
Less: Inventories at the end of the year			
Poultry for livestock breeding		6,058.96	5,546.36
Finished goods		2,023.51	1,419.73
Work in progress		4,789.21	4,643.27
Stock in trade		365.62	280.76
		13,237.30	11,890.12
Total		(1,347.18)	(1,403.76)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

b. Break-up of inventory under broad heads

		2014-2015		2013-2014	
		Closing Inventory	Opening Inventory	Closing Inventory	Opening Inventory
Poultry for livestock breeding					
Broiler and layer breeder birds		5,626.41	5,112.91	5,112.91	3,799.64
SPF breeder birds		432.55	433.45	433.45	305.56
(a)		6,058.96	5,546.36	5,546.36	4,105.20
Finished goods					
Processed chicken		498.99	375.28	375.28	318.16
Refined oil		268.81	130.75	130.75	153.51
Animal health products					
Powder		581.99	489.38	489.38	545.09
Liquid		191.85	200.48	200.48	272.81
Poultry feed		151.36	139.77	139.77	115.15
De-oiled cake for poultry feed		217.37	28.24	28.24	8.22
S.P.F. eggs		35.54	27.96	27.96	29.33
Miscellaneous		77.60	27.87	27.87	32.34
(b)		2,023.51	1,419.73	1,419.73	1,474.61
Work in progress					
Hatching eggs		1,892.42	1,788.19	1,788.19	1,191.69
Crude oil		338.98	372.40	372.40	333.95
Processed chicken		43.16	44.22	44.22	37.35
Commercial broiler in growing		2,299.48	2,302.76	2,302.76	3,076.33
Commercial layer in growing		210.96	135.70	135.70	128.45
Packaging Material		4.21	—	—	—
(c)		4,789.21	4,643.27	4,643.27	4,767.77
Stock in trade					
Animal health products					
Powder		356.09	262.86	262.86	128.40
Liquid		0.86	17.90	17.90	10.38
Poultry Equipments		8.67	—	—	—
(d)		365.62	280.76	280.76	138.78
Total (a+b+c+d)		13,237.30	11,890.12	11,890.12	10,486.36



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lacs)	
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
7.4 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages (Including gratuity, bonus and compensated absences)	10,633.57	8,401.03
Contribution to provident and other funds	688.86	586.43
Staff welfare expenses	632.68	530.98
Total	11,955.11	9,518.44
7.5 FINANCE COSTS		
Interest expense	7,239.75	4,510.80
Other borrowing costs	313.21	88.93
	7,552.96	4,599.73
Less: Capitalised during the year	133.66	339.40
Total	7,419.30	4,260.33
7.6 MANUFACTURING, FARM AND OTHER EXPENSES		
Chicks / grownup birds purchased	2,352.32	2,731.11
Consumption of stores, spare and other supplies	1,441.65	1,471.77
Bird rearing and custom hatching charges	3,514.38	3,269.55
Power and fuel	5,485.30	5,310.57
Rent	757.63	634.67
Repairs to:		
Building	400.80	459.73
Machinery	867.86	844.24
Others	308.78	300.26
	1,577.44	1,604.23
Insurance	114.85	109.07
Rates and taxes	408.59	401.94
Carriage outward (net)	2,311.05	2,077.28
Travelling and conveyance	1,774.99	1,643.35
Advertisement and publicity	437.86	673.03
Loss/(Profit) on foreign currency translation & transaction (net)	66.17	74.01
Bad debts & advances written off and provision for doubtful debts & advances	281.35	56.44
CSR expenses ²⁰	70.00	—
Miscellaneous expenses	4,319.14	3,734.70
Total	24,912.72	23,791.72
Notes :		
20. Details of CSR expenses:		
(a) Gross amount required to be spend	66.58	—
(b) Amount spent during the year :		
For promoting education and medical facilities	70.00	—

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Rupees in Lacs)	
		For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
7.7	OTHER INFORMATION AND DISCLOSURES FORMING PART OF THE FINANCIAL STATEMENT		
7.7.1	Miscellaneous expenses includes auditor's remuneration as follows:		
	(Stated net of service tax)		
	Audit	42.26	40.25
	Audit under the Income-tax Act, 1961	19.80	18.00
	Taxation matters	6.00	9.75
	Other services	20.85	31.09
	Reimbursement of expenses	4.44	4.96
	Total	93.35	104.05
7.7.2	PRIOR PERIOD ITEMS (NET)		
	Employee benefits expense	0.39	0.80
	Power and fuel	4.68	1.59
	Repairs	8.58	6.25
	Rent	0.03	0.01
	Rates and taxes	11.70	0.25
	Carriage outward (net)	0.46	1.14
	Travelling & conveyance	3.06	0.54
	Advertisement and publicity	8.86	3.53
	Miscellaneous expenses (net)	24.47	14.82
	Total	62.23	28.93
7.7.3	CIF VALUE OF IMPORTS		
	Raw materials / trading goods	4,995.08	3,673.64
	Capital goods	9.98	469.82
	Stores & spares	43.11	108.92
	Packing materials	30.45	32.31
	Total	5,078.62	4,284.69



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	(Rupees in Lacs)	
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
7.7.4 EXPENDITURE IN FOREIGN CURRENCY		
Travelling expenses (net of recovery)	441.13	340.25
Finance cost	655.90	692.25
Miscellaneous expenses	256.72	235.88
Total	1,353.75	1,268.38

7.7.5 VALUE OF IMPORTED AND INDIGENOUS GOODS CONSUMED

Particulars	2014-2015		2013-2014	
	(Rupees in Lacs)	% of total consumption	(Rupees in Lacs)	% of total consumption
Raw materials & packing materials				
Imported	2,014.11	1.67%	1,806.91	1.40%
Indigenous	118,671.14	98.33%	127,400.55	98.60%
Total	120,685.25	100.00%	129,207.46	100.00%
Stores, spares & other supplies				
Imported	53.75	3.73%	90.26	6.13%
Indigenous	1,387.90	96.27%	1,381.51	93.87%
Total	1,441.65	100.00%	1,471.77	100.00%

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
7.7.6 EARNINGS IN FOREIGN EXCHANGE		
F.O.B. value of exports (SPF Eggs)	213.25	214.43

7.7.7 DERIVATIVE FINANCIAL INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

In line with the Company's risk management policy, the various financial risks mainly relating to changes in the exchange rates and interest rates are hedged by the Company using a cross currency swaps or options or combination of both.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

- a. Particulars of the derivative contracts entered into for hedging purpose outstanding at the balance sheet date :

	2014-2015		2013-2014	
	Exposure	Mark to market value	Exposure	Mark to market value
For Hedging foreign currency risk				
ECB-I-Currency Swaps	9,399.43	10,616.74	8,668.32	11,097.25
ECB-II-Currency Swaps	6,747.53	6,944.98	6,468.69	7,384.28
Short term borrowing	1,988.21	—	—	—

- b. Particulars of unhedged foreign currency exposure outstanding at the balance sheet date:

	2014-2015		2013-2014	
	(Foreign Currency in Lacs)	(Rupees in Lacs)	(Foreign Currency in Lacs)	(Rupees in Lacs)
(i) Trade payables				
In US\$	7.90	498.08	5.43	328.46
In Euro	0.93	63.94	0.86	71.96
In GBP	0.07	6.53	—	—
(ii) Advance from customers				
In AED\$	0.12	1.95	0.35	5.90
In US\$	0.16	10.17	0.01	0.47

8 EMPLOYEE BENEFITS

- (a) Employee benefits expense include contribution towards defined contribution plans as follow :

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
Provident fund scheme	585.69	496.32
Superannuation scheme	49.69	44.24
State insurance scheme	38.52	32.75
Total	673.90	573.31

- (b) Plan description : Gratuity and compensated absences plan

- (i) Gratuity (Funded)

The Company makes annual contributions to the gratuity fund managed by ICICI Prudential Life Insurance Company Ltd., a funded defined benefit plan for qualifying employees. The scheme provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months. Vesting occurs only upon completion of 5 years of service, except in case of death or permanent disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at balance sheet date by an independent actuary appointed by the Company.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

(ii) Compensated absences (Non Funded)

The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at balance sheet date by an independent actuary appointed by the Company.

(c) Defined benefit plans / compensated absences - as per actuarial valuation carried out by an independent actuary as at 31st March, 2015

	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2014-15	2013-14	2014-15	2013-14
I	Change in defined benefit obligation				
	Liability at the beginning of the year	2,092.34	1,845.59	652.77	557.01
	Interest cost	185.89	150.00	53.65	58.21
	Current service cost	229.33	166.34	116.90	93.79
	Benefits paid	(143.64)	(76.72)	(139.27)	(112.65)
	Acquisition adjustments	—	185.26	—	50.17
	Actuarial loss/(gain) on obligation	364.54	(178.13)	125.95	6.24
	Liability at the end of the year	2,728.46	2,092.34	810.00	652.77
II	Change in plan assets				
	Fair value of plan assets at the beginning of the year	2,078.02	1,599.86	—	—
	Expected return on plan assets	186.48	152.05	—	—
	Contributions by employers	—	185.00	—	—
	Benefits paid	(11.99)	(5.76)	—	—
	Acquisition adjustments	—	179.15	—	—
	Actuarial gain/(loss) on plan assets	72.43	(32.28)	—	—
	Fair value of plan assets at the end of the year	2,324.94	2,078.02	—	—
	Total actuarial loss/(gain) to be recognized	292.11	(145.85)	125.95	6.24
III	Actual return on plan assets				
	Expected return on plan assets	186.48	152.05	—	—
	Actuarial gain/(loss) on plan assets	72.43	(32.28)	—	—
	Actual return on plan assets	258.91	119.77	—	—
IV	Amount recognized in the balance sheet				
	Liability at the end of the year	2,728.46	2,092.34	810.00	652.77
	Fair value of plan assets at the end of the year	2,324.94	2,078.02	—	—
	Amount recognized in the balance sheet	403.52	14.32	810.00	652.77

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2014-15	2013-14	2014-15	2013-14
V	Expenses recognized in the statement of profit and loss for the year				
	Current service cost	229.33	166.34	116.90	93.79
	Interest cost	185.89	150.00	53.65	58.21
	Expected return on plan assets	(186.48)	(152.05)	—	—
	Acquisition adjustments	—	6.11	—	—
	Net actuarial loss/(gain) to be recognized	292.11	(145.85)	125.95	6.24
	Expenses recognized in statement of P & L	520.85	24.55	296.50	158.24
VI	Amount recognized in the balance sheet				
	Opening net liability	14.32	245.73	652.77	557.01
	Expenses as above	520.85	24.55	296.50	158.24
	Acquisition adjustments	—	—	—	—
	Contributions by employers/Benefits paid	(131.65)	(255.96)	(139.27)	(112.65)
	Amount recognized in the balance sheet	403.52	14.32	810.00	602.60
VII	Actuarial assumptions for the year				
	Discount factor	7.80%	9.20%	7.80%	9.20%
	Rate of return on plan assets	9.00%	9.00%	NA	NA
	Interest rate	7.80%	9.20%	NA	NA
	Attrition rate				
	i) Staff below age 35	5.00%	5.00%	5.00%	5.00%
	ii) Others	1.00%	1.00%	1.00%	1.00%
	Rate of escalation in salary	8.00%	8.00%	8.00%	8.00%

(d) The estimates of future salary increases, considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors.

(e) The major categories of plan assets as a percentage of total plan assets.

Particulars	% of total investments as at	
	31 st March, 2015	31 st March, 2014
Debentures / Bonds	40.93	65.31
Government securities	51.78	16.70
Deposit with banks	—	12.00
Others	7.29	5.99
Total	100.00	100.00



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

(f) Experience History

Particulars	31 st March, 2015	31 st March, 2014	31 st March, 2013	31 st March, 2012	31 st March, 2011
Present value of obligation	2,728.46	2,092.34	1,845.59	1,462.32	1,242.53
Fair value of plan assets	2,324.94	2,078.02	1,599.86	1,322.65	1,089.73
Surplus / (Deficit) in the plan	(403.52)	(14.32)	(245.73)	(139.67)	(152.80)
Experience adjustment					
On plan liabilities - (gain)/loss	7.01	22.59	60.54	57.64	17.32
On plan assets - (gain)/loss	(72.42)	32.30	(17.64)	(4.23)	23.86

9 SEGMENT REPORTING

Business segment

The primary segment reporting format is determined to be business segment as the Company's risk and rate of return are affected predominantly by differences in the products produced. Secondary information is reported geographically. The operating businesses are organised and managed separately according to the nature of the products, with each segment representing a strategic business unit that offers different products and serves different markets.

The "Poultry and Poultry Products" segment produces and sells chicks, grownup commercial broiler and layer, processed chicks, S.P.F. eggs, poultry feed and other miscellaneous poultry products. The "Animal Health Products" segments produces and sells medicines and other health products for birds. The "Oilseed segment" produces and sells edible refined soya oil and soya de-oiled cake.

Transfer price between segments are measured on the basis of price charged for inter segment transfers. Segment revenue includes transfer between inter segments. Those transfers are eliminated in total revenue. Corporate expenses are allocated to other segments at cost.

Geographical segment

The Company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

9 SEGMENT REPORTING

A. Primary Segment Information: Business segment

Particulars	Poultry & Poultry Products		Animal Health Products		Oilseed		Elimination		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
REVENUE										
Revenue from Operations	99,262.23	1,00,171.87	12,955.43	11,282.53	60,862.92	62,157.67	—	—	1,73,080.58	1,73,612.07
Inter-segment Sales	—	—	1,204.94	1,041.82	2,500.87	3,097.32	3,705.81	4,139.14	—	—
Total Revenue	99,262.23	1,00,171.87	14,160.37	12,324.35	63,363.79	65,254.99	3,705.81	4,139.14	1,73,080.58	1,73,612.07
RESULT										
Segment Result	7,542.35	2,822.11	2,131.25	1,679.14	1,429.61	2,967.99	—	—	11,103.21	7,469.24
Unallocated Corporate Expenses									912.39	(1,218.70)
Operating Profit									10,190.82	8,687.94
Interest Expense									7,419.30	4,171.40
Income Taxes									901.69	1,112.12
Profit from Ordinary Activities									1,869.83	3,404.42
Extra ordinary items	—	—	—	—	—	—	—	—	—	—
Net Profit									2,771.52	3,404.42
OTHER INFORMATION										
Segment Assets	64,530.86	61,647.60	6,750.08	5,969.96	24,368.64	18,203.12	—	—	95,649.58	85,820.68
Unallocated corporate assets									46,389.64	36,619.16
Total Assets									1,42,039.22	1,22,439.84
Segment Liabilities	17,456.77	15,302.34	2,229.22	2,158.81	4,372.38	1,692.89	—	—	24,058.37	19,154.04
Unallocated Corporate Liabilities									80,838.66	66,506.13
Total Liabilities									1,04,897.03	85,660.17



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Currency : Indian Rupee)

Particulars	(Rupees in Lacs)									
	Poultry & Poultry Products		Animal Health Products		Oilseed		Elimination		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Capital Expenditure	3,009.58	13,905.81	62.86	145.04	2,237	1,943.75	—	—	5,309.20	15,994.60
Unallocated Corporate Capital Expenditure									8,099.76	2,287.91
Total Capital Expenditures									13,408.96	18,282.51
Depreciation/amortisation	2,802.03	1,649.31	118.05	72.68	114.87	109.46	—	—	3,034.95	1,831.45
Unallocable Corporate Depreciation/ amortisation									179.64	92.73
Non-Cash Expenses other than depreciation	187.71	—	72.64	—	1.57	—	—	—	261.92	—
Unallocable Non-cash Expenses other than depreciation	—	—	—	—	—	—	—	—	—	—

Additional information:

The Company has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisational structure and internal reporting system.

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. The expenses, which are not directly relatable to the business segment, are shown as unallocated corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

10 RELATED PARTIES DISCLOSURES

I. NAMES OF RELATED PARTIES AND DESCRIPTION OF RELATIONSHIP

a. Key management personnel and their relatives

- 1 Mrs. Anuradha J. Desai
- 2 Mr. B. Venkatesh Rao
- 3 Mr. B. Balaji Rao
- 4 Mr. Jitendra M. Desai

b. Where Control exists

(i) Party that exercises control

- 1 Venkateshwara Hatcheries Private Limited - Holding Company

(ii) Fellow Subsidiaries

- 1 Eastern Hatcheries Private Limited
- 2 Bala Industries and Entertainment Private Limited

c. Enterprises over which key management personnel and their relatives have Significant influence and enterprises having a key management personnel in common where transactions have taken place during the year

- 1 Venco Research and Breeding Farm Private Limited
- 2 Uttara Foods and Feeds Private Limited
- 3 B. V. Bio-Corp Private Limited
- 4 Venkateshwara Research and Breeding Farm Private Limited
- 5 Uttara Impex Private Limited
- 6 All India Poultry Development and Services Private Limited
- 7 Venkateshwara Foods & Feeds (Firm)



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

II. a. DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2014-15	2013-14
1	Remuneration		
	Salary	20.00	20.00
	Contribution to provident and other funds	3.72	3.72
	Perquisites	4.19	4.19
		27.91	27.91
2	Commission	6.75	7.71
3	Sitting fees	2.45	2.40
4	Rent paid (expense)	3.60	3.60
	Total	40.71	41.62

b. BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

Sr. No.	Transactions	2014-15	2013-14
	Remuneration		
1	Mr. B. Balaji Rao	27.91	27.91
	Total	27.91	27.91
	Commission		
1	Mrs. Anuradha J. Desai	1.25	1.57
2	Mr. B. Venkatesh Rao	1.25	1.57
3	Mr. B. Balaji Rao	3.00	3.00
4	Mr. Jitendra M. Desai	1.25	1.57
	Total	6.75	7.71
	Sitting fees		
1	Mrs. Anuradha J. Desai	1.00	0.95
2	Mr. B. Venkatesh Rao	0.25	0.30
3	Mr. Jitendra M. Desai	1.20	1.15
	Total	2.45	2.40
	Rent paid (expense)		
1	Mr. B. Venkatesh Rao	3.60	3.60
	Total	3.60	3.60

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

III. a. TRANSACTIONS WITH RELATED PARTIES

(Rupees in Lacs)

Sr. No.	Nature of significant transaction	Party that exercises control		Fellow subsidiaries		Enterprises over which key management personnel and their relatives have significant influence and enterprises having a key management person in common		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Purchase of materials / finished goods	3,016.67	4,622.88	5.47	2.06	8,937.07	8,267.09	11,959.21	12,892.03
2	Sale of materials / finished goods	42,949.89	45,547.02	2,452.25	2,611.97	11,645.97	11,356.01	57,048.11	59,515.00
3	Purchase of fixed assets	13.39	3,341.62	401.71	407.82	27.15	26.30	442.25	3,775.74
4	Sale of fixed assets	79.77	82.10	5.22	-	0.85	21.47	85.84	103.57
5	Net Assets acquired by way of (Refer Note No. 5.8)	-	2,583.32	-	-	-	-	-	2,583.32
6	Expenses recharged to other companies (income)	390.96	458.11	2.42	0.33	46.37	17.96	439.76	476.40
7	Services charges / expenses recharged by other companies (expense)	350.48	452.71	47.94	0.07	18.35	47.79	416.76	500.57
8	Custom hatching charges / testing charges / processing charges (income)	-	17.72	-	-	0.83	12.62	0.83	30.34
9	Repairs and maintenance expenses	-	-	24.79	76.64	-	-	24.79	76.64
10	Consignment sales commission (paid)	-	-	8.74	9.88	-	-	8.74	9.88
11	Rent (income)	183.65	131.87	-	-	4.34	7.72	187.99	139.59
12	Rent (expense)	27.77	73.42	-	-	-	-	27.77	73.42
13	Contributions to trade associations	-	-	-	-	108.20	92.22	108.20	92.22
14	Interest expense on intercorporate loan	-	-	-	-	256.32	-	256.32	-
15	Capital Advances given	8,000.00	2,100.00	-	-	-	-	8,000.00	2,100.00
16	Inter corporate loan taken	-	-	-	-	5,350.00	-	5,350.00	-
17	Inter corporate loan repaid	-	-	-	-	1,937.00	-	1,937.00	-
18	Collateral security given	2,800.00	2,695.00	-	-	-	-	2,800.00	2,695.00
19	Commission received on Collateral security given	102.03	53.65	-	-	10.41	-	112.44	53.65
20	Outstanding receivable/ (payables), net of payable/ payable	14,333.17	10,144.70	836.04	667.84	788.99	887.18	15,958.20	11,699.72
21	Outstanding deposits from Lessee / Franchisees receivable/(payables), net of payable/receivables	140.68	139.68	-	-	(20.00)	(20.00)	120.68	119.68
22	Outstanding collateral security	14,895.00	12,095.00	-	-	1,488.00	1,488.00	16,383.00	13,583.00
23	Outstanding intercorporate loan receivable/ (payable)	-	-	-	-	(3,413.00)	-	(3,413.00)	-
24	Capital advance outstanding	10,100.00	2,100.00	-	-	-	-	10,100.00	2,100.00



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

b . DISCLOSURE IN RESPECT OF TRANSACTIONS WHICH ARE MORE THAN 10% OF THE TOTAL TRANSACTIONS

(Rupees in Lacs)

Sr. No.	Transactions	2014-15	2013-14
	Purchase of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	3,016.66	4,622.88
2	Venco Research and Breeding Farm Private Limited	2,924.96	2,425.77
3	B V Bio-corp Private Limited	3,755.59	3,390.16
4	Uttara Foods and Feeds Private Limited	1,310.36	1,686.17
5	Others	951.64	767.04
	Total	11,959.21	12,892.02
	Sale of materials / finished goods		
1	Venkateshwara Hatcheries Private Limited	42,949.89	45,547.02
2	Others	14,098.22	13,967.98
	Total	57,048.11	59,515.00
	Purchase of fixed assets		
1	Venkateshwara Hatcheries Private Limited	13.39	3,341.62
2	Bala Industries and Entertainment Private Limited	401.71	407.82
3	Others	27.16	26.30
	Total	442.25	3,775.74
	Sale of fixed assets		
1	Venkateshwara Hatcheries Private Limited	79.77	82.10
2	B V Bio-corp Private Limited	-	17.79
3	Others	6.07	3.68
	Total	85.84	103.57
	Net assets acquired on business acquisition		
1	Venkateshwara Hatcheries Private Limited	-	2,583.32
	Total	-	2,583.32
	Capital advances given		
1	Venkateshwara Hatcheries Private Limited	8,000.00	2,100.00
	Total	8,000.00	2,100.00
	Expenses recharged to other companies (income)		
1	Venkateshwara Hatcheries Private Limited	390.96	458.11
2	Others	48.79	18.29
	Total	439.76	476.40

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2014-15	2013-14
	Expenses recharged by other companies (expense)		
1	Venkateshwara Hatcheries Private Limited	349.92	452.71
2	Bala Industries and Entertainment Private Limited	45.70	0.07
3	Others	19.52	47.79
	Total	415.14	500.57
	Custom hatching charges / testing charges / processing charges (income)		
1	Venkateshwara Hatcheries Private Limited	-	17.72
2	Venco Research and Breeding Farm Private Limited	0.73	12.06
3	B V Bio-corp Private Limited	0.10	-
4	Others	-	0.56
	Total	0.83	30.34
	Repairs and maintenance expenses		
1	Bala Industries and Entertainment Private Limited	24.79	76.64
	Total	24.79	76.64
	Consignment sales commission (paid)		
1	Eastern Hatcheries Private Limited	8.74	9.88
	Total	8.74	9.88
	Rent (income)		
1	Venkateshwara Hatcheries Private Limited	183.65	131.87
2	Others	4.34	7.72
	Total	187.99	139.59
	Rent (expense)		
1	Venkateshwara Hatcheries Private Limited	27.77	73.42
	Total	27.77	73.42
	Contributions to trade associations		
1	All India Poultry Development Services Private Limited	108.20	92.22
	Total	108.20	92.22
	Interest expense on intercorporate loan taken		
1	Venco Research and Breeding Farm Private Limited	249.39	-
2	B V Bio-corp Private Limited	6.93	-
	Total	256.32	-



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2014-15	2013-14
	Inter corporate loan taken		
1	Venco Research and Breeding Farm Private Limited	5,000.00	-
2	B V Bio-corp Private Limited	350.00	-
	Total	5,350.00	-
	Inter corporate loan repaid		
1	Venco Research and Breeding Farm Private Limited	1,737.00	-
2	B V Bio-corp Private Limited	200.00	-
	Total	1,937.00	-
	Collateral security given		
1	Venkateshwara Hatcheries Private Limited	2,800.00	2,695.00
2	Uttara Foods and Feeds Private Limited	-	1,488.00
	Total	2,800.00	4,183.00
	Commission received on Collateral security given		
1	Venkateshwara Hatcheries Private Limited	102.03	53.65
2	Uttara Foods and Feeds Private Limited	10.41	-
	Total	112.44	53.65
	Outstanding receivables/ (payables), net of (payables)/ receivables		
1	Venkateshwara Hatcheries Private Limited	14,333.17	10,144.70
2	Eastern Hatcheries Private Limited	254.52	156.85
3	Bala Industries and Entertainment Private Limited	581.51	510.99
4	Venco Research and Breeding Farm Private Limited	(382.21)	(426.41)
5	Venkateshwara Research and Breeding Farm Private Limited	(139.53)	67.59
6	B V Bio-corp Private Limited	(2,117.41)	(778.07)
7	Uttara Foods and Feeds Private Limited	2,196.73	1,170.64
8	Venkateshwara Foods and Feeds	1,309.88	890.27
9	Uttara Impex Private Limited	(40.90)	(36.84)
10	All India Poultry Development and Services Private Limited	(12.18)	-
	Total	15,983.58	11,699.72

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

Sr. No.	Transactions	2014-15	2013-14
	Outstanding deposits from lessee/franchisees receivable/ (payables), net of (payables)/receivables		
1	Venkateshwara Hatcheries Private Limited	140.68	139.68
2	Venkateshwara Research and Breeding Farm Private Limited	(20.00)	(20.00)
	Total	120.68	119.68
	Outstanding collateral security		
1	Venkateshwara Hatcheries Private Limited	14,895.00	12,095.00
2	Uttara Foods and Feeds Private Limited	1,488.00	1,488.00
	Total	16,383.00	13,583.00
	Outstanding intercorporate loan payable		
1	B V Bio-corp Private Limited	150.00	-
2	Venco Research and Breeding Farm Private Limited	3,263.00	-
	Total	3,413.00	-
	Capital advances outstanding		
1	Venkateshwara Hatcheries Private Limited	10,100.00	2,100.00
	Total	10,100.00	2,100.00



Venky's (India) Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rupees in Lacs)

	31 st March, 2015	31 st March, 2014
11 LEASES		
Operating Lease : (Company as a lessee)		
The Company has entered into commercial leases on certain office buildings, breeder farms, feed mills, godowns, cold storages and other plant and equipments.		
a. Future minimum lease rentals payable under non-cancellable operating leases are as follows :		
Within one year of the balance sheet date	39.07	40.11
After one year but not more than five years	37.52	20.00
More than five years	23.44	21.25
b. Lease payments recognised in the statement of profit and loss for the period	757.63	634.67
12 EARNINGS PER SHARE (EPS)		
a. There is no potential equity shares and hence the basic and diluted EPS are the same.		
b. The calculation of the Basic and Diluted EPS is based on the following data :		
Net Profit for the year after tax	1,869.83	3,404.42
Weighted average number of equity shares outstanding during the year	9,391,557	9,391,557
Basic and Diluted EPS for equity share (Face value of Rupees 10/- each)	19.91	36.25
13 Previous year's figures have been regrouped/recast/rearranged wherever necessary in order to conform to current year's presentation.		

As per our attached report of even date

For **SUDIT K. PAREKH & CO**
Chartered Accountants
Firm Registration Number : 110512W
CH. SOMA RAJU
Partner
Membership Number : 200354
Place : Pune
Date : May 29, 2015

For and on behalf of the Board of Directors of
VENKY'S (INDIA) LIMITED

ANURADHA J. DESAI
Chairperson

B. BALAJI RAO
Managing Director

Place : Pune
Date : May 29, 2015

B. VENKATESH RAO
Vice Chairman

A. G. BAUSKAR
Chief Financial Officer &
Company Secretary

VENKY'S (INDIA) LIMITED

Registered and Corporate Office: "Venkateshwara House", S.No. 114/A/2, Pune-Sinhagad Road, Pune-411 030

Date: May 29, 2015.

Dear Shareholder(s),

Option for ECS Mandate / Bank Mandate

ECS Mandate

As an added service to our shareholders, we are pleased to offer the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders, through Electronic Clearing Service (ECS). Shareholders who would like to avail this facility are requested to fill up the mandate form provided on page no. 107 of this report and submit the same to the Company's Registrar and Share Transfer Agent's office **latest by 31st August, 2015**. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on postal system, loss / damage of dividend warrants in transit and correspondence relating to revalidation / issue of duplicate dividend warrants.

Kindly note that as per the directives of Securities and Exchange Board of India (SEBI), in respect of shareholders holding shares in dematerialised form, dividend shall be paid through ECS (where such facility is available) directly into the bank account furnished by the shareholders to their respective Depository Participant at the time of opening the Demat Account, provided that bank particulars and MICR details are made available to the Company in the beneficiary positions provided by NSDL & CDSL. **Such shareholders therefore need not submit the mandate form provided on the reverse of this letter but should ensure that the Bank particulars submitted to their respective Depositories are correct and valid.** In case it is desired to receive dividend in an account other than the one specified while opening the Demat Account, such shareholders may please inform the same to their respective Depository Participant immediately. The details informed to the Company or its Share Transfer Agent will not be considered in such cases.

Bank Mandate

Shareholders holding shares of the Company in physical form and who, for any reason, would not like to avail of the ECS facility being offered to such shareholders as mentioned above, are requested to furnish, (if not done earlier) in the mandate form provided on page no. 107, details of their Bank Account number and name of the Bank and the Branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof.

Kindly note that the ECS / Bank Mandate instructions should be under the signature of the shareholder(s) as per specimen lodged with the Company.

We seek your co-operation to enable us to serve you better.

Yours faithfully,

For **VENKY'S (INDIA) LIMITED**

A. G. BAUSKAR
Company Secretary



Venky's (India) Limited

FORM FOR ECS MANDATE / BANK MANDATE

I / We _____ do hereby authorise Venky's (India) Limited to-

- Credit my dividend amount directly to my Bank Account as per details furnished below by Electronic Clearing Service (ECS) - ECS Mandate ☐
- Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me - Bank Mandate ☐

(Please tick (P) in the appropriate Box)

Folio No(s) _____

A. Bank Name	
B. Branch	
C. Bank Address (for ECS Mandate only)	
D. Bank Account Number	
E. Account Type (Savings / Current)	
F. 9 Digit Code number of Bank & Branch as appearing on the MICR Cheque (for ECS Mandate only)	
G. STD code & telephone no. / mobile no. of Shareholder (optional)	

I / We shall not hold the Company responsible if the ECS could not be implemented.

(1) _____ (2) _____ (3) _____

Signature of Shareholder(s)
(as per specimen lodged with the Company)

Notes :

1. Please submit this form to the Company's Registrar and Share Transfer Agent's office at E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072 **on or before 31st August, 2015.**
2. Please attach a blank cancelled cheque or a photocopy of a cheque issued by your Bank relating to your above account.

REGISTRATION OF E-MAIL ADDRESS FORM

To,
Bigshare Services Private Limited (Unit : Venky's (India) Limited)
E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.

I/we shareholder(s) of Venky's (India) Limited hereby accord my/our approval to receive annual reports, notices of general meetings/postal ballot and such other documents that are allowed by the law, to be sent in electronic mode from time to time.

I/we request you to note my/our latest email address, as mentioned below. I/we attach the self attested copy of pan card or passport towards identification proof for the purpose of verification.

Folio No. / DP – Client ID	
Name of the first/ sole shareholder	
Name of joint shareholder(s) if any	
Registered Address	
E-mail address (to be registered)	

Place :

Date :

(Signature of Shareholder)

NOMINATION FORM (FORM NO.SH-13)

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
[Share Capital and Debentures) Rules, 2014]
(To be filled in by individual(s) applying singly or jointly)

To,
M/s. Venky's (India) Limited
"Venkateshwara House", S.No.114/A/2,
Pune-Sinhagad Road, Pune - 411030

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive Nos.
Equity Shares				

2. PARTICULARS OF NOMINEE/S :

Name	
Date of Birth	
Father's/Mother's/Spouse's Name	
Occupation	
Nationality	
Address	
Email Id	
Relationship with Security Holder	

3. IN CASE OF NOMINEE IS A MINOR :

Date of Birth	
Date of attaining majority	
Name of guardian	
Address of guardian	

Signature of Security Holder(s)

Name:

Signature of Nominee(s)

Name:

Witness:

Sign:

Name:

Address:

Date:

Place:

This Page is kept blank intentionally



VENKY'S (INDIA) LIMITED

Registered Office :
"Venkateshwara House", S. No. 114/A/2,
Pune-Sinhagad Road, Pune-411 030.

PROXY FORM

Form MGT-11

CIN:	L01222PN1976PLC017422		
Name of the Company:	Venky's (India) Limited		
Registered Office:	"Venkateshwara House", S.No.114/A/2, Pune - Sinhagad Road, Pune - 411030.		
Name of the Member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP ID	

I/We, being the Member (s), holding shares of the above named Company, hereby appoint :

- (1) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him
- (2) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him
- (3) Name _____ Address _____
E-mail ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on the 16th day of September, 2015 at 10.30 a.m at Hotel Le Meridian, Raja Bahadur Mill Road, Near Pune Railway Station, Pune - 411001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolutions	Vote* (Optional – See Note 3)		
		For	Against	Abstain
1.	To adopt audited Balance Sheet of the Company as on 31 st March, 2015 and Statement of Profit and Loss for the year ended as on that date.			
2.	To declare dividend			
3.	To re-appoint Mrs. Anuradha J. Desai as Director of the Company who retires by rotation and offers herself for re-appointment.			
4.	To ratify the appointment of Auditors.			
5.	To ratify remuneration of Cost Auditors.			

Signed this day of September, 2015.

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Re 1/-
Revenue
Stamp

Note :

- The Proxy Form to be valid must be deposited at the Registered Office of the Company not later than Forty Eight Hours before the time for holding the aforesaid meeting.
- In the case of Bodies Corporate, this Proxy Form shall be given under the seal of the Company
- * It is optional to indicate your preference by placing the tick (✓) mark at the appropriate box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



VENKY'S (INDIA) LIMITED

Registered & Corporate Office:

Venkateshwara House, S.No. 114/A/2, Pune-Sinhagad Road, Pune 411 030.

Tel.: (020) 2425 1530 - 41 Fax: (020) 2425 1077, 2425 1060.

E-mail: corp.shares@venkys.com Website: www.venkys.com